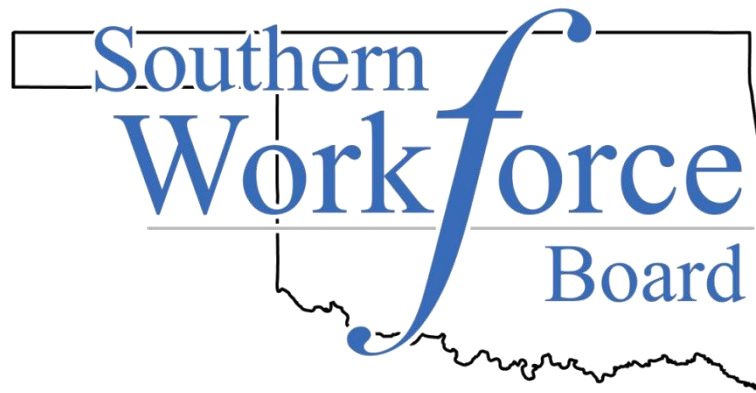


SOUTHERN WORKFORCE BOARD INC



BY-LAWS

Approved December 2, 2015

Approved March 14, 2018

Approved January 29, 2020

Approved June 24, 2020

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SWB is an Equal Opportunity Employer/Program and Activities. Auxiliary aids and services are available upon request to individuals with disabilities.

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**SOUTHERN WORKFORCE BOARD
BY-LAWS**

Article I - Name and Jurisdiction

- A. The name of the organization is the Southern Workforce Board Inc., also known as the SWB.
- B. The SWB is established under the authority of Section 107 of the Workforce Innovation and Opportunity Act (WIOA).
- C. The jurisdiction of the Board shall be Atoka, Bryan, Carter, Choctaw, Coal, Garvin, Haskell, Latimer, LeFlore, Johnston, Love, Marshall, McCurtain, Murray, Pittsburg, Pontotoc and Pushmataha counties, State of Oklahoma, as established in compliance with the State Workforce Development Board and the Governor of Oklahoma.

Article II - Purpose

- A. To promote, stimulate and assist in the creation of a workforce development system that aligns the business, educational and government sectors toward common objectives leading to job growth, employee productivity, employer satisfaction and an increase in the median per capita income. The Board meetings will primarily consist of discussion on substantive issues strategic in nature.
- B. To work with and support the Local Elected Officials in developing and coordinating local and regional workforce strategies.
- C. To guide the collection and analysis of long-term local labor market trends and demographics including education and training.
- D. Collect information on all resources available, public and private, to meet employer needs for a skilled workforce.
- E. Develop and submit a 4-year regional and local plan for the development of a local strategic workforce development plan in partnership with the chief local elected official.
- F. Oversee the development of the local workforce system, including at least one comprehensive Workforce Center in the local area, any Satellite Centers, or Business Centers as deemed necessary, including WIOA Title I youth activities. Ensure certification of one-stop centers.
- G. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce system for employers, and workers and jobseekers. Facilitate access to services provided through the one-stop delivery

system. Identify strategies for better meeting the needs of individuals with barriers to employment.

- H. Ensure that the local workforce system, including partner agencies, workforce centers, satellite sites, youth providers and other related activities, remain focused upon the businesses and individual customers instead of narrower agency and programmatic goals.
- I. Develop and oversee the budget for the local workforce system, including resources contributed by a variety of sources, subject to the approval of the chief local elected official. Negotiate with the required partners on the methods for funding the infrastructure costs of the one-stop career centers in the local workforce development area.
- J. Designate or certify a local workforce system operator(s), with the agreement of the chief local elected official.
- K. Select WIOA Title I provider(s) of career and youth services within the local workforce development area.
- L. Identify Eligible Providers of Training Services.
- M. Negotiate and ensure the meeting of local performance measures and workforce development system measures.
- N. Coordinate workforce development activities with the local economic development strategies and develop other business linkages for such activities.
- O. Assist the Governor in developing the statewide employment statistics system.
- P. Promote private sector involvement in the statewide workforce and economic development system through effective connecting, brokering, and coaching activities through intermediaries such as the local system operator(s), Business Services Team, Economic Development entities or through other organizations in the local area, to assist businesses in meeting recruitment, hiring, retention, expansion and other workforce needs.
- Q. Ensure certification of one-stop centers. Assess on an annual basis, the physical and programmatic accessibility of all one-stop centers.
- R. The SWB shall enlist, hire, contract or assign staff to facilitate an aggressive agenda that focuses resources from local employment, education and economic development entities to secure economic growth and stability.

Article III – Membership

- A. Membership of the SWB shall not be limited to any specific number of individuals except for the majority of members are business members representative of the employment opportunities within the local labor market

areas. SWB members shall manage the duties, as described above, on behalf of all other individuals, agencies, organizations and businesses within the jurisdiction.

- B. The Local Elected Officials Board of Directors, hereinafter referred to as LEO of Southern Oklahoma shall appoint members based on nominations from the following: local business organizations; local education agencies, vocational education institutions, community-based organizations, and higher education institutions; and private and proprietary schools; state or local labor organizations and other interested organizations. SWB members in accordance with the State of Oklahoma and the Workforce Innovation & Opportunity Act. Appointments shall be accomplished by a majority vote of the Local Elected Officials Board of Directors of the Southern Workforce Development Area. All members of the Board of Directors are considered ex-officio members of the SWB and do not impact the ratio of business-public sector membership with the exception of the LEO if appointed as a member of the SWB.

C. Business Membership

- 1. Business representatives will make the majority of the SWB and will be major and smaller employers that are geographically representative of the targeted industries and employment opportunities within the local labor market area. Business representatives must be owners of business, chief executives or operating officers, or other individuals with optimum policy making or hiring authority and provide employment opportunities in in-demand occupations.
- 2. Business representatives will be nominated by local business organizations and business trade associations.

D. Other

- 1. Not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who—
 - a. must include representatives of labor organizations (for a local area in which employees are represented by labor organizations), who have been nominated by local labor federations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
 - b. must include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - c. may include 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

- d. may include 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;
2. Each local board shall include representatives of entities administering education and training activities in the local area, who—
 - a. shall include a representative of eligible providers administering adult education and literacy activities under title II;
 - b. shall include a representative of institutions of higher education providing workforce development activities (including community colleges);
 - c. may include 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;
3. Each local board shall include representatives of governmental and economic and community development entities serving the local area, who—
 - a. shall include a representative of economic and community development entities;
 - b. shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act serving the local area;
 - c. shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 serving the local area;
 - d. may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
 - e. may include representatives of philanthropic organizations serving the local area; and
4. Each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.

Article IV - Certification

The SWB must meet all of the conditions for Certification according to the Workforce Innovation & Opportunity Act and the Governor’s Council for Workforce and Economic Development “Certification criteria”, including the appointments, methods of nominations, and the final composition of the SWB. The Governor of Oklahoma must certify the SWB upon any change in composition after initial certification. Certification or re-certification requests must be submitted to the appropriate state administrative body.

Article V – Membership Policy

- A. Individuals selected for appointment to the SWB shall serve fixed and staggered two-year and three-year terms.
- B. Members may be removed from the membership of the SWB if the member has 3 consecutive absences. A member will be considered to be absent if the member does not attend any of the meeting him/herself. The SWB Chair will notify any member that is failing to meet the attendance requirement. The Chair may declare that the member is disqualified as a member of the SWB or the Chair may elect to bring the matter to the SWB as an agenda item.
- C. Members may be replaced only in the same manner as appointments are made. When positions are vacant and need to be refilled, or if the SWB requests that additional members be added to the SWB, nominations must be obtained from the appropriate agencies or entities. Staff assisting the SWB will notify the Local Elected Officials and will obtain nominations for appointments. The terms of members that are replacing other members will not change.
- D. Members may be removed for good causes by a vote of the quorum of all SWB members present at a regularly scheduled meeting or special meeting, after notice and opportunity for comment are afforded the member in question or complained against. Good cause is defined as follows:
 - Three consecutive absences without justification. Attendance will be monitored to ensure active participation in the roles and responsibilities of the SWB.
 - The member no longer represents the business, organization, agency, entity or Labor Market Area for which the member received his/her original appointment, or if the member no longer has the optimum policymaking or hiring authority.
 - Any other cause as determined by a majority of the SWB.
 - Any member may resign from the Board. Should the member conclude, for any reason, that it is not possible to continue to serve, the member should submit a letter of resignation. The resignation shall be submitted in writing to the Chair and/or Executive Director.

Article VI - Meeting Procedures, Notices, Conduct and Minutes

- A. The SWB shall meet regularly according to a schedule adopted annually at the last meeting occurring before December 15th of each calendar year to make related decisions on workforce development activities.

The SWB will meet no less than five times per year. Regular board meetings are face to face; however, Board members may attend meetings via conference call, video communications and other alternative methods in accordance with the open meeting act.

- B. Special meetings may be called with three days written notice by the Chair; or shall be called by the Chair upon written request to the Chair by three (3) or more members of the SWB.
- C. Ten (10) SWB members present at a regular scheduled or special meeting SWB meeting will constitute a quorum for the act of conducting business. The act of the members present at any meeting shall be the act of the entire SWB.
- D. Proxy voting is not allowed as per the Oklahoma Open Meeting Act. According to Oklahoma Office of Workforce Development the SWB must have a process for “Alternative Designee”. According to WIOA “Each appointed member of the Board has the opportunity to elect an alternative designee per WIOA requirements at § 679.110(d)(4), or opt out of the election.”

Alternative Designee’s must meet the following requirements:

- Alternative designee must work for the same company as the board member, and must serve the entire length of board members term.
- If the alternative designee is a business representative, he or she must have optimum decision-making hiring authority.
- The alternative designees must have demonstrated experience and expertise and optimum policy-making authority.

The SWB process for alternative designee’s is; if a SWB Member wishes to have an alternative designee, the member will notify the Board Chair/Board staff with the alternative designee’s information. The CLEO will determine if the alternative designee will be approved. In the event they are unable to attend a board meeting, their alternative designee can attend, cast votes on their behalf and will be counted toward the quorum requirement. In the event the board member and the alternative designee both attend the meeting, only the board member may cast votes and count toward the quorum requirement.

- E. Each member of the SWB is permitted to cast one vote. When voting on an agenda item, the Chair may utilize the roll call voting method or the voice vote. For roll call voting, each member’s vote shall be recorded. For voice call voting, if such vote is unanimous, all members present are recorded as voting unanimously. If any dissenting votes are noted, a roll call is taken so that the individual votes can be recorded.
- F. Written notices of regular and special meetings of the SWB may be distributed by email to each member at least three (3) days prior to the date of the meeting. The notice shall include a copy of the agenda for the meeting.
- G. All meetings shall adhere to the Oklahoma Open Meetings and Open Records Act. All annual, regular, and special meetings shall be open to the public. All voting will be done in open session.

- H. Official minutes of the proceedings of each SWB meeting shall be recorded, distributed to each member, approved at a subsequent meeting, and will be maintained in a permanent file. Minutes will be made available to the public upon written request to the Chair or Executive Director. Staff assisting the SWB will be responsible for such tasks.
- I. Conduct. The rules contained in Roberts Rules of Order, latest edition, shall govern the proceedings of the SWB and its committees in all cases in which they are applicable and in which they are not inconsistent with the By-laws.
- J. Sunshine Provision In compliance with open meetings regulations for entities receiving WIOA Title I funds, the SWB shall conducts its business in an open manner and make activities of the SWB available to the public through posting of materials to the website, including the development of the local plan, specific policies and the minutes of formal SWB meetings upon request.
- K. Use of technology WIOA Sec. 107(d)(7) requires boards to develop strategies for the use of technology to maximize the accessibility and effectiveness of the local workforce development system. Technology will also be used to promote SWB Member participation. Technology shall be used to improve SWB functions, broker relationships with stakeholders, and any other conditions governing appointment or membership on the SWB as deemed appropriate by the Chair or Executive Director. Specifically, email, conference calls, webinars, and websites may be used to maximize accessibility and effectiveness. Further, the SWB must make available to the public, on a regular basis, information regarding the activities of the SWB through electronic means, as required by WIOA Sec. 107(e).

Article VII – Code of Conduct/Conflict of Interest

- A. A Code of Conduct/Conflict of Interest Policy applies to all members of the SWB. This policy is intended to govern the performance of the SWB members in contracting with or otherwise procuring goods and services under grants, contracts, or agreements. It also applies when the SWB makes recommendations for awarding contracts for goods and services under grants, contracts, or agreements when another body is the awarding body. This policy does not apply to training agreements for On-the-Job Training.
- B. A Code of Conduct/Conflict of Interest Policy statement form containing the signature of the SWB member shall be obtained from each member and maintained in a permanent file.
- C. The Code of Conduct/Conflict of Interest Policy is as follows:
 - A member of a local board, or a member of a standing committee, may not –
 - (1) Vote on a matter under consideration by the local board-
 - A. regarding the provision of services by such member (or by an entity that
 - such or the immediate family of such member; or

B. that would provide direct financial benefit to such member or the immediate family of such member; or
(2) Engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan

(3) Neither solicit nor accept gratuities, favors, or anything of monetary value from suppliers, potential suppliers, contractors, or potential contractors.

(4) Participate in the selection, award, or administration of a procurement or contract, in which Federal or State funds are used, where, to his/her knowledge, his/her immediate family or partner has a financial interest or with whom he is negotiating or has any arrangement concerning prospective employment.

(Immediate family shall include: spouse, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, stepparent, stepchild, grandparent, grand-child)

D. SWB members are required to announce a conflict of interest and abstain from voting or participation on any item of business in which there is an actual or appearance of a conflict of interest. Participation includes discussion, lobbying, rating, scoring, recommending, explaining, or assisting in the design or approval of the procurement process. Participation also includes negotiation of any contract on behalf of the organization that he/she represents.

E. Violations of this policy will be cause for immediate termination from the SWB, penalties, sanctions, or other disciplinary actions or civil action to recover monetary damages as allowed by law.

Article VIII – Indemnification – Hold Harmless

A. The Southern Workforce Board shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, board member or employee of the board against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been members of the Southern Workforce Board except in relation to matters as to which such members shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability for negligence or misconduct.

Article IX - Officers

A. The SWB shall elect a Chair and Vice-Chair to serve for a term of three years. Upon expiration of the Officers terms, elections shall occur at the first meeting

following the first of January. The Chair and Vice-Chair must be a business representative selected by the SWB membership.

- B. The Chair shall preside at all meetings and ensure that all orders, motions and resolutions of the SWB are carried into effect. The Chair shall also act as liaison and has the opportunity of discussing all SWB matters with the Local Elected Officials of Southern Oklahoma.
- C. The Vice-Chair shall preside over all SWB meetings and matters in the absence of the Chair.
- D. The tenure of any officer of the SWB shall be three years. However, this does not disqualify such officers for reelection to the same or other office.
- E. Other Officers, as deemed appropriate, shall be selected in January or February of each year and begin their terms of office immediately.

Article X – Standing Committees

- A. There shall be Four (4) standing committees/councils of the Board. The Executive Leadership Committee, the Future Workforce Committee, the Administrative Committee and the Workforce System Improvement Committee. Members shall be selected through a volunteer or appointment process. The Chair and/or Vice-Chair may elect to become a voting member of any Committee. Standing committees must be chaired by a member of the Local Board, may include other members of the Local Board, and must include other individuals appointed by the Local Board who are not members of the Local Board and who have demonstrated experience in subject matter.
- B. An Executive Leadership Committee shall be authorized to make any day-to-day decisions necessary during the interim period between regular SWB meetings. Any such decisions made shall be brought before the SWB membership for ratification at the next regular SWB meeting. Membership of the Executive Committee shall be made up of the SWB Chairperson, the Vice-Chairperson and three (3) or more, other SWB members appointed. The Committee shall maintain at least a five-person SWB membership and be business led.
- C. The Future Workforce Standing Committee for Southern Oklahoma is under the Workforce Innovation & Opportunity. The Future Workforce Standing Committee shall have a Chair and Vice Chair as elected by the committee members. The Future Workforce Standing Committee shall adhere to the WIOA federal statute and regulations for membership, yet may add additional members at the Committee's discretion. The Future Workforce Standing Committee can provide information and assist with operational and other issues relating to the provision of services make recommendations to the SWB in regards to the WIOA Youth Provider, services and operations.

- D. The Administrative Committee shall be responsible for the recommendations made to the SWB as relates to the internal administrative operations of the SWB and external outreach, marketing and public relations of the SWB to the communities within the Southern Workforce Development Area. The Committee has oversight of the SWB's administration and operations including fiscal management, EEO matters, and ensuring compliance with its By-laws. The Committee shall maintain at least a five-person membership and will be business led. Members shall be selected through a volunteer or appointment process.
- E. The Workforce System Improvement Committee shall be responsible for the recommendations made to the SWB as relates to the internal workings of the One Stop System and Centers and external outreach, marketing and public relations of the One Stop System and Centers to the communities within the Southern Workforce Development Area. The Committee will establish criteria and measures for the One Stop Operators, system and Centers. The Committee will observe and critique the One Stop Operators, system and Centers and develop the areas of tasks as relates to their administration and operations. The Committee shall maintain at least a five-person membership.

Article XI – Task Forces / Teams

- A. The Chair of the SWB may establish Task Forces and/or Teams as needed. Members shall be selected through a volunteer or appointment process at a meeting of the SWB. The Chair and/or Vice-Chair may elect to become a voting member of any task force and/or committee.
- B. Task Forces and/or Teams may conduct the preliminary work in the preparation of matters for the SWB.
- C. Task Forces and/or Teams are established for a special purpose and will exist until their task is deemed completed by the SWB.
- D. All SWB members are encouraged to participate in a Committee, Task Force or Team as allows for their area of expertise or interest.

Article XII - Board Compensation

- A. Unless compensated from another source, Board Members may be reimbursed for travel costs incurred while attending Board or Committee meetings training events. Reimbursement for travel shall be in accordance with current travel provisions.

Article XIII - Amendments and Termination

- A. The by-laws of the SWB may be amended in part, or in the entirety, at any regular or special meeting of the SWB of which a quorum of all members is present, provided notice of the proposed revision be contained in a notice or agenda of such regular or special meeting.

- B. Amendments may be deemed necessary to comply with the recommendations of the Administrative Committee, SWB membership or to comply with applicable laws, regulations, or policies. The by-laws may not be modified to any extent that would cause the rules to be in violation of any applicable laws, regulations, or policies.
- C. Once approved, the amendment shall be recorded in the official minutes of the meeting and staff providing assistance to the SWB shall update the official by-laws.
- D. The SWB by-laws become effective immediately on the recorded day of adoption and shall remain in effect until such time of dissolution of the Southern Workforce Development Area Board.

ARTICLE XII – RECORDS

A. Accessibility

Meeting minutes, files and records shall be maintained in accordance with Federal, State or Local laws. Meeting minutes, agendas and agenda items, request for proposals and documents requiring a mandatory comment period and shall be made available through the organization’s website. In accordance with the Freedom of Information Law other files and records may be requested by the public in accordance with State policy.

B. Transparency

WIOA Sec. 107(c)(13)(e) requires the Local Board to make available to the public, on a regular basis through electronic means and 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 workforce investment activities, and on request, minutes of formal meetings of the Local Board.

Adopted this 22nd day, of June, 2021.

SIGNED:

	6/22/2021	
Board Director	Date	
	6/22/2021	
Chief Elected Official	Date	
	6/22/2021	
Board Chair	Date	