



Coastal Counties Workforce, Inc.

BY-LAWS

Last Revised: July 11, 2016

CONTENTS

PREAMBLE	4
ARTICLE I. ORGANIZATION	5
ARTICLE II. ESTABLISHMENT & PURPOSES	6
ARTICLE III. BOARD OF DIRECTORS	7
Section 1: Voting	8
Section 2: Vacancies	8
Section 3: Removal	8
Section 4: Board of Directors	8
Section 5: Agreement Among Officers	9
a. Communication	9
b. Meetings	9
c. Budget Development	9
i. The Chief Elected Officials	9
ii. The Coastal Counties Workforce Board	9
d. Fiscal Audit	10
e. Staff Resources	10
i. Board Staff Functions	10
ii. Executive Director	11
f. Program Oversight	11
g. Workforce Plan and Performance Outcomes	11
h. Identification of Service and Training Providers	11
i. Grants	12
j. Convener and Broker Role	12
ARTICLE IV. ELECTIONS	13
Section 1: Chief Elected Officials (CEO)	13
Section 2: Coastal Counties Workforce Board	13
ARTICLE V. CCWI ANNUAL MEETING	14
Section 1: Meeting Announcements	14
Section 2: Quorum	14
Section 3: Order of Business for Annual Meeting	14
Section 4: Annual Report	14
ARTICLE VI. WORKFORCE BOARD	15
Section 1: Nominations	15
Section 2: Duties and Responsibilities	15
Section 3: Membership Criteria	16
Section 4: Chairperson	18

ARTICLE VI. WORKFORCE BOARD	(continued)	
Section 5: Vice Chairperson		18
Section 6: Youth Standing Committee Chair		18
Section 7: Terms of Appointments		19
Section 8: Conflict of Interest		19
Section 9: Conflict of Interest Disclosure		20
Section 10: Removal of Members		20
Section 11: Resignation of Members		20
Section 12: Regular and Other Meetings		21
Section 13: Meeting Announcements		21
Section 14: Quorum		21
Section 15: Minutes		21
Section 16: Committees		21
a. Executive Committee		22
b. Youth Standing Committee		22
c. Appeals Committee		23
ARTICLE VII. LEGAL CONSIDERATIONS		24
Section 1: Applicability of Laws and Regulations		24
Section 2: Rules		24
Section 3: Dissolution		24
Section 4: Liability Insurance		24

**BY-LAWS OF
COASTAL COUNTIES WORKFORCE, INC.
A NOT-FOR-PROFIT CORPORATION**
Revised/Approved: 12/9/10, 5/15/14, 9/10/15, 12/2/15, 6/10/16

PREAMBLE

These By-Laws outline how the organization, Coastal Counties Workforce, Inc. (CCWI) functions with respect to its obligations under the Workforce Innovation and Opportunity Act (WIOA) of 2014 (H. R. 803—5).

The Chief Elected Official (CEO) and the Coastal Counties Workforce Board (CCWB) are established in accordance with the Workforce Innovation and Opportunity Act. Combined, both the CEO and CCWB are considered members of the Coastal Counties Workforce, Inc. organization.

CCWI is the corporate entity through which the workforce activities of the Chief Elected Officials and the Coastal Counties Workforce Board of the Coastal Counties Region shall carry out their statutorily established duties and responsibilities.¹ The CEO and CCWB (through its Executive Committee), will work together to ensure that the workforce development mission is achieved in the most efficient and effective manner possible.

Nothing in these By-Laws shall be deemed to diminish the authority of the CEO to carry out their duties and responsibilities, or to diminish their authority to implement the provisions of WIOA. Likewise, nothing in these By-Laws shall be deemed to supersede the Governance Agreement for the counties of Waldo, Knox, Lincoln, Sagadahoc, Cumberland, and York signed by the CEO, pursuant to H. R. 803—34.

¹ WIOA (H. R. 803—40) specifically authorizes the chief elected official(s) to designate an entity to serve as a local fiscal agent in order to assist in the administration of grant funds at the local level.

ARTICLE I. ORGANIZATION

1. The name of the organization shall be Coastal Counties Workforce, Inc.
2. Membership in this organization shall be open to all who are members of the Coastal Counties Workforce Board and the Coastal Counties Chief Elected Officials.
3. The work of the organization is accomplished by the staff of the CCWI corporate entity.

ARTICLE II. ESTABLISHMENT & PURPOSES OF THE CORPORATE ENTITY

The CCWI is established and organized in the Coastal Counties Region (Waldo, Knox, Lincoln, Sagadahoc, Cumberland and York counties) for the purpose of promoting workforce development and economic opportunities. CCWI is committed to the effective use of available resources to improve workforce skills throughout the region. These existing resources are leveraged and enhanced through strategic partnerships with organizations of similar vision, thereby raising the economic capacity of our regional community, its businesses and citizenry.

The CCWI shall raise funds from public and private sources including federal and state government, foundations and businesses for the purpose of carrying out its mission.

CCWI oversees the implementation of workforce training programs and a variety of other services to benefit both businesses and job seekers. Addressing projected workforce needs of business, CCWI will craft programming to engage job seekers in high-growth occupations. In addition as may be deemed appropriate, CCWI shall administer employment and training efforts in said region, initiated by the Legislature, the Governor of Maine, the United States and/or Maine Department of Labor or any branch of government.

ARTICLE III. BOARD OF DIRECTORS

The business of this organization and corporate entity shall be managed by a Board of Directors which shall not exceed 10 (ten) members and shall consist of a combination of the Chief Elected Officials and the members of the CCWB Executive Committee. Although the Executive Director is a member of the Executive Committee, he/she is not a member of the Board of Directors.

The Board of Directors elected shall be residents of the State of Maine and legally authorized to work in the United States.

The Board of Directors shall have oversight of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President/Chair after due notice to both the public and all the Board of Directors.

The Board of Directors may make such rules and regulations covering its meetings as it may at its discretion determine necessary.

Fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held at least quarterly.

Section 1: Voting

Each director shall have one vote.

Proxy Votes. A Board of Directors member who is unable to attend a meeting may, by written notice to the secretary, vote on any matter of business other than an amendment to the Articles of Incorporation or Bylaws or any fundamental change to the Corporation.

If the written direction to the secretary is clear, the secretary may act as proxy for the absent Board of Directors member pursuant to Title 13-B § 604 (2.) of the Maine Nonprofit Corporation Law and may cast a vote on behalf of the absent Board of Directors member, and such vote shall be treated as if the Board of Directors member was present at the meeting and voted on such matter.

No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

The written proxy notice may be submitted electronically.

Participation at meetings by conference telephone. Pursuant to Title 13-B § 705 (2.), members of the board of directors of CCWI, or any committee designated by the board, may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 2. Vacancies

Vacancies in the Board of Directors shall be filled by respective processes established for CEO and CCWB positions.

Section 3. Removal

A director may be removed when sufficient grounds exist for such removal. The Board of Directors may entertain removal against any Board Director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. As may be deemed appropriate, the Board of Directors may use the CCWI Appeals Policy.

Section 4. Board of Directors

The members of the CEO and officers of the CCWB shall, by virtue of their office, be members of the Board of Directors. However, the Executive Director of CCWI will abstain from involvement in all matters pertaining to him/her and to matters regarding appeals from his/her decision.

No director shall, for reason of his/her office, be entitled to receive any salary or compensation. However, provided CCWI's conflict of interest policy and state/federal laws are adhered to, nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

The officers of CCWI shall consist of the officers of the CEO:

President: Chair of CEO

Vice President: Vice Chair of CEO

Secretary/Treasurer: Secretary/Treasurer of CEO

President: Chair of CEO:

The President's duties and responsibilities include representing the Board of Directors as its principal spokesperson; serving as the Board's principal legislative liaison; presiding at Board meetings; directing the preparation of the agenda for all Board meetings; and appointing members to standing and special committees and shall by virtue of his/her office, be Chair of the Board of Directors and present at each annual meeting of CCWI a report of the work of the organization, and see that all books, reports and certificates required by law are properly kept or filed.

Vice President: Vice Chair of CEO:

The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the CCWI with all the rights, privileges and powers as if he/she had been the duly elected president. From time to time as deemed appropriate and necessary, the President may delegate duties to the Vice President.

Secretary/Treasurer: Secretary/Treasurer of CEO:

The Secretary/Treasurer shall cause the minutes and records of the organization to be kept in appropriate books, and be the official custodian of the records of CCWI. As

Secretary/Treasurer of CCWI, submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization; render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meetings; i.e., annual meeting, and delegate actual care and custody of all monies belonging to the organization to the Executive Director who will oversee the financial management.

Section 5. Agreement Among Officers

The following articulates how the Coastal Counties Workforce Board (CCWB) Executive Committee and the Coastal Counties Chief Elected Officials (CEO) through its combined Board of Directors structure will work together to avoid duplication of effort and ensure that the workforce development agenda is achieved in the Coastal Counties Region in the most efficient and effective manner possible.

a. Communication

It will be the responsibility of the Executive Director to keep the President of the CCWI and the Chair of the CCWB apprised of any issues relevant to the successful execution of their respective duties. At any time, either the President of the CCWI or the Chair of the CCWB may request that the Executive Director set up a meeting between the parties. This meeting may include other CCWB members, CEO or anyone else agreed to by both parties.

b. Meetings

The Executive Director is responsible for scheduling Board of Directors (Officers of CEO and CCWB) meetings to be held at least quarterly. The Board of Directors shall meet together to review the Workforce Plan including budget priorities and to discuss goals for the next year. The Executive Director will provide the CEO and CCWB with notice of these meetings.

c. Budget Development

- i. The Chief Elected Officials:** The Chief Elected Officials (CEO) and the Executive Director shall ensure the development of an administrative budget for CCWI for the purpose of carrying out the duties of the local workforce investment area. Per WIOA Regulations (29 CFR § 667.705) the “political jurisdiction(s) of the chief elected official(s) in a local workforce investment area is liable for any misuse of the WIOA grant funds allocated to the local area under WIOA sections 128 and 133, unless the chief elected official(s) reaches an agreement with the Governor to bear such liability.” Therefore, final and ultimate responsibility for the CCWI administrative budget will remain with the CEO.
- ii. The Coastal Counties Workforce Board:** While the CEO retain ultimate liability for misuse of WIOA funds, the CCWB is provided authority over program funds and is responsible for developing a budget for the purpose of carrying out the duties of the Local Board, subject to the approval of the chief elected official(s). The Officers of the CCWB will review the program budget, being mindful of articulated CCWB annual goals, objectives and regional needs to ensure program budget adequacy and resource alignment relative to WIOA programs.

Given the responsibilities placed on both the CEO and CCWB, budget priorities will be addressed at Board of Directors' meetings and the Executive Director will oversee the financial management thereof.

d. Fiscal Audit

On an annual basis the organization shall hire an outside firm to review and audit the corporation's financial books and records. Federal law requires a formal audit by a duly licensed certified public accountant (CPA). On a periodic basis, the Executive Director shall cause an RFP solicitation to occur for a CPA firm to conduct the audit. Functions requested will include reviewing reports, determining adequate procedures and controls, and reviewing financial performance.

i. Audit Committee Responsibilities

The Audit Committee is the CCWI's Board of Directors and is responsible for recommending the hiring of an independent CPA firm and for directly communicating with the CPA firm to fulfill the requirement for an annual audit. The Audit Committee shall also review and approve the final audited financial statements, as well as any communications received from the auditor regarding internal controls, illegal acts, or fraud.

The Audit Committee also serves as the primary point of contact for any employee who suspects that fraud has been committed against the Organization or by one of its employees or board members.

e. Staff Resources

i. Board Staff Functions: The Executive Director of Coastal Counties Workforce, Inc. carries out the organization's chief executive functions and his or her staff carry out the workforce development activities of the corporate entity and corresponding Coastal Counties Region². The Board staff is responsible for providing policy and program oversight at the direction of the CCWB Board. The Executive Director also develops goals and objectives for CCWB, designs and writes a Workforce Plan for the delivery of comprehensive employment and training services in the Region. He or she also negotiates, develops and modifies contracts and memoranda of understanding with provider agencies for the provision of employment and training services in the Region.

² Per WIOA, H. R. 803—41, the local board may employ staff. Similarly, the CEO can designate an entity to serve as a local grant subrecipient or as a local fiscal agent. CCWI's Executive Director serves in this dual role of staff for the board and local fiscal agent.

In order to carry out the CCWB duties, the Executive Director shall be responsible, for the hiring, compensation, discipline and termination of CCWI staff.

- ii. **Executive Director:** The Board of Directors shall hire and fix the compensation of the Executive Director according to procedures outlined in the Employment Agreement. Periodic performance reviews and supervision of the Executive Director shall be conducted by the CCWB Chair or designee. Objective qualifications for the position of Executive Director, ensuring that the he or she has the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in effectively carrying out the functions of the local board, will be developed and incorporated into a job description for this position.

The Executive Director reports to the Chair of the CCWB.

In the event that the Executive Director position becomes vacant, the Chief Elected Officials and the Officers of CCWB shall establish an ad hoc committee for the purpose of recruiting, interviewing and selecting a new Executive Director. Given the dual nature of the position (see footnote 2, pg 5), both the CEO and CCWB officers share selection and removal authority.

f. Program Oversight

The CCWB shall conduct oversight of the Coastal Counties' Regional employment and training programs and activities authorized under the Workforce Innovation and Opportunity Act and/or other relevant programming.

g. Workforce Plan and Performance Outcomes

The CCWB shall develop and submit to the Governor a comprehensive Workforce Plan consistent with WIOA and the State Plan. WIOA requires that each Local Board, in partnership with the appropriate chief elected officials, develops and submits a comprehensive plan to the Governor which identifies and describes certain policies, procedures and local activities that are carried out in the local area, and are consistent with the State Plan.

This plan may be modified on an annual basis. The CCWB will negotiate and reach agreement with the investors and connecting partners on local performance measures and service provision. This will be achieved by partner negotiations with the Executive Director. Additionally, a draft version of the Workforce Plan will be provided to the CEO. CEO members are encouraged to participate in the development of the Workforce Plan through the subcommittees of the CCWB. However, final approval authority of the Workforce Plan rests with the CCWB.

h. Identification of Service and Training Providers

The CCWB shall identify eligible providers of youth activities in order to award grants or contracts on a competitive basis, based on the recommendations of the Youth Standing Committee; and, shall also identify eligible providers of employment and training services for all other programs under its jurisdiction. From time to time the CCWB, in partnership with the CEO, will issue a solicitation (i.e., RFP) for services to youth, adult and dislocated workers.

i. Grants

The CCWB should encourage the solicitation and acceptance of grant awards from various Federal funding streams including, but not limited to, the Workforce Innovation and Opportunity Act for the purpose of furthering the workforce agenda.

**j. Convener and Broker Role
Reserved**

ARTICLE IV. ELECTIONS

The Board of Directors is made up of the CEO (i.e., six county commissioners) and the CCWB Executive Committee (i.e., CCWB Chair, Vice Chair and Youth Standing Committee Chair but not the Executive Director for purposes of this section) and the election process that governs the selection of respective leadership positions for each Committee shall be upheld and is articulated below. Note; the CCWI Executive Director shall abstain from any and all involvement in these elections with the exception of overseeing that appropriate administrative functions are undertaken.

Section 1: Chief Elected Officials (CEO)

In the case of the CEO, a Chair, Vice Chair and Secretary/Treasurer are elected annually as established by The Governance Agreement for the Workforce Innovation and Opportunity Act of 2014 (originally drafted and effective July 1, 2000 for WIA). Terms may repeat. Given the varying years of appointment for the individual CEOs, there are varying expiration dates, thereby ensuring only a portion of membership expire in a given year.

By default and for the purpose of recognizing statutory authority, the three (3) parties shall also serve respectively as President, Vice President and Secretary/Treasurer of the Board of Directors. The CEO will maintain one seat on the CCWB: represented by the Chair or his/her designee.

Section 2: Coastal Counties Workforce Board (CCWB)

With respect to the CCWB, Board members vote for a Chair and a Vice Chair on a biennial basis in December. Terms begin in January. Both positions have a two (2) year term and individuals may be re-elected to the same position not more than once, consecutively. To provide continuity, the outgoing officers may serve on the Executive Committee for one year following the completion of his/her term.

- a) A CCWB Nominations Committee made up of at least three (3) Board members is established by the outgoing Chair or Vice Chair to handle the election process. Should both the Chair and Vice Chair be on the ballot, the Youth Standing Committee Chair shall establish the Committee. In no case shall a Nominations Committee member be a candidate for office. The Committee shall certify in writing to the Chair of the meeting, the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. After the election process is complete, the Nominations Committee dissolves.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

ARTICLE V. CCWI ANNUAL MEETING

The membership meeting of this organization shall be held annually with the date, time and location fixed by the Board of Directors.

Section 1: Meeting Announcements

- a) The Secretary shall cause to be mailed or emailed to every member in good standing at his/her address or email address as it appears in the membership roll book in this organization a notice telling the date, time and place of such annual meeting.
- b) Special meetings of this organization may be called by the President when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed or emailed to all members at their addresses or email addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reason(s) that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of one-third (33 1/3 %) of the members of the Board of Directors, the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

Section 2: Quorum

The presence of not less than one-third (33 $\frac{1}{3}$ %) of all members shall constitute a quorum and shall be necessary to conduct the “annual meeting” business of this organization. If no quorum exists, the Secretary shall cause a notice of the rescheduled meeting to be sent to all members.

Section 3: Order of Business for Annual Meeting

1. Roll Call
2. Reading of the Minutes of the Preceding Meeting
3. Reports of Officers
4. New Business
5. Adjournment

Section 4: Annual Report

CCWI shall submit an annual report to the CCWI membership and to such other federal, state and local government units as deemed appropriate.

ARTICLE VI. WORKFORCE BOARD

It is the intent of the CEO and the Executive Committee that both parties work together cooperatively, through their joint Board of Directors, to ensure quality leadership is a mainstay of the CCWB. In order to succeed in this intent, the Executive Committee along with CCWI staff will actively participate in providing recommendations to the CEO for potential membership selection.

The chief elected officials are responsible for appointing members to the Workforce Board.

Section 1: Nominations

At the direction of the CEO, the Local Board staff will contact the appropriate entities in the local area for Local Board nominations to appoint members and fill vacancies on the Local Board from business, local educational entities, labor representatives or one stop partners.

Should nominations not materialize from the above mentioned groups within 10 working days, consistent with its authority, the CEO shall nominate and appoint members in order to meet requirements of the Act.

On a regular basis, Local Board staff bring nominations forward to the CEO for their review and approval. Prior to such action, Local Board staff will have met with the potential board member to ascertain whether the individual is a good fit for the Workforce Board. This information is shared with the CEO as well as the individual's resume or qualifications brief.

The CEO votes on whether to approve the nominee. All newly approved members are notified of their new board member status and provided with board training during their first year of service.

Section 2: Duties and Responsibilities

It shall be the purpose of the CCWB to set policy for and provide operational oversight of the local workforce system geographically comprised of the counties of Waldo, Knox, Lincoln, Sagadahoc, Cumberland and York. The objective of the CCWB is to carry out the functions and responsibilities pursuant to the WIOA.

The CCWB shall provide a business-led forum to facilitate the development of workforce training and development under WIOA. It shall assist in the implementation of programs that will provide meaningful job opportunities to all of its citizens.

The objective of the CCWB is to carry out its duties and responsibilities according to the WIOA, the Maine Department of Labor, and all Federal and State regulations duly promulgated under these acts.

The CCWB shall:

- 1) Develop the local workforce investment plan (Local or Regional Plan).
- 2) Conduct oversight of the One-Stop system to include youth activities and employment and training activities under title I of WIOA, in partnership with the chief elected officials.
- 3) Select One-Stop operators with the agreement of the Chief Elected Officials.
- 4) Select eligible youth service providers based on the recommendations of the Youth Standing Committee, and identify eligible providers of adult and dislocated worker intensive services and training services.
- 5) Develop a budget for the purpose of carrying out the duties of the Local Board, subject to the approval of the Chief Elected Officials.
- 6) Negotiate and reach agreement on local performance measures with the Chief Elected Officials and the Governor.
- 7) Assist the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act.
- 8) Coordinate workforce investment activities with economic development strategies and develop employer linkages; and promote private sector involvement in the statewide workforce investment system.
- 9) The Local Board, in cooperation with the Chief Elected Officials, appoints a Youth Standing Committee as a subgroup of the Local Board and coordinates workforce and youth plans and activities with the Youth Standing Committee, in accordance with WIOA.
- 10) Local Boards which are part of a State-designated region for regional planning must carry out the regional planning responsibilities required by the State in accordance with WIOA section 116(c) and § 661.290. (WIOA sec. 117)

Section 3: Membership and Category Criteria

The CEO appoints the membership to the Workforce Board. If an individual submits a nomination form to the CCWB, it shall be forwarded directly to the Executive Director for action. The Executive Director or his/her designee will screen potential board members on behalf of the CEO. After screening, candidates who are a good match will be asked for a qualifications brief and that information will then be brought forward to the CEO at the next scheduled Board of Directors meeting.

Business member candidates will be represented as equitably as possible among the six counties. However, when nominations are not forthcoming, the CEO may nominate local business entities as appropriate. Representatives from the labor community will be nominated by local labor federations, trade and service unions, and employee associations. Representatives of the education community i.e., adult education and community colleges, will be nominated by their corresponding educational agencies. Educational agencies will provide three (3) names (nominations) from which the CEO shall select a representative for each system i.e., community college and adult education.

Required member organizations or parent organizations may nominate a required board member to CCWB. Additional community-based organization members may be

appointed from other organizations that provide relevant services or fill identified voids in the local workforce investment system.

The CEO may also nominate members as they deem appropriate in accordance with WIOA requirements.

As authorized under WIOA, membership of the CCWB is established to be comprised of approximately thirty (30) members categorized as follows:

- Approximately fifteen (15) business members (business members shall comprise not less than 51 percent); with at least two members representing small business as defined by the U.S. Small Business Administration. Each business board member must be a CEO, COO or have optimum policy-making or hiring authority. In addition, business members will provide employment opportunities in in-demand industry sectors or occupations;
- At least 20% of the members (approximately 6) of the local board must be workforce representatives. These reps must include two or more representatives from labor organizations, or where labor organizations do not exist, representatives must be selected from among employee representatives. (See WIOA § 679.320 for further requirements.);
- May include one or more representatives of community based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individual with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities;
- May include one or more representatives of organizations that have demonstrated experience in addressing the employment, training or education needs of eligible youth, including representatives of organizations that serve out-of-school youth;
- At least one representative of Adult Education and Literacy Activities under WIOA;
- At least one representative for higher education providing workforce investment activities including community colleges;
- At least one representative from economic and community development;
- At least one representative from the state employment service (Wagner-Peyser Act);
- At least one representative from Title 1 of the Rehabilitation Act of 1973 other than sec 112 or part C of that title;

All required members have voting privileges. CEO may also convey voting privileges to non-required members.

Section 4: Chairperson

The Chairperson of the CCWB shall be a business representative. The duties of the Chairperson shall be to preside at CCWB meetings which includes, but is not limited to, deciding points of order, announcing all business, entertaining motions, putting motions to vote, and announcing vote results. Additionally, the Chairperson shall:

- Assume a leadership role in creating a strategic vision and setting measurable goals and outcomes for a market-driven workforce development system and overseeing its progress;
- Establish ad hoc committees when necessary for the purpose of furthering Board goals;
- Solicit input and participation from the private sector for provision of services to the residents of the region;
- Promote workforce development policies that improve the social and economic life of the community such as the Incumbent Worker Program and WorkReady Credential;
- Provide overall policy guidance and oversight on the use of funds and on the approach to delivery of services in the region;
- Serve as a voting member on the CCWB and the Board of Directors of the Coastal Counties Workforce, Inc.; and
- Supervise the Executive Director which includes conducting an annual performance review.

Section 5: Vice Chairperson

The Vice Chairperson shall ideally be a business representative and shall substitute for the CCWB Chair when he/she is unavailable and shall assist the Chairperson in carrying out the CCWB duties. For example, the Vice Chair may chair any ad hoc committee established by the CCWB Chair to further the goals of the CCWB.

Section 6: Youth Standing Committee Chair

The Youth Standing Committee Chair shall ideally be a business representative and shall chair quarterly Youth Standing Committee meetings and ensure that the standing committee provides information and assistance with planning, operational, and other issues relating to the provision of services to youth,

The Youth Standing Committee Chair will make non-board member appointments from nominations provided by CCWI staff.

Nominations may be comprised of individuals from, but not limited to:

Adult Education, juvenile justice or law enforcement, a non-profit with youth programming, Job Corps, private sector employer, housing authority or housing program, WIOA Youth Representative(s), and a former WIOA Youth participant.

Ideally the committee will have no less than 8 and no more than 12 members.

Section 7: Terms of Appointments

A CCWB member's term of appointment shall be for three years. The term shall commence on the date of CEO approval.

Given the varying years of appointment for the individual CEOs, there are varying expiration dates, thereby ensuring only a portion of membership expire in a given year (i.e., staggering).

By way of example, at the time of this (9/10/15) bylaw enactment, the following composition existed thereby ensuring staggered terms:

15 memberships expiring in 2017
10 memberships expiring in 2016
5 memberships expiring in 2018

Section 8: Conflict of Interest

Pursuant to WIOA, H. R. 803—42, a member of a local board, or a member of a standing committee, may not—(1) vote on a matter under consideration by the local board—(A) regarding the provision of services by such member (or by an entity that such member represents); or (B) that would provide direct financial benefit to such member or the immediate family of such member; or (2) engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.

For purposes of this section, "represents" shall include the following types of affiliation: director, Board member, advisor, paid consultant, immediate family, employer or employee. CCWB members shall make every attempt to avoid personal conflict of interest in awarding financial assistance and in the conduct of procurement activities involving funds under the Act.

Additionally, no member of the CCWB shall cast a vote or attempt to influence the body on any matter that has direct bearing on services to be provided by or which would financially benefit such member or any organization with which such member is affiliated.

However, CCWB members may receive the benefit of training services, such as On-the-Job Training and Customized Training, provided objective criteria are applied in the same manner as applied to other training providers. In addition, members of the CCWB may vote on the overall Workforce Plan even if that Plan could provide funds to an organization which a member represents.

Section 9: Conflict of Interest Disclosure

In order to avoid a conflict of interest or the appearance of such conflict, each member shall disclose any potential conflict of interest to the appropriate committee. Minutes of meetings shall record the abstentions of members who are prohibited from voting due to conflict of interest. These prohibitions shall apply to regular, special, and committee meetings of the CCWB.

Section 10: Removal of Members

Members may be removed for cause or because of absence with the following criteria:

The Chairperson of the CCWB or the Executive Director shall recommend to the CEO the removal of any member(s) based on cause or excessive absenteeism. Removal of a member shall require a majority vote of the CEO where a quorum is present.

Removal for Cause: Cause shall be determined by the CCWB Executive Committee. Generally, removal for cause means that the member is unable to effectively represent the categorical seat to which he/she is appointed due to reasons unidentified or undisclosed at the time of appointment. Cause shall also be defined as a significant change in status that substantially alters the member's qualifications. In addition, failure to carry out the duties of the office as prescribed by these bylaws or conduct detrimental to the CCWB or its mission shall also be deemed as cause for removal.

Removal for Absenteeism: Members may be removed from membership on the CCWB if the member is absent from three (3) or more consecutive regular full meetings of the CCWB. However, a member with a substantial pattern of absences varying from the absence pattern noted in this section may be removed from membership by the CEO.

Section 11: Resignation of Members

Resignation of CCWB members should be effected in writing and submitted to the Chairperson of the Board or the Executive Director. The CEO shall be notified of the resignation and a request made to fill the vacant position.

A board member shall be deemed to have offered his or her resignation if: (1) the organization he or she represents no longer represents one of the groups specified in **Section 3. Membership and Category Criteria**; (2) He or she ceases to represent the group for whom that Member was elected as a representative; (3) there is a change of the employment or status of a Member that substantially alters the Member's qualifications considered in making their initial appointment; or (4) the Member is absent from a significant number of meetings of the CCWB.

Section 12: Regular and Other Meetings

The CCWB shall meet at least once each quarter. The time and location will be determined at a prior meeting.

Section 13: Meeting Announcements

- a. Once the meeting date, time and location have been established, a written announcement will be emailed to all CCWB members at least ten (10) days prior to the date of the meeting. A notice stating the date, time and location of the meeting will be posted in the local newspaper at least three (3) days prior to the date of the meeting.
- b. All CCWB members shall receive notice of any special meeting at least five (5) days prior to the date of the meeting. A notice stating the date, time and location of the meeting will be posted in the local newspaper at least three (3) days prior to the date of the meeting.

Section 14: Quorum

A quorum of the CCWB shall consist of a simple majority of the currently appointed membership and must contain at least fifty-one percent (51%) of its members from the private sector. A quorum of a committee shall consist of a simple majority of the members of the specific committee. If a quorum is present, the affirmative vote of the majority shall be the official act of the CCWB or respective committee.

Section 15: Minutes

Minutes of the proceedings for each CCWB meeting shall be recorded and maintained in the permanent files for the CCWB. A summary of the recorded minutes will be made available on the CCWB website after approved, at the next scheduled meeting. The minutes and agenda, as well as supporting and informational material of any meeting of the CCWB shall be made available to the public upon written request. Minutes for the committee meetings shall be recorded and made available upon request and shall be maintained in the permanent files of the CCWB.

Section 16: Committees

The CCWB shall have three (3) standing committees: Executive Committee, Youth Standing Committee³ and Appeals Committee. Ad hoc committees may be appointed from time to time. All committees shall operate by consensus whenever possible, but may resort to simple majority vote, if necessary. Non-CCWB members may be appointed to serve on Youth Standing Committee and ad hoc committees as voting

³ At the 3-12-15 CCWB Meeting, the CCWB voted to approve the transition from a Youth Council to a Youth Standing Committee effective July 1, 2015, in conformance with the Workforce Innovation and Opportunity Act.

committee members. Non-CCWB members do not have voting rights at CCWB meetings.

a. Executive Committee

The Executive Committee of the CCWB shall be comprised of the CCWB Chairperson, Vice Chairperson, and Youth Standing Committee Chair. The Executive Director shall be a member of the Executive Committee however he/she shall abstain from involvement in all matters pertaining to him/her and to matters regarding appeals from his/her decision. Outgoing Board Officers may remain on the Executive Committee as non-voting members for up to a year, for the purpose of providing smooth transition of board duties at the request of the newly elected Board Chair.

The Executive Committee may, on the recommendation of the Chairperson or any other member of the CCWB, remove Chairpersons and members from ad hoc committees, but any recommendation to remove a member from the CCWB shall require CEO approval. The Executive Committee shall hold meetings at the request of the Chairperson of the CCWB, who shall also serve as Chairperson of the Executive Committee.

The Executive Committee shall recommend potential Board members to the CEO and shall see that orientation and training is provided for new Board members.

The Executive Committee acts as the CCWB's communication vehicle to the CEO; provides consistent direction to Board committees; and may advocate Coastal Counties' positions to federal, state or local public or private sector entities, when necessary.

The Executive Committee shall not have independent authority to set policy for and provide operational oversight of the local workforce system. It must obtain approval of the CCWB on such matters unless obtaining such approval is not possible due to time exigencies and/or would render such policy or action ineffective due to time constraints. However, the Executive Committee may on behalf of the CCWB, develop a budget for the purpose of carrying out the duties of the Board which shall be subject to the approval of the chief elected officials.

In addition, the Executive Committee may decide sensitive matters of the Board and may make agreements on behalf of the Board when acting as part of the Board of Directors of CCWI.

b. Youth Standing Committee

The Youth Standing Committee shall be chaired by a member of the CCWB. The Chairperson of the Youth Standing Committee may appoint Youth Standing Committee ad hoc committees. The Committee may assist CCWI staff in

developing criteria for requests for proposals from time to time for services and develop portions of the Workforce Plan relating to eligible youth activities; conduct oversight with respect to eligible providers of youth activities; coordinate authorized youth activities in the Coastal Counties Region and perform other duties as determined to be appropriate by the CCWB Chair.

The Youth Standing Committee's primary role in the Coastal Counties Region is advisory to the CCWB. For instance, on matters specific to program and performance review, the committee will have decision-making authority. However, on matters that affect the overall policy direction within the Coastal Counties such as development of a youth system and plan, the CCWB will have the opportunity to review and approve.

c. Appeals Committee

There shall be a standing committee on appeals consisting of three (3) members. The members of the Appeals Committee shall be the Executive Director of CCWI or his/her written designee; the Chair of the CCWB or a member of the CCWB designated by the Chair; and the Chair of the CEO Committee or a member of the CEO designated by the Chair.

The Appeals Committee shall hear appeals, complaints, or grievances from any participants, or other interested parties, affected by the Local Workforce Investment System, including One-Stop partners, service providers, and their subcontractors.

Committee members shall be disinterested. If the complaint or grievance concerns the Executive Director, the Chair of the CCWB shall designate another member of the CCWB to hear the appeal in place of the Executive Director. The Committee may adopt rules governing such appeals, provided such rules are not inconsistent with rules or procedures specified in the RFP or contract applicable to the appeal. Decisions of the Appeals Committee shall be final, but shall be subject to any state or federal regulations.

ARTICLE VII. LEGAL CONSIDERATIONS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than one-third (33 $\frac{1}{3}$ %) of the members of the organization, which must consist of a minimum of fifty-one percent (51%) private sector CCWB members.

The Board of Directors shall review any recommended modifications of the By-Laws and be responsible for drafting a final version for full CCWI membership approval.

Section 1: Applicability of Laws and Regulations

The parties to this Agreement agree that the provisions contained herein are subject to all applicable Federal, State and local laws, regulations and/or guidelines relating to nondiscrimination, equal opportunity, displacement, privacy rights of participants and maintenance of records and other confidential information relating to One-Stop centers. Nothing in these By-Laws may, nor shall they be construed to, take precedence over Federal, State or local laws or regulations.

Section 2: Rules

Where not otherwise provided for in these By-laws, Robert's Rules of Order shall be followed to the extent practical and necessary in conducting all meetings of the CCWI, CEO, CCWB and its committees.

Section 3: Dissolution

Upon any dissolution of the CCWI, the CCWI Board shall, after paying or making provision for payment of liabilities, dispose of all of the assets in accordance with WIOA and any other applicable laws of the State of Maine.

Section 4: Liability Insurance

The CCWI shall obtain liability insurance coverage for the members, directors, officers and staff of the corporate entity, the Chief Elected Officials (CEO) and the Coastal Counties Workforce Board (CCWB), and qualify for exemption under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future code, in order to more effectively carry out the work of the CEO and the CCWB.