

BYLAWS

Approved by the PA Workforce Development Board on May 1, 2019

Article I: Purpose

The Pennsylvania Workforce Development Board (Board) is the Governor's business-led, industry-driven policy advisor on building a strong workforce consistent with the Commonwealth's education and economic development goals.

The Board's mission is to ensure Pennsylvania's workforce development system, across programs and agencies, helps jobseekers advance their careers and economic standing, and helps employers connect with skilled workers. The Board is responsible for recommending policies and strategies to support the continuous improvement of the workforce development system, including system collaboration, innovation, alignment, effectiveness, and accountability.

Article 2: Membership and Functions

The membership and functions of the Board must be consistent with relevant federal and state laws, policies, regulations, and guidance, including but not limited to, the Workforce Innovation and Opportunity Act (WIOA); 20 CFR 679 Subpart A (relating to State Workforce Development Boards); U.S. Department of Labor Training and Employment Guidance Letter (TEGL) No. 26-14, the Pennsylvania Workforce Development Act, and Executive Order 2018-04, as amended.

The Governor may appoint additional members beyond the minimum requirements of federal and state law. All Board members appointed by the Governor shall serve at the pleasure of the Governor. Members may only represent one membership category at a time. The Board's membership shall reflect the diversity of the Commonwealth.

Nomination Process: The Governor shall appoint members nominated by relevant workforce development stakeholders, including business and labor organizations. The Board's executive director will notify the Governor if a member resigns or is no longer serving on the Board.

Chair and Vice-Chair: The Governor shall designate, to serve at the Governor's pleasure, a member from the private sector to serve as chairperson of the board and one government representative to serve as vice chairperson of the board.

Terms: Members shall serve staggered terms of three years, to ensure only a portion of the Board's membership will expire in any one year, or until a successor is appointed or reappointed. The Governor and members of the Governor's cabinet are not subject to terms.

Duties, Responsibilities, and Expectations: Members must be willing to accept the following duties and responsibilities consistent with relevant federal and state laws, policies, regulations, and guidance listed above, including but not limited to:

1. Support the development and implementation of Pennsylvania's WIOA Combined State Plan and the Commonwealth's workforce development goals and initiatives.

2. Be generally familiar with Pennsylvania workforce programs, and the laws and policies that govern them.
3. Provide strategic guidance on the Board's goals and initiatives.
4. Connect with workforce development stakeholders, including elected officials; business leaders; labor leaders; workforce, education, and economic development leaders; and philanthropic partners to encourage their involvement in the Commonwealth's workforce development initiatives and emphasize the importance of strategic investments in workforce development.
5. Connect with the leaders of new business enterprises in Pennsylvania to help them understand and become familiar with Pennsylvania's workforce and educational systems.
6. Actively participate on at least one Board standing or ad hoc committee.
7. Attend at least three Quarterly Meetings every year.
8. Complete all required state Ethics and Financial Disclosure forms annually.
9. Advise the Board of any potential conflicts of interest, request guidance from the Board if a potential conflict of interest is identified, and recuse themselves or abstain from official Board deliberations and votes in a decision-making capacity if a conflict of interest is confirmed.

Article 3: Committees

The Board may create standing and ad hoc committees to fulfill its mission, duties, and responsibilities. Standing committees are permanent and focus on long-term systems change. Ad hoc committees are temporary and focus on short-term focused goals. Committee chairs are appointed by the Board's chair, in consultation with the executive director and the Secretary of the PA Department of Labor & Industry.

An executive committee that includes representation from the private sector may be established and authorized under the board to fulfill the board's responsibilities.

Article 4: Meetings

Attendance: Members are expected to attend all Quarterly Meetings. If a member misses more than two meetings in a calendar year, or more than three meetings over a three-year period, the member shall be removed from the Board, unless the chair determines the absences were caused by extenuating circumstances.

Absences: If a member is unable to attend a Quarterly Meeting in person, the member may select an alternative designee to attend on their behalf. The alternative designee's appearance shall count toward the member's attendance requirements and toward determining if a quorum is present. If the alternative designee is a business representative, he or she must have optimum policy-making authority. Any other alternative designee must have demonstrated experience, expertise, and optimum policy-making authority.

Quorum: A quorum for Quarterly Meetings shall consist of a simple majority of members and alternative designees present. A member who is not present and who does not have an alternative designee attending on their behalf, may vote on a motion made at the meeting by proxy, but that member will not be counted when determining whether a quorum is present.

Voting: The Board must have a quorum at Quarterly Meetings to act on any formal motions offered in person. If a Board member is unable to attend a Quarterly Meeting but wishes to participate in a vote taken at that meeting, the member may vote on formal motions in one of two ways:

1. **By alternative designee:** A member may vote through an alternative designee in attendance.
2. **By proxy:** A member may vote by submitting a proxy ballot (Attachment 1) prior to the Quarterly Meeting, designating another member in attendance to exercise their voting authority.

Technology: The Board may hold Quarterly Meetings and conduct business through web-based meetings or by telephone, as long as the Board complies with the Pennsylvania Sunshine Act.

Article 5: Sunshine Act

The Board shall adhere to the provisions of the Pennsylvania Sunshine Act, which requires agencies to deliberate and take official action on agency business in an open and public meeting, and requires that the agency provide at least 3-days advance notice of regular public meetings. The notice shall include the date, time, and location of the meeting.

Additionally, 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 on:

- The Board's membership;
- The Board's Quarterly Meetings;
- Quarterly Meeting minutes; and
- The WIOA Combined State Plan or modification to the State Plan, prior to submission of the plan or modification;
- These Bylaws.

Article 6: Code of Ethics and Conflict of Interest

To ensure that Pennsylvanians have complete confidence in individuals serving on state boards, members must abide by the following by guidelines as required by Pennsylvania state law and policies, and WIOA.

The Pennsylvania State Ethics Commission (Commission) requires all members to complete a Statement of Financial Interest (SFI) form on an annual basis for each year of Board service and for the year after the conclusion of a Board member's service. Information on the SFI requirement, the state Public Official and Employee Ethics Act, and the state Right-to-Know law is available at www.ethics.pa.gov or by contacting the Commission.

Members must also be cognizant of any potential conflict of interest and act to mitigate any potential or confirmed conflict of interest.

Article 7: Restricted Activities

No member of the Board shall:

- A. Cast a vote or participate in any decision-making capacity on any matter before the Board:
 - a. Regarding the provision of services by a member or by an entity that member represents; or
 - b. That would provide direct or indirect financial benefit to the member or the immediate family of the member.
- B. Engage directly or indirectly in any business transaction or arrangement for profit which accrues from or is based upon the member's official position or authority on the Board.
- C. Participate in negotiation of contracts or grants or any 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 WIOA employment activity if a member of that person's immediate family is directly supervised by or directly supervises that individual.
- E. Engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.

No member of the Board shall represent or act as an agent for any private interest, whether or not for compensation, 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 8: Removal

1. If, after an investigation, the Board determines a member has violated the Code of Ethics or the Board's bylaws, it may recommend to the Governor that the member be removed from the Board.
2. The Governor has the authority to remove a member of the Board for violating the Code of Ethics, the Board's bylaws, or for just cause, with or without the recommendation of the Board.

Article 9: Resignation

If a member wishes to resign, the member must submit their resignation to the Governor and the Board's executive director in writing. The executive director will recommend new member candidates to the Governor for consideration in filling vacancies.



Article 10: Amendments

Any recommended amendment to these bylaws requires approval by a super majority of at least sixty percent.