

Atlantic Cape May WIB By-Laws

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ARTICLE I. NATURE OF BY-LAWS

Section 1: Purpose

These By-Laws are intended to govern the administration of the Atlantic Cape May Workforce Investment Board (WIB), herein referred to as the Board. Created by Executive Order 36, the Board shall coordinate and oversee all existing and future federal, state and local workforce readiness policies, and funding that are mandated through the state into a single labor market driven system. The Board shall provide policy guidance and oversight to the entire employment, training and education community of the Atlantic and Cape May areas consisted with the Unified State Plan for New Jersey's Workforce Development System.

Section 2: Fiscal Year

The fiscal year of the Board shall begin on the 1st of July and end on the 30th day of the month of June each year.

Section 3: Principal Office

The principal office of the Board in New Jersey is located at 2 South Main Street, 2nd Floor, City of Pleasantville and County of Atlantic.

ARTICLE II. MEMBERS

Section 1: Members

The Board shall have 45 members from both the private and public sectors, shared between Atlantic and Cape May counties. The private sector shall represent over half the membership.

ARTICLE III. BOARD PROCEDURES

Section 1: Membership

The Board shall be comprised of leaders from the fields of business, labor, education and government, with at least fifty-one (51%) from the private sector , under the guidelines of the WIB Certification Manual by the Commissioner of the New Jersey State Department of Labor and Workforce Development (NJLWD).

Section 2: Appointments of the Board

The initial term of office of each member of the Board shall be in accordance with the agreements of appointment duly adopted by the highest elected officials of both Atlantic and Cape May counties. All subsequent appointments to the Board shall be for a term of three (3) years. Upon expiration of the term of a member of the Board, said member shall be eligible for reappointment.

Section 3: Qualifications

All members shall be persons who have attained the age of eighteen (18) years. Definition of a voting member is a member appointed by the governing body, either the County of Atlantic or County of Cape May based on the residency of the employer represented. Any member who no longer continues to be a representative of a group or category that designates them from specific private and public sectors, from which he/she was originally selected, shall immediately resign. Contact the WIB Chair or Executive Director to review their membership qualifications.

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Section 4: Regular Meetings

The Board shall meet on a scheduled defined by the Executive Committee. The date, location and time shall be set by the WIB Chairperson. Each member shall be notified at least seven (7) days proper to the meeting with the date, location, time and proposed agenda via a medium approved by the Chair of the WIB.

Section 5: Special Meetings of the Board

Special meetings may be called by the Chair or any five (5) members, provided the members submit a written and signed notice of the purpose of the meeting to the Chair. Each member shall be notified at least seven (7) days prior to the meeting of the date, location, time and purpose of the meeting and the name(s) of the person(s) by whom the meeting has been called.

Section 6: Action without Meeting

The Board, or any committee of the Board, may act without a meeting if, prior or subsequent to such action, Each appointed member or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the Board.

Section 7: Meeting by Telephone or Other Electronic Mediums

The Board or a committee of the Board may participate in a meeting of the Board which such committee, by means of a telephone conference call or any other means of electronic communication by all persons capable of participating.

Section 8: Quorum

One third of the number of members or approved alternates shall constitute a quorum, provided that at least fifty-one (51%) of the number of representatives of the private sector. If a quorum is not present at a meeting on a voting issue, a majority of the members present may adjourn and reschedule a meeting within, not more, than four (4) weeks (in order to have a quorum, of the 45 members, at least one third or fifteen (15) must be present, of that number, eight (8) must be from the private sector).

Section 9: Order of Business

The order of business at all meetings of the members shall be as follows:

1. Call to Order
2. Approval of Minutes of preceding meeting
3. Educational Presentation, if applicable
4. Review of Financial Statements
5. Chair Report
6. Administrative Report
7. Questions and Discussion on Committee Reports
8. Old Business
9. New Business
10. Public Comment
11. Adjournment

Section 10: Approval of Plans

Approval of the Job Training Plan for the service delivery area (as defined in the Executive Order), Unified State Plan and all other WIB plans shall be required by an affirmative vote of no less than a simple majority of the membership. A member may vote by written ballot or fax poll, to be submitted to the Chair prior to or at a

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meeting scheduled for such action. The duties and responsibilities of the Board shall be to plan for the overall workforce readiness system, including oversight for the Workforce Investment Act of 1998, and the same may be amended from time to time for which the Counties of Atlantic and Cape May have been designated the service delivery area. The Board shall be responsible for the development and implementation of the Atlantic Cape May Workforce Development Strategic Plan. The Board will determine whether the local workforce development system meetings the needs of the labor market, engage in a process of coordinating, setting priorities and recommend resource for the entire workforce development system. The Board will coordinate federal, state and local workforce policies, programs and services into a single labor market system taking into consideration consistent with New Jersey's overall economic development strategy and current and future labor market trends.

Section 11: Minutes of Meetings

Minutes shall be kept of all meetings and be reviewed and approved at the next subsequent meeting of the Board. Approved minutes shall be available at the location of the WIB Office for anyone who requests to view them.

Section 12: Removal of Members

Any one (1) member of the Board may be recommended for removal for cause by an affirmative vote of the Board.. A majority of the Board may suspend such members pending a final determination that cause exists for removal. Members that miss three (3) consecutive regular board meetings shall be notified in writing of their absences and asked to confirm their intention to continue as a member, in good standing. Subsequent attendance shall be reviewed by the Board with the possibility of removal. Recommendation for removal shall be forwarded to the appointing body.

Section 13: Voting

- (a) Each member shall have one vote. A member may, in writing to the Chair designate one alternative to serve in his/her absence provide that alternate represents the same category. Alternates may participate in all official business of the Board. They shall not have the right to vote, except on specific issues as identified in a written proxy statement approved by the Executive Director to be submitted to the Chair at or before the meeting.
- (b) Members may vote by mail, email and fax poll at the discretion of the Chair. A record of such votes shall be maintained by the Executive Director, reported at the next regular meeting thereafter and become a part of the minutes of such meeting.
- (c) Disputes over the voting authority of any member or designated alternate shall be resolved by the Chair.
- (d) Members and alternates shall abstain from voting on any matter before the Board in which the members has a conflict or potential conflict of interest, in accordance with Public Law 97-300, Section 141 (f). This provision shall preclude and inhibit any member or alternate from participating in and contributing to the discussion of the matter in question.

Section 14: Committees of the Board

The Board shall have permanent standing committees with members and Chair appointed by the Board Chair. The committee shall be as follows:

- (a) The Executive Committee shall consist of the Officers of the WIB, and a minimum of two (2) at-large members appointed by the Chair, not to exceed nine (9) members with the consent of the members, to serve for one (1) year, but may be appointed to additional terms. The Executive Director shall serve as an *ex-officio* member of the Executive Committee.

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(b) All action taken by the Executive Committee shall be reported to the Board at the next regular meeting or at a special meeting called for that purpose. If there exists any conflicts by the Executive Committee, that issue will be forwarded to the full Board for discussion and vote.

(c) The Board shall determine the standing Committee of the WIB to be the Executive, Disabilities Workforce, Economic Development, Membership, One Stop Oversight and Youth Investment Council. Each such Committee and its chair shall be appointed annually by the Chair of the WIB; all standing Committees shall consist of Board members. The Chair and the Executive Director shall be *ex-officio* members of all standing Committees. A written outline of the responsibilities of each standing Committee shall be prepared by the Board and filed with the minutes of the Board. Each standing Committee shall keep the minutes of its meetings and file the minutes with the Executive Director. It shall not enter into any contract or incur an indebtedness or financial obligation of any kind, except under the authority of the Board. It shall have the power to appoint such sub-committees for carrying on the work under its direction as it may deem necessary. Subject to approval of the Board, each standing Committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it.

(d) The Chair of each committee, with the exception of the Executive Committee, shall have the authority to appoint such other committees and work groups as shall be necessary for the conduct of the business of the Board. These other persons requested by Committee Chair's shall be known as Associate members and will be maintained on the WIB mailing list. These committees and work groups shall be chaired by a member from the private sector, when possible and may be composed of members as well as non-members.

(e) Ad-hoc committees shall be developed and comprised of Board members as established by the Chair, Executive Committee or consensus of the full Board.

Section 15: Compensation

Members may not receive a fee, salary or remuneration for their service as members, but may, however, with the approval of the Board, be reimbursed for reasonable out-of-pocket expenses incurred for work on the Board in accordance with policies established by the Executive Committee upon presentation of vouchers, providing the WIB budget permit such allocation.

Section 16: Vacancies

A vacancy shall be deemed to exist when a) a member no longer represents the organization or business from which he/she was originally selected, b) a member resigns by giving written notice to the Chair or WIB Executive Director, or c) a member is removed in accordance with the following procedure:

(a) A member who has missed three (3) consecutive regular board meetings shall be notified in writing of their absences and asked to confirm their intention to continue as a member, in good standing. Subsequent attendance shall be reviewed by the Board with the possibility of removal.

(b) A member may be removed for good cause by a two-thirds vote of the Board, if written notice that such a vote will be taken is provided to the Board at least seven (7) days before the meeting.

Section 17: Resignation

A member may resign at anytime by giving written notice to the appointing authority, Chair or the Executive Director. The resignation shall take effect upon receipt thereof by the Board or such Officer, and acceptance of the resignation will not be required to make it effective. Any member who no longer continues to be a representative of the category from which he/she was originally elected shall immediately resign.

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ARTICLE IV. OFFICERS

Section 1: Number

The Officers of the Board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or other officers as may be elected or appointed by the Board whose duties may be fixed by the Board. An officer may only hold one (1) office at any one (1) time, and no officers shall execute, acknowledge, or verify any instrument in more than one (1) capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by two (2) or more Officers.

Section 2: Election and Term of Office

The Officers of the Board shall be elected annually by the members at the regular meeting held in June. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently made. Vacancies may be filled at any meeting of the Board. Each Officer shall hold office for one (1) year until his successor shall have been duly elected and shall have qualified or until his/her resignation or death.

Section 3: Removal

Any Officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Board will be served thereby. Removal shall be effected by two-thirds vote of the members attending a called meeting for the purpose wherein a quorum is present.

Section 4: Vacancies

A vacancy because of resignation, removal, disqualification, death or otherwise may be filled by the Board for the unexpired portion of the term, at any meeting of the Board with notice having been given of such proposed action.

Section 5: Chair

The Board shall elect from among those members who represent the business sector, a Chair for the Board. The Chair shall be a private sector representative (business/industry), non-governmental member. The Chair will be the principal operating officer of the Board and shall in general supervise and control all of the business and affairs of the Board. He/she may sign, with the Executive Director, or any other proper officer of the Board thereunto authorized by the Board, any instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other Office or agent of the Board, or shall be required by law to be otherwise signed or executed; and general shall perform duties as may be prescribed by the Board from time to time. He/She shall provide leadership to the Board in carrying out its collective responsibility to develop a broad community wide base of voluntary support of cooperation in delivering the basic objectives of the Board.

Section 6: Vice-Chair

The Vice-Chair shall be a private sector representative (business/industry), non-governmental member and shall be from the county other than the Chair. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice-Chair shall perform such other duties from time to time may be assigned by the Chair or by the Board.

Section 7: Secretary

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The Secretary shall:

- (a) Keep the minutes of the Board meetings in one (1) or more books provided for that purpose.
- (b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (c) Be the custodian of the Board's records.
- (d) In general, perform all duties incident to the office of the Secretary and such other duties from time to time may be assigned to him/her by the Chair or the Board.

Section 8: Treasurer

The Treasurer is responsible for developing and directing the operation of policies, procedures, plans and programs governing all financial matters in and of the Board; receiving and disbursing Board funds, depositing all such moneys in the name of the Board and such banks, trust companies, or other depositories and shall be selected in accordance with Article IV of these By-Laws. The Treasurer shall in general perform all duties incident to the office of Treasurer including a monthly report to the Board as to financial status of the Board and such other duties as may from time to time be assigned to him/her by the Chair.

ARTICLE V. ADMINISTRATION

Section 1: Functions

All administrative functions of the board shall be provided by the Executive Director and staff, who are employees of the WIB. The WIB staff shall also function as the Administrative entity of the bi-county area and shall provide fiscal and program performance reports to the Board on monthly and on an as needed basis.

Section 2: Staffing

The Board may employ staff necessary to carry out the functions and purposes of the WIB as determined by the annual funding. The Executive Director shall be responsible for the selection, general management and supervision of all staff within the confines of the budget allocated by the New Jersey State Department of Labor and Workforce Develop and the Atlantic County Department of Administrative Services. The Executive Committee and the Board shall be apprised of all personnel issues, if such exist, on a quarterly basis.

Section 3: Personnel Guidelines

All WIB staff shall be subject to the policy and procedures of the Atlantic County Department of Administrative Services which conducts an orientation for all its County employees and provides a personnel manual to be kept on file. The actions of the Executive Director in the hiring and firing of personnel shall be subject to a review and approval of the Executive Committee and reported to the Board.

ARTICLE VI: RESPONSIBILITIES

The Board shall perform such functions and satisfy any and all responsibilities afforded under Executive Order 36. As such, the Board shall:

- (a) Provide policy guidance for, and exercise of oversight with respect to, activities under Executive Orders 36 and the Unified State Plan for New Jersey's Workforce Development System for its service delivery area in partnership with the units of general local government within its service delivery area.
- (b) Determine procedures for the development of the Board.
- (c) Provide oversight of the programs conducted under the workforce development system in its service delivery area.

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(d) The Board may assume such additional duties consistent with the intent and scope of its mission, in agreement with the two (2) Chief Elected Officials of the service delivery area of subsequent modifications to the responsibilities and duties of the Board.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND CONTRIBUTIONS

Section 1: Contracts

All Board contracts are subject to the fiscal procedures by the New Jersey State Department of Labor and Workforce Development, Atlantic County Treasurer's Office, the Atlantic County Office of Budget and Purchasing and the Atlantic County Auditor Office. The Board shall receive financial reports by the Treasurer at all Board meetings.

Section 2: Checks, Drafts, etc...

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board, shall be signed by the Atlantic County Treasurer, or such Officer or Officers, agent or agents of the Board and in such manner and shall from time to time be determined by resolution of the Board.

Section 3: Deposits

All funds of the Board not otherwise employed shall be deposited from time to time to the credit of the Board in such banks, trust companies or other depositories as the Board may select.

Section 4: Contributions

The Board may accept on behalf of the organization any contribution, gift, request or devise for the general purposes or for any special purpose of the Board. The Board employees are subject to the Code of Ethics and procedures established by the Atlantic County Board of Ethics regarding governmental employees and acceptance of gifts.

ARTICLE VIII. AGENTS, CONSULTANTS AND PROFESSIONAL SERVICES

Persons of firms other than Officers of the Board may from time to time be engaged or employed to assist the Board in carrying out its programs and purposes. Any such employment must be any action of the Board upon terms and conditions such as appearance at Board meetings to give progress reports, including payment for services set forth by the Board.

ARTICLE IX. BOOKS AND RECORDS

The Board shall keep, correct and complete books and records of account and shall also keep minutes of proceedings of its Board and Committees having any authority of the Board.

ARTICLE X. ETHICS

Section 1: Ethics

The Board and its members shall be subject to the policy and procedures, in accordance with N.J.S.A. 40A:9-22.1, known and may be cited as "Local Government Ethics Law."

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Section 2: Recusal of Members

Furthermore, New Jersey Governor's Council on Alcoholism and Drug Abuse Proposed Code of Ethics, case laws cites that Board members "cannot be involved in the preparation of a grant application to be submitted to the Board and must recues himself/herself as a member of the Board from discussions and voting on a grant application for any organization with which he/she is affiliated."

ARTICLE XI. AUDITS

Section 1: Audited Financial Statement

The Board shall utilize the auditing procedures of the County of Atlantic which is the administrative entity for the Atlantic Cape May Workforce Investment Board.

Section 2: Audits by Public Agencies

The Board shall cause to be made available all books and records of the Board for examination by duly authorized employees, accountants, or agents of federal, state or local public agencies in accordance with requirements of such agencies or contractual covenants.

ARTICLE XII. IDEMNIFICATION

Section 1: Indemnification

The Board shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completion action, suit or proceeding wither civil, criminal, administrative, or investigative by reason of the fact that such person is or was a Director, Officer or employee of the Board as Director, Officer or employee of another organization, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action suit or proceeding to the extent that such person is not insured or otherwise indemnifies and the powers to so indemnify has been or may be granted by statute. For this purpose, the Board may, and on request of any such person shall be required to, determine each whether the applicable standards of any such statute have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination.

Section 2: Indemnification, not Exclusive

The Foregoing indemnification shall not be deemed exclusive of any other right to which an indemnification may be entitled, as to action in another capacity while holding such office, and shall insure to the benefit of the heirs, executors and administrators of any such person.

Section 3: Insurance and Other Indemnification

The Board shall have the power to purchase and maintain such fidelity and bond insurance on such Officers, Directors, staff and on behalf of others, to the extent that power to do so have been or may be granted by statute and given other indemnification to their extent not prohibited by statute.

ARTICLE XIII. FORCE AND EFFECT BY-LAWS

These By-Laws are subject to the provisions of Executive Order 36 and a Unified State Plan for New Jersey's Workforce Development System as may be amended from time to time. If any provision in these By-Laws is

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inconsistent with the provision of Executive Order 36 or a Unified State Plan for New Jersey's Workforce Development System, the Executive Order 36 or a Unified State Plan for New Jersey's Workforce Development System shall govern to the extent of such inconsistency.

ARTICLE XIV. AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended or repealed by an affirmative vote of two-thirds of the entire Board. Written notice of any such By-Law change to be voted upon by the Board shall be given not less than seven (7) days prior to the meeting at which such change shall be proposed. Any changes to the By-Laws may be submitted in writing by two (2) or more members, read at two regular consecutive meetings and voted upon at the second meeting. Such proposal shall be in written ballot to be submitted to the Chair prior to or at the meeting scheduled for such action.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in "Roberts Rules of Order Revised," or the most recent edition or revision of said order, shall govern this Board in all cases to which they are applicable, and in which they are not consistent with these By-Laws or applicable federal and state statutes and regulations.

SIGNATURES

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The individuals signing below have the authority to commit the parties they represent to the terms of this Agreement, and do so commit by signing below.

ATTEST:

**ATLANTIC CAPE MAY WORKFORCE
INVESTMENT BOARD:**

Rhonda Lowery, Executive Director
Workforce Investment Board

Earl Axelson, Chair
Workforce Investment Board