



**Thursday, January 16, 2020, 9:30 AM**  
9215 North Florida, Tampa, FL 33612

## **Ad Hoc Committee – By-Laws**

### Agenda

- I. **Welcome and Roll Call** .....Michael Bach, Chair
  
- II. **Public Comments**
  
- III. **Action Items**
  - 1. Approval of Minutes – 12/13/2019 Ad Hoc By-Laws meeting.....Michael Bach, Page 2
  - 2. CareerSource Tampa Bay By-Laws – Draft.....Michael Bach/Ken Jones, Page 4
  
- IV. **Information Items**
  - 1. CareerSource Tampa Bay Current By-Laws.....Michael Bach, Page 23
  
- V. **Adjournment**





## Action Item # 1

### AdHoc By-Laws Meeting December 13, 2019 Meeting Minutes

CareerSource Tampa Bay  
Ad Hoc By-Laws Committee Meeting Minutes

**Date:** December 13, 2019  
**Location:** 4902 Eisenhower Blvd., Ste. 250 Tampa, FL.

#### Call to Order

Michael Bach called the meeting to order at 10:00 am. There was a quorum present with the following Ad Hoc By-Laws Committee members participating.

#### Members in attendance

Tom Aderhold, Michael Bach, Dr. Ginger Clark (Via Phone), Don Noble (Via Phone) and Roy Sweatman.

#### Members not in attendance

N/A.

#### Staff Present

John Flanagan and Tammy Stahlgren.

#### Board Liaison

Kenneth Jones.

#### Guests

None

#### Public Comments

There were none

#### Welcome and Introductions:

Mr. Bach welcomed and thanked the committee for their time.

#### Action Item: Approval of Minutes

##### ► August 29, 2019 Ad Hoc – By-Laws Committee Meeting Minutes

- [A motion to approve the August 29, 2019 Ad Hoc By-Laws Committee Meeting Minutes.](#)
- [Motioned: Don Noble](#)

- Seconded: Roy Sweatman
- There was no discussion. The motion carried.

Mr. Bach reviewed the following.

The CSTB by-laws are being revised with the goals of:

1. Connecting with and being consistent with WIOA, Florida WIA, DEO and Hillsborough County workforce development language, policies and procedures.
  2. Be proactive, efficient and manageable.
  3. Additionally, where appropriate, revisions incorporate findings and recommendations from the recent DOL report.
- The BOCC, County Administration and CSTB Ad Hoc By-Laws Committee have reviewed proposed changes to the By-Laws. The input of these groups have been considered along with our newly-signed Interlocal agreement, the DEO / CSTB Sub-Grantee agreement, findings & recommendations from the DOL report, and By-laws from other regions (from inside and outside of Florida).

### **Changes to the Current By-Laws**

The committee members received and reviewed each Article in the draft By-Laws which has gone through County Administration. There were lengthy discussions that occurred throughout the meeting as the committee reviewed the draft By-Laws. The sub-committee's review of current and proposed committee structures has taken into consideration the time commitment required of Board members and staff, as part of their recommended by-laws changes.

### **Next Steps**

Ken Jones will draft amendments to the By-Laws to reflect the Ad Hoc Committee's recommended changes. These amendments will be reviewed at a future meeting. Depending upon the timing and feedback the sub-committee receives, we anticipate being in a position to provide a final recommendation for full Board approval on January 16, 2020. Alternately, the sub-committee can provide its report at the February, 2020 Executive Committee, incorporate feedback and present to Board of Directors at our March 19, 2020 meeting.

### **Adjournment**

The meeting was adjourned at approximately 12:32 p.m.

Minutes prepared by: Tammy Stahlgren, Administrative Services Coordinator.



## **Action Item # 2**

### **CareerSource Tampa Bay By-Laws - Draft**

#### **Information:**

See the next page for the Draft By-Laws.

Attached is the final draft revision of the CSTB Bylaws for your review and inclusion in the respective meeting agenda packet. Please note the following on this document:

- Changes/feedback from the Dec 13, 2019 committee meeting are highlighted in red.
- Strikethrough language is what has been/will be deleted, and underlined language is what has been/will be added.

#### **Recommendation:**

The AdHoc By-Laws Committee is recommending presenting the Draft By-Laws to the Board of Directors for approval.

**BY-LAWS**  
**Of**  
**Tampa Bay WorkForce Alliance, Inc.**  
**d/b/a CareerSource Tampa Bay**  
A Florida Not-for-Profit Corporation

The provisions of this document constitute the By-Laws which shall be utilized to govern the management and operation of Tampa Bay WorkForce Alliance, Inc. d/b/a CareerSource Tampa Bay, a Florida not-for-profit corporation.

**ARTICLE I**  
**DEFINITIONS**

Section 1.1 – Definitions

- A. “Administrative Entity” shall mean and refer to the entity designated to serve as support staff to the LWDB and a resource to the CEO with respect to WIOA and related workforce development funds. CSTB has been designated as the Administrative Entity;
- B. Chief Elected Officials (“CEO”) shall mean and refer to the “chief elected officials” of the unit of government for the Local Workforce Development Area, which is the Hillsborough Board of County Commissioners;
- C. “County” shall mean and refer to the Hillsborough County Government Administration and Staff;
- D. “DEO” shall mean and refer to the Florida Department of Economic Opportunity;
- E. “Fiscal Agent” shall mean and refer to the entity designated to receive and disburse workforce development funds under a sub-agreement directly with DEO. It is responsible and accountable for management of all workforce development funds made available to the Local Area. It may also procure, negotiate and manage contracts. CSTB has been designated as the Fiscal Agent;
- F. “Florida WIA” shall mean and refer to the Florida Workforce Innovation Act of 2000, Chapter 445, Florida Statutes;
- G. Local Workforce Development Area (“Local Area”) shall mean and refer to a jurisdiction for the administration of workforce development activities and execution of adult, dislocated worker, and youth funds allocated by the State. A jurisdiction must be designated as a Local Area by the Governor in order for the jurisdiction to receive adult, dislocated worker, and youth funding under Title I, subtitle B of WIOA.;
- H. Local Workforce Development Board (“LWDB”) members shall mean and refer to the appointees by the CEO who, in partnership with the CEO, set workforce development policy for the portion of the statewide workforce development system in the Local Workforce Development Area;
- I. “WIOA” shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128; and
- J. 4-year Local Area Workforce Plan (“Local Plan”) shall mean and refer to the 4-year action plan which sets forth the strategies for the investment of resources to meet the objectives

of the various workforce grants and programs including but not limited to the development, alignment, and integration of service delivery strategies in support of the State's vision and strategic and operational goals.

**ARTICLE II**  
**NAME, SERVICE AREA, AND OFFICE LOCATION**

Section 2.1 – Name

The legal name of the organization shall be Tampa Bay WorkForce Alliance, Inc., d/b/a CareerSource Tampa Bay, Inc., hereinafter referred to as "CSTB".

Section 2.2 – Service Area

CSTB shall serve the employers and residents of Hillsborough County, Florida.

Section 2.3 – Office Location

The official office location and mailing address shall be as determined by CSTB's Board of Directors.

**ARTICLE III**  
**PURPOSE AND USE OF FUNDS**

Section 3.1 – Purpose

The purposes for which CSTB is formed, and its business goals and objectives, are as follows:

- A. To serve as the LWDB for Region 15, as certified by CareerSource Florida, the State of Florida Workforce Development Board;
- B. To provide a comprehensive and high-quality workforce delivery system in the Local Area and to maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided;
- C. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike;
- D. To administer workforce programs and activities and act as the local grant sub-recipient, administrative entity and fiscal agent as defined by the U.S. Department of Labor, WIOA, authorized by the State of Florida, and in agreement with the CEO;
- E. To enhance the provision of workforce development services; increase the involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community; and
- F. To place special emphasis on service to welfare recipients, economically disadvantaged adults and youth, dislocated workers, and individuals and employers needing workforce development services as identified in the Local Plan.

### Section 3.2 – Use of Funds

CSTB shall use available funding in ways that will most effectively satisfy the labor demand needs of the residents and business community to enhance the economic well-being of the community.

CSTB shall ensure sustained fiscal integrity and accountability for expenditures of funds in accordance with 2 CFR 200 et. seq., WIOA and the corresponding Federal Regulations and State policies, as well as the laws and regulations applicable to such other grant funds or donations received.

No investment, loan or evidence of indebtedness or promise to pay shall be contracted on behalf of CSTB unless authorized and approved by the Board of Directors and CEO, and as required, by Federal or State entities.

## **ARTICLE IV BOARD OF DIRECTORS**

### Section 4.1 – Governing Body

CSTB shall be governed by a Board of Directors (“Board”), to be appointed by the CEO as provided herein.

### Section 4.2 - Appointment of Board Members

- A. The CEO shall appoint members of the Board consistent with criteria established under WIOA, criteria established by the Governor, and in accordance with Hillsborough Board of County Commissioners Policy as amended;
- B. The authority to appoint, reappoint or revoke the appointment of members to the Board lies solely with the CEO. Members of the Board shall serve at the pleasure of the CEO and may be removed either with or without cause at any time;
- C. Members of the Board may identify and encourage potential applicants to apply for appointment to the Board in accordance with the application process set forth by the CEO; and
- D. CSTB shall provide or arrange for annual training to Board members to ensure they are aware of their roles, responsibilities and functions to include an orientation and training for new Board members and periodic updates as needed. ~~and~~

### Section 4.3 – Authority and Responsibilities

All corporate powers shall be exercised by or under the authority of the Board in conjunction with the approval of the CEO, and the business and affairs of CSTB will be managed under direction of the Board and the CEO. The Board and CEO shall direct strategic and operational oversight of CSTB to help develop a comprehensive and high-quality workforce delivery system in the Local Area.

The Board's general responsibilities shall include, but not be limited to:

- A. Establishing, adopting and overseeing policies for governance, administration and operation of CSTB to carry out the functions of the LWDB as outlined in WIOA in coordination with the CEO as provided herein and in the law governing the funds awarded to the Local Area;
- B. Developing the four-year Local Plan in partnership with CEO; convening local workforce development system stakeholders to assist in the development of the Local Plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities; ratifying and submitting or amending the Local Plan pursuant to WIOA and the provisions of section 445.007, Florida Statutes; and obtaining approval of the Local Plan by the CEO;
- C. Coordinating agreements with the CEO that are necessary to designate the administrative entity and fiscal agent for the Local Area;
- D. Providing oversight of CSTB's programs, costs and performance outcomes together with the CEO;
- E. Identifying and selecting providers of youth workforce investment activities, training services, career services, and One-Stop Operators as necessary and applicable;
- F. Developing an annual planning budget for the activities of CSTB with approval of the CEO and consistent with the Local Plan and the duties of CSTB. The annual planning budget shall be presented to the CEO in May or June of each year prior to the start of CSTB's program year based upon the planning numbers provided by DEO. The annual planning budget shall include all non-federal revenues and discretionary grants;
- G. Providing oversight of the budget to ensure sustained fiscal integrity and accountability for expenditures of all funds;
- H. Negotiating and reaching agreement on local performance indicators with the Governor and present for CEO approval, as appropriate;
- I. Coordinating the Local Area's workforce investment activities with economic development strategies and developing other employer linkages with such activities;
- J. Developing the Regional Targeted Occupations List;
- K. Ensuring grievance procedures and equal opportunity representation is available and made known to staff, participants, and other interested parties in the local workforce development system; and
- L. Ensuring CSTB meets its requirement to conduct business in an open manner under the "sunshine provision" of WIOA and Florida's Government-in-the-Sunshine Act. This includes but is not limited to meetings open to the public, posting of CSTB's By-Laws, publicly noticing all Board and Committee meetings, and posting of all Board and Committee meeting minutes.

#### Section 4.4 – Power to Employ a Director and Staff

The Board shall have the power to ~~employ~~ **select and recommend** a Director **for CEO approval**, ~~with confirmation of the recommended candidate by the CEO~~, to organize and train staff as necessary to carry out the functions and operations of CSTB as provided herein.



The Director shall be an employee of CSTB, shall report to the Board, and shall be responsible to hire sufficient personnel to carry out effective and efficient operation of workforce development programs as defined in the Local Plan and to provide necessary technical assistance to any sub-grantees providing services under the guidance of CSTB and acting in partnership with the CEO as provided herein.

The Director and staff of CSTB shall be subject to the limitations on the payment of salary and bonuses as described in WIOA sec. 194(15) and 2 CFR § 200.430.

~~The Director shall serve at the pleasure of the CEO. The Board may recommend to the CEO suspension, with or without pay, or removal of the Director of CSTB or the designated person responsible for the operational and administrative functions of CSTB.~~ The CEO shall have the authority to direct the Board to remove the Director or the designated person responsible for the operational and administrative functions of CSTB, by providing written notice to the Director of the termination of his or her employment, which notice shall specify the date on which the Director's employment shall terminate.

#### Section 4.5 – Authority of Individual Board Members

Board members have authority over the affairs of CSTB only when acting as a Board of Directors legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is taken when carrying out specific instructions by the Board.

Members of the Board and Committees of the Board may be contacted for comments on CSTB matters and/or issues of public interest. Because the Board and Committees of the Board are comprised of members of a myriad of businesses, agencies, and organizations it is important that CSTB's positions are communicated clearly and consistently. Board and Committee members shall direct any such requests to the Board Chair and/or Director of CSTB. The Board Chair and Director of CSTB are designated as the official spokespersons for CSTB.

#### Section 4.6 - Categories of Board Membership

Consistent with criteria set forth by the U.S. Department of Labor, WIOA, the State of Florida, and Florida WIA, Board member composition shall be in accordance with the following categories:

- A. Business: These shall be individuals; who are business owners, chief executives or operating officers, employers or other individuals with optimum policymaking or hiring authority, provide employment opportunities that include high-quality, work relevant training and development in in-demand industry sectors or occupations, and are nominated by business organizations or business trade associations. Business sector representatives shall constitute a minimum of fifty-one percent (51%) of the total Board.
- B. Workforce: These shall be representatives of local labor organizations nominated by local labor federations, members of a local labor organization or a training director from a joint

labor-management apprenticeship program, or if no joint program exists an individual from an apprenticeship program, may include community based organizations that have demonstrated experience and expertise in addressing employment needs of individuals with barriers, including organizations that serve veterans or individuals with disabilities, and out of school youth. Workforce sector representatives shall constitute a minimum of twenty percent (20%) of the total Board.

- C. Education and Training: Representatives shall include providers administering adult education and literacy activities under WIOA Title II, institutions of higher education providing workforce investment activities (including community colleges and private education providers), may include local educational agencies and community-based organizations with expertise in education and training of individuals with barriers to employment.
- D. Government, Economic/Community Development: Representatives of governmental, and economic and community development entities; economic and community development entities serving the Local Area, State Employment office/Wagner-Peyser Act 29 U.S.C. 720 et seq, WIOA Title I of rehabilitation act of 1973, may include agencies representing transportation, housing, public assistance, philanthropic organizations or representatives of entities or individuals as the CEO determines to be appropriate. Government representatives shall include the Chairperson of the CEO or designee and the County Administrator or designee.
- E. All Board members shall be individuals with optimum policymaking authority within the organizations, agencies or entities. A representative with “optimum policymaking authority” is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.
- F. An individual may be appointed as a representative of more than one membership area if the individual meets all criteria for such representation. If an individual represents more than one membership area, he or she must be appropriately nominated by the organization or entity he or she will represent and must have optimum policymaking authority within each membership area represented. Individuals representing more than one membership area shall be determined and appointed by the CEO.
- G. Nominees shall represent the urban and suburban nature as well as the demographic, ethnic, and gender characteristics reflective of the Local Area.

#### Section 4.7 - Qualifications

Members of the Board shall be U.S. citizens or permanent residents, and residents and registered voters of Hillsborough County. The County’s residency and voter registration requirements may be waived for members of required categories only and at the recommendation of the County and agreed to by the CEO. Business sector representatives must be employed by a business that is located in Hillsborough County.

#### Section 4.8 – Financial Disclosure

Each Board member is considered a “public servant” and as such is required to file a statement of financial interests within thirty (30) days of appointment to the Board, annually thereafter, and upon completion of their term on the Board.

#### Section 4.9 - Compensation

No compensation will be paid to Board members for services performed by them for CSTB. Board members may be reimbursed for expenses incurred when traveling on official business of CSTB if approved in advance by the Board. Such reimbursement must conform to CSTB’s and the State’s established travel policy.

#### Section 4.10 - Notification of Vacancies

The Board Chair or the Director will notify the CEO when Board vacancies occur through written correspondence to the Chairperson of the CEO or designee assigned to serve on the Board, and the County’s Liaison to CSTB, as they occur.

### **ARTICLE V** **BOARD MEMBERSHIP**

#### Section 5.1 – Terms of Membership

- A. Members of the Board shall serve for fixed and staggered terms of two (2) years with the exceptions described herein;
- B. The term of office for the Chairperson of the CEO or designee and the County Administrator or designee are not subject to the terms of membership specified herein;
- C. In accordance with WIOA and Florida WIA, whenever a mandatory seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, their term of office shall not expire unless the federal or state statute is amended to exclude the position; and
- D. If a Board member resigns prior to his or her term end date, or ceases to represent the category to which they were appointed, they shall be considered as having de facto resigned, and applications for filling the vacancy shall be received in accordance with the application process set forth by the CEO. Upon appointment, the new member shall serve the remainder of the unexpired term of the member whose vacancy he or she is filling.

#### Section 5.2 – Attendance

Regular attendance at Board meetings is critical to the successful functioning and operation of the Board and CSTB. As such, Board members are required to attend at least fifty percent (50%) of the Board meetings in any one program year (July – June).

Board members shall notify the Director of CSTB or designee if they will not be able to attend a Board meeting in order to obtain an excused absence. Committee members shall notify the Committee Chair if they will not be able to attend a Committee meeting in order to obtain an excused absence.

### Section 5.3 – Resignation of Membership

A Board member may resign his or her membership on the Board at any time by submitting a resignation in writing to the Board Chair or Director. In the case of the resignation of the Board Chair, a resignation shall be submitted in writing to the CEO and the Director ~~Board Vice-Chair~~. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Director or CEO.

Three (3) unexcused absences in any one program year (July – June) from regularly scheduled Board meetings shall constitute a de facto resignation of the Board member. Three (3) unexcused absences in any one program year (July – June) from regularly scheduled Committee meetings shall constitute a de facto resignation of the Committee member from that Committee.

### Section 5.4 – Revocation of Membership

The Chair may recommend revocation of Board membership to the CEO for the following reasons:

- A. A member's disability, illness or inability to perform their duties on the Board; or
- B. Alleged unethical or illegal practices or actions, in which instance if the matter is resolved in favor of the member they would be eligible for reappointment to the Board.

## **ARTICLE VI** **BOARD OFFICERS**

### Section 6.1 - Board Officer Positions, Nominations and Elections

The Board Officers of CSTB shall consist of a Chair, a Vice-Chair, a 2<sup>nd</sup> Vice-Chair, a Secretary and a Treasurer. The Chairperson of the CEO or designee shall occupy the 2<sup>nd</sup> Vice-Chair position.

The Chair, Vice-Chair, Treasurer, and Secretary of CSTB shall be nominated and elected as follows:

- A. A slate of nominees for Officers shall be presented to the Board for a vote by the Nominating Committee at CSTB's annual meeting. Prior to voting on the slate of nominees, nominations shall be accepted from the floor.
- B. The annual meeting at which the slate of Officers shall be elected shall take place in May, or on a date as otherwise set by the Board, and the Officers shall take office in July, or on a date as otherwise set by the Board.

- C. The Chair and Vice-Chair shall be selected from among the representatives of the business sector Board members. The Treasurer and Secretary shall be selected from among any category of Board membership.

## Section 6.2 – Duties of Board Officers

- A. Duties of the Chair shall include:
- Reviewing Board directives with the Director of CSTB to ensure compliance and implementation;
  - Presiding at all meetings of the Board;
  - Serving as Chair of the Executive Committee;
  - Making all committee Chair appointments subject to these By-laws;
  - Calling special meetings of the Board;
  - Establishing Ad-Hoc Committees as deemed necessary to conduct the business of the Board and make appointments thereto;
  - Serving as a signatory for CSTB's financial and legal documents; and
  - Performing all duties incident to the office of Chair.
- B. Duties of the Vice-Chair shall include:
- Presiding over meetings of the Board in the absence of the Chair;
  - Serving as a member of the Executive Committee; and
  - Performing all duties incident to the office of Chair in the absence of the Chair.
- C. Duties of the 2<sup>nd</sup> Vice Chair shall include:
- Presiding over meetings of the Board in the absence of the Chair and Vice-Chair;
  - Serving as a member of the Executive Committee;
  - Serving as a member of the Finance Committee;
  - Performing all duties incident to the offices of Chair and Vice-Chair in the absence of the Chair and Vice-Chair.
- D. Duties of the Treasurer shall include:
- Serving as a member of the Executive Committee;
  - Serving as Chair of the Finance Committee;
  - Serving as a signatory for CSTB's financial and legal documents; and
  - Performing all duties incident to the office of Treasurer.
- E. Duties of the Secretary shall include:
- Serving as a member of the Executive Committee;
  - Signing all bank resolutions;
  - Serving as a signatory for CSTB's financial and legal documents; and
  - Performing all duties incident to the office of Secretary.

## Section 6.3 – Terms of Board Officers

The term of office for the Board Chair, Vice-Chair, Treasurer and Secretary shall be for one full (1) year, from July 1 through June 30.

Board Officers shall serve no more than two (2) consecutive terms of one (1) year each in the same office, if re-elected, provided that the time in office does not exceed the limits of their term of membership on the Board. After two (2) consecutive terms, the Officer shall then step down from their position for a minimum of one (1) year, although he or she may continue to serve as a Board member, or in another office.

The time which an Officer is appointed to serve the remainder of an unexpired term shall not count towards the Officer's two (2) consecutive terms.

The 2<sup>nd</sup> Vice-Chair is not subject to the Officer term limits specified herein.

#### Section 6.4 – Vacancy in One of the Officer Positions

If a vacancy in any office other than the Chair occurs due to the illness, resignation, etc. of the Officer elected, a replacement shall be elected to serve the unexpired term of office at the next regularly scheduled Board meeting where a quorum is established. If the office of Chair becomes vacant, the Vice-Chair will assume the office of Chair for the remainder of the unexpired term. The office of Vice-Chair will then be filled at the Board's discretion.

### **ARTICLE VII** **BOARD COMMITTEES**

#### Section 7.1 – Standing Committees

Standing Committees shall be the Executive Committee, Workforce Performance Committee, Youth Development Committee, Finance Committee, and Compensation ~~(or Human Resources) Committee, and Nominating Committee.~~

The CEO may create, expand or combine Standing Committees as determined necessary for the efficient operation of CSTB. The Board may initiate creating, expanding or combining Standing Committees by providing recommendations for CEO consideration and approval.

#### Section 7.2 – Ad Hoc Committees

The Chair may appoint Ad Hoc Committees as deemed necessary. The Executive Committee may serve as an Ad Hoc Committee as deemed necessary and appropriate by the Chair and approved by the Board.

#### Section 7.3 – General Guidelines of Committee Membership

- A. All committees shall be chaired by a Board member appointed by the Board Chair;
- B. All Board members are required to serve on at least one (1) Standing Committee as determined and appointed by the Board Chair; and
- C. A committee member, with the exception of a Board member, may designate an alternate in writing who shall have the powers, excluding voting, of the committee member when

that alternate attends committee meetings in lieu of the committee member. No committee member or delegate may vote through proxy;

#### Section 7.4 – Executive Committee Membership, Duties and Responsibilities

The Executive Committee shall be chaired by the Board Chair and shall consist of the Board Chair, Vice-Chair, 2<sup>nd</sup> Vice-Chair, Treasurer, Secretary, Chairs of the Standing Committees, the County Administrator or designee, and the Immediate Past Chair.

The Board Chair may appoint one (1) at-large Board member to the Executive Committee as needed.

To the extent consistent with these bylaws, the Executive Committee shall have the authority to exercise those powers of the Board, which may be lawfully delegated, to manage the business and affairs of CSTB between meetings of the Board such as when time requirements do not permit consideration and action by the full Board without impacting delivery of programs or services.

~~The Executive Committee shall also be responsible for:~~

- ~~A. Reviewing and recommending for Board approval the Director's performance evaluation and compensation process;~~
- ~~B. Reviewing and overseeing the Director succession plan to ensure continuity of leadership and uninterrupted delivery of services during the time needed to select a new Director, including recommending for Board approval the selection of an Interim Director; and~~
- ~~C. Reviewing with the Director key management succession planning to ensure continuity of leadership and providing assistance with implementation as needed.~~

The Executive Committee shall NOT have the authority to perform the following duties, which require action by the full Board:

- A. Remove existing Officers or Board members or elect new Officers;
- B. Reconsider or reverse any approved action or policy of the Board;
- C. Adopt, repeal or amend CSTB's Articles of Incorporation, these By-laws, or the Agreement with the CEO; or
- D. Adopt or amend the budget or adopt programs or approve contractors for competitively bid contracts.

The Executive Committee shall report all actions and recommendations for approval at the next Board meeting.

#### Section 7.5 – Workforce Performance Committee Membership, Duties and Responsibilities

The Workforce Performance Committee may include non-Board members deemed appropriate to serve on this committee. Board members shall comprise a majority of this committee. The Workforce Performance Committee's general responsibilities shall include, but not be limited to:

- A. Reviewing and recommending for Board approval of the services and programs being delivered to employers and job seekers;
- B. Reviewing and recommending for Board approval of training vendor applications, termination, and other actions pertaining to training vendors;
- C. Reviewing and recommending for Board approval, and maintaining, the Regional Targeted Occupations List;
- D. Reviewing and recommending for Board approval of CSTB's partnerships with economic development organizations and other business associations in accordance with the committee's strategic plan;
- E. Providing assistance with planning and reviewing of operational and other matters relating to the one-stop delivery system;
- F. Providing assistance with planning, operational, and other matters relating to the provision of services to individuals with disabilities;
- G. Reviewing the plans and services of other agencies and one-stop partners relating to improving coordination of services;
- H. Reviewing the enrollment and performance reports of individuals receiving career training and development assistance under WIOA;
- I. Reviewing customer survey feedback to ensure customer input is received and evaluated and where practical made part of the service delivery plan;
- J. Reviewing training vendor reports for performance, compliance and outcomes; and
- K. Reviewing reports of activities related to targeted business sectors.

#### Section 7.6 – Youth Development Committee Membership, Duties and Responsibilities

Consistent with WIOA guidelines, Youth Committee membership shall include non-Board members and community-based organizations with a demonstrated record of success in serving eligible youth deemed appropriate to serve on this committee. Board members shall comprise a majority of this committee. The Youth Development Committee's general responsibilities shall include, but not be limited to:

- A. Reviewing and recommending for Board approval of services to address the need to prepare youth new to the workforce for employment or transition to additional career learning opportunities beyond high school;
- B. Reviewing and recommending for Board approval CSTB's partnerships with youth serving organizations in accordance with the committee's strategic plan;
- C. Reviewing and recommending for Board approval of service provider applications, termination, and other actions pertaining to competitively awarded grants or contracts to eligible providers of youth services;
- D. Providing assistance with planning, operational, and other matters relating to the provision of youth services and initiatives;
- E. Reviewing the plans and services of other agencies and one-stop partners relating to improving coordination of services to youth;



- F. Reviewing the enrollment and performance reports of youth receiving career training and development assistance under WIOA;
- G. Reviewing customer survey feedback to ensure youth input is received and evaluated and where practical made part of the service delivery plan; and
- H. Works with other community partners to solicit grant opportunities as a means of increasing overall youth workforce development services.

#### Section 7.7 – Finance Committee Membership, Duties and Responsibilities

The Finance Committee shall be chaired by the Treasurer. The Finance Committee's general responsibilities shall include, but not be limited to:

- A. Providing oversight of the fiscal affairs of CSTB to ensure fiscal integrity and accountability of all funds;
- B. Reviewing and recommending for Board approval CSTB's annual planning budget. The annual planning budget shall be based upon the planning numbers provided by DEO and shall include all non-federal revenues and discretionary grants;
- C. Reviewing and recommending for Board approval of all modifications to the budget;
- D. Reviewing and recommending for Board approval acceptance of the annual IRS Form 990 submission;
- E. Reviewing and recommending for Board approval acceptance of the annual financial audit;
- F. Reviewing and recommending for Board approval of applications seeking, competing for and accepting grants and donations;
- G. Reviewing internal and external financial monitoring reports performed by CSTB, U.S. Department of Labor, DEO, and others as deemed appropriate;
- H. Reviewing CSTB's periodic financial statements and reporting on CSTB's financial status at each meeting of the Board and Executive Committee; and

#### Section 7.8 – ~~Compensation (or Human Resources)~~ Committee Membership, Duties and Responsibilities

The ~~Compensation (or Human Resources)~~ Committee's general responsibilities shall include, but not be limited to:

- A. Reviewing and recommending for Board approval the CSTB employee handbook which includes, but is not limited to, personnel policies, employee salary and benefits plans, including the selection of a third-party firm to assess the existing personnel policies, and employee salary and benefits plan;
- B. Reviewing and recommending for Board approval policies ensuring employees meet the necessary WIOA training requirements;
- ~~C. Reviewing and evaluating CSTB's employee performance review process;~~
- D.C. Reviewing and evaluating employee survey responses to understand and ensure employee feedback is made part of CSTB's commitment to employee engagement, morale and satisfaction;

- ~~E. Providing oversight of the annual benefits enrollment process; and~~
- D. Reviewing and recommending for Board approval the Director's performance evaluation and compensation process;
- E. Reviewing and overseeing the Director succession plan to ensure continuity of leadership and uninterrupted delivery of services during the time needed to select a new Director, including recommending for Board approval the selection of an Interim Director;
- F. Reviewing with the Director key management succession planning to ensure continuity of leadership and providing assistance with implementation as needed; and
- ~~F.G.~~ Providing assistance with planning, operational and other matters relating to the provision of fair labor practices in the workplace.

### Section 7.9 – Nominating Committee Membership, Duties and Responsibilities

The Board Chair shall appoint the Chair and members of the Nominating Committee from among the membership of the Board. This committee shall consist of no less than three (3) and no more than five (5) members.

The Nominating Committee's general responsibilities shall include, but not be limited to:

- A. Meeting prior to the Board's Annual Meeting to identify and select a slate of Officers to be presented to the Board at the Annual Meeting;
- B. Reviewing Board members' attendance, participation, and length of service in developing a slate of Officers;
- C. Presenting a slate of Officers to the Board at the Annual Board meeting; and
- D. Assisting the Board Chair-Elect to identify candidates for appointment to the Executive Committee and Committee Chairs, as requested.

## **ARTICLE VIII MEETINGS**

### Section 8.1 – Meeting Frequency, Location, Notices, Minutes, Participation and Parliamentary Procedures

- A. The Board and Committees of the Board shall meet on a regularly scheduled basis as deemed necessary and appropriate to carry out the responsibilities of the Board or Committee. A calendar of Board and Committee meetings shall be presented to the Board for approval at the annual meeting.
- B. Meetings of the Board and Committees of the Board shall be held at locations determined by the members.
- C. The Director of CSTB or designee shall notice all Board and Committee members of meetings by email, telephone or any other electronic means at least five (5) calendar days in advance. These notices shall contain the meeting date, time, location, and identify the agenda items.
- D. Special meetings of the Board or Executive Committee may be called at any time by the Board Chair or by written request to the Board Chair of not less than twenty-five percent

(25%) of the Board membership, setting forth the reason for calling a special meeting. In their consideration of whether a Special meeting is necessary Board members must be mindful not to substantively discuss the issue(s) which may come before the Board.

- E. The Director of CSTB or designee shall notice all Board members of special meetings by email, telephone or any other electronic means at least three (3) calendar days in advance. These notices shall contain the meeting date, time, location, and identify the purpose of the meeting and whether it has been called by the Chair or by written request.
- F. The public shall be informed of all meetings of the Board and Committees of the Board through notices which shall state the meeting date, time, location and purpose. Special meeting notices shall identify whether it has been called by the Chair or by written request.
- G. Written minutes shall be kept of all Board and Committee meetings. Written minutes shall be reviewed and approved at the next Board or Committee meeting. The official minutes of meetings of the Board and Committees of the Board are public record and shall be open to inspection by the public. All minutes shall be kept on file by the Board Secretary at CSTB's administrative office as the record of the official actions of the Board or Committee for as long as prescribed by Chapter 119 of the Florida Statutes.
- H. All Board and Committee meetings shall be conducted in accordance with the "sunshine provision" of WIOA and Florida's Government-in-the-Sunshine Act.
- I. The Board may allow members to participate in Board and Committee meetings by the use of technology, such as telephone and web-based meetings, to promote member participation, provided that same access be made available to the public and it allows all persons participating in the meeting to hear each other.

#### Section 8.2 – Participation in Meetings

Participation in Board and Executive Committee meetings shall be limited to members of the Board, Committees of the Board and CSTB staff. A time shall be set on the agenda for the receipt of public comment to allow input or comment from any member of the public.

#### Section 8.3 – Parliamentary Procedures

When parliamentary procedures are not covered by these By-laws, Robert's Rules of Order, Revised, shall prevail.

### **ARTICLE IX** **QUORUM, VOTING, CONFLICT OF INTEREST,** **AND RELATED PARTY CONTRACTS**

#### Section 9.1 – Quorum

A quorum is required to conduct official business of the Board and Committees of the Board.

- A. A quorum of the Board and Committees of the Board shall consist of at least forty percent (40%) of the actual appointed membership;

- B. Board and Committee members participating by the use of technology, such as telephone and web-based meetings, will be included as part of the quorum as a quorum does not have to be physically present to conduct business; and
- C. In the absence of a quorum, no official action shall be taken on any item by the Board or Committee.

### Section 9.2 – Voting

- A. Any action that may be taken by the Board or a Committee shall be considered the act of the Board or Committee only if the action is taken by an affirmative vote of the majority of the members in attendance at a meeting where a quorum has been established unless otherwise specified in these bylaws.
- B. Each member of the Board or Committee shall have one (1) vote when present at a Board or Committee meeting, whether attending in person or by telephone or other type of communication technology.
- C. Members may not vote by proxy. Proxy voting is a form of voting whereby a member of a decision-making body delegates his or her voting power to a representative to enable a vote in absence. Proxy voting is prohibited regardless of whether the representative is another Board or Committee member.
- D. Voting privileges of non-Board members selected to serve on a Committee are limited to that Committee.
- E. A member of the Board or Committee, who is present, either in person or by telephone or other type of communication technology, at a meeting of the Board or Committee at which action on any matter is taken shall vote on all said actions or matters. Every vote shall be declared and entered in the minutes of the meeting except as provided below in the case of conflict of interest.
- F. A Board member acting as presiding Officer at a meeting of the Board or a Committee shall be entitled to vote on the same basis as if not acting as the presiding Officer.
- G. Any action item considered, voted on and approved by a Committee, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth for approval at the next Board meeting.

### Section 9.3 – Conflict of Interest

When an issue presents a possible or perceived conflict of interest to a Board or Committee member, said member shall disclose the conflict of interest, abstain from voting, and leave the room during discussion and vote on said issue. A conflict of interest is any matter which has a direct bearing on services to be provided by that member or any entity which such member represents, or any matter which would financially benefit such member or any entity such member represents.

### Section 9.4 – Related Party Contracts

The Board shall comply with the provisions outlined in section 445.007(11), Florida Statutes, addressing related-party contracts. Specifically, related party contracts for training shall require a two-thirds (2/3<sup>rd</sup>) affirmative vote of the quorum in attendance at the Board meeting and shall

be reported to DEO for review and approval prior to being executed. A related party contract is any contract made between CSTB and a member of the Board members or relative, or an entity which that Board member represents. Related party contracts for other than training are prohibited.

## **ARTICLE X** **AMENDMENTS**

### Section 10.1 – Amendments

These By-laws may be amended or replaced only by the CEO. At the CEO's sole discretion, the CEO may consult with the Board during the CEO's consideration of amendments or replacements to these By-laws. The Board may initiate or support this process by providing recommendations for amendment or replacement for CEO consideration and approval.

### Section 10.2 – Recommendations for Amendments

The Board may recommend to the CEO these By-laws be amended or replaced by a two-thirds (2/3<sup>d</sup>) affirmative vote of the quorum in attendance at the Board meeting. Notice of recommending a proposed amendment to or replacement of these bylaws shall be made no less than five (5) calendar days prior to the Board meeting at which such amendment or repeal is acted upon.

## **ARTICLE XI** **GENERAL PROVISIONS**

### Section 11.1 – General Provisions

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations of the CEO or State.

## **ARTICLE XII** **INDEMNIFICATION**

### Section 12.1 – Indemnification of Board Members

CSTB shall indemnify any Board Officer, Board member, or staff person, or former Board Officer, Board member, or staff person, for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Board Officer, Board member, or staff person, except in relation to matters in which he or she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duties.

### Section 12.2 – Rights to Indemnification

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

#### Section 12.3 – Indemnification Insurance

CSTB shall purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

### **ARTICLE XIII** **FISCAL YEAR**

#### Section 13.1 – Fiscal Year

The fiscal year of CSTB shall be July 1 through June 30.

### **ARTICLE XIV** **DISSOLUTION**

#### Section 14.1 – Dissolution

Upon the dissolution of CSTB, the Officers shall, after paying or making provision for the payment of all the liabilities of CSTB, dispose of the remaining assets of CSTB by returning them to the U.S. Department of Labor, the state designee, or, if the U.S. Department of Labor and state designee agree, giving those assets to local charitable, educational, religious, or scientific purposes, which qualify as a Section 501(c)3 non-profit organization under the Internal Revenue Code.

### **ARTICLE XV** **ENACTMENT PROVISION**

#### Section 15.1 – Enactment Provision

Pursuant to 20 C.F.R. 679.310(g), these By-laws shall become effective upon approval by the CEO.

These amended By-Laws were adopted as of this (date to be determined).



## **Information Item # 1**

### **Current By-Laws**

**Information:**

Existing By-Laws, these amended By-laws were adopted as of the 16th of June 2016.

**BY-LAWS**  
**Of**  
**Tampa Bay WorkForce Alliance, Inc.**  
**d/b/a CareerSource Tampa Bay**  
A Florida Not-for-Profit Corporation

The provisions of this document constitute the By-Laws of Tampa Bay WorkForce Alliance, Inc., a Florida not-for-profit corporation, which shall be utilized to govern the management and operation of Tampa Bay WorkForce Alliance, Inc. for all purposes.

**ARTICLE I – NAME, SERVICE AREA, AND OFFICE LOCATION**

**SECTION I – Name**

The name of the organization shall be Tampa Bay WorkForce Alliance, Inc. doing business as and hereinafter referred to as CareerSource Tampa Bay.

**SECTION 2 – Service Area**

CareerSource Tampa Bay shall primarily serve the employers and residents of Hillsborough County, Florida. Other geographical areas may be served as determined by the CareerSource Tampa Bay Board of Directors.

**SECTION 3 – Office Location**

The official office location and mailing address shall be as determined by the Executive Committee of CareerSource Tampa Bay.

**ARTICLE II – PURPOSE AND USE OF FUNDS**

**SECTION I – Purpose**

The purposes for which CareerSource Tampa Bay is formed, and its business goals and objectives are as follows:

- A. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike.
- B. To administer workforce programs and act as a fiscal agent and administrative entity as defined by the Federal Workforce Innovation and



Opportunity Act (WIOA), authorized by the State of Florida, the U.S. Department of Labor, and in agreement with the Hillsborough County Board of County Commissioners serving as the Chief Elected Official (CEO).

- C. To enhance the provision of workforce development services; increase the involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community.
- D. To place special emphasis on service to welfare recipients, economically disadvantaged adults and youth, dislocated workers, and individuals and employers needing workforce development services as identified in the CareerSource Tampa Bay strategic plan.

## **SECTION 2 – Use of Funds**

CareerSource Tampa Bay shall use available funding in ways that will most effectively satisfy the labor demand needs of the residents and business community to enhance the economic well-being of the community.

## **ARTICLE III - BOARD MEMBERSHIP**

### **SECTION I – Governing Body**

CareerSource Tampa Bay shall be governed by a Board of Directors, to be appointed as provided herein.

### **SECTION 2 – Authority and Responsibilities of the Board**

The authorities and responsibilities of the Board shall include all authorities and responsibilities delegated to it by applicable federal, state and local laws, regulations, policies and mandates, and shall include:

- A. Establishing and adopting policy for governance, administration and operation of the CareerSource Tampa Bay Board of Directors;
- B. Developing, ratifying and submitting or amending the local workforce plan pursuant to Public Law No. 113-128 WIOA and the provisions of Florida Statute 445.007 subject to the approval of the Hillsborough County Board of County Commissioners;
- C. Coordinating agreements with the Hillsborough County Board of County Commissioners that are necessary to designate the fiscal agent and administrative entity;
- D. Oversight of programs;
- E. Oversight of administrative costs;
- F. Oversight of performance outcomes;
- G. Identifying and selecting providers of training services, intensive services, youth providers and One-Stop Operators as necessary and applicable;
- H. Developing a budget, subject to the approval of the Hillsborough County Board of County Commissioners, for purposes of carrying out the duties of the Board under

applicable state and federal law;

- I. Oversight of the budget;
- J. Negotiating and reaching agreement on local performance measures;
- K. Coordinating the workforce investment activities with economic development strategies and developing other employer linkages with such activities; and
- L. Developing the Regional Targeted Occupations List.

### **SECTION 3 – Authority of Individual Board Members**

Board members have authority over the affairs of CareerSource Tampa Bay only when acting as a Board of Directors legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is taken when carrying out specific instructions by the Board of Directors of CareerSource Tampa Bay.

### **SECTION 4 - Categories of Board Membership**

All the members of the Board of Directors of CareerSource Tampa Bay shall be appointed by the Hillsborough County Board of County Commissioners in accordance with Federal and State legislation, regulations and policies and shall be made from the following categories:

- A. Representatives of business. These individuals shall constitute a majority of the membership of the Board, and shall be individuals; who are owners, chief executive officers, or other individuals with optimum policymaking or hiring authority, provide employment opportunities that include high-quality, work relevant training and development in in-demand industry sectors or occupations, and are nominated for these seats by local business, professional and trade organizations.
- B. Not less than 20 percent shall be representatives; of local labor organizations nominated by local labor federations, member of a local labor organization or a training director from a joint labor-management apprenticeship program, or if no joint program exists an individual from an apprenticeship program, **MAY** include community based organizations that have demonstrated experience and expertise in addressing employment needs of individuals with barriers, including organizations that serve veterans or individuals with disabilities, and out of school youth,
- C. Representatives of education and training shall include; providers administering adult education and literacy activities under WIOA title II, institutions of higher education providing workforce investment activities (including community colleges), **MAY** include local educational agencies and community based organizations with expertise in education and training of individuals with barriers to employment.
- D. Representatives of governmental, and economic and community development entities; economic and community development entities, State Employment office/Wagner-Peyser Act 29 U.S.C. 720 et seq, WIOA title I of

- rehabilitation act of 1973, **MAY** include agencies representing transportation, housing, public assistance, and philanthropic organizations.
- D. Representatives of entities or individuals as the chief elected official determine to be appropriate.
  - E. All representatives must have optimum policymaking authority
  - F. An individual may be appointed as a representative of more than one agency if the individual meets all criteria for such representation. If an individual represents more than one membership area, he or she must be appropriately nominated by the organization or entity he or she will represent and must have optimum policymaking authority within each agency represented. This shall be determined by the Hillsborough County Board of County Commissioners.
  - G. A representative with “optimum policymaking authority” is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.
  - H. Nominees shall represent the urban and suburban nature of Hillsborough County as well as the demographic, ethnic, and gender characteristics reflective of the County.
  - I. The Chairman of the Hillsborough County Board of County Commissioners or his/her designee from the Board of County Commissioners, shall fill one of the mandatory seats on the Board as appropriate and as established by Federal and State legislation, regulations and/or policies.

## **SECTION 5 – Appointment of Board Members**

- A. Members of the CareerSource Tampa Bay Board of Directors shall be appointed by the Hillsborough County Board of County Commissioners subject to the provisions of WIOA and its regulations, and pursuant to the Florida Workforce Innovation Act and policies established by the Governor for the State of Florida. The maximum number of Board members and the categories of membership shall conform to Federal and State legislation, regulations and policies.
- B. The CareerSource Tampa Bay Board may make recommendations regarding nominations to the Hillsborough County Board of County Commissioners. Such nominations shall be in accordance with the nomination process set forth in the governing statutes. Appointments to the Board shall be at the discretion of the Hillsborough County Board of County Commissioners.
- C. Members of the Board shall serve at the pleasure of the Hillsborough County Board of County Commissioners.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **SECTION I – Terms of Membership**

- A. Members of the Board shall serve for fixed and staggered terms of two years with the exceptions described within these By-Laws.

- B. In accordance with the federal law and Florida State law, whenever a mandatory seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, their term of office shall not expire except and unless the federal or state statute is amended to exclude the position.
- C. If a member resigns prior to the expiration date of his/her term in office, nominations for filling the vacancy shall be made to the Hillsborough County Board of County Commissioners in the same manner as is described within these By-Laws. Upon appointment, the new member shall serve the unexpired term of the member whose vacancy he/she is filling.
- D. The Chairman of the Hillsborough County Board of County Commissioners, or his or her designee, is not subject to the Board membership term limits specified herein.

## **SECTION 2 – Resignation**

A member may resign his or her membership on the CareerSource Tampa Bay Board at any time by submitting a resignation in writing to the Chair or President & CEO. In the case of the resignation of the Chair, a resignation shall be submitted in writing to the Chair Elect or President & CEO. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Chair.

Three (3) consecutive absences from regularly scheduled meetings of the CareerSource Tampa Bay Board without an excuse approved by the Chair shall constitute a de facto resignation of the Board member. Three (3) consecutive absences from regularly scheduled committee meetings of CareerSource Tampa Bay, without an excuse approved by the committee chair, shall constitute a de facto resignation of the committee member from that committee. De facto resignation from a committee will not impact the individuals' membership on the Board or membership on other committees.

## **SECTION 3 – Revocation of Membership**

The Executive Committee may, by a two-thirds affirmative vote at a meeting where a quorum has been established, recommend revocation of membership to the Hillsborough County Board of County Commissioners for the following reasons:

- A. Should a Board member cease to represent the category to which they were appointed to fill on the Board through change in status;
- B. Disability, illness or inability to perform their duties on the Board; or
- C. Unethical or illegal practices or actions.

## **SECTION 4 – Notification of Vacancies**

The Chair of the Board will notify the Board of County Commissioners when vacancies occur through written correspondence with the Commissioner assigned to serve on the board of directors and will annually submit written notification of all vacancies at the beginning of each fiscal year.

## **ARTICLE V - BOARD OFFICERS**

The Officers of CareerSource Tampa Bay shall consist of a Chair, a Chair Elect, a Vice Chair, a Secretary and a Treasurer. The Chairman of the Hillsborough County Board of County Commissioners, or his/her designee from the Board of County Commissioners, shall occupy the Vice Chair position.

### **SECTION 1- Election of Officers**

The Chair, Chair Elect, Treasurer, and Secretary of the CareerSource Tampa Bay Board shall be elected as follows:

- A. The slate of Officers shall be recommended to the CareerSource Tampa Bay Board of Directors by the Ad-Hoc Nominating Committee and selected based upon a majority vote of the quorum present at the annual meeting at which the slate is presented.
- B. The annual meeting at which the slate of Officers shall be elected shall take place in June or on a date as otherwise set by the Board, and the Officers shall take office in July.
- C. The CareerSource Tampa Bay Chair, Chair Elect and Treasurer shall be selected from among the representatives of the private sector Board members.

### **SECTION 2 – Duties of Officers**

- A. Duties of the Chair shall include:
  - Presiding at all meetings of the CareerSource Tampa Bay Board of Directors;
  - Serving as chair of the Executive Committee;
  - Making all committee chair appointments;
  - Calling special meetings of the Board;
  - Establishing Ad-Hoc Committees as deemed necessary to conduct the business of the Board and make appointments thereto;
  - Serving as a member of the Executive Committee; and
  - Performing all duties incident to the office of Chair.
- B. Duties of the Chair Elect shall include:
  - Presiding over meetings in the absence of the Chair;
  - Serving as a member of the Executive Committee; and
  - Performing all duties incident to the office of Chair in the absence of the Chair.
- C. Duties of the Treasurer shall include:
  - Serving as a member of the Executive Committee;

- Serving as a member of the Audit Committee;
  - Serving as Chair of the Finance Committee; and
  - Making a report on the financial status at each regular meeting of the Board.
- D. Duties of the Secretary shall include:
- Serving as a member of the Executive Committee;
  - Signing all bank resolutions; and
  - Reviewing all Board minutes prior to official adoption by the Board of Directors.
- E. Duties of the Vice Chair shall include:
- Presiding over meetings in the absence of the Chair and the Chair Elect;
  - Serving on the Audit Committee; and
  - Ensuring compliance with the inter-local agreement.

### **SECTION 3 – Terms of Office**

The term of office for the Chair, Chair Elect, Secretary and Treasurer of CareerSource Tampa Bay shall be for one (1) year, from July 1 through June 30.

CareerSource Tampa Bay Officers may serve two consecutive terms of one year each in the same office, if re-elected, provided that the time in office does not exceed the limits of their term of membership on the Board. After two consecutive terms, the Officer shall then step down from their position for a minimum of one year, although they may continue to serve as CareerSource Tampa Bay Board members, or in other offices.

The Vice Chair is not subject to the Officer term limits specified herein.

### **SECTION 4 – Vacancy in One of the Officer Positions**

If a vacancy in any office but the Chair occurs due to the illness, resignation, etc. of the Officer elected, a replacement shall be elected to serve the unexpired term of office at the next regularly scheduled Board meeting. If the office of Chair becomes vacant, the Chair Elect will assume the office of Chair.

## **ARTICLE VI – COMMITTEES**

### **SECTION 1 – Standing Committees**

The Standing Committees of CareerSource Tampa Bay shall be the Executive Committee,

the One Stop Committee, the Workforce Solutions Committee, the Finance Committee, and the Audit Committee. In addition, there may be such ad hoc committees as determined necessary by the Chair.

Other than those committees required by law, CareerSource Tampa Bay may vote to expand or combine Committees as appropriate for the efficient operation of the business of CareerSource Tampa Bay.

## **SECTION 2 – Terms of the Executive Committee members and Committee Chairs**

CareerSource Tampa Bay Executive Committee Members and Committee Chairs may serve in those positions for two consecutive terms, if re-elected or re-appointed and shall then step down from their position for a minimum of a year, although they may continue to serve as CareerSource Tampa Bay Board members, or in other offices.

## **SECTION 3 – General Committee Membership**

- A. A committee member, with the exception of an Executive Committee member, may designate an alternate in writing who shall have the powers, including voting, of the committee member when that alternate attends committee meetings in lieu of the committee member. No member or delegate may vote through proxy.
- B. CareerSource Board members shall comprise a majority of each committee.
- C. The Chair of any standing committee with the exception of the Executive Committee, at his/ her discretion, may appoint board and non-board members to serve on the committee.
- D. Non-board committee members shall serve for a two-year term from their appointment date. Terms are renewable for additional two-year periods at the discretion of the committee chairperson.

## **SECTION 4 – Executive Committee Membership, Duties and Responsibilities**

CareerSource Tampa Bay shall have an Executive Committee consisting of the Officers, the Chairs of the Standing Committees, Past Chair, and up to five at-large members appointed by the Chairperson.

The Executive Committee shall have and exercise the authority of the Board of Directors in the governance of the affairs of CareerSource Tampa Bay with the exception of adopting, repealing, or amending these By-Laws. Delegation of this authority to the Executive Committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed on it, or him or her, by the Bylaws or by any applicable law.

Duties of the Executive Committee shall also include, but are not limited to:

- Reviewing qualifications of individuals nominated to serve on the Board of Directors and forwarding nominations with recommendations and rationale for appointment or non-appointment to the Board of Directors for action. If approved by the Board, the nominations shall be submitted to the Hillsborough County Board of County Commissioners for its consideration; and
- Planning, conducting and/or recommending Board Member development or in-service activities.

### **Section 5 – One Stop Committee Membership, Duties and Responsibilities**

The One Stop Committee shall be chaired by a Board Member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the committee by the One Stop Committee Chair. The One Stop Committee shall be responsible for:

- Providing assistance with planning, operational and other issues relating to the one-stop delivery system;
- Providing assistance with planning, operational, and other issues relating to the provision of services to youth;
- Providing assistance with planning, operational and other issues relating to the provision of services to individuals with disabilities;
- Reviewing the plans and services of other agencies and one-stop partners with the intent to improve coordination of services;
- Reviewing customer survey feedback to ensure customer input is made part of the plan of service;
- Reviewing the enrollment and training of individuals under the Workforce Innovation and Opportunity Act;
- Reviewing the services delivered to welfare transition customers;
- Reviewing services and programs delivered to recognized target groups;
- Reviewing the operation and performance of any grants or other funding received;
- Reviewing periodic reports on performance in accordance with the committee's annual strategic plan; and
- Planning for future changes and improvements to the one-stop system.
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### **SECTION 6 – Workforce Solutions Committee Membership, Duties and Responsibilities**

The Workforce Solutions Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the Committee by the Workforce Solutions Committee Chair. The Workforce Solutions Committee shall be responsible for:

- Reviewing and approving the services and programs delivered to employers;
- Reviewing and approving training vendor applications and other actions pertaining to training vendors;
- Reviewing periodic training vendor performance reports;
- Reviewing the region's activities related to targeted industries;
- Creating and maintaining the regional targeted occupations list; and



- Reviewing and approving the Board’s partnerships with economic development organizations and other business associations in accordance with the committee’s annual strategic plan.

**SECTION 7 – Finance Committee Membership, Duties and Responsibilities**

The Finance Committee shall be chaired by the Treasurer, and shall consist of those members deemed appropriate and appointed to the Committee by the Treasurer. The Finance Committee shall be the Committee of the Board charged with oversight responsibilities regarding the fiscal affairs of the Agency. The Committee’s responsibilities shall include, but are not limited to:

- Reviewing a draft of the annual budget and submitting the tentative annual budget, along with a recommendation, to the Board of Directors for action;
- Reviewing and approving all subsequent modifications to the budget;
- Reviewing the annual audit and accompanying management letters with agency responses;
- Providing oversight through review of monitoring reports;
- Reviewing the agency’s periodic financial statements and report on the organizations financial status at each meeting of the Executive Committee; and
- Serving on procurement review panels at the request of the President and CEO and/or CFO.

**SECTION 8 – Audit Committee Membership, Duties and Responsibilities**

The Audit Committee shall consist of the County Commissioner serving on the CareerSource Tampa Bay Board of Directors, an Assistant County Administrator or one at large county staff person, the Chair of the CareerSource Tampa Bay Finance Committee, and the CareerSource Tampa Bay President and CEO. The Administrator of Hillsborough County will select the Assistant County Administrator or the at-large county staff person to serve on the Committee. The Audit Committee shall be responsible for:

- Arranging and procuring the annual audit of any and all programs operated by CareerSource Tampa Bay in compliance with OMB Circular A-133, including the selection of an audit firm;
- Reviewing reports on the monitoring of activities, operations and expenditures under the programs operated by CareerSource Tampa Bay; and
- Reviewing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of CareerSource Tampa Bay programs or county staff as determined by the Audit Committee.

## **SECTION 9 – Ad-Hoc Nominating Committee Duties and Responsibilities**

The Chair of CareerSource Tampa Bay shall appoint the Chair and members of the ad-hoc Nominating Committee from among the membership of the Board. The responsibilities of The Nominating Committee shall include:

- Meeting prior to the fourth quarterly or annual board meeting to select a slate of Officers to be presented to the CareerSource Tampa Bay Board at the annual meeting; and
- Reviewing Board members' length of service and recommending renewal of membership to the Executive Committee as appropriate.

## **ARTICLE VII - MEETINGS**

### **SECTION I – Notice, Minutes, etc.**

- A. Regular meetings of CareerSource Tampa Bay Board and Committees of the Board shall be held at a place to be determined by the members, at such times and as often as they may deem necessary.
- B. The President & CEO or his/her designee shall send written notice of each Board and Committee meeting to the members at such times and as often as they may deem necessary.
- C. The public shall be informed of Board and Committee meetings through notice(s), which shall state the purpose of the meeting, the time and the place. Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chair or by petition.
- D. All Board and Committee meetings shall be subject to the Sunshine and Open Meeting Laws of the State of Florida.
- E. The CareerSource Board may allow one or more members to participate in Board and Committee meetings by telephone or other types of communications technology provided that access be given to the public at such meetings through the use of such devices as a speaker telephone that would allow the absent member or members to participate in discussions to be heard by other board members and the public to hear discussions taking place during the meeting.
- F. Special meetings of members may be called at any time by the CareerSource Tampa Bay Chair or by a petition signed by not less than twenty-five percent (25%) of the membership of CareerSource Tampa Bay, setting forth the reason for calling such a meeting.
- G. CareerSource Tampa Bay committees shall meet at the call of the Committee Chair, the Committee Vice Chair or the CareerSource Tampa Bay Board Chair.
- H. Minutes shall be kept of all Board and Committee meetings. Minutes shall be reviewed and approved at the next CareerSource Tampa Bay Board or Committee meeting as appropriate. The official minutes of meetings of the Board and Committees of the Board are public record and shall be open to inspection by the public. They shall be kept on file by the Board Secretary at the administrative office of CareerSource Tampa Bay as the record of the official actions of the Board of Directors.

## **SECTION 2 – Limitation on Participation**

Participation in Board meetings and Executive Committee meetings shall be limited to members of the Board, Committees and staff with the following exceptions:

- A. Regularly scheduled agenda items that call for reports or participation by non- members.
- B. A time shall be set on the agenda for the receipt of public comment.

## **SECTION 3 – Parliamentary Procedures**

When parliamentary procedures are not covered by these by-laws, Robert's Rules of Order, Revised, shall prevail.

# **ARTICLE VIII – QUORUM AND VOTING**

## **SECTION 1 – Quorum**

- A. A quorum of the Board shall consist of one-third (33%) of the Board membership.
- B. A quorum of the Executive Committee shall consist of one-third (33%) of the Executive Committee members.
- C. Except for the Executive Committee, the number of Committee Members present for a committee meeting shall constitute a quorum for the purpose of conducting the business of the Committee.
- D. Board members participating by telephone or other types of communications technology will be included as part of the quorum as a quorum does not have to be physically present to conduct business.

## **SECTION 2 – Voting and Related Party Contracts**

- A. Any action that may be taken by the CareerSource Tampa Bay Board of Directors or a committee of the Board shall be considered the act of the Board or Committee only if the action is taken by an affirmative vote of the majority of the members in attendance at a meeting where a quorum has been established.
- B. Each member of the CareerSource Tampa Bay Board of Directors shall have one (1) vote when present at a meeting of the Board, whether in person or by phone or other type of communication technology. Members may not vote by proxy.
- C. Voting privileges of non-board members selected to serve on a committee are limited to that committee.
- D. A member of the Board who is present, either in person or by other

communication means, at a meeting of the Board or a committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is declared and entered in the minutes of the meeting

- E. When an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and shall abstain from voting on said issue. A conflict of interest is any matter which has a direct bearing on services to be provided by that member or any organization which such member directly represents, or any matter which would financially benefit such member or any organization such member represents.
- F. Contracts awarded to members of the CareerSource Tampa Bay Board of Directors shall require a 2/3 affirmative vote of the quorum in attendance at the Board meeting.
- G. A Board member acting as presiding Officer at a meeting of the Board or a Committee of the Board held pursuant to these By-Laws shall be entitled to vote on the same basis as if not acting as the presiding Officer.
- H. Any item considered, voted on and approved by a committee of the CareerSource Board of Directors, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth to the Executive Committee for consideration at its next meeting.

### **SECTION 3 – Consent Agenda**

As soon as practicable following a meeting of the Executive Committee, minutes of the meeting shall be transmitted to Members of the Board of Directors. Any Board Member shall have five (5) days from receipt of the minutes within which to request that an action of the Executive Committee be brought before the full Board. If no such request is made, the action of the Executive Committee shall stand.

### **ARTICLE IX - AMENDMENTS**

These By-laws may be amended or replaced by an affirmative vote of two-thirds of the membership of the CareerSource Tampa Bay Board, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than five (5) days prior to the meeting at which such amendment or repeal is acted upon.

### **ARTICLE X - GENERAL PROVISIONS**

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of the local elected officials or governments party to the consortium agreement.

## **ARTICLE XI - INDEMNIFICATION**

### **SECTION I – Indemnification of Board Members**

CareerSource Tampa Bay, Inc. shall indemnify any CareerSource Tampa Bay Board member, staff person, Officer, or former CareerSource Tampa Bay Board member, staff person, or Officer for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a CareerSource Tampa Bay Board member, staff person, or Officer, except in relation to matters in which he or she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her CareerSource Tampa Bay duties.

### **SECTION 2 – Rights to Indemnification**

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

### **SECTION 3 – Indemnification Insurance**

CareerSource Tampa Bay and the Hillsborough County Board of County Commissioners shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

## **ARTICLE XII - ENACTMENT PROVISION**

These By-laws shall become effective after approval by a two-thirds vote of the membership after due notice to the membership. Reasonable notice shall be given prior to the meeting at which these By-laws are enacted.

These amended By-Laws were adopted as of this 16<sup>th</sup> day of June 2016.







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