

**A RESOLUTION OF THE NEW YORK CITY WORKFORCE DEVELOPMENT BOARD
APPROVING BYLAW REVISION
June 3, 2026**

WHEREAS, the NYC Workforce Development Board is responsible for providing strategic leadership and oversight of workforce development activities in accordance with the Workforce Innovation and Opportunity Act (WIOA) and applicable federal, state, and local regulations; and

WHEREAS, the Board periodically reviews its bylaws to ensure they remain current, compliant, and aligned with best practices; and

WHEREAS, the Board has reviewed the existing bylaws and has identified the need to improve modernization, member nominations, budgets, procurement, setting priorities, calendar, and alignment with current operational needs; and

WHEREAS, the Board convened a workgroup of members to work with Board staff to revise the bylaws;

WHEREAS, the proposed revised bylaws have been distributed to all Board members;

NOW, THEREFORE, BE IT RESOLVED, that the NYC Workforce Development Board hereby adopts the revised bylaws as presented in *Exhibit C*; and

BE IT FURTHER RESOLVED, that the Chairperson(s) and Director are authorized to take all necessary actions to implement these amendments and ensure compliance with applicable laws and regulations.

This resolution shall take effect immediately.

Exhibit C

Bylaws of the

New York City Workforce Development Board

ADOPTED
AMENDED AND RESTATED BYLAWS
of the
LOCAL WORKFORCE DEVELOPMENT BOARD FOR THE
NEW YORK CITY LOCAL WORKFORCE DEVELOPMENT AREA

(As Amended and Restated at the June 3, 2026 Meeting
of the Local Workforce Development Board)

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Article I Powers of the Board

The Local Workforce Development Board for the New York City Workforce Development Area (the “Board”) shall possess functions of and powers conferred upon a local workforce development board pursuant to the Workforce Innovation and Opportunity Act of 2014, codified as amended at 29 U. S. C. §§ 3101 et seq. (“WIOA”), and in accordance with the agreement outlining roles and responsibilities under WIOA of the Mayor of the City of New York (the “Mayor”), acting on the Mayor’s authority as the Chief Elected Official as defined in WIOA, and the Board. This agreement is hereafter referred to as the “CEO Agreement”.

Article II Members of the Board

Section 1 Qualifications

The members of the Board (each a “Board Member,” collectively “Board Members”) shall be appointed by the Mayor in accordance with Section 107 of the WIOA.

Section 2 Nominations

The Director may solicit nominations for one or more Board members in accordance with Section 107(b) of the WIOA. The Director may engage the Executive Committee, or other appropriate Committee of the Board, to solicit such nominations. The Director and Board staff shall work with the Mayor’s Office of Appointments on all Board appointments.

Section 3 Majority

A majority of the Board shall be representatives of business described in Section 107(b)(2)(A) of the WIOA, except where such requirement is excused pursuant to Article 2, Section 5 of these Bylaws.

Section 4 Duration of Term

Subsection 4.1 Duration

Unless and until the term of a Board Member is earlier terminated as provided herein, Board Members shall serve for a term of three years.

Subsection 4.2 Termination

The term of each Board Member shall terminate upon the occurrence of any of the following:

- 4.2.1 The term of each Board Member shall terminate upon the occurrence of any of the following:
 - 4.2.1.1 the death of such Board Member;
 - 4.2.1.2 the resignation of such Board Member as provided herein; or
 - 4.2.1.3 the removal of such Board Member as provided herein.
- 4.2.2 The Mayor may terminate the term of a Board Member who ceases to hold the federal, State or City office or other office or position in the organization for which they represent to qualify as a Board Member or possess any qualification necessary for Board membership in accordance with WIOA Section 107.

Subsection 4.3 Resignation

Any Board Member may resign at any time by delivering a resignation in writing addressed to the Mayor, the Chairperson(s) of the Board, and the Director of the Board (the “Director”) at their addresses as they appear in the records of the Board, by email or mail. Such resignation shall take effect on the date of receipt of such email or mail or on the date specified by the Board Member therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Subsection 4.4 Removal

A Board Member may be removed for just cause as determined by the Mayor. Without limiting the foregoing, the Mayor shall have just cause for removal of a Board Member in the event that:

- 4.4.1 The Board Member fails to attend three or more Board meetings during any 12-month period; or,
- 4.4.2 The Board Member violates the terms of Article VII Section 1 of these Bylaws.

Section 5 Vacancies.

Subsection 5.1 Notification

If a vacancy in the Board occurs, the Director shall provide written notice thereof to the Mayor, the appropriate Deputy Mayor(s) responsible for overseeing the Board, the Chairperson(s) of the Board, and the New York State Workforce Investment Board, c/o the New York State Department of Labor (“NYSDOL”) or at another address provided for such

purpose, within twenty calendar days of the resignation, termination, or other event causing the vacancy. Such notice shall include:

- 5.1.1 the name of the Board Member;
- 5.1.2 the category represented by such Board Member; and
- 5.1.3 the effective date of the resignation, termination, or other event causing the vacancy.

Subsection 5.2 Process

- 5.2.1 Vacancies in the Board required to be filled pursuant to Section 107(b) of the WIOA shall be filled by the Mayor in accordance with Section 107 of the WIOA within ninety calendar days of the effective date of the resignation, termination, or other event causing the vacancy. Such vacant positions shall count as though they were filled for the purpose of determining the whole number of the Board.
- 5.2.2 All other vacancies in the Board need not be filled by the Mayor, or may be filled at any time by the Mayor in accordance with Section 107 of the WIOA. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of the Board unless and until the Mayor fills such vacant positions.

Section 6 Chairperson(s)

Subsection 6.1 Election

The Chairperson(s) shall be elected by the Board and shall be a representative of business described in federal and state WIOA rules.

Subsection 6.2 Role

- 6.2.1 The Chairperson(s) shall preside at all meetings of the Board and of the Executive Committee. In the absence of a Chairperson from any meeting, the Vice-Chairperson, if any, shall preside thereat.
- 6.2.2 The Chairperson(s) shall, subject to the control of the Board, have general management of the affairs of the Board and shall perform all the duties incidental to their office or prescribed for them by these Bylaws or by the Board, and shall make and sign in the name of the Board all official documents as required under WIOA and other instruments which are authorized from time to time by the Board.

Section 7 Compensation

Board Members shall serve without compensation.

Section 8 Designees

Subsection 8.1 Authorization

A Board Member may designate in writing to the Chairperson one Designee to represent such Board Member in their absence.

Subsection 8.2 Attendance

A designee may attend Board and Committee meetings on behalf of an absent Board Member, shall count towards a quorum at any meeting that such designee attends, and may exercise thereat the rights, powers and privileges of the absent Board Member.

Subsection 8.3 Termination

The Mayor may terminate a designation at any time, with or without cause.

Article III Functions of the Board

The Board shall perform the required functions outlined in WIOA Section 107(d). The Board may delegate one or more of such functions to the agency or office designated by the Mayor to provide staff and administrative support to the Board. The Chairperson(s) shall determine, in consultation with the Mayor or their designee, how each function will be fulfilled. The Board may develop and submit to the Mayor recommendations regarding workforce development priorities.

Section 1 Local Plan

Subsection 1.1 Description

- 1.1.1 Once every four years, the Board shall, in partnership with the Mayor, develop and submit a comprehensive local plan in accordance with Section 108 of WIOA (Local Plan).

Subsection 1.2 Local Plan production

- 1.2.1 Not less than one year before an upcoming Local Plan submission, the Executive Committee shall determine, in consultation with the Mayor or designee, how the Local Plan will be completed.

Subsection 1.3 Monitoring of progress

- 1.3.1 The Executive Committee shall establish, in partnership with the Director, an annual calendar outlining the timeline for receiving updates on Local

Plan progress as well as the metrics by which such progress will be measured.

Section 2 Workforce Research and Regional Labor Market Analysis

The Board shall regularly gather and review information about local economic conditions and changes in the labor market so as to inform and update the Local Plan as well as inform ongoing priorities and programs. The Board may share labor market intelligence with the wider local workforce development ecosystem and associated stakeholders.

Subsection 2.1 To fulfill this responsibility, the Board may:

- 2.1.1 Leverage City agencies, offices, and other relevant partners to collect, analyze and share labor market intelligence, including sector-based expertise;
- 2.1.2 Invite subject matter experts and other stakeholders, including both Board members and non-members, to participate in Board meetings, join Board Committees, or present at other convenings;

Section 3 Convening, Brokering, Leveraging Relationships

The Board shall convene local workforce development system stakeholders to assist in developing the Local Plan and engage these stakeholders, including organizations and individuals who have relevant expertise, to advance the goals articulated in the Local Plan and support workforce development activities.

Subsection 3.1 To fulfill this responsibility, the Board may:

- 3.1.1 Leverage the convening and coordinating ability of City agencies, offices, and other relevant partners;
- 3.1.2 Invite subject matter experts and other stakeholders, including both Board Members and non-members, to participate in Board meetings, join Board Committees, or present at other convenings;
- 3.1.3 Advise the Mayor on Board membership to ensure broad representative membership on the Board;
- 3.1.4 Provide letters of support for organizations that are submitting grant applications for funding not directly overseen by the Board
 - 3.1.4.1 The Chairperson(s), or other members of the Executive Committee, may sign letters of support on behalf of the Board.

Section 4 Employer Engagement

The Board shall lead efforts to engage a diverse range of businesses and other employers to promote representation, develop effective linkages, ensure workforce development activities meet the needs of employers and support economic growth, and develop and implement effective strategies for meeting the employment and skill needs of both workers and employers.

Due to the scale, complexity, and diversity of the New York City local area, the Board prioritizes system-level work that creates the conditions for effective employer engagement rather than on program-level business recruitment for particular workforce programs.

Subsection 4.1 This work may include:

- 4.1.1 Working with City agencies, offices or relevant partners to leverage existing or establish new industry or sector partnerships as defined under WIOA.
- 4.1.2 Coordinating with local advisory groups, including but not limited to, those required by State law overseen by public educational institutions.
- 4.1.3 Advising the Mayor or their designee, on ways to better coordinate employer engagement efforts in City-funded or -administered workforce and economic development programs.
- 4.1.4 Providing guidance and consultation to administering entities on provider contracts with regards to employer engagement.

Section 5 Career Pathways Development

The Board, in collaboration with representatives from secondary and postsecondary education, shall lead efforts to develop and implement career pathways by aligning the employment, training, education, and supportive services needed by both youth and adults, particularly those individuals with barriers to employment.

Subsection 5.1 To fulfill this responsibility, the Board may:

- 5.1.1 Leverage the convening and coordinating ability of City agencies, offices, and other relevant partners;
- 5.1.2 Invite subject matter experts and other stakeholders, including both Board Members and non-members, to participate in Board meetings, join Board Committees, or present at other convenings;
- 5.1.3 Encourage the creation or enhancement of feedback mechanisms so that programs are informed by participant and collaborator experience. This may

include working with Board staff and administering entities to build such processes into WIOA-funded programs;

- 5.1.4 Advise the Mayor or their designee, on ways to better coordinate career pathways across public workforce training and educational programming.

Section 6 Proven and Promising Practices

The Board shall identify and promote proven and promising strategies and initiatives for meeting the needs of stakeholders across the workforce development system.

Subsection 6.1 The Board may fulfill this responsibility by:

- 6.1.1 Partnering with City agencies, offices, or other relevant partners, including local business and workforce intermediaries, to solicit and identify best practices, compile them as case studies, and make available to the stakeholders across the workforce development system;
- 6.1.2 Inviting subject matter experts and other stakeholders to participate in Board meetings, join Board Committees, or present at other convenings.

Section 7 Technology

The Board shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system including promoting effective intake and case management tools, improving access of WIOA-funded services, and advancing strategies that help individuals with barriers to employment.

Subsection 7.1 The Board may fulfill this responsibility by:

- 7.1.1 Partnering with City agencies, offices, or other relevant partners, including local business and workforce intermediaries, to solicit and identify effective strategies and make information available to stakeholders across the workforce development system.
- 7.1.2 Inviting subject matter experts and other stakeholders, including both Board Members and non-members, to participate in Board meetings, join Board Committees, or present at other convenings;
- 7.1.3 Delegating technology enhancements in WIOA-funded programs to administering entities, who will work with the Director to provide periodic updates for the Board's review.

Section 8 Program Oversight

The Board, in partnership with the Mayor or their designee, shall conduct program and fiscal oversight of WIOA-funded programs in the local area to ensure appropriate and strategic use of funds to maximize program performance outcomes.

Subsection 8.1 Establishment of Program Priorities

- 8.1.1 Through a process determined by the Executive Committee in consultation with the Director, the Board shall develop program priorities. The development of program priorities shall be done in coordination with administering entities and in accordance with the budget process established in Article III Section 12 of these Bylaws.
- 8.1.2 Certain program performance goals are required under WIOA and as prescribed by Article III Section 9 of these Bylaws.

Subsection 8.2 Data collection

- 8.2.1 Administering entities shall collect and maintain data necessary for compliance with WIOA and the reporting requirements of these bylaws.

Subsection 8.3 Reporting

- 8.3.1 Administering entities shall prepare regular reports to the Board
 - 8.3.1.1 The content, schedule, and cadence of such reports shall be determined by the Executive Committee of the Board.
 - 8.3.1.2 The Board may establish a committee to oversee fiscal and performance reporting.
- 8.3.2 The Chairperson(s) or appropriate committee member(s) may request additional detail about program performance from any administering entity.
- 8.3.3 In consultation with the Director, administering entities shall prepare and submit reports to NYSDOL and United States Department of Labor in compliance with any related oversight or audit.

Section 9 Negotiation of Local Performance Accountability Measures

In coordination with the Mayor or their designee, the Board shall negotiate and reach agreement with representatives of state government on local performance accountability measures. Board staff may perform this task on behalf of the Board.

The Chairperson(s) or appropriate committee member(s) may request additional detail about program performance from any administering entity.

Section 10 Operators and Providers

Subsection 10.1 One-stop operators

- 10.1.1 The Board shall, in coordination with the Mayor, designate one or more one-stop operators and may terminate for cause the eligibility of such operators.
 - 10.1.1.1 The Board may provide guidance and recommendations to administering entities on the Board's intended goals, selection criteria, or performance outcomes for such operators.
 - 10.1.1.2 If a one-stop operator does not provide career services, the Board shall identify eligible providers of those career services.
 - 10.1.1.3 The Board may help inform the design of the procurement and participate on the evaluation committee, as permitted by law, and shall approve the one-stop operator contracts after a competitive procurement.

Subsection 10.2 Youth providers

- 10.2.1 The Board shall identify eligible providers of youth workforce investment activities by awarding grants or contracts on a competitive basis through administering entities and may terminate for cause the eligibility of such providers.
 - 10.2.1.1 The Board may provide guidance and recommendations to administering entities on the Board's intended goals, selection criteria, or performance outcomes for such providers.
 - 10.2.1.2 The Board may help inform the design of the procurement and participate on the selection committee, as permitted by law, and shall approve the youth provider contracts after a competitive procurement.

Subsection 10.3 Eligible training providers

- 10.3.1 The Board shall identify eligible providers of training services in the local area.
- 10.3.2 The Board shall coordinate with administering entities as well as state entities to ensure there are sufficient numbers and types of providers of career and training services, including eligible providers with expertise in assisting individuals with disabilities and providers with expertise in

assisting adults in need of adult education and literacy, so as to maximize consumer choice and effectively address barriers to employment.

Subsection 10.4 Process

- 10.4.1 Not less than eighteen months prior, or as soon as is practicable in extenuating circumstances, to the anticipated release of a public solicitation for one-stop operators or youth providers, the administering entity shall notify Board staff of its intent to begin procurement planning.
 - 10.4.1.1 The Board may convene the administering entity to discuss goals, inform the development of the procurement, and make recommendations to help ensure the appropriate use and management of the WIOA funds.
 - 10.4.1.2 As appropriate, the administering entities may ask Board members involved in procurement planning to sign a non-disclosure agreement.
 - 10.4.1.3 Any Board members whose organization may submit a proposal in response to a procurement shall recuse themselves from any deliberations about the procurement by submitting a letter to the Board Chair(s) and Board staff.
- 10.4.2 The Board may advise administering entities and provide feedback on the development of procurements with respect to:
 - 10.4.2.1 The development and release of a public concept paper outlining the goals of the procurement, where appropriate;
 - 10.4.2.2 The development of solicitation materials, which may include the scope of services; payment terms; requirements for employer engagement; and evaluation criteria for vendor selection.
- 10.4.3 Board Members may, to the extent it is practicable and permitted by law, serve as members of an evaluation committee on such a procurement, provided they do not comprise the majority of the selection committee.
- 10.4.4 Prior to award of any such contract by an administering entity, the administering entity shall meet with the Executive Committee to review the

selection of the operators or providers and obtain preliminary approval from the Executive Committee.

10.4.5 After the preliminary approval by the Executive Committee, administering entities may award such contracts.

10.4.6 The Board may establish a Committee to coordinate with administering entities on operator and provider selection.

Subsection 10.5 Other Uses of WIOA funds

10.5.1 WIOA funds may be used for adult and dislocated worker workforce development services as well as business services. Administering entities may solicit and contract for these services without Board involvement provided:

10.5.1.1 Such services are consistent with funding allocated in the annual budget; and

10.5.1.2 All contracted training providers are eligible training providers.

Section 11 Coordination with Education Providers

The Board shall coordinate with training providers, educational institutions, and state entities involved in adult education and literacy activities, providers of career and technical education, and vocational rehabilitation.

The Board delegates this task to Board staff, who coordinate with all relevant parties.

Section 12 Budget and Administration

The Board shall develop a budget for the activities of the Board and local area, consistent with the priorities outlined in the Local Plan and by the Board. The budget shall be subject to approval by the Mayor.

Subsection 12.1 Annual Calendar

12.1.1 The Executive Committee shall establish, in partnership with the Director, an annual calendar outlining the timeline for developing and approving the annual budget and monitoring spend.

Subsection 12.2 Budget Development and Approval

12.2.1 Prior to the start of each fiscal year, and through a process determined by the Executive Committee in consultation with the Director, the Board shall

develop a statement of budget priorities and intended impact for WIOA-funded efforts.

- 12.2.2 Upon receipt of preliminary budget information from the NYSDOL, Board staff shall work with the administering entities to develop a preliminary operational budget for the upcoming fiscal year in accordance with programmatic needs and the priorities outlined by the Board and Mayor.
- 12.2.3 The Director shall share the preliminary operational budget with the Executive Committee for review and such budget may be shared with the full Board. The Board may convene the administering entities to present upon their proposed budgets at an Executive Committee meeting or a Board meeting.
- 12.2.4 Upon receipt of the final budget information from NYSDOL, the Board shall finalize the development of the budget and vote upon it at a Board meeting prior to the start of the fiscal year.
- 12.2.5 Where final budget information is not yet available, the Board may vote to approve a preliminary budget and a subsequent final approval may be later approved by the Executive Committee.

Subsection 12.3 Budget Modification

- 12.3.1 Administering entities or the Executive Committee may request a modification to a previously approved fiscal year budget.
- 12.3.2 The Director shall prepare a revised budget and any accompanying material for the Executive Committee's review. The Executive Committee may convene the administering entities to present or discuss the potential change.
- 12.3.3 The Executive Committee may vote to approve the budget modification or may move to recommend such vote come before the full Board, wherein which the full Board would vote to approve the budget modification.

Subsection 12.4 Disbursal of Funds

- 12.4.1 Upon a vote of approval of the budget by the Board, the fiscal agent identified in the CEO Agreement shall make the funds available to the

administering entities, which will then administer programs in accordance with the approved budget.

- 12.4.2 Administering entities may disburse funds at any time during the fiscal year, provided such disbursement is consistent with the approved budget.
- 12.4.3 The Chairperson(s) of the Board may convene the Executive Committee to discuss any budget items and issue direction regarding budget and funds distribution to administering entities.

Subsection 12.5 Budget Monitoring

- 12.5.1 The fiscal agent and any administering entity shall, at least once quarterly, submit a budget report to the Board.
 - 12.5.1.1 The content, schedule, and cadence of such reports shall be determined by the Executive Committee.
 - 12.5.1.2 The Board may establish a committee to oversee fiscal and performance reporting.
- 12.5.2 The Chairperson(s) or appropriate committee member(s) may request additional detail about the WIOA budget and/or spending from the fiscal agent or any administering entity.

Subsection 12.6 Transfers of WIOA Funding

- 12.6.1 WIOA allows local areas to transfer WIOA funds from one category into another, including from Administrative to Program funds or between Adult and Dislocated Worker funds. Under NYSDOL [Technical Advisory 17-06](#), the Board must vote to approve any such transfers.

Subsection 12.7 Funding Opportunities Outside of Standard WIOA Allocations

- 12.7.1 On occasion, the Board may be eligible to apply or request to receive funding from NYSDOL or other sources. In such instances, the Chairperson(s), or other members of the Executive Committee, may approve applying for or requesting such funding.

Section 13 Accessibility for Individuals with Disabilities

The Board shall assess and ensure that WIOA-funded programs are accessible for people with disabilities and in full compliance with the Americans with Disabilities Act of 1990.

The Board delegates this task to administering entities, who work with the Director to prepare information for the Board's review and in the event of an audit.

Article IV Meetings of the Board

Section 1 Annual and Regular Meetings

The Board shall meet at least quarterly in each fiscal year for the transaction of such business as may come before the meeting. Such quarterly meetings shall be held at such places within New York City and at such times as the Board or the Chairperson(s) prescribes in consultation with the Director.

Section 2 Special Meetings

A special meeting of the Board may be called by the Mayor, a majority of the Board or the Chairperson(s). Special meetings of the Board shall be held at such times and at such places in the City of New York or elsewhere as the Mayor, the Board or the Chairperson(s) prescribe.

Section 3 Notice of Meetings

Written notice of each meeting of the Board shall be given to the Board Members by e-mail and shall be sent not less than five days before such meeting. Such notice shall be directed to each Board Member at the Board Member's e-mail address as it appears in the records of the Board; provided, however, that such notice may be waived by any Board Member by signing a written waiver of notice before or after the meeting or by attending the meeting without protesting lack of notice prior to or at the commencement of the meeting. The notice shall set forth the location, date and hour of the meeting. In the case of a special meeting, the notice shall further state the nature of the business to be transacted at the meeting and at whose direction the meeting is being called. Meetings of the Board may also be held at any place and time without notice by unanimous written consent of all Board Members.

Section 4 Procedure

The order of business and all other matters of procedure at every meeting of the Board shall be determined by the Chairperson(s) or other person presiding thereat.

Section 5 Quorum

At all meetings of the Board, a quorum shall be required for the transaction of business and shall consist of a majority of the whole number of the Board. If a quorum is not present, the Board Members present may adjourn the meeting to such time and place as they may determine, without notice other than announcement at the meeting, until a quorum is present.

Section 6 Voting Requirements

Subsection 6.1 Process

- 6.1.1 All questions shall be determined by vote of a majority of the whole number of the Board.
- 6.1.2 At all meetings of the Board, all votes shall be viva voce or by ballot, as determined by the Chairperson(s).
- 6.1.3 In accordance with the Open Meetings Law (Article 7 of the Public Officers Law), Board Members may participate in a meeting of the Board by means of videoconferencing. Participation by such means shall constitute presence in person at the meeting.
- 6.1.4 Absent Board Members may vote by proxy. Proxy votes must be in writing, signed by the absentee Board Member, and specifically address the items of business that will be voted on during the meeting. No vote of any Board Member shall be by blank proxy.

Article V Committees

Section 1 Executive Committee

The Board, in cooperation with the Mayor or their designee, may designate an Executive Committee to consist of at least five Board Members. Except as otherwise provided by the Board, the Executive Committee shall be authorized to advise and make recommendations to the Board concerning any matter relating to WIOA and act on behalf of the Board in any matter that may be lawfully assigned to such Committee in accordance with WIOA.

Section 2 Other Committees

Subsection 2.1 The Board, in cooperation with the Mayor, may:

- 2.1.1 provide for one or more additional committees, by resolution of the Board;
- 2.1.2 designate Board Members and non-Board Members to serve as members thereof in accordance with WIOA; and
- 2.1.3 designate a Board Member to be the chairperson thereof.

Each such committee may exercise such powers as may be lawfully delegated by the Board in accordance with WIOA.

Section 3 Quorum

At any committee meetings, a quorum shall be required for the transaction of business and shall consist of a majority of the whole number of the committee.

Section 4 Workgroups

A workgroup is defined as a group formed at the initiation of an individual Board Member, or group of Board Members, for the purpose of addressing a particular workforce-related issue on behalf of the Board. Workgroups shall be organized around issues of importance, as determined by the Board.

Each workgroup shall be led by one or more Board Members, volunteering to serve as Chair or co-Chair of that workgroup. Each workgroup shall periodically report on any progress, findings, and recommendations to the Board or standing committee with jurisdiction over the matter. Workgroups may disband at such time as the workgroup Chair deems appropriate. Workgroups shall not be considered official standing committees of the Board and therefore are not authorized to transact business on behalf of the Board.

Section 5 Records and Reports

Each committee and workgroup shall keep records of its proceedings and report on them periodically to the Board.

Section 6 Meetings

Subsection 6.1 Process

- 6.1.1 Each committee shall have the power to fix the time and place of regular and special meetings of such committee and the method of giving notice thereof. Unless otherwise prescribed, meetings of any committee may be called in the same manner and upon the same notice to members thereof, and notice of such meeting may be waived in the same manner, as provided in these Bylaws with respect to meetings of the Board.
- 6.1.2 The order of business and all other matters of procedure at every meeting of any committee shall be determined by the person presiding thereat.
- 6.1.3 At all meetings of a committee, a quorum shall be required for the transaction of business and shall consist of a majority of the whole number of such committee. If a quorum is not present, the committee members present may adjourn the meeting to such time and place as they determine,

without notice other than announcement at the meeting, until a quorum is present.

- 6.1.4 In accordance with the Open Meetings Law (Article 7 of the Public Officers Law), members of any committee or workgroup may participate in a meeting of such committee or workgroup by means of videoconferencing, so long as such method of participation is approved by the committee or workgroup Chair. Public notice of videoconferencing availability during Board meetings must be given as provided in Article VII Section 4 of these Bylaws. Participation by videoconferencing shall constitute presence in person at a meeting of a committee or workgroup.
- 6.1.5 To the extent permitted by law, any one or more members of any committee or workgroup may participate in a meeting of such committee or workgroup by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Such participation will be limited to discussion of the matter or matters before the committee or workgroup, and will not entitle the participant to vote on any such matters or to be counted for the purpose of determining whether a quorum exists for the conduct of business. Participation by telephone or similar communications equipment shall not constitute presence in person at a meeting of a committee or workgroup.
- 6.1.6 All questions shall be determined by vote of a majority of the whole number of the committee.
- 6.1.7 Absent Board Members may vote by proxy. Proxy votes must be in writing, signed by the absentee member and specifically address the items of business that will be voted on during the meeting. No vote of any Board Member shall be by blank proxy.

Section 7 Authority

Subsection 7.1 In addition to any other restrictions on the authority of committees contained in these Bylaws, no committee shall have authority with respect to the following matters:

- 7.1.1 the amendment or repeal of these Bylaws or the adoption of new bylaws; and
- 7.1.2 the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 8 Duration of Terms of Committee Members

Subsection 8.1 Duration

- 8.1.1 Unless and until the term of a committee member is earlier terminated as provided herein, committee members shall serve for the term for which they are appointed and until their successor has been appointed and qualified.

Subsection 8.2 The term of each committee member shall terminate upon the occurrence of any the following:

- 8.2.1 the resignation of such committee member as provided herein;
- 8.2.2 the removal of such committee member as provided herein; or
- 8.2.3 if such committee member is a Board Member, the termination of their Board membership as provided in Article II Section 4 of these Bylaws.

Subsection 8.3 Resignation

- 8.3.1 Any committee member may resign at any time by delivering a resignation in writing by email to the committee chair, the Board Chairperson(s), and the Director. Such resignation shall take effect on the date of such delivery or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Subsection 8.4 Removal

- 8.4.1 A committee member may be removed with or without cause at any time by the Board.

Section 9 Vacancies

Subsection 9.1 Executive Committee

- 9.1.1 Vacancies in the Executive Committee that cause the membership of such committee to be less than five shall be filled by the Board in cooperation with the Mayor as soon as practicable. Such vacant positions shall count as though they were filled for the purpose of determining the whole number of the Executive Committee. During the period of any such vacancy, the Executive Committee shall not be able to transact business.
- 9.1.2 All other vacancies in the Executive Committee need not be filled, or may be filled by the Board in cooperation with the Mayor at any time. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of the Executive Committee unless and until such vacant positions are filled. During the period of any such vacancy, the

Executive Committee shall be able to transact business provided a quorum is present.

Subsection 9.2 All Other Committees

- 9.2.1 Vacancies in any committee other than the Executive Committee need not be filled, or may be filled by the Board in cooperation with the Mayor at any time. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of such committee unless and until such vacant positions are filled. During the period of any such vacancy, such committee shall be able to transact business provided a quorum is present.

Article VI Officers

Section 1 Appointment

Subsection 1.1 Additional Officers

- 1.1.1 In addition to the election of the Chairperson(s) as provided herein, the Board may appoint a Vice-Chairperson, Secretary, a Treasurer and such other officers that they determine to be necessary or appropriate.
- 1.1.2 The Mayor or their designee shall designate a Director and other staff to assist in carrying out the functions of the Board as described in section 107 (f) of the WIOA.

Section 2 Duties

Subsection 2.1 Vice-Chairperson

- 2.1.1 The Vice-Chairperson shall, in the absence of the Chairperson(s) or in the event of their inability to act, perform the duties of the Chairperson(s), and when so acting have all the powers of and be subject to all the restrictions upon the Chairperson(s). They shall perform such other duties, as from time to time, may be assigned by the Chairperson(s).

Subsection 2.2 Treasurer

- 2.2.1 Pursuant to the budget developed by the Board and approved by the Mayor, the Treasurer shall keep a full and accurate account of receipts and

expenditures and make authorized disbursements, and shall perform such other duties that usually pertain to the office.

Subsection 2.3 Director and other Board Staff

- 2.3.1 The Director shall be responsible for managing the day-to-day operations of the Board and shall have such other authority and perform such other duties in the management of the affairs of Board as are provided therefor.
- 2.3.2 Board staff shall record the minutes of all meetings of the Board and perform such other duties that usually pertain to the office.

All other officers shall have such authority and perform such duties in the management of the affairs of Board as are provided therefor.

Section 3 Duration of Term

Subsection 3.1 Term

- 3.1.1 Unless and until the term of an officer is earlier terminated as provided herein, officers shall serve for the term for which they are elected or appointed and until their successor has been elected or appointed and qualified.

Subsection 3.2 The term of each officer shall terminate upon the occurrence of any the following:

- 3.2.1 the resignation of such officer as provided herein;
- 3.2.2 the removal of such officer as provided herein; or
- 3.2.3 if such officer is a Board Member, the termination of their Board membership as provided in Article II Section 4 of these Bylaws.

Subsection 3.3 Resignation

- 3.3.1 Any officer may resign at any time by delivering a resignation in writing to the Chairperson by email or by mail at their address as it appears in the records of the Board. Such resignation shall take effect thirty days from the date of receipt or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Subsection 3.4 Removal

- 3.4.1 An officer may be removed with or without cause at any time by the Board or the Mayor.

Section 4 Vacancies

Officer vacancies shall be filled as soon as practicable in accordance with the appropriate appointment provisions of these Bylaws.

Article VII Miscellaneous

Section 1 Conflict of Interest

Each Board Member and committee member shall avoid participation in the affairs of the Board or any committee thereof that would create a conflict of interest pursuant to section 107(h) of WIOA and other applicable conflict-of- interest provisions of federal, State, and local law.

Subsection 1.1 Without limitation, Board Members shall be subject to the following requirements:

- 1.1.1 No Board Member may vote on any matter that would provide direct financial benefit to the Board Member or the Board Member's immediate family, nor on matters of the provision of services by the Board Member or the entity the Board Member represents;
- 1.1.2 No Board Member may participate in a decision in which the Board Member has a direct or indirect interest, particularly a financial interest, which is in substantial conflict with the discharge of the duties of the Board;
- 1.1.3 Board Members shall avoid even the appearance of a conflict of interest. Prior to taking office, Board Members must provide to the Director and Chairperson(s) a written declaration of all substantial business interests or relationships that Board Members, or their immediate families, have with all businesses or organizations which have received, currently receive, or are likely to receive contracts or funding from the Board; such declarations must be updated within thirty days to reflect any changes in such business interests or relationships;
- 1.1.4 The Mayor or their designee shall appoint an individual to review the disclosure information in a timely manner and advise the Board of potential conflicts;
- 1.1.5 Prior to a discussion, vote or decision on any matter before the Board, if a Board Member or a person in the immediate family of such Board Member, has a substantial interest in or relationship to a business entity, organization, or property that would be pecuniarily affected by any official Board action, that Board Member shall disclose the nature and extent of the

interest or relationship and shall abstain from voting on or in any other way participating in the decision on the matter; and

- 1.1.6 All such abstentions shall be recorded in the minutes of the Board meeting.

Subsection 1.2 The following definitions are incorporated into the provisions of Section 6.1 of these Bylaws:

- 1.2.1 Immediate family – Any person related within the first degree of affinity (marriage) or consanguinity (blood) to the Board Member; and,
- 1.2.2 Substantial interest – A person has a substantial interest:
- 1.2.2.1 In a business entity if the person owns 10% or more of the voting stock or shares of the business, owns 10% or more, or owns \$5,000 or more, of the fair market value of a business; or funds received from the business by the person exceed 10% of the person's gross income for the previous year; or,
 - 1.2.2.2 In real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more; or,
 - 1.2.2.3 If the Board Member is related to a person in the first degree of affinity or consanguinity who has a substantial interest as defined in Article VII Section 1.2.2.1.

Subsection 1.3 Quorum

- 1.3.1 A Board Member having a conflict of interest on any matter may be counted for purposes of determining the presence of a quorum at any meeting where such matter is discussed and/or voted upon.

Section 2 Fiscal Year

The fiscal year of the Board shall begin on July 1 and end on June 30.

Section 3 Amendments

These Bylaws may be added to, amended, altered or repealed (subject to the voting requirements set forth herein) at any meeting of the Board, notice of which shall have referred to the proposed action.

Section 4 Sunshine Provision

The Board shall make available to the public information regarding the activities of the Board in accordance with section 107(e) of WIOA and New York State Open Meetings Law (Article 7 of the Public Officers Law. In accordance with Section 104 of the Public Officers Law, for meetings of the Board scheduled at least one week in advance, public notice of

the time and place of a shall be given or electronically transmitted to the news media and shall be conspicuously posted in one or more designated public locations at least seventy-two hours before such meeting. For all meetings of the Board scheduled less than a week in advance, public notice of the time and place of such meetings shall be given or electronically transmitted, to the extent practicable, to the news media and shall be conspicuously posted in one or more designated public locations at a reasonable time prior thereto. If videoconferencing is used to conduct a meeting of the Board, the public notice for such meeting shall inform the public that videoconferencing will be used, identify the locations for the meeting, and state that the public has the right to attend the meeting at any of the locations. If a meeting will be streamed live over the internet, the public notice for the meeting shall inform the public of the internet address of the website streaming such meeting. When possible, the notices described in this section shall be posted on the Board's website.

Section 5 Records

The Board shall maintain and make available programmatic, fiscal, and other records with respect to programs and activities carried out under Title I of WIOA in accordance with WIOA.

Section 6 Hatch Act

Individuals who are paid with federal funds or whose principal employment is in connection with programs financed in whole or in part with Federal loans or grants, including programs financed by federal WIOA funds, may not use their official authority or influence to interfere with or affect the results of an election or nomination; or directly or indirectly coerce, attempt to coerce, command, or advise a state or local officer or employee to pay, lend, or contribute anything of value to a party, committee, organization, agency, or person for political purposes.