

# BY-LAWS

## HAMPTON ROADS WORKFORCE COUNCIL

### BOARD OF DIRECTORS

#### Article I

##### Name

The name of the Board is the Board of Directors of the Hampton Roads Workforce Council, hereinafter referenced as the Board.

#### Article II

##### Purpose and Membership

Section 2.1. Purpose. The purpose of the Board is to work in partnership with the Chief Local Elected Officials of the Cities of Chesapeake, Franklin, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach, and Williamsburg, and the Counties of Gloucester, Isle of Wight, James City, Southampton, and York, collectively referred to as Hampton Roads, to meet the workforce development needs of the region by:

Serving as the regional strategic leader in addressing Workforce Development in Hampton Roads and serving as the Workforce Development Board for the federal Workforce Innovation and Opportunity Act (WIOA) in accordance with the Virginia Workforce Development Board pursuant to Virginia Code §2.2-2472.

The Hampton Roads Workforce Council will be designated the Regional Workforce Development Convener in Hampton Roads.

Section 2.2. Membership. The Board shall be composed of a maximum of fifty-four (54) members appointed by the Chief Local Elected Officials and certified by the Governor:

##### Mandatory Members

At least 51% of the members shall be comprised of private sector representatives who represent a broad range of in-demand occupations available in the local labor market. This includes organizations representing businesses 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 area.

Not less than 20%, a minimum of two, of the members of the Board shall be representatives of labor organizations, who have been nominated by local labor federations, and/or representatives from apprenticeship programs. Community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including veterans, persons with disabilities, and “out of school” youth, may be included in addition to the aforementioned labor organization representatives.

Additionally, membership shall include the following:

At least one representative from the Virginia Employment Commission

At least one representative of the Regional Adult Education Program

At least one representative of a school division Career and Technical Education program

At least one representative from a community college

At least one representative from a regional or local economic development entity

At least one representative from the Department of Aging and Rehabilitative Services and/or the Department for the Blind and Visually Impaired

#### Optional Members

Additional Representatives may be appointed who are the Chief Executive Officer, Chief Operating Officer, or board member of the entity that they represent, to include:

A representative from a regional planning entity

A representative of eligible providers administering employment and training activities carried out through the U.S. Department of Health & Human Services Community Services Block Grant.

A representative of eligible providers administering employment and training activities carried out through the U.S. Department of Housing and Urban Development's Community Development Block Grant

A superintendent of a local public school system

A representative of higher education providing WIOA activities

A representative of a philanthropic organization

Any other individual or representative of an entity as the chief elected officials in the local area may determine to be appropriate, including the WIOA Grant Recipient

#### Non-Voting Members

Non-voting members may be appointed by the Board and granted the right to debate but are excluded from the right to vote and make motions on the floor.

Section 2.3. Nominations and Selection. Hampton Roads Workforce Council, on behalf of the Chief Local Elected Officials, from time to time, may contact the appropriate entities in the region for nominations to appoint members and/or to fill vacancies on the Board. Vacancies will be filled in the same manner as original appointments.

Private sector representatives will be selected from among individuals nominated by local business organizations (i.e., Chambers of Commerce, Trade Associations, or Economic Development organizations). Individual businesses may also nominate their own representatives or provide nominations of other business representatives to the Chief Local Elected Officials. Private sector representatives can include owners of businesses, chief executives or operating officers of businesses, and other business executives with significant policymaking or hiring authority that, when possible, represent a broad range of in-demand occupations available in the local labor market.

Local educational entity representatives will be selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities, including local school boards, entities providing vocational education, entities providing secondary adult education and literacy activities, and postsecondary educational institutions (including representatives of community colleges).

Labor representatives will be selected from among individuals nominated by local labor federations or other employee organizations and the state AFL-CIO.

For all other members, appropriate groups in the local area will be consulted for possible individuals to serve, such as community-based organizations or economic development entities.

An individual may serve as a representative of more than one membership category so long as adequate justification for his/her expertise in each area is established and so long as he/she meets all the criteria for representation in accordance with WIOA. No matter how many membership categories an individual represents, he/she is only entitled to one vote and may only be counted as a single member of the Board.

Section 2.4. Terms. Appointments to the Board shall be for two-year terms. Members may be recommended for reappointment to the Board by the Chair of the Board and approved by the Chief Local Elected Officials, subject to Article II Section 3. Initial appointments to the Board will be staggered, with half of the members having an initial term of two years; and half having an initial term of one year. Appointments afterward will be staggered, with no more than one-half of the members' terms expiring in a given year. Appointments begin on July 1<sup>st</sup> of each year and end on June 30<sup>th</sup>. Individuals serving on the Board who subsequently retire or no longer hold the position that made them eligible board members may not continue to serve on the local Board. The entity affiliated with the vacating board member may nominate a new representative to the Board.

No appointed member shall be eligible to serve more than four (4) successive two-year terms, with a possible fifth, two-year term upon approval by the Executive Committee. Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms. Members who are appointed to fill the remainder of a vacant unexpired term shall be eligible to serve three (3) additional two-year terms after the expiration of the remainder of a term to which a member was appointed to fill a vacancy. A person may not be reappointed to the Board until at least two (2) years from the end of their last term.

Vacancies resulting from resignations or removal of mandatory members will be filled within ninety (90) days.

Section 2.5. Compensation. Members shall not be compensated for their services as Board Members. The Members shall be reimbursed for necessary expenses incurred in the execution of their duties and responsibilities. No Member shall be liable to account for any profit realized by the Member from or through any transaction or contract; provided, however, in the case of any such contract or transaction requiring authorization by the Board Members, no Member who personally or through any firm or corporation is interested in such a contract or transaction shall be entitled to vote thereon, although such Member may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken. Such Member shall be responsible for disclosing to the Board Members his or her interest in any such contract or transaction.

Section 2.6. Resignations. A Board member may resign by giving written notice to the Chair of the Board. The Chief Local Elected Officials shall be notified regarding board vacancies within ten business days of the notification of the member's resignation, removal, or death.

Section 2.7. Removal. The Chief Local Elected Officials may remove a Board member for just cause, conflict of interest, or criminal acts, as specified in Attachment A to these By-Laws.

### **Article III Officers and Duties**

Section 3.1. General. The Officers shall consist of a Chair, 1st Vice Chair, and 2<sup>nd</sup> Vice Chair, whom the Board shall select from among the private sector representatives. Terms shall be for one year, with the ability to serve up to two additional one-year terms. The Finance and Strategy Committee Chair shall serve as Treasurer for the Board. The Hampton Roads Workforce Council President and Chief Executive Officer shall serve in the non-voting role of Secretary for the Board.

Section 3.2. Election of Officers. Each year a Nominating Committee, comprised of three members of the Board, shall be appointed by the Chair to propose a slate of officers to be elected. Once the Nominating Committee has proposed a slate of officers, other nominations may be made from the floor during the Board meeting at which the slate is presented. The election will take place at the last Board meeting of each program year.

Section 3.3. Chair. The Chairperson shall preside at all membership meetings, all meetings of the Board, and all meetings of the Executive Committee. The Chair shall be an ex officio non-voting member of each committee established by the Executive Committee.

Section 3.4 Vice-Chairs. In the event of the absence, death, incapacity, resignation, or removal of the Chairperson, the 1<sup>st</sup> Vice-Chair shall have all of the rights, powers, and authority and perform all of the duties of the Chair. In addition, the 1<sup>st</sup> Vice-Chair or 2<sup>nd</sup> Vice-Chair shall perform all duties delegated by the Executive Committee. Officio Directors are ineligible for election as Chair, 1st Vice-Chair, or 2<sup>nd</sup> Vice-Chair.

**Article IV**  
**Meetings of the Board/Fiscal Year**

Section 4.1. Regular Meetings; Fiscal Year. The Board shall meet regularly and establish a schedule of meetings annually at the beginning of each fiscal year. The Board will meet at least quarterly. The fiscal year is from July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 4.2. Meeting Notices. Notices of Board meetings will be posted at the offices of the Hampton Roads Workforce Council and on the Hampton Roads Workforce Council website no later than two business days after the notice is provided to the Board. Notices of Board meetings may be transmitted electronically to the Board members.

Section 4.3. Quorum. One-third of the total number of voting members of the Board, represented in person or by proxy, shall constitute a quorum.

Section 4.4. Attendance. Board members are required to attend fifty percent (50%) of all Board meetings each year; otherwise, they may be considered to have resigned from the Board and will be replaced. Representatives of Board members are not permitted to attend the Board meetings in an official capacity. The Board may remove a voting member who does not attend 50% of all Board meetings, as specified in Attachment A to these By-Laws.

Web-based and telephone technology may be used in order to support member participation in Board/Committee meetings and will follow policy guidelines established and approved by the Board of Directors.

Section 4.5. Proxy Voting. Proxy voting shall be permitted, in certain circumstances and with prior notification and approval by the Chair, at any meeting of the Board in the event the proxy is in writing and given to the Chair, Vice-Chairs, or other designate presiding over the meeting prior to the meeting being called to order.

Section 4.6. Order of Business. Robert's Rules of Order shall govern Board meetings.

Section 4.7. Public Participation. All meetings will include a reasonable time for public comment.

Section 4.8. Freedom of Information Act. The activities and meetings of the Board will be conducted in compliance with the Virginia Freedom of Information Act, as applicable.

Section 4.9. Closed Session. Prior to meeting in Closed Session, the Board must adopt a motion to go into Closed Session. Matters which may be discussed in closed sessions are specified in the Virginia Freedom of Information Act.

## **Article V Committees**

Section 5.1. Standing Committees. There shall be the following Standing Committees of the Board: Executive Committee; Business and Workforce Services Committee; Youth Services Committee; and Finance and Strategy Committee. The Board Chair shall determine the size and composition of the committees. Committee members may include Board members and non-board members. The Chairs and Vice Chairs of the Standing Committees must be members of the Board, with a majority being Private Sector Members.

Committees serve in an advisory function to the Board and Executive Committee and shall make recommendations to them.

Section 5.2. Executive Committee. The Executive Committee shall be composed of the Board Chair and Vice-Chairs, the Chairs and Vice-Chairs of the Standing Committees, the past Board Chair, the representative of the designated WIOA grant recipient, the President and CEO of the Hampton Roads, Virginia Peninsula and Greater Williamsburg Chambers of Commerce, and up to four (4) other Members as determined by the Board Chair. The Board's President and Chief Executive Officer shall serve as non-voting members of the Executive Committee. The Board Chair and Vice-Chairs will serve as Chair and Vice-Chairs of the Executive Committee. At least 51% of the members of the Executive Committee shall be composed of private sector representatives.

The Executive Committee shall plan, coordinate, and expedite the work of the Board and may take action, when necessary, between Board meetings. The Executive Committee exercises the authority and power of the Board to the extent permitted by law.

Section 5.3. Business and Workforce Services Committee. The Business and Workforce Services Committee focuses on the supply and demand side of workforce development. It identifies the needs of Job Seekers and works with partner organizations in developing a Memoranda of Understanding to ensure coordination and non-duplication of services among workforce development programs and activities in the Hampton Roads region. The Committee actively participates in convening workforce development system stakeholders, brokering relationships, and leveraging support for workforce activities. The Committee serves as the catalyst for engaging other Board Committees and members to address the brokering of new stakeholder or customer relationships and resource leveraging that may be needed to support the continuous improvement of the System. The Committee provides oversight of the performance of training programs and contractors. The Committee makes recommendations regarding funding and service priorities for Board consideration. The Committee provides information and assists with operational and other issues relating to providing services to individuals with disabilities, as well as assures training for staff and finding employment opportunities for individuals with disabilities. The Committee oversees the continuous improvement and effectiveness of the Hampton Roads One-Stop System and the WIOA services carried out through the One-Stop System.

The Committee also works with businesses and industry to identify the workforce needs of the industry – the basis for a demand-driven system. The Committee oversees the dissemination of labor market information to the business community, appropriate committees, and/or audiences. The Committee develops strategies to address short and long-term requirements for skills and technical competencies of existing industries. It develops long-term

strategies to provide a comprehensive regional system for occupational advancement, career ladders, and worker retraining. The Committee makes recommendations to the Board for funding and program priorities and identifies opportunities for collaboration and leveraging of resources.

All Board members are encouraged to serve on the Business and Workforce Services Committee if desired or attend Committee meetings.

Section 5.4. Youth Services Committee. The Youth Services Committee shall recommend eligible providers of youth activities to the Board to be awarded grants or contracts, on a competitive basis, to carry out the youth activities. Subject to the approval of the Board, the Youth Services Committee shall conduct oversight with respect to the eligible providers of youth activities and coordinate WIOA youth activities and other youth programs in the local area. The Youth Services Committee shall forge partnerships between K-12, higher education, and the private sector and promote apprenticeship and technical training. It shall provide a link between workforce training, post-secondary vocational education, and tech prep and focus on youth issues.

Section 5.5. Finance and Strategy Committee. The Finance and Strategy Committee is charged with budget oversight and development, audit functions, and personnel administration as it relates to the strategic mission, vision, and goals of the Board. The Committee provides input into grant opportunities and works to identify additional funding sources for workforce development. The committee coordinates the federal reporting requirements of the Workforce Innovation and Opportunity Act.

Section 5.6. Meetings. Committees will establish an annual meeting schedule at the beginning of each fiscal year. The volume of work will determine the frequency of Committee meetings. Notices of Committee meetings will be posted at the offices of the Hampton Roads Workforce Council and on the Hampton Roads Workforce Council website. All Committee meetings will include a reasonable time for public comment.

Section 5.7. Ad-Hoc Committees. The Chair may establish and appoint people to Ad-Hoc Committees for special purposes. Ad-Hoc Committees shall be composed of people who represent the views and interests of the various workforce development stakeholders and who are known to be qualified to perform their duties. The Chair may establish and appoint people to Ad-Hoc Committees for specific assignments. Ad-Hoc Committees shall have a definite time and duration.

Section 5.8. Removal of Committee Members. A committee member may be removed for missing more than fifty percent (50%) of scheduled meetings in any program year, disruptive conduct, or other just cause, as specified in Attachment A to these By-Laws.

## **Article VI Staffing**

The Board shall provide adequate staff to support the efforts of the Board and the Board's Committees. The Board staff shall be known as the Hampton Roads Workforce Council, a local political subdivision of the Commonwealth of Virginia.

## **Article VII Conflict of Interest**

Section 7.1. Applicability. All members of the Board and Committees serve in the public interest and trust and have an obligation to conduct all matters within their purview in a manner that is consistent with that concept. Decisions made by the Board and Committees are to promote the best interests of the Hampton Roads Community, the Commonwealth of Virginia, and the public good. In serving on the Board and Committees, both voting and non-voting members must understand and adhere to the following policy guidelines.

Section 7.2. Guidelines. Members of the Board and Committees are subject to the provisions of the State and Local Government Conflict of Interest Act, as applicable.

Members of the Board and Committees must neither cast a vote on nor participate in any decision-making capacity on the provision of services by such member (or by an organization that such member directly represents or in which he has a financial interest); nor on any matter which would provide any direct benefit to such member or the immediate family of such member.

Immediate family means (1) a spouse and (2) any other person residing in the same household as the member, who is a dependent of the member or of whom the member is dependent. Dependent means any person, whether related by blood or marriage, who receives from the member or provides to the member more than one-half of his financial support.

Any Board or Committee member (or specific entity represented by that member) who participates in developing contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.

Any Board or Committee member who participates in a Board or Committee decision relating to specific terms of a contract, the determination of specific standards for the performance of a contract, the development of Invitations for Bid (IFB) or Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar decisions, is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation, or other entity shall receive a contract if it would create a conflict of interest for the Board or Committee member who participated in this matter.

Any Board or Committee member with a potential or actual conflict of interest must disclose that fact to the Board or Committee as soon as the potential conflict is discovered and, to the extent possible before the agenda for the meeting involving the matter at issue is prepared. If it should be determined during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes,



and such member must recuse himself for the remainder of the discussion and voting on that item. Each Board and Committee member is responsible for determining whether any potential or actual conflict of interest exists or arises during their tenure on the Board or Committee.

Board or Committee members who are also One-Stop Center partners shall not serve on any committees that deal with oversight of the One-Stop System or allocation of resources that would potentially be allocated to that member's program.

Board members shall file a Statement of Economic Interest as a condition of assuming membership, and they shall do so annually while serving as a member of the Board.

### **Article VIII Books and Records**

The books, records, and papers of the Board shall, at all times, during reasonable hours, be subject to inspection by any member.

### **Article IX Program Year**


The program year of the Board shall begin on the first day of July and end on the last day of June of the next calendar year.

### **Article X Amendments**

These By-laws may be amended by vote of the majority of the members of the Board present at any Board meeting. Written notice of such amendment, including the proposed change(s), must have been sent to the Board members at least seven (7) days prior to such meeting.

### **Article XI Effective Date**

The Board of Directors of the Hampton Roads Workforce Council unanimously approved these By-Laws at their June 21, 2023, meeting.

  
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Dr. John Olson, Chairman  
Hampton Roads Workforce Council

6/21/2023  
Date

  
\_\_\_\_\_  
Shawn Avery, Recording Secretary  
Hampton Roads Workforce Council

6/21/2023  
Date

## **Attachment A Process for Removal**

The Board may remove a Board member for due cause, conflict of interest or criminal acts, as specified in the By-Laws. The authority to remove a Board member may only be exercised by the Board's Executive Committee. In order to ensure due process, the following steps must be taken within the manner and time frames specified:

1. Only a member of the Executive Committee may introduce a motion to remove a Board Member. Such a motion shall be made during a regularly scheduled meeting of the Executive Committee. The motion must cite the reason for removal and be approved by a two-thirds majority of the Executive Committee. The motion will not take effect until steps 2. – 6., and if appealed, step 7. of this process have been completed.
2. The member(s) in question shall be notified in writing by the Board Chair, within 5 working days of an affirmative vote on a motion to be removed by the Executive Committee. This notification shall specify the reason(s) such action was proposed.
3. Following this notification, the member in question may provide a written response to the motion to the Executive Committee. Such a response must be made within 15 working days. This response should be submitted to the Board Chair, who will be responsible for transmitting the members' responses to the Executive Committee in advance of their next regularly scheduled meeting.
4. The motion to remove must be brought back before the Executive Committee at their next regularly scheduled meeting. Any written response provided by the members in question will be reviewed by the Executive Committee. The member in question may, if he or she chooses, appear before the Executive Committee, and make such statements, as they think appropriate to the situation. However, verbal comments may not substitute for the formal written response stipulated in Step 3.
5. Following review of any written response plus consideration of any remarks made by the member in question, the Executive Committee will vote on enactment of the original motion to remove. The motion must be approved by a two-thirds majority of the Executive Committee.
6. The member in question will be notified in writing by the Board Chair of the results of the Executive Committee's vote.

If the motion to remove is approved, the member in question may, within 5 working days, submit a written request to the Board Chair, to appeal the decision to the Board's designated Chief Local Elected Officials of the Board. The Board Chair will notify the Board and Chief Local Elected Officials if an appeal is submitted. The Chief Local Elected Officials, at the next regularly scheduled meeting, or at a specially called meeting, will review all material and information pertinent to the matter, and render a decision to either uphold the action taken by the Executive Committee or find on behalf of the member and reinstate their Board membership. The Chief Local Elected Official's decision will be final.