

By-Laws of the Trident Workforce Development Board

Counties of Berkeley, Charleston, Dorchester, in South Carolina

ARTICLE I AUTHORIZATION

SECTION 1 - Establishment

The **Trident Workforce Development Board (TWDB)** is established through a Tricounty partnership and Consortium Agreement entered into by the Chief Elected Officials of Berkeley, Charleston, and Dorchester Counties. The TWDB is a regional workforce development planning and oversight entity established to implement the provisions of the Workforce Innovation and Opportunity Act for the Trident Workforce Development Area consisting of Berkeley, Charleston, and Dorchester Counties.

SECTION 2 - Purpose

The purpose of the Trident Workforce Development Board (TWDB) is to set policy for the portion of the statewide workforce investment system within the local area as described in section 107 of the Workforce Innovation and Opportunity Act. The TWDB will provide oversight of workforce development and related services to business, industry, and Tricounty residents through a one-stop delivery system. Services are provided regardless of income, however emphasis will be given to individuals who are economically disadvantaged and who face serious barriers to employment.

The Trident Workforce Development Board (TWDB) is not organized for profit and all earnings shall be considered program income and be used to develop new or enhance existing services.

SECTION 3 - Authority

The TWDB shall provide policy guidance and exercise system oversight with respect to all activities and services provided under the Workforce Innovation and Opportunity Act to include those outlined in the Consortium Agreement.

ARTICLE II MEMBERSHIP

SECTION 1 - Appointment

Members of the TWDB shall be appointed by Berkeley County Council, Charleston County Council, and Dorchester County Council in accordance with the requirements of the Workforce Innovation and Opportunity Act.

SECTION 2 - Terms

All terms will be in accordance with the Consortium Agreement between Berkeley, Charleston and Dorchester County Local Elected Officials dated May 1, 2015. In the case of resignation or removal, the designated County Council(s) shall appoint replacements to fill the unexpired term of office.

SECTION 3 - Board Capacity

The TWDB total membership shall not exceed 25. Membership of the local board must be selected in accordance with the criteria established under the Act, Section 107.

SECTION 4 - Categories of Membership

- A. A majority of the TWDB shall be constituted of private business and industry representatives who "must be individuals who are owners, chief executive officers, chief operating officers, or other individuals with optimum policy making or hiring authority" [Section 107 H.R. 803-32]. Membership shall, as reasonably as possible, represent the industrial and demographic composition of the Tricounty Workforce Development Area.
- B. In accordance with the Workforce Innovation and Opportunity Act Regulations, Section 107 outlined below required members of the Trident Workforce Development Board are as follows:
- (1) A majority of members shall represent business in the local area.
 - (2) Not less than 20 percent of the members shall be representatives of the workforce within the local area from:
 - Labor Organizations
 - Joint Labor-Management Apprenticeship Programs
 - Community-Based Organizations
 - Youth Representatives
 - Education and Training Organizations
 - Economic and Community Development Agencies
 - (3) Local Elected Official (LEO) Appointments.

ARTICLE III OFFICERS

SECTION 1 - Officers and Responsibilities

- A. The elected officers of the TWDB shall include a Chair, Vice Chair and Second Vice Chair. These three offices will be held by private sector members of the Board. No officer may be a Contractor.
- The Chair will serve as the Chair of the Board of Directors.
 - The Vice Chair may serve as Committee Chair for any of the standing committees.
 - The Second Vice Chair may serve as a Committee Chair for any of the standing committees.

SECTION 2 - Terms of Office

- A. The Chair, Vice Chair, and Second Vice Chair shall be elected for a two (2) year term but may be re-elected for one additional two (2) year term.
- B. The Vice Chair shall advance to the office of Chair upon a vacancy occurring prior to the end of his/her term. In this event, the Second Vice Chair will assume the role of Vice Chair with an election held to replace the unexpired term of the Second Vice Chair.
- C. Terms of office will commence in July following the elections.

SECTION 3 - Officer Election and Appointment Process

Officers shall be elected and/or appointed on a bi-annual basis from the current membership of the board. Nominations for Chair, Vice Chair, and Second Vice Chair will be presented by the Nominating Committee at the 4th Quarter meeting of the Trident Workforce Development Board. Elected officers shall take office effective July 1. The Nominating Committee will be appointed by the Board Chair.

A vacancy occurring in any elected office other than Chair shall be filled by special election for the remaining term of office. The Nominating Committee will present, at the next regular meeting, the name of a nominee to fill the vacancy. Nominations may be made from the floor.

ARTICLE IV ADMINISTRATIVE STAFF

The TWDB shall have staff support commensurate with its functions and under the guidance of the TWDB and the direction of the Executive Director of the TWDB. As stipulated in the Consortium Agreement, Board staff support will be provided by the administrative entity.

ARTICLE V MEETINGS

SECTION 1 - Schedule

The TWDB shall be scheduled to meet on a quarterly basis or a minimum of four meetings established per year.

SECTION 2 – Meeting Procedure

Parliamentary procedure will govern the order of all TWDB meetings. The most recent edition of Robert's Rules of Order shall be used. Each member shall be entitled to one vote on each matter. Voting may occur electronically or in person at a regular meeting of the Board. Meeting minutes will reflect members who abstain from voting for the record.

SECTION 3 - Special Meetings

- A. The Chair is authorized to schedule or convene a Special Call Meeting of the full TWDB upon notification of special or unusual circumstances. The Chair must schedule a Special Call Meeting within ten working days upon written request of a minimum of fifty one percent of the members, which must specify the objective of the meeting.

SECTION 4 - Quorum

- A. A quorum for the purpose of transacting business at all regular meetings will consist of a majority of current board members; however, the Chair may establish that the members present constitute a quorum being of sufficient "number as is competent to transact its business" (Robert's Rules of Order). Members present must represent no less than one third of the Board. Vacant seats are not included in establishing requirement for quorum.
- B. A quorum at any special meeting of the full TWDB scheduled or convened by the Chair in response to special or unusual circumstances will consist of those members present and voting. No business may be transacted with less than five (5) members present. Special Call Meetings for

the TWDB scheduled as a result of written request of at least 51 percent of the members will require a majority of current board members.

SECTION 5 – Attendance

The mission of the Trident Workforce Development Board requires active participation of all members. Members are required to attend a minimum of 50% of scheduled full Board meetings and scheduled committee meetings to which assigned. Excused absences will not count against members' attendance. Excused absences are defined as prior notification to the recording secretary of an absence due to illness, travel or work-related scheduling conflicts. Members unreasonably absent from the scheduled Board or Committee meetings will be requested to tender his or her resignation.

ARTICLE VI COMMITTEES

The TWDB may have the following standing committees and any special committees the Chair or TWDB deems necessary. The Chair, Vice Chair and Second Vice Chair shall make all committee appointments. A quorum for any meeting will consist of a simple majority of the membership; however, the Chair may establish that the members present constitute a quorum being of sufficient "number as is competent to transact its business" (Robert's Rules of Order). Members present must represent no fewer than three (3) committee members.

SECTION 1 - The Board of Directors shall consist of all members of the Full Board.

- A. The Board of Directors will meet as needed to conduct business, carry out urgent matters and make decisions.
- B. Responsible for the development and annual review of the strategic plan in pursuing the mission of the Board and recommending appropriate modification.
- C. Develop the Trident Workforce Area annual budget.
- D. Ensure all actions taken by the TWDB are in compliance with the By-Laws.
- E. Perform an annual review of the By-Laws.
- F. Provide a bi-annual slate of officer nominations to the board.
- G. Educate/orient Board members on the duties of the TWDB and the TWDB members.
- H. Review the attendance records quarterly to ensure compliance with the attendance policy of these bylaws and make recommendations to the applicable County Council.
- I. Analyze board composition to anticipate future needs and to ensure compliance.
- J. Recommend amendments to the By-Laws in accordance with Article VIII of the By-Laws.
- K. Other duties as assigned or directed by the Chair.

SECTION 2 - One Stop Committee

The One Stop Committee will provide oversight and support of all aspects of the one stop delivery system to include:

- A. Oversight and support of One Stop Operator (s) including delivery of core and intensive services.
- B. Oversight of the development of the SC Works Trident System while ensuring compliance with the Workforce Innovation and Opportunity Act.
- C. Review and make recommendations on proposals submitted for funding.
- D. Monitor and report on contractor performance as measured against the contract.
- E. Oversight of the preparation of annual plan to be presented to the TWDB for approval.
- F. Other duties as assigned or directed by the Chair.

SECTION 3 - Youth Council

The Youth Council, will be responsible for the following:

- A. Providing oversight of the development of the Youth Services system to include Services Centers and guidance for all aspects of youth programs and activities conducted by the TWDB.
- B. Reviewing and making recommendations on proposals submitted for funding.
- C. Monitoring and reporting on contractor performance as measured against the contract.
- D. Ensuring the Youth Council acts within the guidelines established by the TWDB and accepts the responsibilities delineated for the Standing Committees as applicable to youth services.

SECTION 4 – Disabilities Committee

The Disabilities Committee will provide oversight and support of all aspects of the provision of services to individuals with disabilities:

- A. Providing information and assisting with operational and other issues relating to the provision of services to individuals with disabilities
- B. Providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system.
- C. Ensuring proper training for staff on providing support for or accommodations to individuals with disabilities.
- D. Finding employment opportunities for individuals with disabilities.

SECTION 4 - Special Committees

The Chair, or full TWDB may establish such special committees, as they deem necessary, for the proper conduct of the affairs of the TWDB. The tasks, responsibilities and/or subjects to be researched will be delineated at the Board meeting. These committees will dissolve following completion of the assignment.

ARTICLE VII CONFLICT OF INTEREST

SECTION 1 – The TWDB is committed to maintaining the highest standards of ethical conduct and to guard against problems arising from actual, potential and perceived conflicts of interest. As such, the TWDB will operate in accordance with the South Carolina Code of Laws, Title 8, Chapter 13 – Ethics, Government Accountability and Campaign Reform (the “Ethics Act”), including, without limitation, Article 7, which provides appropriate Rules of Conduct. Specifically noted in Article 7, Rules of Conduct, Section 8-13-700(B): “No public official, public member, or public employee may make, participate in making, or in any way attempt to use his office, membership, or employment to influence a governmental decision in which he, a member of his immediate family, an individual with whom he is associated, or a business with which he is associated has an economic interest.” In addition, the TWDB shall refrain from conduct, writing, or other communication, that would give a reasonable person the impression that official duties may be improperly influenced.

All references in this ARTICLE VII to any conflict of interest shall include any actual, potential or perceived conflict of interest, including the appearance or perception of any impropriety.

SECTION 2 – SECTION 1 is applicable to all TWDB members, the Executive Director, and all staff under the supervision of the Executive Director.

SECTION 3 – Any occurrence that may be considered violation of SECTION 1 shall be reported to the Chair of the TWDB. Any individual identified in SECTION 2 shall report to the Chair of the TWDB any contact by a contractor or prospective contractor that could be considered inappropriate as defined in SECTION 1. Any Member with a conflict of interest shall comply with requirements for public disclosure and recusal as required by the State Ethics Act.

All references in this ARTICLE VII to contractor shall include any party who enters, or proposes, desires or intends to enter, a contractual relationship with the TWDB of any kind or receives, or proposes, desires or intends to receive, funds from the TWDB for services rendered or goods provided.

SECTION 4 – All individuals identified in SECTION 2 shall be required to sign, annually, a Conflict of Interest Statement adopted by the TWDB.

SECTION 5 – Any board member having a duality of interest or possible conflict of interest on any matter should not vote or use his personal influence on the matter. Any such member shall be excused from any votes, deliberations, discussions and other actions on the matter on which the potential conflict of interest exists. He should not be counted in determining the quorum of the meeting on this issue even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, discussion and quorum situation.

SECTION 6 – All contract negotiations for or with potential contractors must be conducted with arm's length negotiations. No TWDB member shall engage in any activity, including participation in the selection, award, or administration of a grant or contract involving a conflict of interest. No TWDB member shall, nor shall a member of his immediate family, an individual with whom he is associated, nor a business with which he is associated, solicit or accept gratuities, favors, or anything of value from contractors or potential contractors.

SECTION 7 – It shall be against the policy of the TWDB or contracting agency for any employee, member or volunteer to directly or indirectly ask, demand, exact, solicit, accept, receive, or agree to receive anything of value for themselves or any other person or entity in return for being influenced in the performance of their job or position.

SECTION 8 – Nothing herein shall deprive a member who holds such a contract of any reasonable right to be heard where any action is being taken by the TWDB to terminate, rescind or modify a contract due to the default of the contractor. A contractor doing business with the TWDB will not hold a Chair position of the TWDB with the exception of specialty funded contracts, e.g., Incumbent Worker Training Program, etc. It shall be viewed as a conflict of interest for Board Members to serve as Chairs over specific committees where they are receiving grants funds of any kind. As well, Board Members who are contractors should abstain from votes that directly impact their contract or organization. The Board Chair shall not represent a contractor, be a contractor or draw down federal dollars of any kind to avoid the perception of a conflict of interest with the exception noted above.

AMENDMENTS

Amendments to these bylaws shall be:

- Suggested at any regular meeting of the full **TWDB** for recommendation and/or proposal at the next scheduled TWDB meeting.

Proposed amendments will be presented at a regular scheduled meeting of the full TWDB.

Proposed amendments cannot be made at a special call meeting.

Acceptance of any amendment will require a majority vote of a quorum of the Board.