
Atlantic County WDB By-Laws

TABLE OF CONTENTS

ARTICLE I. NATURE OF BY-LAWS

- Section 1: Purpose
- Section 2: Fiscal Year
- Section 3: Principal Office

ARTICLE II. MEMBERS

- Section 1: Members

ARTICLE III. BOARD PROCEDURES

- Section 1: Membership
- Section 2: Appointments of the Board
- Section 3: Qualifications
- Section 4: Requirements
- Section 5: Regular Meetings
- Section 6: Special Meetings of the Board
- Section 7: Action without Meeting
- Section 8: Meeting by Telephone or Other Electronic Mediums
- Section 9: Quorum
- Section 10: Order of Business
- Section 11: Approval of Plans
- Section 12: Minutes of Meetings
- Section 13: Removal of Members
- Section 14: Voting
- Section 15: Committees of the Board
- Section 16: Compensation
- Section 17: Vacancies
- Section 18: Resignation

ARTICLE IV. OFFICERS

- Section 1: Number
- Section 2: Election and Term of Office
- Section 3: Removal

Atlantic County WDB By-Laws

Section 4: Vacancies

Section 5: Chair

Section 6: Vice-Chair

Section 7: Secretary

Section 8: Treasurer

ARTICLE V. ADMINISTRATION

Section 1: Function

Section 2: Staffing

Section 3: Personnel Guidelines

ARTICLE VI. RESPONSIBILITIES

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND CONTRIBUTIONS

Section 1: Contracts

Section 2: Checks, Drafts, etc...

Section 3: Deposits

Section 4: Contributions

ARTICLE VIII. AGENTS, CONSULTANTS AND PROFESSIONAL SERVICES

ARTICLE IX. BOOKS AND RECORDS

ARTICLE X. ETHICS

Section 1: Ethics

Section 2: Recusal of Members

ARTICLE XI. AUDITS

Section 1: Audited Financial Statement

Section 2: Audits by Public Agencies

ARTICLE XII. IDEMNIFICATION

Atlantic County WDB By-Laws

Section 1: Indemnification

Section 2: Indemnification, not Exclusive

Section 3: Insurance and Other Indemnification

ARTICLE XIII. FORCE AND EFFECT BY-LAWS

ARTICLE XIV. AMENDMENTS TO THE BY-LAWS

ARTICLE XV. PARLIAMENTARY AUTHORITY

ADDENDUMS

- A. Conflict of Interest and Nepotism Policy
- B. Privacy Policy

ARTICLE I. NATURE OF BY-LAWS

Section 1: Purpose

These By-Laws are intended to govern the administration of the Atlantic Workforce Development Board (WDB), herein referred to as the Board. Created by Executive Order 36, the Board shall coordinate and oversee all existing and future federal, state, and local workforce readiness policies, and funding that are mandated through the state into a single labor market driven system. The Board shall provide policy guidance and oversight to the entire employment, training and education community of the Atlantic County area consisted with the Unified and Combined State Plan for New Jersey's Workforce Development System.

Section 2: Fiscal Year

The fiscal year of the Board shall begin on the 1st of July and end on the 30th day of the month of June each year.

Section 3: Principal Office

The principal office of the Board in New Jersey is located at 2 South Main Street, 2nd Floor, City of Pleasantville and County of Atlantic.

ARTICLE II. MEMBERS

Section 1: Members

The Board shall have 36 members from both the private and public sectors of Atlantic County. The private sector shall represent at least 51% of the membership.

ARTICLE III. BOARD PROCEDURES

Atlantic County WDB By-Laws

Section 1: Membership

The Board shall be comprised of leaders from the fields of business, labor, education, and government, with at least fifty-one (51%) from the private business sector, under the guidelines of the WDB Certification Manual by the Commissioner of the New Jersey State Department of Labor and Workforce Development (NJLWD).

Section 2: Appointments of the Board

The initial term of office of each member of the Board shall be in accordance with the agreements of appointment duly adopted by the highest elected official of Atlantic County. All subsequent appointments to the Board shall be for a term of three (3) years. Upon expiration of the term of a member of the Board, said member shall be eligible for reappointment.

Section 3: Qualifications

All members shall be persons who have attained the age of eighteen (18) years. Definition of a voting member is a member appointed by the governing body of the County of Atlantic, based on the residency of the employer represented. Any member who no longer continues to be a representative of a group or category that designates them from specific private and public sectors, from which he/she was originally selected, shall immediately resign. Any member can contact the WDB Chair or Executive Director to review their membership qualifications.

Section 4: Requirements

All ACWD Board members are required to participate in at least one subcommittee. Subcommittee meetings are held quarterly. If a board member does not select a sub-committee within the first three months of appointment, the Executive Director will assign the board member to a subcommittee.

Section 5: Regular Meetings

The Board shall meet on a schedule defined by the Executive Committee. The date, location and time shall be set by the WDB Chairperson. Each member shall be notified at least seven (7) days prior to the meeting with the date, location, time, and proposed agenda, via a medium approved by the Chair of the WDB.

Section 6: Special Meetings of the Board

Special meetings may be called by the Chair or any five (5) members, provided the members submit a written and signed notice of the purpose of the meeting to the Chair. Each member shall be notified at least seven (7) days prior to the meeting of the date, location, time and purpose of the meeting and the name(s) of the person(s) by whom the meeting has been called.

Section 7: Action without Meeting

The Board, or any committee of the Board, may act without a meeting if, prior or subsequent to such action, Each appointed member or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the Board.

Section 8: Meeting by Telephone or Other Electronic Mediums

Atlantic County WDB By-Laws

The Board or a committee of the Board may participate in a meeting of the Board which such committee, by means of a telephone conference call or any other means of electronic communication by all persons capable of participating.

Section 9: Quorum

One third of the number of members or approved alternates shall constitute a quorum, provided that at least fifty-one (51%) of the number of representatives are of the private sector. If a quorum is not present at a meeting on a voting issue, a majority of the members present may adjourn and reschedule a meeting within, not more, than four (4) weeks (in order to have a quorum, of the 36 members, at least one third or twelve (12) must be present, of that number, seven (7) must be from the private sector.

Section 10: Order of Business

The order of business at all meetings of the members shall be as follows:

1. Call to Order
2. Approval of Minutes of preceding meeting
3. Educational Presentation, if applicable
4. Review of Financial Statements
5. Chair Report
6. Executive Director Report
7. Committee Reports
8. Old Business
9. New Business
10. Public Comment
11. Adjournment

Section 11: Approval of Plans

Approval of the Job Training Plan for the service delivery area (as defined in the Executive Order), Unified and Combined State Plan and all other WDB plans shall be required by an affirmative vote of no less than a simple majority of the membership. A member may vote by written ballot or fax poll, to be submitted to the Chair prior to or at a meeting scheduled for such action. The duties and responsibilities of the Board shall be to plan for the overall workforce readiness system, including oversight for the Workforce Innovation and Opportunity Act of 2014, and the same may be amended from time to time for which the County of Atlantic has been designated as the service delivery area. The Board shall be responsible for the development and implementation of the Atlantic

County Workforce Development Local Plan and the South Jersey Workforce Collaborative Regional Plan. The Board will determine whether the local workforce development system meets the needs of the labor market, engage in a process of coordinating, setting priorities and recommend resource for the entire workforce development system. The Board will coordinate federal, state, and local workforce policies, programs and services into a single labor market system taking into consideration consistent with New Jersey's overall economic development strategy, Atlantic County's economic development strategies and current and future labor market trends.

Atlantic County WDB By-Laws

Section 12: Minutes of Meetings

Minutes shall be kept of all meetings and be reviewed and approved at the next subsequent meeting of the Board. Approved minutes shall be available at the location of the WDB Office and on the WDB website atlanticcountyWDB.com for anyone who request to view them.

Section 13: Removal of Members

Any (1) one member of the Board may be recommended for removal for cause by an affirmative vote of the Board. A majority of the Board may suspend such members pending a final determination that cause exists for removal. Members that miss two (2) consecutive regular board meetings shall be notified in e-mail or writing of their absences and asked to confirm their intention to continue as a member, in good standing. Subsequent attendance shall be reviewed by the Board for the possibility of a recommendation to the County Executive for consideration of removal. The recommendation for removal shall be forwarded to the appointing body who will make the final decision.

Section 14: Voting

Each member shall have one vote. Associate members may participate in all official business of the Board except at the Executive Committee meetings. In the absence of the Board/Associate member a **Proxy** can participate in the voting process provided the WDB staff and Executive Director has a completed Proxy Authorization form for the member.

- (a) Members may vote by mail, email, and fax poll at the discretion of the Chair. A record of such votes shall be maintained by the Executive Director, reported at the next regular meeting thereafter and become a part of the minutes of such meeting.
- (b) Disputes over the voting authority of any member or designated alternate shall be resolved by the Chair. (d) Members and alternates shall abstain from voting on any matter before the Board in which the member has a conflict or potential conflict of interest, in accordance with Public Law 97-300, Section 141 (f). This provision shall preclude and inhibit any member or alternate from participating in and contributing to the discussion of the matter in question.

Section 15: Committees of the Board

The Board shall have permanent standing committees with members and Chair appointed by the Board Chair. The committee shall be as follows:

The Board shall have permanent standing committees with members and Chair appointed by the Board Chair. Pursuant to N.J.S.A 34:15C-15, "No member of a Workforce Investment Board established pursuant to this act shall cast a vote on the provision of services by that member or any organization which that member directly represents or vote on any matter which would provide direct financial benefit to that member." Standing committee chairpersons shall not have financial interests in any services or activities affiliated with the Atlantic County Workforce Development Board.

The Executive Committee shall consist of the Officers of the WDB, and the Chairperson of each WDB Committees. The Officers' of the Board are to serve for one (3) year term but may be appointed to (1) additional term.

The Executive Director shall serve as an *ex-officio* member of the Executive Committee.

All action taken by the Executive Committee shall be reported to the Board at the next regular meeting or at a special meeting called for that purpose. If there exist any conflicts by the Executive Committee, that issue will be forwarded to the full Board for discussion and vote.

- (a) The Board shall determine the standing Committees of the WDB to be the Executive, Business Development,

Atlantic County WDB By-Laws

Disabilities Workforce, Healthcare Workforce, Literacy Workforce, Membership, One Stop Oversight and Youth Investment Council.

Each such Committee Chair shall be appointed for a maximum of two terms (6) six years, by the members of the committee. Committee members shall consist of Board members and associate members (volunteer participants). Each Board member can designate a Proxy. A proxy's will have no voting power unless the board members have completed and submitted the Proxy Authorization Form.

The Chair and the Executive Director shall be *ex-officio* members of all standing Committees. A written outline of the responsibilities of each standing Committee shall be prepared by the Board and filed with the minutes of the Board. Each standing Committee shall keep the minutes of its meetings and file the minutes with the Executive Director. It shall not enter into any contract or incur an indebtedness or financial obligation of any kind, except under the authority of the Board. It shall have the power to appoint such sub-committees, work groups (Ad Hoc) for carrying on the work under its direction as it may deem necessary. Subject to approval of the Board, each standing Committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it.

- (b) The Chair of each committee, with the exception of the Executive Committee, shall have the authority to appoint other subcommittees and/or work groups (Ad Hoc) as shall be necessary for the conduct of the business of the Board. These other persons requested by Committee Chair's shall be known as Associate members and will be maintained on the WDB mailing list. These committees and/or work groups shall be chaired by a member from the private sector, when possible and may be composed of members as well as non-members.
- (c) Ad-hoc committees shall be developed and comprised of Board members as established by the Chair, Executive Committee, or consensus of the full Board.

Section 16: Compensation

Members may not receive a fee, salary, or remuneration for their service as members, but may, however, with the approval of the Board, be reimbursed for reasonable out-of-pocket expenses incurred for work on the Board in accordance with policies established by the Executive Committee upon presentation of vouchers, providing the WDB budget permit such allocation.

Section 17: Vacancies

A vacancy shall be deemed to exist when a) a member no longer represents the organization or business from which he/she was originally selected, b) a member resigns by giving written notice to the Chair or WDB Executive Director, or c) a member is removed in accordance with the following procedure:

- (a) A member who has missed (2) two consecutive regular board meetings shall be notified in writing of their absences and asked to confirm their intention to continue as a member, in good standing. Subsequent attendance shall be reviewed by the Board with the possibility of removal.
- (b) The board may make a recommendation to the County Executive to remove a board member for good cause. i.e., chronic lack of attendance or participation.

Section 18: Resignation

A member may resign at any time by giving written notice to the appointing authority, Chair, or the Executive Director. The resignation shall take effect upon receipt thereof by the Board or such Officer, and acceptance of the resignation will not be required to make it effective. Any member who no longer continues to be a representative of the category

Atlantic County WDB By-Laws

from which he/she was originally elected shall immediately resign. All information must be forwarded to the County Executive.

ARTICLE IV. OFFICERS

Section 1: Number

The Officers of the Board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or other officers as may be elected or appointed by the Board whose duties may be fixed by the Board. An officer may only hold one (1) office at any (1) one time, and no officers shall execute, acknowledge, or verify any instrument in more than (1) one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged, or verified by two (2) or more Officers.

Section 2: Election and Term of Office

The Officers of the Board shall be elected by the members of the board every three (3) years, at the regular meeting held in June.

The membership committee will submit a request for nominees for officer positions no later than May 1st of the election year. From the nominations received, the membership committee will create a ballot that contains the slate of nominees for each position. This slate will be submitted to the board membership for a vote no later than May 30th of any election year. Votes will be cast individually for each officer position by scanned e-mail or in-person delivery. The candidate who receives the most votes for each position will become the elected officer for the next three-year term. In the event of a tie, the officer's position will be appointed by the Executive Director.

The Officers of the Board shall consist of Chair, Vice Chair, Secretary/Treasurer, shall be elected per each term (*three years*) of the successor. This election will take place at the regular meeting held in June.

Each officer shall hold office for no more than two terms, (6) six years or until his successor has been duly elected and shall have qualified or until his/her resignation or death.

Section 3: Removal

Any Officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Board will be served thereby. Removal shall be affected by two-thirds vote of the members attending a called meeting for the purpose wherein a quorum is present.

Section 4: Vacancies

A vacancy because of resignation, removal, disqualification, death or otherwise may be filled by the Board for the unexpired portion of the term, at any meeting of the Board with notice having been given of such proposed action.

Section 5: Chair

The Board shall elect from among those members who represent the business sector, a Chair for the Board. The Chair shall be a private sector representative (business/industry), non-governmental member. The Chair will be the principal operating officer of the Board and shall in general supervise and control all of the business and affairs of the Board. He/she may sign, with the Executive Director, or any other proper officer of the Board thereunto authorized by the Board, any instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other Office or agent of the Board, or

Atlantic County WDB By-Laws

shall be required by law to be otherwise signed or executed; and general shall perform duties as may be prescribed by the Board from time to time. He/She shall provide leadership to the Board in carrying out its collective responsibility to develop a broad community wide base of voluntary support of cooperation in delivering the basic objectives of the Board.

Section 6: Vice-Chair

The Vice-Chair shall be a private sector representative (business/industry), non-governmental member. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice-Chair shall perform such other duties from time to time may be assigned by the Chair or by the Board.

Section 7: Secretary/Treasurer

The above title will be combined with the Treasurer. The administrative duties will be limited to the limits of the Treasurer. This officer will function in the absence of the Chair and, Vice Chair. This officer will work as a liaison to the Board Liaison /Contract Administrator providing support, information and as directed, reporting.

Section 8: Treasurer

The above title will be combined with the Secretary. The administrative duties will be limited to the limits of the Secretary. This officer will function in the absence of the Chair and, Vice Chair. This officer will work as a liaison to the Contract Administrator providing support and information. This officer will collaborate with the Executive Director, the Chair and the WDB Financial Officer.

ARTICLE V. ADMINISTRATION

Section 1: Functions

All administrative functions of the board shall be provided by the Executive Director and the staff, who are employees of the WDB. The WDB staff shall also function as the administrative entity and shall provide fiscal and program performance reports to the Board on a quarterly bases and as requested.

Section 2: Staffing

The Board may employ staff necessary to carry out the functions and purposes of the WDB as determined by the annual funding. The Executive Director shall be responsible for the selection, general management, and supervision of all staff within the confines of the budget allocated by the New Jersey State Department of Labor and Workforce Develop and the Atlantic County Department of Administrative Services. The Executive Committee and the Board shall be apprised of all personnel issues, if such exist, on a quarterly basis.

Section 3: Personnel Guidelines

All WDB staff shall be subject to the policy and procedures of the Atlantic County Department of Administrative Services which conducts an orientation for all its County employees and provides a personnel manual to be kept on file. The actions of the Executive Director in the hiring and firing of personnel shall be subject to a review and approval of the Executive Committee and reported to the Board.

Atlantic County WDB By-Laws

ARTICLE VI. RESPONSIBILITIES

The Board shall perform such functions and satisfy any and all responsibilities afforded under Executive Order

36. As such, the Board shall:

- (a) Provide policy guidance for, and exercise of oversight with respect to, activities under Executive Orders 36 and the Unified State Plan for New Jersey's Workforce Development System for its service delivery area in partnership with the units of general local government within its service delivery area.
- (b) Determine procedures for the development of the Board.
- (c) Provide oversight of the programs conducted under the workforce development system in its service delivery area.
- (d) The Board may assume such additional duties consistent with the intent and scope of its mission, in agreement with the Chief Elected Official of the service delivery area of subsequent modifications to the responsibilities and duties of the Board.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND CONTRIBUTIONS

Section 1: Contracts

All Board contracts are subject to the fiscal procedures by the New Jersey State Department of Labor and Workforce Development, Atlantic County Treasurer's Office, the Atlantic County Office of Budget and Purchasing and the Atlantic County Auditor Office. The Board shall receive financial reports by the WDB fiscal staff person at all Board meetings.

Section 2: Checks, Drafts, etc....

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Board, shall be signed by the Atlantic County Treasurer, or such Officer or Officers, agent, or agents of the Board and in such manner and shall from time to time be determined by resolution of the Board.

Section 3: Deposits

All funds of the Board not otherwise employed shall be deposited from time to time to the credit of the Board in such banks, trust companies or other depositories as the Board may select.

Section 4: Contributions

The Board may accept on behalf of the organization any contribution, gift, request, or devise for the general purposes or for any special purpose of the Board. The Board employees are subject to the Code of Ethics and procedures established by the Atlantic County Board of Ethics regarding governmental employees and acceptance of gifts.

ARTICLE VIII. AGENTS, CONSULTANTS AND PROFESSIONAL SERVICES

Persons of firms other than Officers of the Board may from time to time be engaged or employed to assist the Board in carrying out its programs and purposes. Any such employment must be any action of the Board upon terms and

Atlantic County WDB By-Laws

conditions such as appearance at Board meetings to give progress reports, including payment for services set forth by the Board.

ARTICLE IX. BOOKS AND RECORDS

The Board shall keep, correct, and complete books and records of account and shall also keep minutes of proceedings of its Board and Committees having any authority of the Board.

ARTICLE X. ETHICS

Section 1: Ethics

The Board and its members shall be subject to the policy and procedures, in accordance with N.J.S.A. 40A:9-22.1, known and may be cited as "Local Government Ethics Law."

Section 2: Recusal of Members

Furthermore, New Jersey Governor's Council on Alcoholism and Drug Abuse Proposed Code of Ethics, case laws sites that Board members "cannot be involved in the preparation of a grant application to be submitted to the Board and must recues himself/herself as a member of the Board from discussions and voting on a grant application for any organization with which he/she is affiliated."

ARTICLE XI. AUDITS

Section 1: Audited Financial Statement

The Board shall utilize the auditing procedures of the County of Atlantic which is the administrative entity for the Atlantic County Workforce Development Board.

Section 2: Audits by Public Agencies

The Board shall cause to be made available all books and records of the Board for examination by duly authorized employees, accountants, or agents of federal, state, or local public agencies in accordance with requirements of such agencies or contractual covenants.

ARTICLE XII. IDEMNIFICATION

Section 1: Indemnification

The Board shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completion action, suit or proceeding wither civil, criminal, administrative, or investigative by reason of the fact that such person is or was a Director, Officer or employee of the Board as Director, Officer or employee of another

Atlantic County WDB By-Laws

organization, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action suit or proceeding to the extent that such person is not insured or otherwise indemnifies and the powers to so indemnify has been or may be granted by statute. For this purpose, the Board may, and on request of any such person shall be required to, determine each whether the applicable standards of any such statute have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination.

Section 2: Indemnification, not Exclusive

The Foregoing indemnification shall not be deemed exclusive of any other right to which an indemnification may be entitled, as to action in another capacity while holding such office, and shall insure to the benefit of the heirs, executors and administrators of any such person.

Section 3: Insurance and Other Indemnification

The Board shall have the power to purchase and maintain such fidelity and bond insurance on such Officers, Directors, staff and on behalf of others, to the extent that power to do so have been or may be granted by statute and given other indemnification to their extent not prohibited by statute.

ARTICLE XIII. FORCE AND EFFECT BY-LAWS

These By-Laws are subject to the provisions of Executive Order 36 and a Unified and Combined State Plan for New Jersey's Workforce Development System as may be amended from time to time. If any provision in these By-Laws is inconsistent with the provision of Executive Order 36 or a Unified and Combined State Plan for New Jersey's Workforce Development System, the Executive Order 36 or a Unified and Combined State Plan for New Jersey's Workforce Development System shall govern to the extent of such inconsistency.

ARTICLE XIV. AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended, or repealed by an affirmative vote of two-thirds of the entire Board. Written notice of any such By-Law changes to be voted upon by the Board shall be given not less than seven (7) days prior to the meeting at which such change shall be proposed. Any changes to the By-Laws may be submitted in writing by two (2) or more members, read at two regular consecutive meetings and voted upon at the second meeting. Such proposal shall be in written ballot to be submitted to the Chair prior to or at the meeting scheduled for such action.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in "Roberts Rules of Order Revised," or the most recent edition or revision of said order, shall govern this Board in all cases to which they are applicable, and in which they are not consistent with these By-Laws or applicable federal and state statutes and regulations.

Atlantic County WDB By-Laws

SIGNATURES

The individuals signing below have the authority to commit the parties they represent to the terms of this Agreement, and do so commit by signing below:

ATTEST: ATLANTIC COUNTY WORKFORCE DEVELOPMENT BOARD:

Francis F. Kuhn, Executive Director

Riaz Rajput, Chair

Update 8.2022/sam