

ARTICLE I. NAME AND SERVICE AREA

- Section 1. Name. The name of this organization shall be the Cape Fear Workforce Development Board, hereinafter referred to as the Cape Fear WDB.
- Section 2. Service Delivery Area. The area to be served by the Cape Fear WDB shall be Brunswick, Columbus, New Hanover and Pender Counties.
- Section 3. General. The Cape Fear WDB has been established as a means of enhancing the partnership concept and addressing regional employment and training needs.

ARTICLE II. FUNCTIONS OF THE WORKFORCE DEVELOPMENT BOARD

- Section 1. Functions of the Cape Fear WDB. It shall be the responsibility of the Cape Fear WDB to provide policy guidance and exercise over-sight with respect to all activities under the Workforce Innovation and Opportunity Act of 2014 for the region in partnership with the units of Federal, State, and Local Governments.

Functions of the Board include, but are not limited to:

- A. Development and submittal of a local plan that meets the requirements of WIOA Section 108, including the analysis of economic conditions and workforce development activities in the region; the collection, analysis and utilization of workforce and labor market information for the region; and conducting research and data collection related to the workforce needs of the regional economy.
- B. Lead efforts to engage with a diverse range of employers to promote business representation, develop effective linkages with employers in the region, and ensure that workforce investment activities meet the needs of employers and support economic growth in the region.
- C. Lead efforts in the region to develop and implement career pathways within the region.
- D. Identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers in the local workforce development area.
- E. Conduct oversight for the local Youth, Workforce, and Dislocated Worker investment activities and ensure the appropriate use and management of funds to maximize performance outcomes.
- F. Negotiation of local performance accountability measures.
- G. Identification and selection of eligible One-Stop Operators and Providers for the Adult, Dislocated Workers, and Youth programs.
- H. Develop a budget for the activities of the local plan and administer and authorize the disbursement of the grant funds.
- I. Other such duties as set forth in H.R. 803 Section 107(d) and applicable State of North Carolina and Workforce Board directives.

ARTICLE III. CAPE FEAR WDB MEMBERSHIP

Section 1. General. Cape Fear WDB members shall be selected in a manner consistent with the Workforce and Innovation Act Section 107 of the Workforce Innovation and Opportunity Act of 2014.

Section 2. Membership. The Cape Fear WDB shall have a minimum of twenty-one (21) voting members. Membership should adequately represent the four-county region.. Chief Elected Officials (CEO) are notified of impending and immediate vacancies to ensure appointments are made efficiently and without detriment to the board.

Business members are appointed from among individuals nominated by local business organizations and business trade associations and shall be appointed by the local Chief Elected Officials of their represented respective counties.

Fifty-one (51%) percent of the members must be representatives of the private sector and twenty present (20%) shall be from organized labor or community organizations. It shall be the aim of the CEO to appoint individuals to the Cape Fear WDB who represent the industrial and demographic composition of the region and to ensure that the composition of the Cape Fear WDB is representative of the minority and female population of the region.

Membership Categories. Members shall at a minimum be as follows:

- A. Private Sector Members. Business/industry representatives shall be selected from the counties to ensure that the Cape Fear WDB is geographically representative of the service area.
- B. Agency Members. The remaining membership shall be selected from qualifying organizations in a manner ensuring geographical balance.

The composition of the members shall consist of the following:

Majority to include:

- (1) Business Sector Majority, including two small business

20% of members to include:

- (2) Labor Organization (2 or more)
- (3) Joint Labor Management or Union Affiliated, registered apprenticeship program (1 or more)
- (4) Community-Based Organizations with expertise in addressing the employment, training, or education needs of individuals and/or specialized populations with barriers to employment.

Other Members:

- (5) Adult Education and Literacy
- (6) Vocational Rehabilitation Agency
- (7) Higher Education
- (8) Public Employment Service
- (9) Economic Development

Section 3. Terms of Membership. The initial term of appointment of Cape Fear WDB members will be for two years beginning July 1 of each program year and shall expire on June 30 of that program year. After the initial two-year term, the subsequent terms of service of WDB members representing the private sector shall be for two (2) years and the terms of service of other Cape Fear WDB membership shall be for one (1) year. Public sector members serving ex officio shall be interchanged to ensure diverse and equitable representation. Current members may be reappointed at the discretion of the County Commissioners or their designee. Staggering of terms ensures that at any given time half of the members are experienced in Cape Fear WDB functions.

Successors to the initial Cape Fear WDB members who die, resign, or otherwise cease to serve, shall be appointed within ninety days by the “chief elected official” or his/her designee of the county which the respective members represent, in accordance with the provisions of this Article III. If an appointment is not made within ninety days, the Chief Elected Officials that complete the Cape Fear Workforce Development Consortium may appoint an appropriate successor to the Board from any of the four counties. An appointee filling a vacancy mid-term shall serve the remainder of the unexpired term and serve through the following full term before requiring reappointment. The nomination, selection and composition of the Cape Fear WDB shall at all times conform to the requirements of WIOA Section 107 and accompanying regulations. Notwithstanding anything to the contrary contained in these Bylaws, these Bylaws shall at all times be interpreted and carried out in accordance with said law and regulations.

Members may resign their appointments to the Cape Fear WDB through written notice to the Cape Fear WDB Chair.

ARTICLE IV. OFFICERS

Section 1. Chair. The Cape Fear WDB shall have a Chair who shall be elected by the Cape Fear WDB membership from among the representatives of business and industry. The Chair shall preside at all meetings of the group; shall appoint committees and their chair and vice-chair as needed, and shall in general perform all the duties incident to the Office of Chair. The Chair shall act as spokesperson and signatory official for the Cape Fear WDB.

Section 2. Vice-Chair. The Cape Fear WDB shall have a Vice-Chair who shall be elected by the Cape Fear WDB membership from among the representatives of business and industry. In the absence or disability of the Chair, the Vice-Chair shall perform the duties of that officer. Upon the complete disability of the Chair, the Vice-Chair will assume the duties of the Chair for one year.

Section 3. Terms of Office. The term of office of the Chair and Vice-Chair shall be for a period of one (1) year. Officers may succeed themselves; however, the Chair may serve for only three (3) consecutive terms unless approved for one additional term by 2/3 majority of the CFWDB membership.

A. Elections. The terms of office shall begin on April 1st. Elections shall be held at the last regularly scheduled Cape Fear WDB meeting prior to April 1st, if a

quorum is present at said meeting. A special session may be called to hold elections for Chair and Vice-Chair.

- B. Resignations. The Chair may resign his/her office through written notice to the Chief Elected Official of the Cape Fear Workforce Development Consortium directly or through the CFWDB Director.

ARTICLE V. STAFF

Section 1. Cape Fear WDB Support. The Cape Fear WDB shall be supported in the performance of its duties by a full-time staff provided by the Cape Fear Council of Governments. This staff shall be responsive to the needs of the Cape Fear WDB and shall support the Cape Fear WDB in its mandated functions.

Section 2. Grant Recipient and Administrative Entity. The Cape Fear Council of Governments (CFCOG) shall be the grant recipient and the entity to administer the Workforce Development Plan, pursuant to the Workforce Innovation and Opportunity Act (WIOA). In accordance with the WIOA, the CFCOG shall be responsible for:

1. the receipt and disbursement of funds;
2. the eligibility of those enrolled in its programs;
3. taking action against its subcontractors, sub-grantees and other recipients, as the CFCOG deems necessary;
4. preventing any misuse of funds by sub-recipients;
5. any and all other duties assigned to the grant recipient and administrative entity by the Cape Fear WDB and accompanying regulations.

The CFCOG shall also hire Cape Fear WDB staff, as it deems appropriate to carry out its duties under the Workforce Innovation and Opportunity Act.

ARTICLE VI. ORGANIZATION

Section 1. Committees. The Cape Fear WDB shall, as necessary, be organized into standing committees to carry out its functions and responsibilities. Chair, vice-chair, and members of the committees shall be designated by the Cape Fear WDB. The Cape Fear WDB Chair shall appoint Committee Chairs.

The Chair shall utilize standing committees, select ad-hoc committees, and annual strategic planning retreats, and appoint respective Chairs to ensure Board members actively participate in convening the workforce development system’s stakeholders, brokering relationship with a diverse range of employers, and leveraging support for workforce development activities.

Section 2. Standing Committees. The Cape Fear WDB shall operate with the following standing committees:

Executive Committee: The Executive Committee shall be comprised of the Chair from each Standing Committee and Ad Hoc Committee. The Executive Committee shall convene when urgent issues arise in the interim between full Cape Fear WDB meetings and shall recommend to the Chair to call a Special Meeting when expedient action is warranted or withhold action until the next regular meeting.

Finance Committee: The Finance Committee shall be responsible for fiscal oversight of regional Federal workforce budgets. The Finance Committee shall review annual regional budgets and proposed budgets submitted in response to regional Requests for Proposals. The Finance Committee shall report and recommend action at the regular Cape Fear WDB meeting.

Youth Standing Committee: The Youth Standing Committee shall be responsible for the ideation and oversight of strategies to support opportunities for young people and strategies to develop a talent pipeline.

Section 3. Ad Hoc Committees. Ad hoc committees may be established by the Cape Fear WDB as required to deal with specific issues or to address activities and priorities as required of Workforce Development Boards.

Section 4. Committee Meetings. Committees shall meet at times and places to be designated by their respective chair. Each committee member shall have one vote and no proxy votes shall be allowed by other representatives.

ARTICLE VII. MEETINGS

Section 1. Regular Meetings. The Cape Fear WDB shall meet bimonthly on the second Wednesday of the month, and no less than four times per program year. Notifications of meetings shall be at least two (2) weeks prior to the date.

Section 2. Special Meetings. The Chair may call special meetings of the Cape Fear WDB as required.

Section 3. Facilities. Board meetings will be held in accessible facilities with accessible materials available upon prior request.

Section 4. Quorum. A simple majority (51%) of the total active members of the Cape Fear WDB shall constitute a quorum for the transaction of business at all meetings.

Proxy. A member may designate a representative to attend a meeting of the Board in his/her absence. The proxy must meet the membership criteria for the member's affiliation type. The proxy will count toward the appointed member's attendance. Proxy representatives who are unable to cast votes shall not count toward meeting the quorum requirement.

- Section 5. A. Voting. The presence of a quorum is necessary for the WBD to conduct business. All actions of the Cape Fear WDB shall be determined by a majority vote of the members present and voting except the adoption and amendment of the Bylaws which shall be by a two-thirds vote of the members present. Each member of the Cape Fear WDB shall have one vote.
- B. Voting by Proxy. A member may designate a representative to attend a meeting of the Board in his/her absence. The representative may participate in discussions and may vote so long as the proxy provides written voting instructions to the Chair and Cape Fear WDB Director allowing his/her proxy representative to cast votes in accordance with the written voting instructions.
- C. Electronic Voting. Members may participate via electronic media and may vote on any matters subject to the following: 1) Any matter voted on shall first have been received by all members at least 24 hours prior to the meeting, and 2) electronic media shall be set up at the meeting so that all present may hear the vote and discussion of the member attending electronically. The Clerk shall record the name of the member in the minutes as voting electronically.
- Section 6. Attendance. A member who misses three consecutive regular meetings shall be presumed to have resigned. The Chief Elected Official shall be notified to request a new appointment. The member may request to remain on the Cape Fear WDB at the discretion of the CEO.
- Section 7. Order of Business. The Chair shall be responsible for orderly business of the Cape Fear WDB and for calling items of the agenda. During the course of considering items on the agenda, only members of the Cape Fear WDB shall participate in the discussion except by prior arrangement with the Chair, upon request of a member of the Cape Fear WDB, or during a public participation period.
- Section 8. Agenda. The agenda for Cape Fear WDB meetings shall be developed by Cape Fear WDB staff in consultation with the Chair. In order for an item to be considered, it must be received by the Cape Fear WDB Chair or COG staff 24 hours prior to the time the meeting has been scheduled.
- Section 9. Rules. All procedures of the Cape Fear WDB not set forth in these Bylaws shall be governed by the rules set forth in the current edition of Robert’s Rules of Order, Newly Revised, unless the Cape Fear WDB, by resolution, otherwise determines.
- Section 10. Open Meetings. All meetings of the Cape Fear WDB shall be open and accessible to the general public, and minutes shall be maintained and electronically transmitted, posted on-line or mailed to members within seven (7) calendar days of the next scheduled meeting.
- Section 11. Reimbursement. The Cape Fear Council of Governments (CFCOG) shall make reimbursement available to all Cape Fear WDB members per the CFCOG Travel Policy. The Cape Fear COG will be responsible for maintaining records of reimbursement. All overnight meetings or out-of-region travel must be approved in advance by the CFCOG Workforce Development Board Director.

Section 12. Conflict of Interest. No member of the Cape Fear WDB shall vote on any matter, which has direct bearing on services to be provided by that member (or any organization with which that member is associated.) The Chair shall read aloud the Cape Fear WDB Conflict of Interest statement at the beginning of every Cape Fear WDB meeting. Cape Fear WDB staff retains signed Conflict of Interest forms for every Cape Fear WDB member.

A member of the Cape Fear Workforce Development Board or a member of a standing committee of the Board, may not—

1. vote on a matter under consideration by the local board—
 - A. regarding the provision of services by such member (or by an entity that such a member represents); or
 - B. that would provide direct financial benefit to such member or the immediate family of such member; or
2. engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the North Carolina State Plan.

Section 13. Sunshine Provision. The local board shall make available to the public, on a regular basis through electronic means and open meetings, information regarding activities of the local board, including information regarding the local prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the local board.

ARTICLE VIII. APPEAL PROCESS

Operators who wish to appeal the decisions or plans of the Cape Fear WDB must follow the appeals process as prescribed.

ARTICLE IX. BYLAWS AMENDMENT PROCEDURES

These Bylaws may be amended at any regular meeting of the Cape Fear WDB by a two-thirds vote of the membership, provided the Cape Fear WDB has been notified of the proposed amendment thirty (30) days prior to the meeting. These bylaws meet the required elements designated at WIOA Final Rule 679.310(g) and North Carolina specific requirements.

ARTICLE X. BYLAWS EFFECTIVE DATE

These Bylaws shall be in full force and in effect upon the date of adoption by the Cape Fear WDB.