



Greater Roanoke Workforce Development Board – Bylaws

Local Workforce Development Area 3 (LWDA3)

Effective Date: December 13, 2019

Amended: October 26, 2020

Amended: September 22, 2022

Article I – Name

These bylaws are established by the Greater Roanoke Workforce Development Board (GRWDBGRWDB) in Local Workforce Development Area 3 (LWDA3).

Article II – Offices

The GRWDB's principal office shall be at 4419 Pheasant Ridge Road, Suite 301, Roanoke, VA 24014 or as subsequently changed by resolution of the GRWDB. The GRWDB may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Virginia, as the GRWDB may, from time to time, determine or the business of the GRWDB may require.

Article III – Mission and Purpose

Section 1 – Mission

The mission of the GRWDB is to serve as a regional talent resource for businesses by providing trained and skilled job seekers that meet current and future demand.

Section 2 – Purpose

The purpose of the GRWDB shall be to plan and coordinate the provision of regional workforce development services for LWDA3 (Counties of Alleghany, Botetourt, Craig, Franklin, Roanoke, and the Cities of Covington, Roanoke, and Salem), within the requirements of the Workforce Innovation and Opportunity Act (WIOA), Public Law 113-128, and other discretionary grants. The GRWDB shall be nonsectarian and non-partisan and the GRWDB or its name shall not be associated with any commercial, sectarian, or partisan interest or concern or any purpose contrary to the objectives of the GRWDB.

Article IV – Board Composition and Members

Section 1 – Composition

The GRWDB membership will be in accordance with Section 107(b) of the WIOA and Virginia Board of Workforce Development Policy 200-02. This composition is detailed in the Chief Local Elected Officials (CLEO)-Board Agreement between the GRWDB and the CLEO Consortium for LWDA3. GRWDB private-sector members must be an owner, chief executive officer, chief operating officer, or other individual with optimum-policy making or hiring authority and provide employment opportunities in in-demand industry sectors or occupations.

Section 2 – Selection

The GRWDB members shall be appointed and/or reappointed by the CLEO Consortium and must live or work in LWDA3. Nominations will be solicited through applicable sources, which include but are not limited to economic development entities, workforce development partner agencies, community non-profits, and the general public. Nominations will be reviewed to ensure that stakeholders and major industry partners are represented among the GRWDB members.

Section 3 – Board Member Terms

Board members may serve for a term of 3 years and may serve an unlimited number of consecutive terms. Terms will be staggered to ensure that only a portion of the membership expires within a given year.

Section 4 – Absence from Meetings

GRWDB members may designate an alternate if the member is not able to attend a regular or special called meeting. The name of the alternate must be provided in writing to the Executive Director at least three (3) days prior to the scheduled GRWDB meeting. Alternate representatives for GRWDB members can vote on behalf of the GRWDB member.

GRWDB staff shall inform the Chair of the GRWDB in any instance when an appointed member is absent from two (2) consecutive, regularly scheduled meetings of the GRWDB. The Chair shall then call the absences to the attention of the GRWDB member in writing. If the GRWDB member is absent from the next regularly scheduled meeting, the GRWDB member may be removed from the GRWDB. The GRWDB Staff will post the vacancy for nominations and inform the CLEO of a needed appointment at the next CLEO Consortium meeting.

Section 5 – Vacancies

If vacancies arise, GRWDB Staff will post vacancy information for nominations and inform the CLEO of a needed appointment at the next CLEO Consortium meeting. Requests for nominations will be solicited through applicable sources, which include but are not limited to, economic development entities, workforce development partner agencies, community non-profits, and the general public.

Section 6 – Resignations

Any GRWDB member, officer, or committee member may resign such office/membership at any time. Such resignation shall be made in writing and take effect from the time of its acceptance by the GRWDB. GRWDB Staff will post vacancy information for nominations and inform the CLEO of a needed appointment at the next CLEO Consortium meeting.

Section 6 - Compensation

No form of compensation shall be paid to any GRWDB member in return for such GRWDB member's participation on the GRWDB or for attendance at any meeting of the GRWDB.

Article V – Officers

Section 1 – Officers

The officers of the GRWDB shall be as follows:

- Chair
- Vice-Chair
- Treasurer (Chair of Finance Committee)

Section 2 – Election & Terms

The GRWDB members shall elect officers for a term of two (2) years, with all officers being members of the GRWDB. All vacancies in any office shall be filled by the GRWDB without due delay at its regular meeting or at a meeting specifically called for that purpose. Terms for officers shall run concurrently with the Program Year (July 1st through June 30th).

Section 3 – Duties of Officers

The Chair of the GRWDB shall preside at all meetings of the GRWDB, is an authorized signer on all GRWDB deposit and/or loan accounts and shall perform such executive and administrative functions as may be prescribed from time to time by the GRWDB or by the Bylaws. The Chair shall be a private

sector GRWDB member. The Vice-Chair shall chair all meetings in the absence of the Chair. The Vice-Chair shall be a private sector GRWDB member.

The Treasurer, or Chair of the Finance Committee, shall be responsible for reviewing the GRWDB's financial records and overseeing the preparation of financial statements and tax returns. The Treasurer is an authorized signer on all GRWDB deposit and/or loan accounts.

Section 4 – Office-Holding Limitations

No GRWDB member shall hold more than one (1) office at a time.

Section 5 – Subordinate Officers

The GRWDB may appoint other officers or agents, each of whom shall hold office for such period, have authority and perform such duties as the GRWDB may determine. The GRWDB may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

Section 6 – Executive Director

The Executive Director shall be the administrator of the GRWDB and, subject to the control of the GRWDB, shall in general supervise and control the business affairs and property of the GRWDB. The Executive Director may sign all certificates, contracts, obligations, and other instruments of the GRWDB and shall do and perform such duties and may exercise such other powers as from time to time may be assigned by these Bylaws or by the GRWDB.

Article VI - Meetings

Section 1 – Regular Meetings

The GRWDB shall meet at least quarterly or more as needed at a place within the region. Regular meeting dates shall be established by the GRWDB at its first meeting of the Fiscal Year/Program Year and notice of the meeting schedule, times, and locations shall be posted by the GRWDB Director for public notice. Meeting notices shall also be posted on the LWDA3's webpage and at the GRWDB offices. All public notices of meetings will be posted at least three (3) business days prior to the date and time of the meeting.

Section 2 – Special Meetings

Special meetings may be called by the Chair with at least three (3) business days notice to each of the representatives, either personally, by mail, e-mail, or facsimile transmission.

Section 3 – Cancelled Meetings

The Chair may cancel any meeting so called if it is determined that the business is not sufficient to warrant a meeting or if it is known that there will not be a quorum attending.

Section 4 – Public Comment

All meetings of the GRWDB and its committees shall be open to the public. The GRWDB shall make available to the public, on a regular basis through its open meetings, information regarding activities of the GRWDB, including information on the Local Plan, information regarding its members and GRWDB appointments, and the minutes of the GRWDB meetings.

Section 5 – Executive Session

Closed executive session may be used according to the provisions of the Virginia Freedom of Information Act (FOIA). Such sessions may be held during or after an open meeting or may be announced for a future time. The purpose for holding a closed executive session must be announced at the open meeting either immediately prior or subsequent to the closed executive session. Official action on any matter discussed at a closed executive session must be taken at an open meeting.

Section 6 – Compliance with Sunshine Laws

The GRWDB shall comply with all applicable aspects of the Sunshine provision with are outlined in the CLEO-Board Agreement.

Section 7 – Member Participation by Electronic Means

Members of the GRWDB, and its committees, may participate in meetings of the GRWDB by electronic means as permitted by Virginia Code §2.2-3708.

The GRWDB may hold all-virtual meetings no more than two (2) times per calendar year, which adheres to the Virginia Code. This will require at least two (2) meetings in person for the GRWDB per calendar year. Per Virginia Code 2.2-3708.3(C), the GRWDB is a public body that may hold all-virtual public meetings, provided that the GRWDB follows the other requirements listed below:

- 1) An indication of whether the meeting will be an in-person or all-virtual public meeting shall be included in the required meeting notice along with a statement notifying the public that the method by which a public body chooses to meet shall not be changed unless the public body provides a new meeting notice in accordance with the provisions of 2.2-3707.
- 2) Public access to the all-virtual public meeting is provided via electronic communication means.
- 3) The electronic communication means used allows the public to hear all members of the public body participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the public body as well.
- 4) A phone number or other live contact information is provided to alert the public body if the audio or video transmission of the meeting provided by the public body fails, the public body monitors such designated means of communication during the meeting, and the public body takes a recess until public access is restored if the transmission fails for the public.
- 5) A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting is made available to the public in electronic format at the same time that such materials are provided to members of the public body.
- 6) The public is afforded the opportunity to comment through electronic means, including by way of written comments, at those public meetings when public comment is customarily received.
- 7) No more than two members of the public body are together in any one remote location unless that remote location is open to the public to physically access it.
- 8) If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the public body votes to certify the closed meeting as required by Virginia Code 2.2-3712.
- 9) The public body does not convene an all-virtual public meeting (i) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting.
- 10) Minutes of all-virtual public meetings held by electronic communication means are taken as required by Virginia Code 2.2-3707 and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held. If a member's participation from a remote location pursuant to this subsection is

disapproved because such participation would violate the policy adopted, such disapproval shall be recorded in the minutes with specificity.

Remote participation will be allowed for members that request remote participation at least three (3) business in advance of a scheduled in-person meeting. Such requests must be sent to the Executive Director of the GRWDB. GRWDB members may utilize remote participation no more than two (2) times per calendar year. The GRWDB member must state the rational for using remote participation which includes the following allowable reasons:

- 1) The GRWDB member has a temporary or permanent disability or other medical condition that prevents the member's physical attendance.
- 2) A medical condition of the GRWDB member or the GRWDB member's family requires the GRWDB member to provide care that prevents the GRWDB member's physical attendance.
- 3) The GRWDB member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or
- 4) The member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter.

Should any members of the GRWDB exercise this flexibility for remote participation, the GRWDB shall record in its minutes the remote location from which the GRWDB member participated, however, the remote location need not be open to the public and may be identified in the minutes by a general description. If participation is approved, the public body shall also include in its minutes the fact that the member participated through electronic communication means due to a (i) temporary or permanent disability or other medical condition that prevented the GRWDB member's physical attendance, (ii) family member's medical condition that required the GRWDB member to provide care for such family member, thereby preventing the GRWDB member's physical attendance. If remote participation is approved pursuant to subdivision 3, the public body shall also include in its minutes the fact that the GRWDB member participated through electronic communication means due to the distance between the GRWDB member's principal residence and the meeting location. If participation is approved pursuant to subdivision 4, the public body shall also include in its minutes the specific nature of the personal matter cited by the GRWDB member. If the GRWDB member's participation from a remote location is disapproved, such disapproval shall be recorded in the minutes with specificity.

Section 8 – Roberts Rules of Order

The GRWDB shall use the Roberts Rules of Order, Newly Revised during all official meetings. Votes and actions of the GRWDB shall be recorded appropriately.

Section 9 – Record Keeping

The GRWDB Executive Director shall be responsible for the taking, recording, duplicating, distributing, retaining, and disposing of all minutes of the GRWDB under the guidelines of Federal, State, and Local policy. The Executive Director may delegate this function to other staff.

Article VII - Voting Rights

Section 1 – Quorum

The quorum for a meeting of the GRWDB shall consist of a majority of both the private sector and public sector members.

Section 2 – Voting Action

All representatives shall vote on all actions taken by the GRWDB, unless a representative abstains because of a conflict of interest, or for other good cause.

Article VIII- Committees

Section 1 – Executive Committee

The Executive Committee is comprised of the following GRWDB members:

- Chair
- Vice-Chair
- Past Chair
- Treasurer (Chair of Finance Committee)
- Program Oversight Committee Chair
- Special Projects Committee Chair
- At-Large Member (private-sector)

The Executive Committee shall have and exercise the authority of the GRWDB in the management of the GRWDB, except as otherwise provided by law. The designation and appointment of the Executive Committee and delegation thereto of authority shall not operate to relieve the GRWDB, or any individual GRWDB member, of any responsibility imposed on it by law.

The Executive Committee shall be empowered to act on behalf of the full GRWDB on business that cannot be held until the next regularly scheduled meeting as determined by the Chair, with the affirmative vote of at least a majority of its members. The full GRWDB shall be informed of the action taken by the Executive Committee at the next regularly scheduled GRWDB meeting.

The Executive Committee, unless otherwise ordered by the GRWDB, shall meet at least quarterly prior to the regularly scheduled meetings of the GRWDB. Special meetings of the Executive Committee may be called by the Chair. The At-Large Member of the Executive Committee shall have the same term limits as the Executive Committee officers.

Section 2 – Finance Committee

A Finance Committee composed of the Treasurer (Chair) shall be appointed by the GRWDB. It shall be the duty of this committee to prepare a budget for the program year beginning the first day of July, and to submit it to the GRWDB for approval. The Finance Committee may, from time to time, submit amendments to the budget for the current program year, which may be adopted by a majority vote at a duly constituted GRWDB meeting. Committee terms shall be one (1) year with no limits on consecutive terms.

Section 3 – Program Oversight Committee

The Program Oversight Committee shall be appointed by the GRWDB. At least two of the members will be from the private-sector members on the GRWDB. The Committee shall meet at least quarterly, or more as needed, and shall provide information and assist with the operational issues relating to the One-Stop Delivery System. The Committee will provide information, assist with planning, operational, and other issues relating to the delivery of Youth, Adult, and Dislocated Worker services. The Chair of the Committee will be appointed by the GRWDB. Committee terms shall be one (1) year with no limits on consecutive terms.

Section 4 – Special Projects Committee

A Special Projects Committee shall be appointed by the GRWDB. The Committee shall meet at least quarterly, or more as needed, and shall oversee any special projects or discretionary grants obtained and implemented by the GRWDB, as well as oversee business services activities conducted by the GRWDB. The Committee can also suggest additional special projects or initiatives to serve the region, including potential funding sources for suggested projects. The Chair of the Committee will be appointed by the GRWDB and shall be a Board member. Committee terms shall be one (1) year with no limits on consecutive terms.

Section 4 – Other Committees

The GRWDB may at any time appoint standing or ad hoc committees to consist of as many members as seems advisable. The members of such committees shall hold office until the appointment of their successors or the dissolving of the committee. The Chair of any standing or ad hoc committee shall be appointed by the GRWDB.

Section 5 – Committee Quorum

A majority of any committee of the GRWDB shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 6 – Committee Vacancies

The GRWDB shall have the power to fill vacancies on the committees.

Article IX - Conflict of Interest

Section 1 – Voting and Conflict of Interest

Section 107(h) of the WIOA and these Bylaws prohibit a member of the GRWDB from voting on a matter under consideration by the GRWDB when:

- The matter concerns the provision of services by the member or any entity that the member represents; or
- The matter would provide direct financial benefit to the member or the immediate family of the member. (For these purposes, immediate family means wife, husband, son, daughter, mother, father, brother, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, grandson, granddaughter, grandparent, stepparent, stepchild, or any person residing in the same household); or
- The matter concerns any other activity determined by the Board to constitute a conflict of interest as specific in the Local Plan.

Section 2 – Appearance of Conflict

Members of the GRWDB are expected to avoid unethical behavior in the course of performing their official duties. The GRWDB not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid the appearance of: using their position for private gain; giving preferential treatment to any person or entity; losing their independence or impartiality in making decisions; acting in any way that might erode public confidence in the integrity of the GRWDB.

Section 3 – Confidentiality

All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the GRWDB. Members shall

not disclose confidential information obtained in the course of or by reasons of his/her membership in the GRWDB to any person or entity not directly involved with the business of the GRWDB. No member shall use confidential information obtained in the course of or by reason of his/her membership on the GRWDB in any matter with intent to obtain financial gain for the member, the member's immediate family, or any business with which the member is associated. No member shall disclose confidential information obtained in the course of or by reason of his/her membership on the GRWDB in any manner with the intent to obtain financial gain for any other person.

Article X - Miscellaneous Provisions

Section 1 – Seal

The GRWDB may adopt a seal or logo for identification of the Board.

Section 2 – Program Year

The Program Year for the GRWDB shall be July 1st through June 30th.

Section 3 – Amendments

These Bylaws may be amended by a simple majority vote of the current members of the GRWDB.

GRWDB Chair Signature

GRWDB Chair Printed Name

Date