

**Governor's
Workforce
Board**
Rhode Island



Today's Vision... Tomorrow's Opportunity.

THE BY-LAWS

Of the

**STATE WORKFORCE INVESTMENT BOARD
AND
HUMAN RESOURCE INVESTMENT COUNCIL**

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Article I -The Board

Section 1. Name: The RI State Workforce Investment Board shall be known as the Governor's Workforce Board Rhode Island and hereinafter referred to as "the Board".

Section 2. Authority: The Board is established and shall exercise its powers and duties pursuant to the Executive Order 05-18 signed by Governor Donald L. Carcieri on September 22, 2005 in conformity with the requirements of the Workforce Investment Act of 1998 (WIA) and/or any federal workforce development laws and regulations thereunder that may succeed the WIA and the constitution and laws of the State of Rhode Island.

Section 3. Objectives: The objectives of the Board shall be:

A. To advise and assist the Governor in:

1. Development of the "State Plan": a strategic plan including goals, policies and strategies for serving the state's existing and emerging workforce utilizing all state and federal workforce development programs.
2. The promotion and coordination of private sector involvement in the workforce investment system through the development of partnerships among state agencies, educational institutions, the business community and the State Board.
3. Development and continuous improvement of a statewide system of activities that are funded under subtitle B of Title I of WIA, or carried out through the One-Stop delivery system, including:
 - a. Development of linkages in order to assure coordination and non-duplication among the programs and activities carried out by One-Stop partners, including, as necessary, addressing any impasse situations in development of local Memorandum of Understanding; and further;
 - b. The establishment of a Workforce Development Interagency Council consisting of the directors of state departments responsible for implementing federal and state workforce investment activities or their designated representatives to ensure the coordination and to maximize the benefit of all available programs and initiatives;
 - c. Review of local workforce investment plans;
 - d. Commenting at least once annually on the measures taken under section 113(b)(14) of the Carl D. Perkins Vocational and Technical Education Act;
 - e. Designation of local workforce investment areas;
 - f. Development of allocation formulas for the distribution of funds for adult employment and training activities and youth activities to local areas, as permitted under WIA sections 128 (b)(3)(B) and 133(b)(3)(B);

- g. Development and continuous improvement of comprehensive state performance measures, including state adjusted levels of performance, to assess the effectiveness of the workforce investment activities in the state, as required under WIA section 136 (b);
 - h. Preparation of the annual report to the Secretary of Labor described in WIA section 136 (d);
 - i. Development of the statewide employment statistics system described in section 15(e) of the Wagner-Peyser Act;
 - j. Development of an application for an incentive grant under WIA section 503 (WIA sec. 111(d));
 - k. Determining which workforce investment boards are redundant and recommending which should be eliminated;
 - l. Carrying out the responsibilities of the Local Board as outlined in the WIA Act; and
 - m. Any other issue which requires input from the Board under the provisions of the federal Workforce Investment Act.
- B. The Board, when acting in its capacity as the State Human Resource Investment Council shall conform its activities and procedures to the General Laws of Rhode Island Chapter 42-102 and Chapter 28-42, and also shall approve a budget, manage and otherwise provide oversight of the Rhode Island Job Development Fund to ensure that all programs and expenditures are in compliance with the approved State Plan; and
- C. To advise the Governor in these matters and to attend to those specific tasks that may be delegated to the Board from time to time by the Governor.

Section 4. Seal: The seal shall include the words "Governor's Workforce Board Rhode Island" positioned to the left of a graphic of the State of Rhode Island including the words "Today's Vision... Tomorrow's Opportunity" inscribed below.

Section 5. Office: The administrative office of the Board shall be located at the RI Department of Labor and Training.

Section 6. Fiscal/Program Year: The fiscal/program year of the Board shall be consistent with the State of Rhode Island and begin on the first day of July and end on the thirtieth day of June of the following year.

Section 7. Nondiscrimination: The members, officers, employees, service - providers and other persons or organizations selected and/or served by and for the Board shall be treated and considered entirely on a nondiscriminatory basis with regard to sex, marital status, sexual preference, race, religion, disability, national origin or age, except as applicable to federal or state mandated eligibility criteria for specific programs or services.

Article II - Board Membership

Section 1. Composition of the Board: The membership of the Board shall consist of seventeen (17) members and be appointed by and serve at the pleasure of the Governor.

A. The composition shall include:

1. Nine (9) representatives from the employer community, in a manner that is representative of employers of different sizes and sectors, including nonprofit sector;
2. Four (4) members representing organized labor;
3. Two (2) members representing community-based organizations;
4. One (1) representative of post-secondary education system; and
5. The Director of the Department of Labor and Training.

B. Thirteen (13) members of the Board shall also comprise the membership of the Human Resource Investment Council appointed in accordance with R.I.G.L. Section 42-102-2(b).

Section 2. Term of Office: Of the seventeen members, four appointments (4) including two (2) employer members, the post-secondary education and Department of Labor and Training members shall serve terms at the pleasure of the Governor. Of the thirteen (13) members appointed pursuant to Section 1(B) of these by-laws, seven (7) shall be appointed for a term of two (2) years, and six (6) shall be appointed for a term of three (3) years. After the initial appointments of those individuals serving two (2) year terms, they or their successors shall be appointed to three (3) year terms. A vacancy, other than by expiration of the member's term, shall be filled in the same manner as the original appointment, but only for the remainder of the prevailing term. Members whose terms expire may be reappointed.

Each member will hold office until his or her successor is appointed and qualified or the member's death, resignation or removal. Notwithstanding the foregoing, in all events each member shall serve only so long as his or her tenure in the office by reason of which he or she was appointed.

Section 3. Vacancies: The Board shall request that any vacancies are filled by the Governor in a prompt manner and consistent with Section 1 of this Article and in conformity with federal and/or state requirements.

Section 4. Resignations: A member may resign at any time by submitting written notice to the Governor and Chairperson. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, and acceptance shall not be necessary to make it effective.

Section 5. Removal: The Executive Committee of the Board may recommend to the Governor the removal of any member who (a) fails to attend at least two-thirds (2/3) of the regularly scheduled meetings of the Board during a twelve (12) month period, (b) fails to attend three (3) consecutive meetings of the Board or (c) fails to perform his/her duties in a manner consistent with the Board's mission and/or these by-laws; and/or any authorizing or companion legislation pertinent to the Board.

Section 6. Prohibition of Compensation of Members: The members of the Board shall receive no compensation for their services as members, but may, at the discretion and with prior approval of the Executive Director of the Board, be reimbursed for traveling and other expenses incurred in conformance with federal and state reimbursement policies in the performance of their official duties as Board members.

Article III - Officers

Section 1. Number and Title: There shall be a Chairperson of the Board who shall be appointed by the Governor. The Board shall elect a Vice-Chairperson.

Section 2. Duties of the Chairperson: The Chairperson of the Board shall:

- A. Preside at all meetings of the Board, if present;
- B. Execute instruments, as annually authorized by the Board, in the name of the Board;
- C. Review and establish standards of performance for the Executive Director;
- D. Call special meetings of the Board, or reschedule a regular meeting of the Board;
- E. Appoint ad-hoc committees, workgroups or task forces to assist the Board;
- F. Appoint Chairpersons of committees;
- G. Appoint members of the Board to committees;
- H. Be an ex-officio member of all committees, and shall be Chairperson of the Executive Committee;
- I. Conduct an annual performance evaluation of the Executive Director;
- J. Exercise and perform such other powers and duties as may from time to time be assigned by the Governor, or the Board, or prescribed by these by-laws; and, in general, to perform all the duties incident to the office of the Chairperson.

Section 3. Duties of the Vice-Chairperson: The Vice-Chairperson shall, in the absence of the Chairperson, perform all the duties of the Chairperson, and, when so acting, shall have all the powers of, and be subject to all the restrictions, upon the Chairperson. The Vice-Chairperson shall also have such other powers, and perform such other duties, as, from time to time, may be prescribed by the Chairperson, Board or these by-laws.

Section 4. Executive Director: The Board, in consultation with the Governor, shall appoint an Executive Director who shall serve as the Executive Director of the Board and the Human Resource Investment Council. Such Executive Director shall serve at the pleasure of the Board provided that the Executive Director's initial engagement by the Board shall be for a period of not more than (3) three years. The position of Executive Director shall be in the unclassified service of the state and shall serve as the Chief Executive Officer of the Board and of the Human Resource Investment Council.

Section 5. Duties of the Executive Director: The Executive Director shall be responsible for:

- A. The general management of the business and affairs of the Board;
- B. Seeing that all orders and resolutions of the Board are effected;
- C. Ensuring compliance with all applicable federal, state, and local statutes, regulations, rules and ordinances;
- D. Managing Board staff and the work of contractors;
- E. Representing the interests of the Board to the Administrative Entity;
- F. Execute instruments, as annually authorized by the Board, in the name of the Board;
- G. Other duties and responsibilities as assigned and/or required.

Article IV - Committees

Section 1. Executive Committee: The Board shall have an Executive Committee comprised of officers and elected or appointed chairpersons of any other committee designated by the Board. The Committee shall be responsible for:

- A. Serving as or designating other members to serve as the Governance Committee of the Board;
- B. Serving as or designating other members to serve as the Audit Committee to assist the Governor, or his/her designee, in the oversight of federal and/or state obligations and expenditures.
- C. Establishing and reviewing Board member performance standards and codes of conduct consistent with mission of the Board.
- D. Evaluating the performance of members annually;
- E. Reviewing these by-laws annually and recommend changes to the full Board;
- F. Exercising any of the powers and authority of the Board that the Board may delegate to the Committee, subject to the control of the Board, except the power to amend or repeal these by-laws and any matter required by law to be exercised by the Board.
- G. Shall be responsible for the recruitment of potential members and education of existing members.
- H. Shall be responsible for the plans of the annual meeting.

Section 2. Strategic Investments and Evaluation Committee: The Board shall have a Strategic Investments Committee comprised of Board members designated by the Chairperson to be responsible for:

- A. Developing and recommending to the Board an annual budget with staff;
- B. Determining funding priorities;
- C. Approving grant and contract procurement and award processes;
- D. Approving grant and contract awards on behalf of the Board;
- E. Reporting to the Board all awards made on behalf of the Board.
- F. Ensuring that the objectives and responsibilities delineated under Article 1, Section 3 (A) are met.

Section 3. Other Committees: The Board may create other committees that shall have, and may exercise, such powers as shall be conferred or authorized by resolution of the Board. Such other committees will have such name or names as may be determined from time to time by resolution adopted by the voting members of the Board. The Board, by such affirmative vote, shall have power, at any time, to change the powers, and to dispose of, any such committee.

Section 4. Task Forces and Other Non-Member Committees: The Board may recommend to the Chairperson the creation of one or more ad-hoc committees, work groups or task forces, solely to make recommendations to the Board, which may consist of one or more persons who may but need not be Board members. No such task force or committee shall have or exercise any of the authority of the Board in the management of the affairs of the Board.

Section 5. Committee Meetings: At all Board committee meetings, the majority of the membership of said committee shall, at any meeting, constitute a quorum for the transaction of business. Each committee will comply with R.I.G.L. Chapter 42-46, Open Meetings, accessible to the general public, keep regular minutes of its proceedings and report the same to the Board when required.

Article V – Board Meetings

Section 1. Meetings: The Board shall meet at least quarterly at a place, date and time to be designated by the Chairperson. The meetings shall be open, accessible to the general public, and keep regular minutes of its proceedings and report the same to the Board when required in accordance with R.I.G.L. Chapter 42-46, Open Meetings.

Section 2. Notice of Meetings: Notice of all meetings shall be given to any member either in writing, personally, by telephone, by facsimile or email to his or her house or office either directly or by leaving a message. Notice of any meeting of the Board shall be sent to each Board member not less than seven (7) days before the meeting; this may be waived, consistent with the Open Meetings Law and other applicable provisions, if circumstances warrant.

Section 3. Specification of Business: Notice of any meeting of the Board shall specify the place, the day, and the hour of the meeting, and, where practicable, an agenda of the business to be conducted at said meeting. In the case of a special meeting, the notice shall contain the general nature of the business to be transacted.

Section 4. Notice of Cancelled Meeting: When a scheduled Board meeting is cancelled, notice of the cancellation shall be given consistent with Section 2 of this Section.

Section 5. Special Meetings: The Chairperson of the Board, a majority of the members of the Board, or a majority of the Executive Committee shall have the authority to call a special meeting of the Board.

Section 6. Quorum: A majority of the members shall constitute a quorum at all meetings of the Board for the transaction of business. If, however, such quorum shall not be present at any meeting, the members shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. When a quorum is in attendance, unless otherwise provided by law, action may be taken upon a vote of a majority of the members present. The Board members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Annual Retreat: The Board may conduct an annual retreat for its members and others it deems appropriate to attend. The purpose of such retreat shall include, but not be limited to an assessment and evaluation of the structure, organization, policies, performance and effectiveness of the Board. Members will be expected to make every possible effort to participate.

Section 8. Voting: Each member shall be entitled to one vote. Voting by proxy, by mail or any other means where the member is not in attendance is not permitted.

Section 9. Executive Session: The Board, upon an affirmative vote of a majority of its members, may vote to go into executive session, and hold a meeting closed to the public. At the discretion of the Board, such executive session may also be closed to the Executive Director and staff. The vote of each Board member on the question of holding a meeting closed to the public, and the reasons for holding such a meeting, shall be recorded and entered in the minutes of the meeting. A meeting or executive session so closed to the public shall be limited to the following matters:

- A. Any discussions of the job performance, character, physical or mental health of a person or persons, provided that such person or persons affected may require that such discussion be held at an open meeting.
- B. Sessions pertaining to collective bargaining or litigation, or work sessions pertaining to the same;

- C. Discussion regarding the matter of security, including, but not limited to, the deployment of security personnel or devices;
- D. Any investigative proceedings regarding allegations of misconduct, either civil or criminal;
- E. Any discussions or considerations related to the acquisition or lease of real property for public purposes, or of the disposition of publicly-held property, wherein advance public information would be detrimental to the interest of the public;
- F. Any discussions related to, or concerning, a prospective business or industry locating in the State of Rhode Island, when an open meeting would have a detrimental effect on the interest of the public;
- G. A matter related to the question of the investment of public funds where the premature disclosure would adversely affect the public interest. Public funds shall include any investment plan or matter related thereto; and
- H. Any and all matters which may be contained in Title 42, Chapter 46, Section 5, of the Rhode Island General Laws, or any amendment thereof.

Section 10. Conflict of Interest: Board members and staff shall not engage in any conduct resulting in a real, potential, or apparent conflict of interest. A conflict of interest may arise when any action by a Board member or staff, whether isolated, recurring, or continuous, is to the direct financial advantage of a Board member or staff and their family defined as a spouse and dependent children as well as any person related to such Board member or staff whether by blood, marriage or adoption. Board members and staff shall not participate in the selection, evaluation, choice, or management of a proposal, application or contract, covered by state and/or federal funds, if a real, potential, or apparent conflict of interest would be involved. Such a conflict of interest would arise when any Board member or staff or any member of their family, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm/organization selected for a contract.

The attendance of any member at a meeting of the Board or committee, in which the member has an interest, shall be counted in determining the presence of a quorum and shall not prohibit the Board or committee from authorizing, approving or ratifying a contract or award made by an affirmative vote of the Board or committee. However, the member shall recuse from any discussion and shall abstain from voting on any matter in which the member has interest.

Board members and staff shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, sub-recipients, parties of project contractors, or entities associated with such.

Article VI - Amendments to By-Laws

Section 1. Amendments: These by-laws shall not be amended except by a two-thirds (2/3) affirmative vote of the members constituting the Board at a properly called and noticed Board meeting. No vote to amend the by-laws shall be taken unless notice, in writing, and a copy of the proposed changes, has been given to the Board membership at least two (2) weeks prior to the Board meeting at which the vote on said amendment is to be taken.

Article VII - Parliamentary Authority and Other Operating Procedures

Section 1. Parliamentary Procedure: Roberts Rules of Order shall govern the proceedings of Board meetings, insofar as they are not inconsistent with these by-laws. These rules may be relaxed at the discretion of the Chairperson, in view of the nature of the discussion, should there be no objection from the membership.

Section 2. Roll Call Vote: The Chairperson, at his/her discretion, may request a roll call vote. A request for a roll call vote by any member is subject to a majority vote of the Board.