

BYLAWS

Approved on December 23, 2015, Amended on August 8, 2016

Article I: Purpose

The Board's mission is to ensure that Pennsylvania's entire workforce system, covering many programs in multiple departments and agencies, meets employers' needs for skilled workers and workers' needs for career and economic advancement. The Board is responsible for development and continuous improvement of the workforce development system, development of strategies, providing policy guidance and direction, and assessment of core program effectiveness.

Article 2: Membership

Members are appointed by the governor. The Board must consist of, at minimum:

1. The Governor;
2. Two members of each chamber of the state legislature or their designee(s);
3. The lead state officials with primary responsibility for each of the core programs in the Workforce Innovation and Opportunity Act or their designee(s);
4. Two county elected officials (city and county);
5. No less than 20 percent from the workforce (labor organizations and registered apprenticeship programs within the state); and,
6. No less than 51 percent from business (executives with optimum policy-making or hiring authority), including one member that represents small business as defined by the U. S. Small Business Administration. Such representatives must come from entities that represent businesses which provide employment and training opportunities that include high-quality, work-relevant training, and development opportunities in in-demand industry sectors or occupations.

The Board may include other members as designated by the governor. A member may not represent more than one category of membership at a time. However, where a single government agency is responsible for multiple required programs, the head of the agency may represent each of the required programs.

Chairman: The governor shall select a chairperson from the business representatives on the Board.

Executive director: The governor shall appoint an executive director to oversee the activities of the Board. The executive director is not a voting member of the Board.



Terms: All members are appointed and serve at the will of the governor. A member of the Board shall serve terms of three years and until his successor is appointed beginning July 1, 2015; except for the Governor, those members that are lead state officials with primary responsibility for each of the core programs in the Workforce Innovation and Opportunity Act.

Duties and Responsibilities: A member of the Board must be willing to accept the following duties and responsibilities:

1. Provide advice, ideas and support on the development and implementation of the Commonwealth's workforce goals and associated initiatives.
2. Assist in preparation and planning efforts to effectively coordinate and integrate resources to achieve all workforce and economic development goals. This plan will be developed jointly with the state departments who administer Pennsylvania's core training and education programs.
3. Actively participate on one or more of the Board's standing or ad hoc committees.
4. Be available to visit with the executives of companies new to Pennsylvania in an effort to help them understand and become familiar with the resources of Pennsylvania's workforce and educational system.
5. Be available to meet with business executives, legislative leaders, labor representatives and economic development officials to emphasize the importance of smart investments in human capital.
6. Be generally familiar with Pennsylvania's federal and state workforce programs and the laws that govern them.
7. Attend at least two of the annual meetings of the board.
8. Provide, as requested, critical feedback on the Board's initiatives.
9. Encourage the involvement of businesses, organized labor, educational institutions and foundations in the Commonwealth's workforce initiatives.
10. Be willing to provide the information required by the Pennsylvania Financial Disclosure and State Ethics forms. This is required annually by all Board members.
11. Recuse themselves from their official Board duties if there is a conflict of interest.
12. Advise the Board of any potential conflicts of interest.
13. Ask the board for an opinion if they have any doubts that a specific situation involves a conflict of interest.

Article 3: Resignation

In the event a member must resign his/her position on the Board, they must submit their resignation in writing to the governor and the Board executive director. The executive director will forward nominations to the governor for consideration in filling the vacancy.

Article 4: Committees

Ad hoc committee/s may be formed at any time to address short-term, focused goals and deliverables. Standing committees may only be formed on the occasion that a matter requires long-term systems change or is established under law. Chairs for standing and ad hoc committees will be determined on an as-needed basis by the chairperson, executive director, and Department of Labor & Industry executive leadership.

Article 5: Meetings

Attendance: Members are expected to be in attendance at Board meetings. After the fourth (4) missed meeting, a member shall be removed from the Board. If a member is unable to attend a meeting, they may send a representative in their stead.

Quorum: A majority of the members as well as the approved proxies shall constitute a quorum of the Board for the purpose of organizing and conducting business. Representatives shall not count towards a meeting quorum.

Voting: In the event of a quorum, all action shall be taken by a vote of a majority of the members present. At meetings without a quorum, the Board shall present and second a desired motion. After the meeting, a vote on the motion shall take place electronically. Should the motion pass, it shall be announced at the subsequent meeting.

Proxy/Representative Process: In the event a member cannot be present, he/she may render their vote in only two ways:

1. By proxy to another Board member. A proxy ballot (Attachment 1) must be requested from the executive director and must be completed prior to each meeting; or,
2. By naming a representative to vote in their stead. The representative must have decision-making authority for the member. A request to send a representative must be cleared through the executive director prior to each Board meeting.

Article 6: Sunshine Act Provisions

The Board shall make available to the public, on a regular basis through electronic means and open meetings, information regarding: the activities of the Board, including information regarding the State Plan or a modification to the State Plan, prior to submission of the plan or modification of the plan, respectively; information regarding membership; and, on request, minutes of formal meetings of the Board.

Article 7: Code of Ethics

The Ethics Commission requires that ALL members complete *Statement of Financial Interests* forms on an annual basis. A *Statement of Financial Interests* form must also be completed the year after termination of service on the Board. These forms, along with subsequent information and guidance pertaining to the “Ethics Act” and the “Right-to-Know Act”, can be obtained from www.ethics.state.pa.us or by contacting the Board office (717-772-4966).

In order to insure that the citizens of our Commonwealth have complete confidence in those individuals appointed by the Governor to serve on the Board, members agree to abide by the following conflict of interest provisions as required by Pennsylvania state laws and policies, and the Workforce Innovation and Opportunity Act.

Article 8: Restricted Activities

1. No member on the Board shall:
 - A) Cast a vote or participate in any decision-making capacity on any matter under consideration
 - i) regarding the provision of services by such member (or by an entity that such member represents); or
 - ii) that would provide direct financial benefit to such member or the immediate family of such member.
 - B) Engage directly or indirectly in any business transactions or private arrangement for profit which accrues from or is based upon his or her official position or authority on the Board.
 - C) Participate in the negotiation of or decision to award contracts or grants, the settlement of any claims or charges in any contracts or grants, the certification of any eligible providers, the establishment of any designation of local workforce investment areas or the establishment of any one stop delivery systems, with or for any entity in which he or she has a financial or personal interest.
 - D) Be placed in a Workforce Innovation and Opportunity Act employment activity if a member of that person’s immediate family is directly supervised by or directly supervises that individual.



2. No member of the Board shall represent or act as an agent for any private interest, whether for compensation or not, in any transaction in which the Board has a direct and substantial interest, and which could be reasonably expected to result in a conflict between a private interest of the Board member and his official Board responsibility.

Article 9: Removal

1. If, after an investigation, the Board believes that the Code of Ethics has been violated, it can recommend to the Governor that the individual who has violated the code be removed as a member of the Board.
2. The Governor has the authority to remove a member of the Board for a violation of this code, even if the Board has not made such a recommendation.
3. A member may be removed for just cause by the Governor.

Article 10: Amendments

Any amendment to these bylaws requires approval by a super majority of at least three quarters of the entire Board.

ATTACHMENT 1

Official PA WDB Member Proxy Ballot
(Please Print Clearly)

I _____ Authorize _____
(PA WDB Member Name) *(Another PA WDB Member)*
limited proxy to vote on my behalf at the board meeting held on _____. I understand that a new proxy form must be completed for each board meeting. Duplication of this form bearing a duplicated signature will be considered void. My vote should be cast as such:

On the _____, I vote _____.
(Issue up for vote) *(Yes or No).*

On the _____, I vote _____.
(Issue up for vote) *(Yes or No).*

On the _____, I vote _____.
(Issue up for vote) *(Yes or No).*

On any other issue that may arise during the board meeting for which this proxy is valid, my vote will ensure to the Chairman, or to the Vice Chairman in the event the Chairman is not present.

Signature _____ Date _____

- Do not write below this line -

Approved _____ Date _____