

ARTICLE I. GENERAL PROVISIONS

Section A. Official Name and Address of the Organization

The name of this organization shall be known as the Hudson County/Jersey City Local Workforce Development Board (“LWDB”). The name of the organization shall be formally used for all correspondence, contracts, and documents pertaining to the local entity under the Workforce Innovation and Opportunity Act of 2014 (“WIOA”). The LWDB is certified by the Governor of New Jersey and the State Employment & Training Commission, pursuant to WIOA. For the purpose of these Bylaws, the “LWDB” or “Board” shall mean the Hudson County/Jersey City Workforce Development Board and is comprised of two (2), New Jersey political sub-divisions, which are the County of Hudson and Jersey City.

The principal office of the Hudson County/Jersey City Workforce Development Board shall be within the Hudson County Department of Family Services, located at 257 Cornelison Avenue, 6th Floor, Jersey City, NJ 07306 with all mail, agreements, correspondence and other documents addressed to this location.

Section B. General Organization & Charter Statement

The Hudson County/Jersey City Workforce Development Board is established in response to the provisions specified in the Workforce Innovation and Opportunity Act of 2014 (“WIOA”) enacted by 20 C.F.R. 679.310(b) to set policy for the portion of the statewide workforce system within the County of Hudson County and Jersey City, New Jersey.

In partnership with the Chief Local elected Officials (“CLEOS”), the Hudson County/Jersey City Workforce Development Board will develop the Local Workforce Development Plan for its service areas with the purpose of providing workforce activities that increase the employment, retention, and earnings of participants, increase occupational skill attainment by participants, and, as a result, improve the quality of the workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the local economy.

The composition, functions, and responsibilities of the Hudson County/Jersey City Workforce Development Board are established by WIOA §107 and any amendments thereto, the applicable Federal Regulations, and the CLEOS. From time-to-time the CLEOS may, through certain directives, establish the scope and duties of the Hudson County/Jersey City Workforce Development Board, consistent with the WIOA.

Section C. Authority of Board

The Hudson County/Jersey City Workforce Development Board hereinafter referred to as the Board, functions as a unified joint partner with the Chief Lead Elected Officials (CLEOS) pursuant to WIOA §107 and the regulations promulgated thereunder which implement WIOA within two (2) Local Workforce Development Areas (LWDAS) under the authority of the County Executive of Hudson County and the Mayor of Jersey City. The Board shall act on behalf of the LWDAS and shall provide policy guidance for and exercise oversight of the LWDAS as set forth in WIOA.

Section D. Functions of Board

Within the Local Workforce Development Areas, the Board functions in partnership with the CLEOS to fulfill the goals and objectives of the two (2) local One-Stop Systems, the tenets under WIOA, and the responsibilities stated in their governance documents. At minimum the CLEOS and the Board or designated Board staff shall:

- Develop the Local and Regional Plan and conduct oversight of the One-Stop Systems, youth activities, and employment and training activities under Title I of WIOA. The Board shall convene local workforce development system stakeholders to assist in the development of the local plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities.
- Conduct workforce research and regional labor market analysis.
- Lead efforts to engage with a diverse range of employers and entities in the region to promote business representation; to develop effective linkages with employers to support utilization of the workforce system; to ensure that workforce investment activities meet the needs of employers and support economic growth in the region; and to implement proven and promising strategies.
- Negotiate local performance accountability measures.
- Designate and/or certify One-Stop operators with the agreement of the CLEOS.
- Identify eligible training providers, providers of career service and youth organization based on recommendations from Board members and the Youth Standing Committee as well as locally developed performance and labor market information.
- Develop a budget (with the grant recipient or as same is designated by the CLEOS) for the activities in the local areas, consistent with the local plan and duties of the Board, which budget must be approved by the CLEOS.
- Lead efforts, with representatives of secondary and postsecondary education programs, in the local areas to develop and implement career pathways within the local areas.
- Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers.
- Coordinate activities with education and training providers in the local areas, including workforce, adult education and literacy, career and technical education, and Vocational

Rehabilitation activities. Specifically, this includes reviewing applications to provide adult literacy activities under Title II to determine whether applications are consistent with the local plan, and implementing cooperative agreements with Vocational Rehabilitation agencies to enhance provision of services to individuals with disabilities.

- Lead efforts in the local areas to identify, promote, and disseminate proven and promising strategies and initiatives to meet the needs of employers and workers. The Board will assess the One-Stop for accessibility for individuals with disabilities.
- Provide provision of program oversight and consumer choice requirements, in partnership with the CLEOS.

Section E. Purpose of the Board

The Board represents a wide variety of individuals, businesses, and organizations throughout the local areas. The Board serves as a strategic convener to promote and broker effective relationships between the CLEOS and economic, education, and workforce partners. The Board must develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth. Board members must establish a platform in which all members actively participate and collaborate closely with the required and other partners of the workforce development system, including public and private organizations. This is crucial to the Board's role to integrate and align a more effective, job-driven workforce development system.

ARTICLE II. MEMBERSHIP PROVISIONS

Section A. Appointment of Members and Board Composition

It shall be the sole responsibility and authority of the two (2) CLEOS to appoint members to the Board. The CLEOS shall appoint members to the Board from the enumerated categories of Section 107(b)(2) of WIOA and in compliance with the applicable federal and state regulations.

Members shall be appointed to the Board and offered reappointment at the discretion of the CLEOS. The CLEOS shall examine the initial and any subsequent duration of membership for compliance. The notification of appointment and the term of service shall be provided by the CLEOS through written correspondence. Term appointments will be staggered and may be considered for re-appointment based on their participation, contribution to the work of the board and their attendance at quarterly meetings, and committees.

- The Board shall be comprised of representatives of private sector business and public sector organizations from the local region. A simple majority of the members of the Board shall be representatives from the private sector.
- It is recommended that members live in or be employed in Hudson County/Jersey City, but the CLEOS is authorized and has the sole discretion to appoint members that neither live in work in Hudson County/Jersey City for the betterment of the workforce program. Removal from consideration of membership or forfeiture of existing membership shall occur if the above residency provisions cannot be met, unless authorized or waived by the CLEOS.
- The Board shall be appointed by the CLEOS from the following categories:
 - Representatives who are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority; represent businesses, including small businesses, or organizations representing business described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in- demand industry sectors or occupations in the local areas; and are appointed from among individuals nominated by local business organizations and business trade associations;
 - Representatives (20% of the entire Board) of the workforce within the local areas must include two or more representatives of labor organizations and one representative from a joint labor-management apprenticeship program, or an apprenticeship program in the areas (if it exists); may include representatives of community-based organizations with experience at addressing the employment needs of individuals with barriers to employment and may include representatives of organizations with demonstrated experience addressing employment, training/education needs of eligible youth (including out-of-school youth);
 - One representative administering adult education and literacy activities under Title II must be included;
 - One representative of higher educational institutions (including community colleges) must be included;
 - Representatives of local educational agencies and community-based organizations with experience addressing education or training needs of individuals with barriers to employment may be included;
 - One representative of economic and community development entities must be included;
 - One representative of Wagner-Peyser programs must be included;
 - One representative of Vocational Rehabilitation programs must be included;

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- Representatives of agencies or entities administering transportation, housing, and public assistance programs; and representatives of philanthropic organizations may be included; and
- Any other individuals or representatives of entities that the CLEOS may determine to be appropriate.

SPECIAL RULE – The one representative of adult education and literacy activities and the one representative of higher education must be appointed from among individuals recommended by local education and training providers or institutions, if there are multiple providers in the local areas.

- Support staff to the Board shall periodically review the composition of the Regulatory-required One-Stop Partners and other representatives of the public sector. They will make recommendations to the Board and CLEOS in order to maintain that portion of the Board's composition and appropriate representation. Those recommendations may be submitted to an appropriate subcommittee for their review and disposition; and
- Potential members representing the private sector shall be recommended to the CLEOS by organizations representing local businesses, such as local chambers of commerce or development authorities. The CLEOS may also solicit recommendations to fill vacancies by consulting with strategic industry partners representing high-demand occupations in the areas. In all instance, these potential appointments will be submitted to the CLEOS for final disposition.

The CLEOS shall appoint all future members to the Board via a letter of appointment.

Section B. Membership Resignation or Termination

- Membership shall be terminated in case of resignation, removal for cause, disqualification, non-compliance with the residency provisions (unless waived), failure to attend the meetings of the Board or if found in direct violation of the Board’s conflict of interest policy outlined in Section C of these bylaws. The right of a member to vote and all his/her rights and responsibilities in the affairs of the Board shall cease upon termination of membership.
 - (a) Members are subject to termination for failure to attend one-half (1/2) of the meetings annually and/or failure to attend two (2) consecutively scheduled meetings of the Board. It shall be assumed that members missing two consecutive meetings or more than one-half (1/2) of the meetings held annually, have other business commitments, which preclude active Board participation. Therefore, in order to maintain full representation, and in the best interest of the Board as a whole, said member will be notified of removal in accordance with provision stated in Article II, Section C-3 of these Bylaws.

- (b) Upon prior approval of the CLEOS, a Board member may appoint a designee to attend a Board meeting if the member is unable to attend the meeting. A Board member shall be considered “present” for all purposes of Board attendance and quorum requirements, where a designee is present. The Board member may also vest in the designee the function of spokesperson for the member in order to present items germane to the purposes of the Board. However, for any business requiring a vote of the membership, only members present and voting may be considered, and said designee is not permitted to vote for the member. A designee may be appointed for no more than two meetings annually.
 - (c) If neither the member nor the designee is able to attend, they shall so inform the Chair and/or Board support staff prior to the scheduled meeting date. The Chair or Board Director shall determine what constitutes an excused absence.
 - (d) The resignation or termination of any member shall be a matter of record and must be submitted to the CLEOS or his/her representative to ensure a prompt nominee for the new vacancy.
- Any member may resign from the Board by submitting a written letter of resignation to the Chair of the Board and the CLEOS. The official and effective date of resignation shall be the date of receipt of the correspondence by the CLEOS. The Chair shall announce the member’s resignation at the next scheduled meeting, cause same to be entered into meeting minutes.
 - Any member or designee may be removed from the Board by the affirmative vote of any two-thirds (2/3) of the members present at a duly constituted meeting for conduct detrimental to the interest of the Board or refusal to render reasonable assistance in carrying out the stated purposes of the Board. Any member proposed to be removed shall be entitled to at least five (5) working days written notice, with a copy to the CLEOS. The notice shall include the meeting date at which such removal is to be voted upon, and an offer to allow the member to be heard at such meeting. The meeting shall be held only after reasonable receipt of the notice can be presumed by mail or other applicable electronic method. Should the member not wish to appear before the Board, a vote shall be taken on the matter in his/her absence. In addition, the CLEOS may initiate the removal of a Board member if it is deemed to be in the best interest of Hudson County/Jersey City.

Section C. Matters of Conflict of Interest

- In compliance with the Federal WIOA Regulations at Section 107, Subsection (h), a member of a Board, or a member of a standing committee, may not vote on a matter under consideration by the Board regarding the provision of services by such member (or by an entity that such member represents); or that would provide direct financial benefit to such member or the immediate family of such member; or engage in any

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other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.

- All LWDB members are required to sign and submit a conflict of interest statement to the LWDB, in substantially the form attached hereto as Exhibit “B.”
- A Board member shall avoid even the appearance of a conflict of interest. Prior to taking office, Board members must provide to the Board Chair a written declaration of all substantial business interests or relationships they, 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 shall be updated within 30 days to reflect any changes in such business interests or relationships. The Board shall appoint an individual to timely review the disclosure information and advise the Board Chair and appropriate members of potential conflicts.
- 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 pecuniary 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. All such abstentions shall be recorded in the minutes of the Board meeting.
- The following definitions apply with regards to the Board’s Conflict of Interest Policy outlined in Section C (1-3) above:
 - Immediate family -- Any person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.
 - Substantial interest -- A person has a substantial interest:
 - A. 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 by the person from the business exceed 10% of the person's gross income for the previous year;
 - In real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more; or
 - 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 (A) or (B) of this paragraph.

Section D. Voting Rights and Representation

- It shall be the right of each Board member to deliberate and vote upon all matters which come before the Board during a duly constituted meeting except as provided in Article II - Section C relating to conflict of interest issues.

- Any member may represent the obligations or interests of the Board as designee or spokesperson for the Board when authorized by the body or its executive officers.
- All members of the Board may be elected to executive office [Chair or Vice Chair(s)] provided they are active members of the Board and fulfill the requirements for office under the provisions of the WIOA or Federal Regulations where applicable, or the Bylaws of the Board.
- All authorized Board standing committees shall be chaired by Board members in good standing. In the event of the absence of the Committee Chair, and upon the vote of the committee members present, any Board member may assume the Chair pro-tempore to carry out the duties of the committee.
- Any ad hoc subcommittee appointed by the Chair must have both Board members and other (non-Board) representatives appointed to membership on the subcommittee. Any member of an ad hoc committee may function as Chair at the discretion of the Board Chair and based on the authorized objectives of the ad hoc committee.

Section E. Term of Board Members

Number, Tenure and Qualifications. The number of members of the Board shall be determined by the categorical requirements and specifications set forth by the WIOA. The composition of the Board shall at all times conform to the requirements of Sections 107 and all other applicable sections and subsections of the WIOA and accompanying regulations. The initial term of membership shall be for one (1) year. A term of membership, granted after a term expiry notification, shall be for no more than three (3) additional years. The total number of Board Members shall be no less than nineteen (19). The term appointments will be staggered to ensure only a portion of membership expire in a given term. The term of Board membership shall be set by the CLEOS in the letter of appointment. In the case where a term (start/end) is stipulated in the appointment letter and the CLEOS wishes to reappoint a member to a subsequent term, the reappointment to the Board shall occur prior to the member's anniversary date to maintain continuity of membership and to avoid formal reapplication for Board membership. Board membership may be suspended or withdrawn at the discretion of the CLEOS. As applicable, vacancies shall be filled by the CLEOS in the same manner as the original appointment. Furthermore, all appointments or re-appointments shall be made in order to maintain compliance with federal and state statutes governing Board composition.

Section F. Membership Sunshine Provision

It is a tenet of Board membership that some members' information may be made available or provided to the public under the requirements of, and in compliance with, the "sunshine provisions" of federal and state laws. Such items may include posting a member's name and business or organization affiliation and address or other reasonable information on applicable web sites, publicity and news articles, Board announcements or other requirements, and to comply with any federal or state membership reporting requirements.

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ARTICLE III. BOARD OFFICERS

Section A. Executive Officers and Nomination to Office

- The Executive Officers shall be the Board Chair and Vice-Chair. The officers shall perform the duties prescribed by the Bylaws, by Federal and State Regulations, and by the parliamentary authority adopted by the Board.
- The CLEOS shall submit nominations for the offices of Chair and Vice-Chair. Additional nominations for the positions may be submitted by any Board member, provided the nominee is a current Board member in good standing and meets the categorical requirement for the position. The Chair and Vice-Chair shall be nominated from among the business representatives on the Board.

Section B. Election of Officers and Duties of an Officer

- The Board Chair and Vice-Chair shall be elected by majority vote of the membership of the Board. Their term of office shall begin immediately upon election and shall serve for the duration of their original Board appointment.
 - (a) The Board shall have a Chair elected by the members of the Board and who shall be a representative of business. The duties shall include, but not be limited to: Conducting and directing meetings, fulfilling the capacity of chief administrative officer for the Board, acting on behalf of the Board under special circumstances, maintaining order, approving meeting dates, recommending agenda items for discussion, representing the Board with regard to other organizations, and appointing temporary or permanent committees and chairs as required.
 - (b) The Board shall have a Vice-Chair elected by the members of the Board who shall be a representative of business. The Vice-Chair shall fulfill all of the roles and duties of the Chair in the Chair's absence.
 - In the event of a vacancy occurring in the office of Chair, the Vice-Chair shall succeed immediately to the office of Chair, and shall possess the power to perform all the duties of that office until the next scheduled meeting, at which time a new Chair shall be elected.
 - In the event of a vacancy in the office of Vice-Chair, whether through succession, death, resignation, removal, or disqualification, the office shall be filled in accordance with the applicable requirements of Sections A and B of this Article.
 - The Chair, or Vice-Chair acting in his/her place, shall preside at all meetings of the Board, unless otherwise proscribed in these Bylaws, and shall be responsible for the appointment of all committees. Either the Chair or the Vice-Chair acting in his/her place shall be an ex-officio, non-voting member of all committees.

- The LWDB may appoint other officers as the business of the LWDB may require, each of whom will hold office and have authority to perform duties as the LWDB may determine.

ARTICLE IV. GENERAL MEETING REQUIREMENTS

Section A. Regular & Special Meetings

- The Board shall meet no less than four (4) times per year at such place as the Board Chair may designate.
- Except in an emergency, the notice of a meeting stating the time, place and purpose(s) of the meeting shall be either mailed, e-mailed or faxed to each member not less than five (5) working days before.
- At every meeting of the Board, each member shall be entitled to one (1) vote per issue. All elections and most customary issues shall be decided by majority vote of the persons present at a duly constituted meeting in which there is a quorum present (a quorum consist of 50% plus 1 of the appointment members).
- A special meeting of the Board may be called at any time by the Chair, the CLEOS, or by a written request signed by at least 10 of the members.
- On any Board items or issues requiring a Board decision or approval within an abbreviated time frame which cannot wait until the next scheduled meeting, the Chair or CLEOS may call a special meeting.

Section B. Customary Order of Business and Rules of Order

- **Order of Business**
The general Order of Business for regular Board or special business meetings shall be the following:
 - Call to order and announce official starting time of the regular Board or special business meeting by the Chair.
 - Introduction of members, special invited guests or presenters and registered guests.
 - Member roll call (if requested by a Board member questioning attendance to fulfill quorum or official meeting status).
 - Board Officers' opening comments or reports.
 - Review and approval of previous meeting minutes.
 - Reports of Standing or Special Committees.
 - Sequential Agenda Items and/or Resolutions.
 - Unfinished Business and General Orders (consisting of any carry-over items from the previous meeting).
 - New Business.

- Guest/program presentations and/or general address (may be sequentially moved to earlier or later into the meeting or tabled at the discretion of the Chair due to time constraints).
 - General announcements or comments from members and guests.
 - Adjournment and official time of closure of the meeting.
- **Rules of Order and Parliamentary Authority**
The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Board in all cases for which they are applicable and in which they are not inconsistent with these Bylaws, Federal, or State Regulations or any special Rules of Order the Board may adopt.

Section C. Quorum

A quorum shall consist of a simple majority of the currently appointed Board members and all authorized member's designees attending in their absence (50% plus 1). Proxy voting shall not be permitted for any LWDB action. Members must be present to vote.

Authorized designees of members may not cast a vote. The members present at a duly authorized meeting at which a quorum was determined to be present may continue to transact agenda business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section D. Sunshine Provision for Meetings

Section 107 (B) 13 (e) of WIOA requires that “The local Board shall make available to the public on a regular basis through open meetings, information regarding the activities of the local Board, including information regarding the local plan 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 activities, and on request, minutes of formal meetings of the local Board.” Additionally, all reasonable efforts must be made to ensure that meetings are held in facilities that permit barrier-free access to the physically handicapped. The meeting must also comply with the New Jersey Open meetings laws.

Open Meetings. All meetings of the Board, Youth Council and Committees shall be open and accessible to the general public, and minutes shall be maintained and electronically sent, mailed, or faxed to the members with the agenda of the subsequent meeting (where possible) prior to the meeting. There will be a public comment period of fifteen (15) minutes prior to the official start of Board meetings. Each speaker will be allowed two (2) minutes. Any member of the public desiring to so participate shall notify the Chairperson or the Executive Director of the HC/JC WDB in writing before the meeting of the subject he/she wishes to address. All Local Workforce Development Board meetings shall be conducted in accordance with federal

sunshine and New Jersey open meeting laws. The process by which the Board will provide updates of Board action to the Chief Local Elected Officials shall be by electronic copy of the approved meeting minutes within two (2) business days of the LWDB vote to approve the meeting minutes. The public has the right to address the Board. Public attendees interested in addressing the Board must submit their name and topic to be discussed in writing to the Board Chair or Coordinator prior to the start of the meeting. Each individual is permitted three (3) minutes to speak. An individual can relinquish their time to another speaker, but only for a total of six (6) minutes maximum per person.

ARTICLE V. SPECIAL MEETING CONDITIONS

Section A. Conflict Resolution Process

In the event of a conflict or dispute arising from the One-Stop Partners or other members of the Board, the following process and procedures will be used to rectify the conflict and in the following sequential order:

- (1) The review of any applicable Memorandum of Understanding (MOU) or applicable written agreement between the parties for dispute resolution provisions. In all cases, those formal agreements will take precedence.
- (2) A two-thirds (2/3) majority of any applicable committee may make recommendations on dispute resolution.
- (3) The Board Chair may call a special meeting of the Boards' Executive Officers and the disputants to resolve the matter; or may submit the dispute to the full Executive Committee or the Board at a regular or special meeting.
- (4) If it remains unresolved, the Board Chair and Executive Officers may submit their findings of fact on the dispute to the CLEOS for a final resolution at the local level.

Section B. Maintenance of Records

The Executive Director and board Chair/Vice Chair shall hire the support staff for the Hudson County/Jersey City Workforce Development Board. Such staff will be responsible for maintaining the written records for all matters related to the composition, operation, formal deliberation or resolutions and actions of the Board, its Youth Standing Committee and any formalized committees for seven (7) years. The Board Chair and Chair of the Youth Standing Committee, all standing committees or ad hoc committees, shall retain copies of any appropriate files and information relevant to their functions notwithstanding the official Board files maintained by staff for seven (7) years. Support staff shall keep the minutes of Board meetings and Committee meetings. Although verbatim minutes are not required to be taken, minutes must be taken and must include a record or summary of all: names of members present, names of speakers at the meeting, motions, proposals, resolutions, and any other

matter formally voted upon, including the result of any vote taken. Staff shall provide a copy of the minutes to each member and the general public, when requested and in compliance with applicable regulations. Meeting minutes will also be forwarded to the CLEOS within two weeks.

Section C. Expenses, Grants and Donations

- Members and designees shall not receive a salary from the County Hudson or Jersey City or the LWDB for attendance at meetings of the Board. Allowable expenses as approved by the Chair and CLEOS, incurred while attending to Board business shall be reimbursed at the prevailing county/city rates.
- Travel. Each member of the board who is not otherwise a state officer or employee shall be authorized to receive reimbursement for reasonably necessary travel expenses incurred in the performance of his or her duties as a member of the Board, provided that such funds are available and such reimbursements are allowable under federal law. Should funds not be available or allowable for this purpose, such members shall serve without compensation. Each member of the Board who is otherwise a state officer or employee shall be reimbursed by the agency of which he or she is an officer or employee for reasonably necessary travel expenses actually incurred in the performance of his or her duties as a member of the Board, provided that such funds are available and such reimbursements are allowable under federal law. WIOA Title I funds shall not be used for foreign travel per 20 CFR Parts 667.264. Members of the board shall receive no compensation for their services except as otherwise provided in this Section.
- Travel Expense and Reimbursement. Travel costs are expenses for transportation, lodging, subsistence, and related items incurred by staff and others who are on travel status on official business of the Board. Travel expenses must be reasonable and necessary, and for a bona fide business purpose related to the funding source. All supporting documentation must be kept on file. Meals, lodging, rental cars, airfare, mileage for staff-owned cars, and other travel expenses may be paid for staff and participants who travel as part of their job, training activity or grant purpose. Documentation of the purpose and cost of travel must be maintained. No staff may be reimbursed for expenses incurred in going to and from work. Staff and Board members required to travel for official business must comply with all Hudson County/Jersey City and statewide travel regulations in effect at the time of travel. If any contractor or grant sub-recipient does not have an agency meal policy, they will be subject to the terms and regulations found within the Statewide Travel Regulations. The funding agency may reimburse members of boards and councils, consultants, volunteers, service providers, and others for travel expenses incurred for an allowable purpose benefiting the workforce investment system. A definition section related to travel expenses is attached hereto as Exhibit "A."
- Consultants. The Board shall be authorized to consult with and form recommendations with members and persons knowledgeable on the subject matter at issue in order to carry out effectively its duties. Such consultants shall serve without compensation but

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shall be reimbursed for travel and other reasonable and necessary expenses incurred while attending meetings of or on behalf of the Board, provided that such travel and other expenses are approved by the Chair and such reimbursements are allowable under federal law.

- Contracting. The grant subrecipient shall be authorized to employ and contract with other individuals and organizations as needed to assist in executing the Board's responsibilities, provided that funds are available for such expenditures and such expenditures are allowable under federal law.
- Support Staff. Hudson County/Jersey City Staff, as support staff to the Board, will maintain vigilance in reviewing state and federal grant announcements and the submission of applications for all appropriate operational or services grants for the Board.
- Donations. The Board may pursue an annual solicitation of donations, or more frequently as needed, from areas businesses and organizations. Prior approval of the CLEOS shall be required of each such request. These voluntary contributions may be used to defray the costs associated with any meeting or other Board expenditures that cannot be paid with applicable grant funds. These voluntary contributions are maintained in a dedicated account, which shall have reasonable fiduciary controls. The Board Chair shall provide information on expenditures, contributions, and any discretionary account balances at an appropriate general meeting of the Board and to the CLEOS, monthly.

Section D. Board Review of Workforce Development Grants

One of the major functions and responsibilities of the Hudson County/Jersey City Workforce Development Board is the oversight of workforce development within Hudson County/Jersey City. The Board and its staff support have the responsibility of review and evaluation of various workforce development grant proposals and funding requests.

The Board affirmatively supports local workforce improvement initiatives from private sector business, public sector organizations, or consortiums thereof which have the goal of fulfilling employment needs, local labor market improvements, and the elimination of program service and funding duplication. Accordingly, the Board may be called upon to provide various levels of workforce proposal evaluation from letters of project support, Board review, and/or certification of a potential grant application to Board votes or resolutions on various federal or state grants.

It is the potential grant applicant's sole responsibility to submit a request for review in sufficient time and in sufficient program detail for the Board or the Board Chair to come to a disposition on the merits of the proposal.

ARTICLE VI. USE OF TECHNOLOGY

Technology will be used to ensure that the LWDB and the public will have access to internet technology and information needed to support their roles in decision making and to insure public awareness of the workforce and information through internet technology. The Board may use technology to improve board functions such as distributing meeting agenda, attachments, and minutes with electronic mail to improve communication.

ARTICLE VII. STANDING COMMITTEES

Section A. Designation and Composition of Standing Committees

The Hudson County/Jersey City Workforce Development Board may designate and direct the activities of standing committees to provide information and to assist the board in carrying out activities under this section as referenced in WIOA Section 107(b)(4)(A)(ii). In those situations, and in any other applicable requirements, they shall be governed by the same Articles of the Board Bylaws. Any standing committee created by the LWDB shall comply with applicable federal laws and regulations. All of the Board's standing committees and any ad hoc subcommittees shall be established at the discretion of the Board. An ad hoc subcommittee shall cease to function after completing its duties and issuing a report on their findings or recommendations to the Board Chair or membership. All standing committees shall be chaired by a Board member to perform any assignment that is of concern to the Board for a particular end or purpose. Membership on committees or subcommittees must include representatives from outside of the Board who demonstrate experience and expertise in accordance with 20 CFR 679.340(b). Similarly, ad hoc subcommittee members may be composed of full, partial or non-board Board members based upon their function and assignment.

- Standing Committees:
 - (a) Must include other individuals appointed by the Board who are not members of the Board and who the Board determines have appropriate experience and expertise;
 - (b) Shall be chaired by a member of the Board selected by the CLEOS, in the absence of the Committee Chair, any member of the Committee may assume the duties of the Chair pro tempore;
 - (c) Shall provide information and assist with operational and other issues relating to the One-Stop delivery system, which may include as members representatives of the One-Stop partners;
 - (d) Shall provide information and assist with planning, operational, and other issues relating to the provision of services to youth and individuals with disabilities: including issues relating to compliance with Section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of

1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the One-Stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities;

- (e) May designate other standing committees in additions to the standing committees specified in the Bylaws; and
 - (f) Carry out all other duties as authorized by the Chair of the Board, with regard to activities for youth and individuals with disabilities.
- The name, address, and telephone number of each member of a committee, or subcommittee together with all papers, committee minutes, information or other data bearing on the subject or question to be considered by the committee shall be maintained by the Executive Director, Board Chair and Board’s support staff. Documents or information on committee activities shall be supplied to the Board membership upon request and/or at regularly scheduled Board meetings.
 - A quorum shall consist of fifty percent (50%) plus one (1) of the appointed committee members for both standing committees and ad hoc subcommittees. In the event that a quorum is not present, committee members present may transact committee business; however, committee items presented to the Board shall state whether the item represents the decision of a majority of the full committee or a consensus of committee members present at the meeting.
 - Standing committee meetings shall be made accessible to the public. Notice of such meetings, when called, shall be established by posting same in one (1) or more designated public locations or applicable web sites at least three (3) days prior to such meeting. The Board Chair shall appoint members of the committee. A designee appointed by a Board member may attend all committee meetings on behalf of the member. A Board member shall be considered “present” for all purposes of committee attendance and quorum requirements. The Board member may also vest in the designee the function of spokesperson for the member in order to present items germane to the purposes of the committee, and may vote for the member. Matters developed in a committee shall be placed on the agenda for discussion during the next Board meeting.
 - Standing committees include but are not limited to:
 - **Executive Committee** – The Executive Committee will exercise authority and manage the business of the LWDB during intervals between board meetings. The officers serve as members of the Executive Committee, except for the power to amend the policies and the Bylaws.
 - **Audit & Finance Committee**- The role of the Finance and Audit Committee is primarily to provide financial oversight for the organization. Typical task areas

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include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. An outline of the main responsibilities appears below.

Budgeting and Financial Planning

- Develop an annual operating budget with staff.
- Approve the budget within the finance committee.
- Monitor adherence to the budget.
- Set long-range financial goals along with funding strategies to achieve them.
- Develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
- Present all financial goals and proposals to the board of directors for approval.

Covering Audits

- Recruit and select the auditor.
- Review the draft audit and 990 as presented by the auditor
- Present the audit report to the full board of directors (if the auditor does not do this).
- Review the management recommendation letter (Statement of Auditing Standards(SAS)112) from the auditor and ensure follow up on any issue mentioned.

Reporting

- Develop useful and readable report formats with staff.
- Work with staff to develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
- Work with staff to understand the implications of the reports.
- Present the financial reports to the full board.

- **Youth Committee** – formally known as the Youth Standing Committee under WIOA Section 107 (b)(4). Members of the Youth Standing Committee who are not members of the Board will be full voting members of the Youth Standing Committee, but non-voting members of the Board. Youth Standing Committee members, who are not full members of the Board, may attend Board meetings. Members shall include community- based organizations (CBOs) with a demonstrated record of success in serving eligible youth and other individuals with appropriate expertise and experience who are not members of the Board and may also include parents, participants and youth. The Committee is to inform and assist the Board in developing and overseeing a comprehensive youth program. They may participate in the applicable deliberations of the Board

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on the issues related to their Youth Standing Committee functions and make recommendations for providers of youth workforce activities through competitive grants or contracts, however, if the Board determines there is an insufficient number of eligible providers in a local areas, the Board may award contracts on a sole-source basis as per the provisions at WIOA sec. 123(b).

- **One Stop Committee** - The One Stop Committee shall provide oversight and guidance in the development of programs, and establish and track metrics to ensure that the One Stops meet or exceed standards for placement retention, earnings and jobseeker/employer satisfaction.
- **Literacy Committee** -The Literacy Committee shall identify and analyze local resources, programs and services and recommends ways to improve the quantity, quality and delivery of literacy programs.
- **Disabilities Committee** - The Disabilities Committee shall work to enable individuals with disabilities to have universal access to employment opportunities.
- **Economic Development Committee** – The role of the Economic Development Committee is to engage with various municipal, county and state agencies to engage in business retention, expansion and development of new projects that produce employment and jobs. Committee members shall engage developers and businesses through outreach and relationship building as well as strategically providing both the tools and climate which support local businesses by encouraging establishment, growth/ expansion and relocation to a defined geographical area of Jersey City as well as the rest of Hudson County. An outline of the main responsibilities appears below.

Strategic Outreach Planning

- Interface with the local, county planning, economic development and redevelopment and economic development agencies
- Interface with all regional CDFIs that can provide funding and funding sources for businesses
- Interface with local small business development centers affiliated with the SBA
- After due diligence make recommendations to WDB to provide local letters of support for employment producing businesses who wish to establish, grow or relocate to service area and wish to tap into local and/or State incentive offerings.
- Integrate strategic plan objectives and initiatives.

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- Present all economic development goals and proposals to the board of directors for approval.

Reporting

- Develop useful and readable report formats with staff.
 - Work with staff to develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
 - Work with staff to understand the implications of the reports.
 - Present the economic development reports to the full board.
- **Ad Hoc Committee(s)**- The Chairperson may appoint or authorize the appointment of such other Committees as may be deemed necessary and appropriate to carry out the purpose of the operation.

ARTICLE VIII. STAFF

The Hudson County/Jersey City shall provide sufficient funding to staff the combined workforce development board for two (2) local areas and both local areas will leverage funds to ensure that there are sufficient staff and resources to fulfill the operational and federal mandates of WIOA.

ARTICLE IX: INDEMNIFICATION OF MEMBERS

Section 1. It shall be the policy of the Board to indemnify to the maximum extent permitted by applicable laws any one or more of the members, or appointees against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Fund. The use of funds of the Board for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the Board.

ARTICLE X: GENERAL PROVISIONS

Section 1. Program Year. The program year of the Hudson County/Jersey City Workforce System shall be the period beginning July 1st of each year and ending June 30th the following year.

Section 2. Amendments. These Bylaws may be amended or repealed and new Bylaws shall be approved by the CLEOS and be adopted by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board provided that:

- Notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment; and
- B. All amendments to the Bylaws shall be consistent with the provisions of the WIOA, Code of Federal Regulations Title 20 §679.310(g), and accompanying State regulations. Such notice may be waived as provided in these Bylaws.

THIS IS TO CERTIFY that the above Bylaws of the Hudson County/Jersey City Workforce System were duly amended by the Board of Directors on to be effective _____, 2021

HUDSON COUNTY/JERSEY CITY WORKFORCE BOARD

CLEOS: _____
HUDSON COUNTY

JERSEY CITY

LWDB Chairperson: _____

LWDB Member: _____

EXHIBIT "A"
DEFINITIONS FOR TRAVEL RELATED EXPENSES

SHALL KEEP EXISTING TRAVEL AND REIMBURSEMENT POLICIES

EXHIBIT "B"
CONFLICT OF INTEREST PROVISION

SHALL KEEP EXISTING CONFLICT OF INTEREST POLICY AND FORMS.