

BYLAWS OF
PASCO-HERNANDO WORKFORCE BOARD, INC.

ARTICLE I. PURPOSE

Section 1. Purposes. The purposes of this Corporation shall be as stated in the Articles of Incorporation and as follows:

- (A) The Pasco-Hernando Workforce Board, Inc. shall be hereafter referred to as “The Board.” The Board was formed in response to the Workforce Investment Act of 1998 (Public Law 105-220), Florida’s welfare reform initiative titled the “Work and Gain Economic Self-Sufficiency Act (WAGES), and an Interlocal Agreement between Pasco and Hernando Counties (“Interlocal Agreement”).
- (B) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt.
- (C) The duties and responsibilities of The Board include:
 - 1. Developing and evaluating the region’s strategic workforce development plan and its subsequent implementation.
 - 2. Reporting to the Board of Directors of CareerSource Florida, Inc., as required, regarding its functions, duties, and responsibilities.
 - 3. Soliciting, accepting, receiving, investing, and expending funds from any public or private source.
 - 4. Contracting with public and private entities as necessary to further the directives of the workforce development strategy.
 - 5. Approving an annual budget.
 - 6. Overseeing and monitoring activities under its jurisdiction in accordance with the Workforce Investment Act of 1998, the Workforce Innovation and Opportunity Act of 2014 and the Florida Workforce Innovation Act of 2000, as they may be amended from time to time; any implementing rules and regulations promulgated thereunder; and any subsequent enabling legislation.

Section 2. Prohibited Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, The Board shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE II. MEMBERS

The Corporation shall have no members and shall be governed by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2. Number. The Board of Directors of this Corporation shall have not less than three (3) directors, and no more than the number necessary to meet the composition and representation requirements set forth in Section 3 of this Article, or as otherwise required by applicable federal, state, and local law and the Interlocal Agreement.

Section 3. Composition. The Board shall be comprised of directors who are appointed in accordance with the requirements set forth in the Workforce Investment Act of 1998 [29 USC §2832(b)], as amended by the Workforce Innovation and Opportunity Act of 2014, and the Florida Workforce Innovation Act of 2000 (Fla. Stat. §445.007), as these laws exist from time to time, and the Interlocal Agreement, as may be entered into or amended from time to time. It shall be required that:

- (A) A majority of the Board of Directors of the Board be representatives of business (Business Category) in the Region who: (i) are owners of businesses, chief executives or operating officers of business or other business executives or employers with optimum policy making authority; (ii) represent businesses, including small businesses, or organizations representing business described herein, 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 Region; and (iii) are appointed from among individuals nominated by local business organizations and business trade associations; and,
- (B) Not less than twenty (20) percent of the members of the Board of Directors be representatives of the workforce (Workforce Category) within the Region, who shall include: (i) representatives of labor organizations, if employees in the Region are represented by a labor organization, who have been nominated by local labor federations, or, in the absence of a labor organization, other representatives of employees; (ii) a representative, who shall be a member of labor organization or a training director, from a joint labor-management apprenticeship program in the area, if such a program exists; and may include (iii) representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities, and (iv) representatives of organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of eligible youth, including representatives of organizations that serve out-of-school youth; and,

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(C) The remaining membership of the Board of Directors shall include:

1. Representatives of entities administering education and training activities (Education Category) in the Region, who shall include: (i) a representative of eligible providers administering adult education and literacy activities under Title II; (ii) a representative of institutions of higher education providing workforce investment activities, including community colleges; and may include: (iii) representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment. If a public education or training provider is represented, a representative of a private not for profit provider and a representative of a private, for-profit provider must also be appointed; and,
2. Representatives of economic and community development entities (Economic Development Category) serving the Region who shall include: (i) a representative of economic and development entities, (ii) an appropriate representative from the State employment service officer under the Wagner-Peyser Act (29 U.S.C. 49, et seq.) serving the Region, (iii) an appropriate representative of the programs carrier out under Title I of the Rehabilitation Act of 1973 ((29 U.S.C. 720, et seq.), other than section 112 or part C of that title (29 U.S. C. 732, 741) serving the local community, and may include (iv) representatives of agencies and entities administering programs serving the Region relating to transportation, housing, and public assistance, and (v) representatives of philanthropic organizations serving the Region; and,
3. Persons who are current or former recipients of welfare transition assistances or workforce services, or in the alternative, such persons be included as ex officio members of the Board of Directors, or of committees organized by the Board of Directors (Client Category); and,
4. Such other individuals or representatives of entities as may be determined to be appropriate.

Notwithstanding these requirements, the composition of the Board of Directors may be modified in accordance with, and as is required to comply with, applicable federal and state law governing not-for-profit corporations or regional workforce boards, and any changes to the Interlocal Agreement.

Section 4. Election and Term. Directors appointed by the respective County Commissions shall be confirmed by the Board and shall hold office for a term of four (4) years running from the date of appointment, and until a successor shall have been elected and qualified or until an earlier resignation, removal from office or death. Directors are eligible to serve for three (3) consecutive four-year terms and shall be required to have a break-in-service of one (1) year before again becoming eligible for appointment to the Board. The terms of Directors serving at the time these Bylaws are adopted shall not count against their three term limit.

Section 5. Resignation and Removal of Directors. A director who resigns, or is removed by

an appointing County Commission or other authority, or otherwise fails to serve shall be replaced by an appointment of the responsible County Commission. The Executive Committee of The Board may make recommendations to the respective County Commissions on potential board of director replacements.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Board shall consist of a Board Chair, a Vice-Chair and a Treasurer, each of whom shall be elected by the Board of Directors. Elections shall be held at the annual meeting of the Board of Directors, and officers shall serve until their successors are chosen and qualified. The Chair and Vice-Chair shall be elected from among the Board of Directors under the Business category. The Board Chair may serve a term of no more than two (2) years and shall serve no more than two (2) terms. It is the intention of the Board, but not a requirement of these bylaws, that the offices of Chair and Vice-Chair be alternated between Pasco and Hernando County where practical. Such other officers and assistant officers and agents as may be deemed necessary may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. The failure to elect a Board Chair, a Vice Chair or Treasurer shall not affect the existence of the Board.

Section 2. Duties. The Officers of this Corporation shall have the following duties:

- (A) The Chair shall preside at all meetings of the Board of Directors and meetings of the Executive Committee. The Vice-Chair shall ascend to the position of Chair and complete the term of a Chair unable to complete his or her term of office. In no event shall the Chair serve more than two (2) terms of two (2) years each.
- (B) The Vice-Chair shall, in the absence of the Chair, or in the event of the Chair's death or inability or refusal to act, perform the duties of the Chair and, when so acting, shall act with all of the powers of and be subject to all of the restrictions on, the Chair. The Vice-Chair shall perform such other duties as may be assigned, from time to time, by the Chair or the Board of Directors. A Vice-Chair who succeeds to the office of Board Chair during the term of a Chair shall be eligible to serve a subsequent full term as Board Chair.
- (C) The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings and whenever else required by the Board of Directors or the Chair, and shall perform such other duties as may be prescribed by the Board of Directors or the Chair. The Treasurer shall be responsible for preparing minutes of the Board of Directors' meetings and for authenticating the records of the Corporation.

ARTICLE V. BOARD AND OFFICER COMPENSATION

Neither Directors nor Officers of the Board shall receive any salary or compensation for their services, other than reimbursement for actual out-of-pocket expenses incurred in the performance of their duties.

ARTICLE VI. MEETINGS

Section 1. Quorum and Voting. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a different number is specified in these Bylaws. Provided, however, that approval of a contract with an organization or individual represented on the Board of Directors shall require approval by a two-thirds vote of the Board, a quorum having been established, and the Board member who could benefit financially from the transaction must abstain from voting on the contract.

Section 2. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held on dates designated by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by personal delivery, regular mail, e-mail or facsimile transmission at least two days before the meeting.

- (A) Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- (B) Meetings of the Board of Directors other than those regularly scheduled may be called by the Chair of the Board or by any five (5) Directors.
- (C) Members of the Board of Directors may participate in a meeting of such Board by means of any method of telecommunications, including conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute the presence in person at a meeting, including for purposes of establishing a quorum. Provided, however, if the Board meets entirely by a method of telecommunication, the public must be given proper notice of the meeting and reasonable access to observe and, when appropriate, participate.

Section 3. Annual Meetings. The annual meeting of the Board of Directors shall be the last regularly scheduled Board meeting for each Program Year.

ARTICLE VII. CHIEF EXECUTIVE OFFICER

Section 1. Chief Executive Officer. The Chief Executive Officer shall be employed by the Board of Directors to manage and supervise the day-to-day operation and administration of The Board. The Chief Executive Officer shall be responsible to the Board of Directors and shall act on its behalf in the conduct of The Board's business. The Chief Executive Officer shall have

such additional duties and responsibilities as may be designated by the Board of Directors.

Section 2. Duties of the CEO. The Chief Executive Officer shall be responsible for the employment of all other members of the staff in accordance with the policies and procedures set forth by the Board of Directors, and as specified in adopted policies and procedures and shall designate their duties and have general supervision of their work.

Section 3. Removal of Staff Officers. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

- (A) Any vacancy, however occurring, in any office may be filled by the Board of Directors.
- (B) Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not, of itself, create contract rights.

ARTICLE VIII. COMMITTEES

Section 1. Committee Structure and Functions. The Board of Directors shall adopt a committee structure consistent with applicable federal and state law, and their implementing rules, regulations and policies. The Board may designate, direct and delegate to committees any duty, function, or activity which it deems necessary to provide information and to assist in carrying out the Board's duties; provided, however, the Board may not delegate the duty of electing or removing board members or officers, or adopting, amending or repealing bylaws.

Section 2. Standing Committees. The Board of Directors shall have the following standing committees, which committee members shall serve for one (1) year:

Executive Committee
Audit and Finance Committee
Such other committees as the Board of Directors, by resolution, deems necessary

Section 3. Ad Hoc Committees. The Chair of the Board of Directors may appoint ad hoc committees for specific purposes. Ad hoc committees will serve until their purpose has been accomplished.

Section 4. Committee Membership. Standing Committees shall be chaired by a member of the Board of Directors. Committees, whether standing or ad hoc, may include other members of the Board of Directors, but shall include other individuals appointed by the Board who are not members of the Board of Directors and who the Board of Directors have determined to have appropriate experience and expertise. Unless otherwise provided by law, these Bylaws or by resolution of the Board, the Chair of the Board of Directors shall appoint all committee Chairs and committee members, except that the Chief Executive Officer, or designee, shall be an ex-officio member of all committees of the Board.

Section 5. Meeting Procedure. Unless otherwise provided in these Bylaws, meetings, quorum, notice and other procedural matters of the committees shall be the same as that of the Board.

Section 6. Executive Committee.

- (A) The Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, and not more than four (4) additional members nominated by the Chair and confirmed by vote of a majority of a quorum of Directors at any regular or special meeting.
- (B) During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of The Board in all cases in which specific directions shall not have been given by the Board of Directors.
- (C) All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action.
- (D) The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules, and it shall also meet at the call of its Chair or of any member of the Committee.

Section 7. Audit and Finance.

- (A) It shall be composed of not less than five (5) directors appointed annually by the Chair and shall be representative of all counties in the Region.
- (B) The Audit and Finance Committee shall serve as a direct communication link between the independent audit firm and The Board. The committee shall engage in audit planning, monitor the progress of the annual audit, maintenance and investment of Company retirements plans and shall be responsible for financial reporting oversight.
- (C) Meetings shall be held as often as is necessary to discharge the duties of the committee.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order as Revised, except for the rules of Disciplinary Proceedings, shall govern the Board of Directors, officers and chair of various committees, in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws in effect of the State of Florida.

ARTICLE X. BOOKS AND RECORDS

Section 1. Accounts and Minutes. The Board shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees of Directors.

Section 2. Form of Records. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. Fiscal Year. The fiscal year of The Board shall begin on July 1 and end on June 30 of the following calendar year.

ARTICLE XI. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the year of incorporation.

ARTICLE XII. EXECUTION OF INSTRUMENTS

Section 1. Checks. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by those officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, Conveyances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or any vice president may execute the same in the name and behalf of the Corporation and may affix the corporate seal to the document. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

Section 3. Contracts; Voting Requirement In the Event of Potential Conflict of Interests. If The Board proposes to enter into a contract with an organization or individual represented on the Board of Directors, the contract must be approved by a two-thirds vote of The Board, a quorum having been established, and the member who could benefit financially from the transaction must abstain from voting on the contract in accordance with F.S. §445.007(1).

ARTICLE XIII. CODE OF CONDUCT AND ETHICS

Section 1. Sunshine Law and Public Records. All meetings of The Board, its committees and between members shall comply with Section 24, Article I of the State Constitution, the Florida Government in the Sunshine Act (Fla. Stat. §286 et seq.) and the Public Records Act (Fla. Stat. §119 et seq.).

Section 2. Conduct Standards. Directors and Officers shall be governed by Chapter 112, Florida Statutes, in their conduct.

Section 3. Conflicts of Interest. Upon discovery of an actual or potential conflict of interest, a member of the Board of Directors or Officer shall promptly file a written statement of

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disqualification and shall withdraw from any further participation in the transaction involved. No member of the Board of Directors shall cast a vote on any matter on which he or she has a conflict of interest as defined by federal or state law.

Section 4. Non Discrimination Policy. All actions taken by The Board shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status, disability or handicap, or other reason prohibited under applicable law.

Section 5. Restriction on Benefits of Net Earnings. No part of the Corporation net earnings shall inure to the benefit of any director, staff, private individual, Corporation or other entity.

Section 6. Procurement. The Board is not a state agency, and is therefore exempt from the Chapters 120 and 287 of the Florida Statutes; however, The Board shall apply the procurement and expenditure procedures as required by applicable federal, state or local law and the rules, regulations and policies promulgated thereunder.

ARTICLE XIV. INDEMNIFICATION

The Board of Directors may by resolution indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith with the care of an ordinarily prudent person in a similar position and in a manner he or she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. This obligation shall not extend to any claim, issue, or matter as to which such person derived an improper personal benefit, directly or indirectly; or as to which such person's actions constituted recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE XV. AMENDMENT

These Bylaws may be replaced or amended by a vote of two-thirds (2/3) of a quorum of the Board of Directors.

EFFECTIVE DATE: February 4, 2016.

Adopted by the Board of Directors at its meeting on February 4, 2016.



Mark Earl, Board Chair