

**A RESOLUTION OF THE NEW YORK CITY WORKFORCE
DEVELOPMENT BOARD APPROVING BY-LAW CHANGES**

(March 17, 2016)

RESOLVED, that the WDB Board of Directors hereby approves the Amended and Restated WDB By-Laws attached hereto in order to:

1. Update the By-laws references pursuant to the Workforce Innovation and Opportunity Act (WIOA).
2. Amend the name of the Board and office which houses the Board's staff.
3. Remove the By-Law requirements regarding the Youth Council.
4. Update the officers' requirements pursuant to the WIOA.

This resolution shall take effect immediately.

By-Laws of the

**New York City Workforce
Development Board**

ADOPTED March 17, 2016

AMENDED AND RESTATED BY-LAWS
of the
LOCAL WORKFORCE DEVELOPMENT BOARD
FOR THE CITY OF NEW YORK WORKFORCE DEVELOPMENT AREA

(As Amended and Restated at the March 17, 2016 Meeting
of the Local Workforce Development Board)

ARTICLE I
Powers of the Board

The Local Workforce Development Board for the City Of New York 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 Memorandum of Understanding between the Mayor of the City of New York (the "Mayor") and the Board.

ARTICLE II
Members of the Board

Section 2.1. Qualifications. The members of the Board (the "Board Members") shall be appointed by the Mayor in accordance with Section 107 of the WIOA.

Section 2.2. 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 section 2.4 of these By-Laws.

Section 2.3. Duration of Term.

(a) Unless and until the term of a Board Member is

earlier terminated as provided herein, Board Members shall serve for a term of three (3) years.

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

- (1) the death of such Board Member;
- (2) the resignation of such Board Member as provided herein;
- (3) the removal of such Board Member as provided herein; or

(4) A Board Member ceasing to hold the federal, State or City office or other office or position in the organization for which he or she represents to qualify as a Board Member, or otherwise ceasing to possess any qualification necessary for Board membership in accordance with WIOA section 107.

(c) Any Board Member may resign at any time by delivering a resignation in writing to the Mayor, at City Hall, and the Chairperson of the Board the "Chairperson" and the Director of the Board the "Director", at their addresses as they appear in the records of the Board, by hand or by first class mail. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing 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.

(d) 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:

- (1) the Board Member fails to attend three (3) or more Board meetings during any 12-month period; or,
- (2) the Board Member violates the terms of Section 6.1 of these By-laws.

Section 2.4. Vacancies.

(a) If a vacancy in the Board occurs, the Chairperson shall provide written notice thereof to the Mayor, at City Hall, and to the New York State Workforce Investment Board, c/o the New York State Department of Labor or at another address provided for such purpose, within twenty (20) calendar days of the resignation, termination, or other event causing the vacancy. Such notice shall include:

- (1) the name of the Board Member;
- (2) the category represented by such Board Member; and
- (3) the effective date of the resignation, termination, or other event causing the vacancy.

(b) (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 (90) 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.

(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.

(c) During the period of any vacancy, the Board shall be able to transact business provided a quorum is present; provided, however, that any action taken by the Board beyond the ninety (90) day period referred to in paragraph (b)(1) of this section shall be void where such vacancy is required to be filled pursuant to section 107(b) of the WIOA.

Section 2.5. Chairperson.

(a) The Chairperson shall be elected by the Board from among representatives of business described in section 107(b)(2)(A) of the WIOA.

(b) The Chairperson shall preside at all meetings of the Board and of the Executive Committee. In the absence of the Chairperson from any meeting, the Vice-Chairperson shall preside thereat.

(c) The Chairperson 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 his or her office or prescribed for him or her by these By-Laws or by the Board, and shall make and sign in the name of the Board all contracts, leases and other instruments which are authorized from time to time by the Board.

Section 2.6. Compensation. Board Members shall serve without compensation.

Section 2.7. Designees.

(a) A Board Member may designate in writing to the Chairperson one Designee to represent such Board Member in his or her absence.

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

(c) For the purposes of this section, an Ex Officio Board Member is a Board Member who holds such position by virtue of his or her federal, State or City office **or** who is appointed to the Board expressly by virtue of his or her office or position. Representatives of business, as described in section 107(b)(2)(A) of the WIOA, may not be appointed as Ex Officio Members.

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

ARTICLE III Meetings of the Board

Section 3.1. 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 the City of New York and at such times as the Board or the Chairperson prescribes.

Section 3.2. Special Meetings. A special meeting of the Board may be called by the Mayor, a majority of the Board or the Chairperson. 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 prescribe.

Section 3.3. Notice of Meetings. Written notice of

each meeting of the Board shall be given by first class mail, by e-mail or by facsimile transmission and shall be mailed or transmitted, as the case may be, not less than five (5) days before such meeting. Such notice shall be directed to each Board Member at the Board Member's address, e-mail address or facsimile number 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 3.4. Procedure. The order of business and all other matters of procedure at every meeting of the Board shall be determined by the Chairperson or other person presiding thereat.

Section 3.5. 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 3.6. Voting Requirements.

(a) All questions shall be determined by vote of a

majority of the whole number of the Board.

(b) At all meetings of the Board, all votes shall be viva voce or by ballot, as determined by the Chairperson.

(c) 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.

(d) 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.

ARTICLE IV Committees

Section 4.1. Executive Committee. The Board in cooperation with the Mayor may designate an Executive Committee to consist of at least five (5) 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 the WIOA.

Section 4.2. Other Committees. The Board, in cooperation with the Mayor, may: (a) provide for one or more additional committees, by resolution of the Board; (b) designate Board Members and non-Board Members to serve as members thereof in accordance with the WIOA; and (c) 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 the WIOA.

Section 4.2.1. Workgroups. A workgroup is defined as a group formed at the initiation of an individual Board member, or group of 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, including, but not limited to: (a) adult education and literacy activities; (b) sector-specific strategies; (c) school-to-work programs; or, (d) prisoner re-entry issues. 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 standing committee with jurisdiction over the matter, or to the Board. Workgroups may disband at such time as the workgroup Chair deems appropriate. Workgroups shall not be considered official standing committees of the WIB and therefore are not authorized to transact business on behalf of the Board.

Section 4.3. Records and Reports. Each committee shall keep records of its proceedings and report the same from time to time to the Board.

Section 4.4. Meetings.

(a) Each committee shall have the power to fix the time and place of regular and/or 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 By-Laws with respect to meetings of the Board.

(b) The order of business and all other matters of procedure at every meeting of any committee shall be determined by the person presiding thereat.

(c) 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.

(d) 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 Section 6.4 of these By-laws. Participation by videoconferencing shall constitute presence in person at a meeting of a committee or workgroup.

(e) 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.

(f) All questions shall be determined by vote of a majority of the whole number of the committee.

(g) 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 4.5. Authority. In addition to any other restrictions on the authority of committees contained in these By-Laws, no committee shall have authority with respect to the following matters:

(a) the amendment or repeal of these By-Laws or the adoption of new by-laws; and

(b) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 4.6. Duration of Terms of Committee Members.

(a) Unless and until the term of a committee member is earlier terminated as provided herein, committee members shall serve for the term for which he or she is appointed and until his or her successor has been appointed and qualified.

(b) The term of each committee member shall terminate upon the occurrence of any the following:

(1) the resignation of such committee member as provided herein;

(2) the removal of such committee member as provided herein; or

(3) if such committee member is a Board Member, the termination of his or her Board membership as provided in

Section 2.3 of these By-Laws.

(c) Any committee member may resign at any time by delivering a resignation in writing to the Chairperson, the Director and each committee member by hand or by first class mail at their addresses as they appear in the records of the Board. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing 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.

(d) A committee member may be removed with or without cause at any time by the Board.

Section 4.7. Vacancies. ((a) Youth Committee.

(1) Vacancies in the Youth Committee required to be filled pursuant to section 107(b) of the WIOA shall be filled by the Board in cooperation with the Mayor within ninety (90) calendar days of the effective date of the event causing the vacancy. Such vacant positions shall count as though they were filled for the purpose of determining the whole number of the Youth Committee.

(2) All other vacancies in the Youth Committee need not be filled, or may be filled at any time by the Board in cooperation with the Mayor in accordance with section 107(b) of the WIOA. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of the Youth Committee unless and until such vacant positions are filled.

(3) During the period of any vacancy in the Youth Committee, the Youth Committee shall be able to transact business

provided a quorum is present; provided, however, that any action taken by the Youth Committee beyond the ninety (90) day period referred to in paragraph (a)(1) of this section shall be void where such vacancy is required to be filled pursuant to section 107(b) of the WIOA.)

(b) Executive Committee.

(1) Vacancies in the Executive Committee that cause the membership of such committee to be less than five (5) 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.

(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.

(c) All Other Committees. Vacancies in any committee other than (the Youth Committee or) 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 V
Officers

Section 5.1. Appointment.

(a) In addition to the election of the Chairperson 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.

(b) The Mayor shall appoint 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 5.2. Duties.

(a) The Vice-Chairperson shall, in the absence of the Chairperson or in the event of his or her inability to act, perform the duties of the Chairperson, and when so acting have all the powers of and be subject to all the restrictions upon the Chairperson. He or She shall perform such other duties, as from time to time, may be assigned to him or her by the Chairperson.

(b) The Secretary shall record the minutes of all meetings of the Board and perform such other duties that usually pertain to the office.

(c) 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.

(b) 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.

(e) All other officers shall have such authority and

perform such duties in the management of the affairs of Board as are provided therefor.

Section 5.3. Duration of Term.

(a) Unless and until the term of an officer is earlier terminated as provided herein, officers shall serve for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

(b) The term of each officer shall terminate upon the occurrence of any the following:

(1) the resignation of such officer as provided herein;

(2) the removal of such officer as provided herein; or

(3) if such officer is a Board Member, the

termination of his or her Board membership as provided in Section 2.3 of these By-Laws.

(c) Any officer may resign at any time by delivering a resignation in writing to the Chairperson by hand or by first class mail at his or her address as it appears in the records of the Board. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing 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.

(d) An officer may be removed with or without cause at any time by the Board or the Mayor.

Section 5.4. Vacancies. Officer vacancies shall be filled as soon as practicable in accordance with the appropriate appointment provisions of these By-laws.

ARTICLE VI Miscellaneous

Section 6.1. Conflict of Interest.

(a) 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 the WIOA and other applicable conflict-of-interest provisions of federal, State, and local law. Without limitation, Board Members shall be subject to the following requirements:

(1) No Board Member may vote on any matter that would provide direct financial benefit to the Member or the Member's immediate family, nor on matters of the provision of services by the Member or the entity the Member represents;

(2) No Board Member may participate in a decision in which the 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;

(3) Board Members shall avoid even the appearance of a conflict of interest. Prior to taking office, Members must provide to the Board Chair a written declaration of all substantial business interests or relationships that 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 30 days to reflect any changes in such business interests or relationships;

(4) The Board shall appoint an individual to timely review the disclosure information and advise the Board of potential conflicts;

(5) Prior to a discussion, vote or decision on any matter before the Board, if a Member or a person in the immediate family of such 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 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,

(6) All such abstentions shall be recorded in the minutes of the Board meeting.

(b) The following definitions are incorporated into the provisions of Section 6.1 of these By-laws:

(1) Immediate family - Any person related within the first degree of affinity (marriage) or consanguinity (blood) to the Board Member; and,

(2) Substantial interest - A person has a substantial interest:

(aa) In a business entity if:

(i) 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

(ii) Funds received from the

business by the person exceed 10% of the person's gross income for the previous year;

(bb) In real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more; or,

(cc) 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 subparagraph (aa) or (bb) of this definition.

(c) 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 6.2. Fiscal Year. The fiscal year of the Board shall end on June 30th.

Section 6.3. Amendments. These By-Laws 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 6.4. Sunshine Provision. The Board shall make available to the public information regarding the activities of the Board in accordance with section 107(e) of the WIOA and the state Open Meetings Law (section 104 of the Public Officers Law, Article 7). 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 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, 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. When possible, the notices described in this section shall be posted on the Board's website.

Section 6.5. Records. The Board shall maintain and make available reports and other records with respect to programs and activities carried out under title I of the WIOA in accordance with the WIOA.

Section 6.6. Hatch Act. Individuals (employed by the NYC Office of Human Capital Development) 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.

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LOCAL WORKFORCE DEVELOPMENT
BOARD
FOR THE CITY OF NEW YORK WORKFORCE DEVELOPMENT
AREA (As Amended and Restated at the March 17,
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