

**BY-LAWS  
OF  
WORKFORCE DEVELOPMENT BOARD OF MIDDLESEX COUNTY, INC.**

**ARTICLE I**

**NAME**

The name of the organization shall be the Workforce Development Board of Middlesex County, Inc., hereinafter referred to as the WDB.

**ARTICLE II**

**PURPOSE**

In partnership with the Chief Elected Official (CEO), strategically plans, sets policy and oversees workforce development programs in Middlesex County in order to provide a comprehensive, seamless, effective, and efficient workforce service delivery system.

**ARTICLE III**

**RESPONSIBILITIES**

- Set policy, and oversee all WIOA and One-Stop System activities/services/procedures
- Develop and submit Strategic Local Workforce Development Plan
- Procure local One-Stop Operator(s)
- Identify eligible providers of training services and youth activities
- Oversight of One Stop System
- Negotiate local performance measures with CEO & Governor
- Assist in developing Statewide employment statistics system
- Ensure effective connecting, brokering, and coaching activities to assist employers
- Coordinate activities with economic development and employers
- Comply with Executive Order 36, in particular, Section 6 and the Workforce Innovation and Opportunity Act of 2014

**ARTICLE IV****MEMBERSHIP**

1. **Appointments.** The WDB members shall be formally appointed by the Middlesex County Board of County Commissioners in accordance with the federal Workforce Innovation and Opportunity Act of 2014, its guidance letters rules and regulations, and State policy/procedures.
2. **Membership.** The WDB Board shall consist of a minimum of twenty-seven (27) members, composed of at least the following. The Federally Mandated members are designated by (M), State required appointment (S).
  - Business/Private Sector (51% requirements) (M)
  - Community-Based Organizations/ Organized Labor (Minimum 20 %) (M)
  - County Economic Development Agency and/or appropriate Municipal Economic Authorities (M)
  - County Vocational/Technical School Superintendent (SM)
  - County Superintendent of Schools (SM)
  - County Board of Social Services (M)
  - Local Employment Services Office (M)
  - Community County College (SM)
  - Local Human Services Advisory Council Chair (SM)
  - Representative from Vocational Rehabilitation (M)
  - Adult Education/Literacy Representative from either Local Educational Agency (LEA) sponsored or other major publicly funded programs (SM)
3. **Qualifications.** All members shall be persons who have attained the age of eighteen (18) years and shall be active members of the local business, community, social, governmental, or educational organizations they will represent. To the fullest extent possible, the Board shall be reflective of gender, race, and ethnic composition of the customer community and reflective of the local labor market.
4. **Term.** Members shall be appointed for a specific term, whether a fixed or staggered term, and shall serve until his or her successor is chosen and qualified, or until his or her death, resignation, or removal in the manner herein provided. Membership shall be as follows:
  - Federally Mandated ..... 3 years

- State Mandated ..... 2 years
  - Business Sector ..... 2 years
5. **Designee.** An appointed voting member may choose a designee to represent him/her permanently on the Board or during such member's absence during his/her term with the same rights and privileges unless otherwise provided by these By-Laws. The voting member shall advise and provide to the WDB Secretary, name and contact information of said designee.
  6. **Voting.** Subject to Article VIII, all appointed members of the Board, or their designee, shall have the right to vote on all matters affecting the operation of the WDB, which shall be properly presented for their consideration at any duly constituted meeting of the WDB, unless a conflict of interest is present as per the established Middlesex County Code of Ethics.
  7. **Resignation.** Any member may resign at any time by giving written notice to the Chairperson of the Board and the Chief Elected Official. The resignation shall take effect upon receipt and acceptance thereof and will not require further action to make it effective by the WDB and Chief Elected Official.
  8. **Vacancies.** A vacancy shall be deemed to exist when any member's term expires, or he/she resigns, or is removed in the manner herein provided, or no longer represents the constituency from which such member was originally appointed, or is deceased. Any vacancy on the WDB shall be filled by formal appointment by the Middlesex County Board of County Commissioners in the same manner as provided herein for the appointment of new members. Any member so appointed shall be representative of the same category as the departing member, and shall hold office for the remaining unexpired term of that membership, unless he/she dies, resigns, no longer represents the constituent category, or is removed in the manner herein provided.
  9. **Removal of Members.** Any member may be removed for cause at any time. Grounds for removal shall minimally exist when any member either has a conflict that prevents him/her from serving in this capacity, or he or his designee fails to attend two (2) consecutive meetings of the Board. Members identified for removal based on the conflict or absences provision shall be automatic upon receipt of a written notice from the By-Laws Chairperson; however, they may petition, in writing, the WDB Chairperson, within 10 days of removal notice for a one (1) time reconsideration and possible reinstatement. All other

member removal action must be presented by the By-Laws Chairperson and voted on by the Board.

10. **Insurance and Other Indemnification.** The WDB shall have the power to purchase and maintain such fidelity and bond insurance, errors and omissions policy on such officers, members, staff and on behalf of others to the extent that power to do so has been or may be granted by statute and give other indemnification to the extent not prohibited by law, regulation or statute.
11. **Committee members.** The Board may also include in the Standing or Ad hoc Committee membership structure, other individuals whose knowledge or experience can contribute to or enhance the Board's Committee functions and activities. However, said individuals will not have a voice or vote on the appointed WDB.

## **ARTICLE V**

### **OFFICERS**

**Chairperson.** The Chairperson shall be the Chief Administrative Officer of the WDB and shall in general oversee and direct with the Executive Committee all of the business and financial affairs of the WDB. He/she shall preside at all meetings of the WDB and advise the other officer(s) and the WDB on all matters of general policy. The Chairperson, subject to the Robert's Rules of Order as Revised shall decide all points of order and matters of procedure governing the meetings, unless otherwise directed by a majority vote of the WDB members present. He/she shall have, subject to these By-Laws, any rules or regulations and/or governing statutes, all the powers and perform all the duties normally pertaining to the office. He/she shall perform such other duties as from time to time may be assigned by the WDB.

**Vice-Chairperson.** The Vice-Chairperson shall, in the absence of the Chairperson or in the event of his/her inability to act, perform the duties of the Chairperson. When so acting, he/she shall have the powers of and be subject to all the restrictions placed upon the Chairperson. He/she shall perform such other duties as from time to time may be assigned by the Chairperson.

**Secretary.** The Secretary shall record, maintain and disburse meeting minutes, and notices. He/she shall be the official keeper of all minutes and records, and perform such other duties as required by the WDB or by the Chairperson.

**Election/Term.** As soon as practical, preferably at the end of every other program year, but not more than thirty (30) days after the beginning of every other program year, or when a vacancy occurs, the WDB membership shall elect officers and conduct any other business. The Executive Committee shall prepare biennially a slate of officers or when necessary, nominations for any officer vacancy. Officers of the WDB shall be nominated and elected from among those members in good standing, who represent a private sector organization. All officers shall be elected biennially by a majority of the quorum present. An appropriate technological method of voting may be used if necessary. Unless a written ballot process is instituted, any person who is absent from an election and cannot send, or does not have a designee, may give their written proxy for voting purposes to another WDB member in good standing. However, the receiving WDB member may only have one proxy vote assigned per annual election. A member in good standing is someone who has attended at least 50% of the total WDB meetings per year.

Each officer shall hold office for a two (2) year term and serve until re-elected or a successor is elected and qualified, for up to two (2) consecutive terms, unless the officer is deceased, or resigns, or is removed in the manner herein specified. At the discretion of the By-Laws Committee, this term limit may be extended for one or more terms if appropriate.

**Resignations.** Any officer may resign his or her office by giving written notice thereof to the WDB Chairperson. Any resignation shall take effect immediately upon receipt thereof by the Chairperson or at such other time as specified in the notice. The acceptance of the resignation shall not be necessary to make it effective and said position will then be filled as herein stated.

**Removal.** Any officer may be removed, with cause, by a vote of the majority of the entire Board at a special meeting called for that purpose, or at any other designated meeting of the membership upon the presence of quorum. Notice of a special meeting for removal of an officer shall be given in writing five (5) days prior to any such meeting, stating the date, time, place and purpose of the meeting. Grounds for removal shall minimally exist when any officer either has a conflict that prevents him/her from serving in this capacity; or he or his designee fails to attend two (2) consecutive meetings of the Board; or if there has been a breach of fiduciary responsibility. The resulting vacancy shall be filled in the manner specified herein.

**Vacancies.** A vacancy in any office shall be filled for the unexpired portion of the office term in the manner prescribed in these By-Laws for election to such office unless otherwise determined by the Board.

## **ARTICLE VI**

### **STAFF**

The County of Middlesex shall provide staff for the daily operations and responsibilities of the WDB. Staff shall be responsible for coordinating Board meetings, preparation/distribution of correspondence, and minutes, reports, and related documents, and the completion of all tasks set forth by the WDB, its committees, the State Department of Labor and Workforce Development, or as required under WIOA. Staff shall also direct and supervise any and all other staff designated by the County of Middlesex to provide staff support to the Board.

## **ARTICLE VII**

### **COMMITTEES**

1. There shall be Standing Committees as follows:
  - a. **Executive Committee.** Responsible for ensuring WDB responsibilities, policies and tasks are carried out in accordance with the appropriate WIOA rules/regulations, conduct Board business in between meetings, ensure that a meeting agenda is set, minutes sent out, and that the strategic plan is being implemented and monitored. The composition shall consist of all duly elected officers, the County Commissioner liaison and all chairpersons of the Standing Committees. Shall serve as the committee to present on an annual basis, a slate of officers for the Board's consideration, as well as any actions for officer member removal or the filling of an officer vacancy in accordance with the By-Laws provision for same. Part of its functions may include on-going recruitment of WDB and committee members and the submission of nominations for the Board's consideration
  - b. **Youth Advisory Committee.** Provides expertise in planning, policy development and oversight of youth employment and training services. Shall assist the local WDB in: 1) broadening the youth employment and training focus in the community to incorporate a youth development perspective; 2) establishing linkages with other organizations serving youth in the local area; and 3) taking into account a range of issues that can have an impact on the success of youth in the labor market.

- c. **Literacy Committee.** Shall be responsible for assessing, recommending, ensuring implementation of and monitoring the County Literacy Plan and services related to the development of a literate workforce.
  - d. **Operations and Planning.** Responsible for One Stop System Planning, Policy Development, and Oversight, including evaluation of the One-Stop operation and workforce system. Encourages resource usage and collaboration that positively impacts the workforce system. A Business Engagement sub-committee, with its own chairperson, will be established to be responsible for meeting the needs of the business community.
  - e. **By-Laws Committee.** Shall review and/or revise By-Laws, as needed, but minimally shall review them on an annual basis. Membership shall consist of the Executive Board. Other members may be appointed by the WDB Chair or the WDB Director if necessary.
  - f. **Abilities Committee.** This committee shall review as necessary any issues related to the One Stop that may have a significant impact on individuals with disabilities as it relates to the services or facilities of the One Stop. All partners shall ensure that they are compliant with the appropriate American with Disabilities Act rules and regulations pertaining to the provision of services under the workforce system.
2. The WDB Chairperson may establish other ad hoc-committees as deemed necessary.
3. The Chairperson of each Standing Committee, except where required by regulation, shall be appointed by the WDB Chairperson from the appointed membership on a biennial basis subsequent to the election of new Board officers or upon a vacancy occurring. They shall also serve as members on the Executive Committee. A Vice Chairperson of each committee shall be elected by the members of each committee. They do not have to be an appointed member of the WDB, but will not serve as a member on the Executive Committee unless they are also an appointed member of the WDB.
4. Any actions of the Standing Committees are subject to review and, when necessary, prior approval of the full Board, or when urgent, by the Executive Committee.
5. Committees shall meet on a regular basis as convened by the respective Chairperson.
6. All WDB members must serve on at least one committee. Members shall be permitted to volunteer for a particular committee(s). However, the Chairperson shall assign committee members based upon the needs of the WDB committees with the advice and consent of the WDB Director/CEO.

## **ARTICLE VIII**

### **MEETINGS**

**Place of Meeting.** The WDB shall hold, minimally, four (4) meetings on a yearly basis. All Board meetings shall be conducted in accordance with the Open Public Meetings Act. Notice of said meetings shall be sent to members at least five (5) days prior and shall include date, time, place, and if known, the agenda. Meetings can be held in-person or virtually, using an appropriate technology, and/or a combination of both.

**Special Meetings and Notice.** Special meetings may be called by the WDB Chairperson, or by at least seven (7) members of the Board. Notice of special meetings shall be done in one of the following manners: a) mailed ordinary mail to each member's residence or place of business at least five (5) days before the day of the meeting; b) personally delivered within five (5) calendar days; c) or if emergent, by telephone, fax or e-mail, no later than two (2) calendar days before the meeting. The notice shall include the date, time, and place of the meeting, and state the purpose of the meeting. Said meeting shall be conducted in accordance with the Open Public Meetings Act.

**Quorum.** Except as otherwise provided by Robert's Rules, fifty percent (50%) plus one of the WDB membership shall be required to constitute a quorum to conduct business at any meeting. The act of a majority of the members present at such meeting shall be the act of the WDB. In the absence of a quorum, a majority of the members present may adjourn the meeting or consider any business that requires no voting action. Notice of any adjourned meeting need not be given.

**Voting.** Unless otherwise provided within the By-Laws, each member shall have one vote. A member may, in writing to the Chairperson of the Board, designate a designee to serve in his or her absence and vote on his or her behalf during his/her absence as per Article IV, Paragraph (5), except such person cannot assume the role and responsibility of acting for a Chair or Vice Chairperson. Such designee may in the absence of the appointed member participate in all official business of the Board, shall attend meetings of the Board and Committees thereof and shall have the right to vote on all matters before the Board or a Committee thereof unless otherwise provided herein.



**Conflict.** Any member who is in conflict pursuant to Section IX shall leave the meeting during any discussion or motion concerning said organization. Disputes concerning the voting authority of any member or designated alternate shall be resolved by the Chairperson of the Board.

## ARTICLE IX

### CONFLICT OF INTEREST

Unless otherwise amended or superseded, the Board is regulated by the Middlesex County Code of Ethics as found within the County of Middlesex Personnel Policy and to the extent not in conflict, the Conflict of Interest Directive promulgated by the New Jersey Department of Labor NJD-2-94 as well as the following:

- 1) In addition to the requirements at 29 CFR 95.42 or 20 CFR 97.36 (b) (3) (as applicable), which address codes of conduct and conflict of interest issues related to employees:
  - a) A State Board member or a Local Board member or committee member must neither cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization which that member directly represents), nor on any matter which would provide any direct financial benefit to that member or a member of his immediate family.
  - b) Neither membership on the State Board, the local Board or the committees nor the receipt of WIOA funds to provide training and related services, by itself, violates these conflicts of interest provisions.
- 2) A conflict of interest under this section would also arise when:
  - a) The individual,
  - b) Any member of the individual's immediate family\*,
  - c) The individual's partner, or
  - d) An organization which employs, or is about to employ, any of the above, has a financial or other interest in the firm or organization selected for a monetary award/grant.
- 3) All members of the Workforce Development Board must sign annually a statement assuring that they have read the Code of Ethics and agree to abide by it.

(\*For purpose of this Section the term "immediate family" means the individual's spouse, child, parent or sibling.)

The officers, employees or agents of the agency and WDB members making the award will neither solicit nor accept gratuities, favors, or anything of monetary value from awardees, potential

awardees or parties to sub-agreements. States and sub-recipients may set minimum rules where the financial interest is not substantial or the gift is an unsolicited item of nominal intrinsic value.

## **ARTICLE X**

### **EMPLOYMENT RELATIONSHIP**

Partners and their staff are not considered employees of the One-Stop or the Workforce Development Board. As such, each partner is responsible for compliance with any and all federal, state and local policies, directives, laws, statutes, rules or regulations, including but not limited to, labor laws, worker's compensation, disability, unemployment insurance, hourly wages, etc.

## **ARTICLE XI**

### **AMENDMENT OF BY-LAWS**

These By-Laws may be altered, amended or repealed by majority of the WDB membership, at any meeting of the WDB, after thirty (30) days prior written notice that such action is a purpose of the meeting.

## **ARTICLE XII**

### **APPEALS**

#### **Dispute Resolution:**

Definitions for purpose of this section: (a) **agency** is defined as an organization who is soliciting service provider status or is currently a service provider pursuant to the WIOA legislation; (b) **individual** is someone either requesting or receiving services under the WIOA legislation; (c) **adversely affected** means an action taken by the WDB which i) affects the process by which funding recommendations were determined, or (ii) negatively affects a priority issue as per the Middlesex County Strategic Plan or WIOA mandate.

An agency or individual who is adversely affected by an action of the WDB may file a complaint/appeal with the WDB Director. The following process shall be followed:

- a) An Ad Hoc Appeals Committee will be designated by the WDB Chair. This committee shall convene within five (5) business days to review the matter presented by the WDB Director to determine if the issue falls within the appealable categories. This determination will be rendered and forwarded within three (3) business days to the WDB Chairperson.
- b) If the determination is that the matter does not fall within the designated categories, then the appeal will be denied and the complainant shall be notified by the WDB Director within five (5) business days. If it is an appealable matter, then the Chair shall request that a hearing be held and a decision rendered within ten (10) business days of the initial receipt of said determination.
- c) Said decision shall then be forwarded by the WDB Director to the appellant within three (3) business days.
- d) The claimant may appeal an adverse finding of the Appeals Committee to the Commissioner of the New Jersey Department of Labor. The Commissioner of Labor will review the appeal in accordance with its established procedures.

Disputes concerning specific statutory programs; i.e., Wagner-Peyser, Division of Vocational Rehabilitation, Job Corps, etc., shall continue to be subject to the procedures set forth in those programs.

### **ARTICLE XIII**

The rules contained in "Robert's Rules of Order as Revised" shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws or applicable Federal, State, or local statutes, rules and regulations.