

**BY-LAWS
OF
CENTRAL ARKANSAS WORKFORCE DEVELOPMENT BOARD**

Amended December 5, 2022

ARTICLE ONE - NAME

1. This organization shall be known as the Central Arkansas Workforce Development Board as so named in a Proclamation by the Governor of the State of Arkansas signed and sealed on the 3rd day of August 2015.
2. This organization shall not have a corporate seal.

ARTICLE TWO -AUTHORITY

1. The Central Arkansas Workforce Development Board is organized under the provisions of Act 907 of 2015, the Arkansas Workforce Innovation Act, and Public Law 113-128, the Workforce Innovation and Opportunity Act of 2014; both of which defines the membership and duties of the Local Workforce Development Board.

ARTICLE THREE--PURPOSES

This organization has been organized for the following purpose:

1. The Central Arkansas Workforce Development Board is organized for the purposes of providing Workforce Development activities, through a local Workforce Development system, designed to increase the employment, retention, and earnings of participants, and increase occupational skill attainment by participants, and as a result, improve the quality of the workforce, reduce welfare dependency, increase economic self-sufficiency, meet the skill requirements of employers, and enhance the productivity and competitiveness of the State of Arkansas and specifically the counties of Pulaski, Saline, Faulkner, Lonoke, Prairie and Monroe.
2. The Central Arkansas Workforce Development Board shall have specific responsibilities as provided in the Arkansas Act 907 of 2015 and Public Law 113-128 to develop and implement the aforementioned workforce Development activities.

ARTICLE FOUR - MEMBERSHIP

Membership in this organization shall be established by the Chief Elected Officials of the Central Arkansas Workforce Development Consortium, and their successors, consistent with the Arkansas Act 907 of 2015. Pursuant to the provision of such Act 907 of 2015, as it presently exists, membership of the Board shall include:

1. Representatives of business in the local area shall constitute 51% of the membership of such Board, and who are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with policymaking or hiring authority. Such members shall represent businesses with employment opportunities that reflect the employment opportunities of the local area; and which have been nominated by local business organizations and business trade associations.
2. Representatives of the workforce within the local area shall constitute not less than 20% of the membership of such Board, including:
 - Representatives of labor organizations, nominated by Arkansas local labor federations, or other representatives of employees if no employees are represented by labor organizations;
 - Representatives of labor organizations, who is a member of a labor organization or a training director , from a joint-labor management apprenticeship program, or if no program exist in the area, a representative of an apprenticeship program in the area, if one exists;
 - Representatives of community-based organizations that have demonstrated experience and expertise in address the employment needs of individuals with barriers to employment, including organization that serves veteran or that provide or support competitive integrated employment for individuals with disabilities;
3. Representative of the Arkansas Division of Workforce Services (ADWS), nominated by the Director of ADWS to represent WIOA Title III activities for the local area.
4. Representative of the Arkansas Division of Career and Technical Education, nominated by the Director of the Arkansas Division of Career and Technical Education to represent Title II Adult Education and Literacy activities for the local area.
5. Representative from higher education providing workforce activities, including, without limitation community colleges;
6. Representative of the Arkansas Rehabilitation Services, nominated from by the Director of Arkansas Rehabilitation Services representing WIOA Title IV for the local area.
7. Representative of the Arkansas Department of Human Services, nominated by the Director of the Division of Services for the Blind of the Arkansas Department of Human Services representing WIOA Title IV for the local area.
8. Any other individual or representative of entities as the Chief Elected Official(s) determine to be appropriate.

The Chief Elected Official Consortium shall appoint the membership of the Central Arkansas Workforce Development Board from the individuals nominated or recommended to be such members in accordance with the criteria established under the Workforce Innovation and Opportunity Act of 2014.

- A. To nominate an individual to serve on the Central Arkansas Workforce Development Board, the nominating entity must complete a member appointment form, as prescribed by Arkansas Division of Workforce Services. The proper forms will be provided by CAWDB staff.
- B. The nominating entity shall complete and submit the member appointment form to the CAWDB staff for processing. The board staff will submit the member appointment form, including documentation supporting the qualifications of the nominee. Such documentation may be in the form of a curriculum vita, resume, or work history.
- C. The nominating documentation shall be presented to the Chief Elected Official Consortium for approval at the next Board meeting for review and consideration.
- D. Once approved, the Board staff shall submit the member appointment form to the Arkansas Division of Workforce Services.
- E. Nominee documentation shall be kept on file by staff for the Central Arkansas Workforce Development Board.
- F. The CEO Consortium is responsible for reappointments. A new member appointment form is required for all reappointments from appropriate nominating organizations, along with the current curriculum vita, resume, or work history.

TERMS OF MEMBERSHIP

All duly appointed members at the initial meeting of the Central Arkansas Workforce Development Board shall draw lots to determine terms of appointments as follows:

- a. One-fourth shall be appointed for a term of one year.
- b. One-fourth shall be appointed for a term of two years
- c. One fourth shall be appointed for a term of three years.
- d. One-fourth shall be appointed for a term of four years.

All subsequent appointments shall be made for a period of four years.

ATTENDANCE

- 1) Attendance required. In order to ensure board representation and a quorum, all board members gave a responsibility to attend all regular or special meetings of the board. Members are encouraged to attend meetings in person; however, there may be circumstances in which remote participation is necessary. In an effort to support member's participation, members will be allowed to participate remotely when the option is available.
- 2) Excessive absences. A board member shall be subject to removal from the board in the event the member shall fail to present satisfactory excuse for their absence. Unexcused absences from three (3) successive regular meetings, without attending intermediary called special meetings, shall constitute sufficient cause for removal. The Executive Committee may waive forfeiture of office in extreme cases that are beyond the control of a board member.

MEMBER REPLACEMENT

Upon a vacancy, the Central Arkansas Workforce Development Board is responsible for notifying the local CEO and the local entity responsible for nominating the respective replacement. This can be accomplished by any means including, but not limited to: email, letter, or telephone. The Central Arkansas Workforce Development Board may delegate this responsibility to a person or entity, and such delegation may be informal. Once a nomination is made, it will then be presented to the CEO consortium for consideration at a board meeting.

The CEO's will fill a vacancy in a required category in the same manner as the original nomination and appointment, within the sixty (60) calendar days from the effective date of resignation, termination, or other event causing vacancy. During the sixty (60) day period, the Board will be able to act as a body and conduct business.

TERMINATION OR REMOVAL OF MEMBERSHIP

Any appointment category change, which adversely impacts the majority business threshold of 51%, shall require the resignation of such member from the Board. Any change in the appointment category of a member whose appointment is based upon a singular statutory position will result in the termination of such position on the Board.

A Board member may be removed for good cause. Good cause includes:

- a. Conduct constituting a criminal offense involving moral turpitude;
- b. Gross dereliction of duty;
- c. Gross abuse of authority; or
- d. The unexcused absence of a board member from three (3) successive or regular meetings without attending any intermediary called special meetings

Any member of the Board may be removed for cause by a two-thirds vote of the membership. Any member who is absent, without written, reasonable explanation or excuse, for three consecutive meetings, membership shall be terminated for cause. The Board may reinstate such member upon a vote of two-thirds majority, so long as the member remains eligible under other criteria established by the Arkansas Act 907 of 2015 and by consent of the Chief Elected Officials.

NOTICE OF REMOVAL PROCEDURES

Removal of Board members shall be in accordance with the following;

- a. Within thirty (30) days after each regular Board meeting, the Executive Director of the Board shall notify the CEO's, in writing, that a member has been absent from three (3) successive regular meetings, without attending any intermediary called special meetings. The Executive Director's notice to the Chair shall include a copy of all meeting notices and attendance for the past year.
- b. Within sixty (60) days after receiving the notice and supporting documentation from the Executive Director, the CEO's shall notify, in writing, the Board member of their intent to remove the member for cause.

- c. Within twenty (20) days of the notice given, if there is no rebuttal received or other adequate documentation submitted, the may be removed in accordance with the provisions set forth.

REIMBURSEMENTS WITHHELD

Any board member referred to the CEO because of excessive absences under the provisions of this section shall not be entitled to any stipend payments for attending meetings of the Board until received notification from the CEO that the member has been excused for the absences.

ARTICLE FIVE-MEETINGS

Regular meetings of this organization shall be held at least quarterly, unless otherwise approved by resolution of the Board. Five (5) days notice of all regular meetings shall be given to each member of the Board.

Simple majority of the Board Members shall constitute quorum at Board or committee meetings. Board or committee action shall require a simple majority of those members present during a meeting at which a quorum is present.

The Chairperson may call special meetings of this Board when it is deemed in the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least three (3) but not more than ten (10) days before the scheduled date set for such special meetings. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of five (5) or more members of the organization, the Chairperson shall call a special meeting, but such request must be made in writing at least five (5) days before the requested scheduled meeting date.

No other business but that specified in the notice may be transacted at such special meeting without the consent of two-thirds majority of members present at such meeting.

All meetings of the Board shall be held at a place and time reasonably accessible to all Board members and the public. When possible, the use of available technology should be used in order to promote participation among members, stakeholders, and the public.

To ensure CAWDB members are actively participating in brokering relationships and leveraging resources in the workforce area, each quarterly board meeting will include an agenda item for presentations and discussion of such activities that will promote collaboration. This agenda topic will provide members the opportunity to discuss capabilities, resources, projects, and ideas for the purpose of continued collaboration. Members are encouraged to engage with workforce stakeholders between board meetings and actively participate in the presentations and discussions of their activities and recommendation during the meetings.

Roberts Rules of Order shall govern procedure at all meetings including standing or ad hoc committees.

All meetings shall be conducted in compliance with applicable federal and state law, with the Freedom of Information Act and in regard to public notification of such meetings.

ARTICLE SIX - VOTING

The chairperson may determine the method of voting, except that any member may request individual polling. At any regular or special meeting, a majority may require any question to be voted upon in the manner and style by ballot, roll call or other method. Secret balloting shall not be permitted.

Each member shall have one vote. Any action of the Board may be taken by a simple majority vote of those present, unless otherwise specified in these by-laws.

PROXY VOTING

A properly signed and dated proxy shall be acceptable for voting of absent members.

In all matters as may be subject to the vote of the members, a member may vote in person or by proxy, unless otherwise required by these By-Laws, the Articles of Incorporation of this Organization, or by applicable law.

A member may appoint a proxy to vote or otherwise act for him by signing a proxy appointment form to be provided with each meeting's agenda. The member shall designate another eligible alternative representative to vote as proxy. A business representative must have optimum policy making and hiring authority. Any other representative must have demonstrated experience and expertise and optimum policy making authority. The appointment is effective when received by the Secretary or other Officer or agent authorized to tabulate voters. Each proxy shall be for a specific meeting date. There shall be no requirement that the proxy must specify an agenda item.

An appointment of a proxy is revocable by the member at any time by written notice to the secretary or other officer or agent authorized to tabulate votes. A proxy's authorization may be limited on its face by the member granting the proxy.

ARTICLE SEVEN- CONFLICT OF INTEREST

A conflict exists when a board member has the direct opportunity to vote, or participate in a decision-making capacity, on matters:

- a) Regarding the provision of services by the member, or an entity that the member directly represents; or
- b) That would provide direct financial benefit to that member or that member's immediate family.

Any board member with a potential or actual conflict of interest must disclose that fact to the local Board 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 is determined during a meeting that a conflict of interest exist, the member must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such member must excuse him or herself from the remainder of the discussion and voting on that item. Each board member is responsible for determining whether any potential or actual conflict of interest exist or arises for him or herself during his or her tenure on the board.

All members of the Central Arkansas Workforce Development Board are subject to provisions of A.C.A §21-8-1001, A.C.A §21-8-1002, A.C.A §21-8-101, A.C.A §21-8-304. All members of the Board are subject to all other provisions of the Arkansas State law not outlined above.

ARTICLE EIGHT- ORDER OF BUSINESS

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of Officers
4. Reports of committees
5. Old and unfinished business
6. New business
7. Adjournment

ARTICLE NINE - OFFICERS

The officers of this organization shall be a Chairperson, Vice-Chairperson and Secretary, and shall be elected bi-annually at the first meeting in the year following the general election of the State of Arkansas.

The Chairperson and Vice-Chairperson shall be selected from the "Business Representative" category of the Board. In addition to such duties as may be assigned by the Board, the Chairperson shall preside at all meetings, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the check or drafts of the Board, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice-Chairperson shall in the event of the absence or inability of the Chairperson to exercise his or her office become acting Chairperson of the organization with all the rights, privileges and powers as if he or she had been the duly elected Chairperson. In addition, the Vice-Chairperson shall be one of the persons who may sign the checks and drafts of the Board.

The secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and be one of the persons who may sign the checks and drafts of the Board, present to the membership at any meetings any communication

addressed to the secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of Secretary.

ARTICLE TEN- COMMITTEES

There shall be four (4) standing committees of the Board and such other committees as the Board or the Chairperson may determine from time to time to be necessary or appropriate. The Board shall designate all such committees, except as enumerated of the Membership of the Executive Committee. The standing committees shall be chaired by a member of the Board, may include other members of the Board, and shall include other individuals appointed by the Board who are not members of the workforce development board and, as determined by the Board, have appropriate experience and expertise. Each such committee shall consist of no less than five (5) nor more than eleven members. Unless otherwise specified herein, a committee chairperson shall be elected from the membership of the committee.

All committee meetings shall be conducted in compliance with applicable federal and state law with the Freedom of Information Act and in regard to public notification of such meetings.

The Standing Committees are as follows:

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Board Officers and other members appointed by Chairperson. The Chairperson of the Board shall serve as Chair of the Executive Committee.

The Executive Committee may act on behalf of the Board between regularly scheduled meetings of the Board. Such action by the Executive Committee shall be reported to the Board and shall be ratified by affirmative vote of the full Board at its next regularly scheduled meeting. The Executive Committee shall review and coordinate the work of the other committees between regular Board meetings.

ONE-STOP COMMITTEE

A committee to provide information and assist with the operational and other issues related to the one-stop delivery system. This committee may include one-stop operator partners as members.

YOUTH COMMITTEE

A committee to provide information and to assist with planning, operational, and other issues relating to the provisions of services to youth. This committee shall include community-based organizations with demonstrated record of success in serving eligible youth.

COMPLIANCE COMMITTEE

A committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including without limitation issues relating to compliance with Section 188 of the Workforce Innovation and Opportunity Act, Pub. Law No. 113-128, 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 finding employment opportunities for individuals with disabilities, including providing the appropriate supports and accommodations to employment for individuals with disabilities.

The local board may designate standing committees in addition to the standing committee specified in this section.

COMBINED COMMITTEE MEETINGS

In the event that it appears that an insufficient number of committee members are able to attend an upcoming meeting, the Board chair may determine that it is in the best interest of the Board that a combined committee meeting is held. The decision will be made after the staff of the Board has polled committee members and provided notification to the Board Chair that a quorum will not be present.

ARTICLE ELEVEN - OPEN AND PUBLIC BUSINESS

The Central Arkansas Workforce Development Board exists to serve the public interest. Actions of the Board and its meetings shall be conducted openly and in compliance with the Arkansas Freedom of Information Act, ACA 25-19-101, *et seq., as amended*

ARTICLE TWELVE - NON-DISCRIMINATION

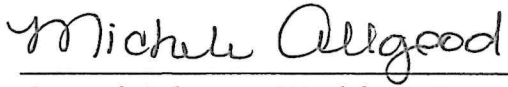
The Board shall not discriminate against any employee, agent or provider of consulting services, or applicant for employment, agency or consulting or contract services on the basis of race, color, religion, sex, national origin, disability, or veteran status. It shall be the policy and practice of the Board to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE THIRTEEN - FISCAL YEAR

The fiscal year of this organization shall be from July 1-June 30 to coincide with the fiscal year of the State of Arkansas.

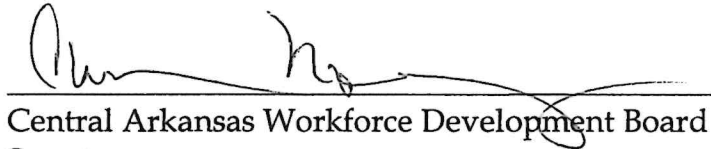
ARTICLE FOURTEEN - AMENDMENTS

These By-Laws may be altered, amended, repealed and/or added to by an affirmative vote of not less than a two-thirds majority of the quorum present at any meeting. Provided, seven (7) days notice of any such proposed change, alteration or amendment shall be provided to the membership prior to the meeting.



Central Arkansas Workforce Development Board
Chair

ATTEST:



Central Arkansas Workforce Development Board
Secretary

Date: 12/05/2022 (Amended)