

Brockton Area Workforce
BAWIB
Investment Board

BY-LAWS

ARTICLE I - INCORPORATION PROVISIONS

Section I - Name of Corporation

This body shall be known as the Brockton Area Workforce Investment Board, Inc. and hereinafter referred to as the Board.

Section 2 - Purposes of the Board

A. The purposes of the Board shall be exclusively for the charitable and educational purposes of serving as an independent council to provide policy guidance for, contract for and exercise oversight with respect to the workforce development system in the Brockton Service Delivery Area (SDA) by, among other things:

1. Promoting and organizing (including contracting for) programs to develop training and employment opportunities in the Region, and,
2. Enlisting the voluntary support and cooperation of the business sector, and employer groups, public and private service agencies, educators and governmental bodies for the programs sponsored so as to enhance the economic and social well being of the Region, and,
3. Advising existing public and private employment and training organizations on methods and programs designed to increase job placements, and,
4. Providing special emphasis to the economically disadvantaged in its programs and service offerings.

B. The Brockton SDA includes the city of Brockton and the towns of Avon, Abington, Bridgewater, Easton, East Bridgewater, Hanson, Stoughton, West Bridgewater, and Whitman.

Section 3 - Duration

The period of duration is perpetual.

Section 4 - Charitable Purposes/Powers of the Board

In furtherance of the foregoing purposes, the Board shall have all powers granted to a corporation organized under Massachusetts General Laws, Chapter 180, including, without limitation, all powers specified in Section 9 of Chapter 156B (except paragraph (m) thereof) which are expressly adopted. Notwithstanding any other provisions of these articles, this Board will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section

501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

Section 5 - Contributions

In seeking to achieve its stated purposes, the Board may elect to solicit, contract for, and receive public and private contributions in the form of financial, personal and other types of assistance; and to apply the grants, loans, gifts, resources, and other funds and items of value committed to the Board or towards such other projects and organizations as may be directed by the contributions in keeping with the purposes to which the Board is organized.

Section 6 - Conflict of Interest

- A. No Board member may personally participate in any vote in a particular matter, which involves the giving of anything of value to the organization which the individual Board member is also affiliated with and must recuse themselves from matters where they may have a financial interest.
- B. No Board member may chair any meeting during which the giving of anything of value to the organization which the Board member is also affiliated with is discussed.
- C. No Board member may receive anything of value as a result of a benefit conferred upon an organization with which the Board member is also affiliated.
- D. Board members must disclose with particularity the nature and extent of an affiliation with an organization that is seeking anything of the Board prior to consideration of the request by the Board or an appropriate committee thereof.
- E. No Board member may accept a position of employment with BAWIB, for a period of one year from the date ending their Board membership.

Section 7 - Indemnification of Officers and Members

The Board shall indemnify any and all present or former Members or Officers, in accordance with and to the fullest extent permitted by law, for the costs incurred by them in connection with the defense, compromise or settlement of any civil action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Members or Officers of the Board except that, in the case of any action, suit or proceeding brought by the Board, there shall be no indemnity in relation to matters as to which any such individual shall be adjudged in such action, suit or proceeding to be liable for negligence or other misconduct in the performance of a duty to the Board.

Section 8 - Dissolution

In the event of the dissolution of this Board, to the extent allowed under applicable law, all of the

residual assets of the Board shall be distributed to, or its assets shall be sold and the proceeds distributed to, one or more organizations organized and operating for the same purposes for which this Board is organized and operating or to one or more corporations, funds or foundations organized and operating exclusively for charitable or educational purposes, and which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purposes, as shall be selected by the Members of the Board. In the event that for any reason upon the dissolution of the Board the Members of the Board shall fail to act in a manner herein provided within a reasonable time, the Senior Judge of the Superior Court of Plymouth County shall make sure of distribution as herein provided upon the application of one or more persons having a real interest in the Board or its assets.

ARTICLE II - MEMBERS

Section 1 - Size

The Board shall be composed of not fewer than seven (7) members appointed by the Chief Elected Official of the City of Brockton.

Section 2 - Composition

- A. Pursuant to Section 117 of the Workforce Investment Act of 1998, at least 51% of the total members must be representatives of business in the region, the chair must be elected from the business sector, and the composition of the Board shall be as follows:
1. Representatives of business in the local area who –
 - a. Are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority or their designees;
 - b. Represent businesses with employment opportunities that reflect the employment opportunities of the local area; and
 - c. Are appointed from among individuals nominated by local business organizations and business trade associations at the request of the Board;
 - d. Represent other businesses as deemed appropriate by the Chief Elected Official
 2. Representatives of local educational entities, including representatives of local educational agencies, local school boards, entities providing adult education and literacy activities, and postsecondary education institutions (including representatives of community colleges, where such entities exist), selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities;
 3. Representatives of labor organizations (for a local area in which employees are represented by labor organizations), nominated by local labor federations, or (for a local area in which no employees are represented by such organizations), other representatives of employees;

4. Representatives of community based organizations (including organizations representing individuals with disabilities and veterans, for a local area in which such organizations are present);
5. Representatives of economic development agencies including private sector economic development entities;
6. Representatives of each of the One-Stop Career Center partners identified under the Workforce Investment Act; and
7. Such other individuals or representatives of entities as the chief elected official may determine to be appropriate.

B. The One-Stop Career Center Director and the Fiscal Agent Director will be ex-officio members with no voting privileges and will not be included in the membership count when considering Board representation as part of the WIB Certification process.

Section 3 - Selection Process

The Chief Elected Official of the City of Brockton will appoint members to the Board from the slate of nominations (**prepared pursuant to Section 2**). All appointments shall be for a three year term. The person so appointed shall serve until the term in which he or she was appointed expires. After the term expires, members will be replaced or may continue based upon re-nomination and re-appointment, in the same manner as original appointments. All Board members who are required by law under the Workforce Investment Act are exempt from these procedures.

Section 4 - Resignation or Termination of Membership

A. Resignation - Any member may resign from the Board at any time by giving written notice thereof to the Chairperson. The resignation shall become effective upon the date specified therein or, if no date is specified, upon receipt thereof by the Chairperson. Acceptance shall not be necessary to render the resignation effective.

B. Termination - Any member may be suspended or expelled from membership in the Board by being absent from three (3) consecutive Board or Committee meetings unless confined to illness or other absence approved by a vote of two-thirds of the Executive Committee. After two consecutive unapproved absences Board members will be sent a notice informing them of this policy and the consequences of a third unapproved absence. After a third unapproved absence a letter will be sent informing the Board member of the Board's intent to terminate and providing the Board member with an opportunity to meet with the Executive Committee to explain any extenuating circumstances that may have contributed to the absence.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting

There shall be an annual meeting of the Brockton Area Workforce Investment Board, Inc., no later than ninety (90) days after the close of the fiscal year (June 30) at a time and place to be specified. The Chairperson shall specify the purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization, or by these By-Laws.

Section 2 - Regular Board Meetings

The Board shall meet as it deems necessary but not less than four (4) times each year, one of which may be the annual meeting. Notice of these meetings and all relevant materials shall be given to each member at least five (5) working days prior to the scheduled meeting date.

Section 3 - Special Board Meetings

A. Special meetings of the Board shall be called by the Chairperson or in the case of death, absence, incapacity, or refusal of the Chairperson, by any other officer, upon written application of five (5) or more members entitled to vote at such meeting.

B. Notice of a special meeting requires a three (3) day advance notice either by telephone, mail or e-mail to each member personally. Such notice shall include: (1) the time, (2) the place, and (3) the purpose of the meeting.

Section 4 - Public Notice of Meetings

The Board shall give public notice of all of its meetings as specified in Massachusetts General Laws, Chapter 30A, and Section 11A. Except in emergencies, the Board will post a notice of the meeting at least 48 hours (excluding Saturdays, Sundays, and legal holidays) prior to the time of such meetings at the principal office or the Board's website. The notice will include the date, time and place of the meetings. All meetings shall be held in accordance with the Massachusetts Open Meeting Law; notices of BAWIB meetings are sent two weeks in advance to all city/town halls within the Workforce Investment Area for public posting

Section 5 – Minutes

Minutes of each meeting shall be forwarded to each Board member at least five (5) working days prior to the next scheduled meeting.

Section 6 - Quorum

One third of the members then in office shall constitute a quorum, but if a quorum is not present, the meeting may be held for discussion but no votes may be taken at meetings where a quorum is not present.

Section 7 - Voting

Each member shall have one vote, which may only be cast in person. Proxy votes are not permitted

for business of the Board.

Section 8 - Action at Meeting

When a quorum is present, any matter before the meeting shall be decided by vote of a majority of the Members voting on such matter, except where a larger vote is required by law, by the Articles of Organization or by these By-Laws. Any election by the Members shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Articles of Organization or by these By-Laws. No ballot shall be required for any election unless requested by a Member who is entitled to vote in the election. When parliamentary procedures are not covered by these By-Laws, the most current version of Robert's Rules of Order (revised) shall prevail.

Section 9 - Agenda

The responsibility of the establishment of an agenda will be that of the Chairperson and Executive Director. Any Board member may submit to the Chairperson or Executive Director any agenda items.

ARTICLE IV - OFFICERS AND COMMITTEES

Section 1 - Officers

- A. Election - The Board shall elect annually a Chairperson, Vice-Chairperson, and Clerk. Elections shall be held at the annual meeting and officers shall assume their duties October 1st for the period of one (1) year. A single individual may not hold more than one office at a time and may not serve for more than four (4) consecutive one-year terms in the same office. Nominations for these offices will be accepted from current Board members in good standing and through a nominations committee appointed by the Board Chair. Election will be by a simple majority. Vacancies in the officer's rank may be filled at a regular Board meeting in the manner described above, providing notification of the election is contained in the meeting notice. If a vacancy occurs in the officer's rank during the year, the board Chair may temporarily appoint a Board member to fill the vacancy until the next regularly scheduled Board meeting at which time the vacancy may be filled in the manner described above, providing notification of the election is contained in the meeting notice.
- B. Chairperson - The Chairperson shall preside at all meetings of the Board and advise the Board on matters of general policy and perform such other duties as may be assigned to him or her from time to time by the Board. He or she shall provide leadership to the Board in carrying out its collective responsibility to develop a broad community-wide base of voluntary support and cooperation in achieving the basic objectives of the Board. The Chairperson shall be a representative of the business sector
- C. Vice-Chairperson - The Vice-Chairperson shall, in the temporary absence of the Chairperson or in the event of his or her inability to act, perform 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. He or she shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board. The Vice-Chairperson shall be a representative of the business sector.

- D. Clerk - The Clerk shall assure that all notices are duly given in accordance with the By-Laws or as required by law; shall monitor the minutes of all meetings and official proceedings; and shall in general perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned him or her by the Chairperson or the Board.
- E. Treasurer - The Treasurer shall be responsible for the safeguarding of funds and is authorized to review and report on BAWIB financial information. The Treasurer shall also act as Chair of the Finance Committee. In accordance with the Memorandum of Agreement among the Chief Elected Official, BAWIB and the Fiscal Agent, the City Auditor, as designated by the Mayor of the City of Brockton, shall be the Treasurer of the organization.

Section 2 - Committees

- A. In order to effectively carry out the mandate to coordinate and give policy guidance and direction to employment and training efforts in the Brockton Area Service Delivery Area, the Board may establish committees and/or task forces. Each committee will perform the important task of developing goals and objectives, reviewing proposals in its area of responsibility, and making recommendations to the Board for its consideration and action, which will result in the delivery of quality services to the residents and businesses of the Service Delivery Area. The Chairperson of the Board shall appoint committee/task force chairs.
- B. Management Committee - The Management Committee shall be composed of the Chairperson, Vice-Chairperson, Clerk, Treasurer, the Immediate Past Chair, the Chairs of each Committee of the Board, and two at-large members. The Management Committee shall have the authority to act on matters in the absence of the full Board. Any actions taken that would have required a vote by the full board must be brought to the attention of the Board at its next regularly scheduled Board meeting and ratified by the Board through a simple majority vote.
- C. Youth Council – there shall be established within the Board Youth Council pursuant to Section 117 (h) of the Workforce Investment Act of 1998.
 - 1. Membership - shall include Board members with special expertise in youth affairs, representatives of youth services agencies including juvenile justice and local law enforcement, representatives of local public housing authorities, parents of eligible youth seeking assistance under the Workforce Investment Act of 1998, individuals, including former participants, and representatives of organizations, that have experience relating to youth activities, representatives of the Job Corp, as appropriate; and such other individuals as the Chairperson, in cooperation with the

Chief Elected Official, determines to be appropriate.

2. Duties – the duties of the Youth Council shall include:

- a. Developing the portions of the local plan relating to eligible youth, as determined by the Chairperson;
- b. Recommending eligible providers of youth activities, to be awarded grants or contracts on a competitive basis by the Board to carry out youth activities;
- c. Conducting oversight with respect to the eligible providers of youth activities;
- d. Coordinating youth activities, and
- e. Such other duties determined to be appropriate by the Chairperson.

3. Term – The term for the Youth Council has been established as three years. Appointments will be made by the Chair of the Youth Council with non-Board members receiving prior approval from the Executive Committee.

D. Marketing – This Committee is responsible for developing and promoting the services and goals of BAWIB.

E. Career Center Committee – This committee reviews the performance and outcomes of the chartered One Stop Career Center, and works towards initiating programs with employers, to strengthen the workforce in our region

F. Resource Development – This Committee is responsible for developing a strategy to cultivate diversified funding streams, including contracts, corporate and foundation funding and fee for service.

Relationship – members of the Youth Council and other committees who are not voting members of the Board shall be voting members of the Youth Council and their respective committees. Committee members may be appointed by the Chair of the respective committee upon which they wish to serve or may be assigned to a committee by the Board Chair. The Executive committee must approve all non-Board members who wish to serve on a committee.

Quorum – One third of the members on the Committee shall constitute a quorum, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice. No votes may be taken at meetings where a quorum is not present.

ARTICLE V - CONTRACTS, LOANS, CHECKS, DEPOSITS

A. Contracts - The Board may authorize any officer or agent to enter into any contract, or execute and deliver any instrument in the name of and in behalf of the corporation, and such authority may be general or limited to specific instances.

- B. Loans - No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or limited to specific instances.
- C. Checks, Drafts, Etc. - All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation as they relate to the Workforce Investment Act, shall be signed by the fiscal agent, as designated by the Mayor.
- D. Deposits - All funds of the corporation not otherwise employed shall be deposited from time to time in the name of the corporation in such banks, trust companies, or other depositories as the Board may designate.

ARTICLE VI - AGENTS, EMPLOYEES, CONSULTANTS, PROFESSIONAL SERVICES

Persons or firms other than members of the Board may from time to time be engaged or employed to assist the Board in carrying out its programs and purposes. The Board shall contract for the services of an Executive Director. The Executive Director shall be responsible for filling such other staff positions as may from time to time be authorized by the Board.

The Executive Director provides leadership and support to the Board as it carries out its role of improving the quality of the workforce, increasing career opportunities for youth and adults, and enhancing the productivity of businesses in the Greater Brockton region. The Executive Director accomplishes these tasks by fostering good relationships throughout the community with diverse groups; encouraging innovative thinking; and developing collaborations between all workforce development partners (business, labor, educations, economic development and community based organizations, local and state government and social service agencies) to achieve common goals.

On an annual basis, the Executive Director will receive a performance evaluation by the Chair of the Board. In order to execute this evaluation, the Chair will speak privately with BAWIB employees, board members, and others as deemed appropriate by the Chair in order to provide a fair assessment of the Executive Director's performance for the previous year. This evaluation will form the basis for any salary increase recommendations and individual development plans.

ARTICLE VII - MISCELLANEOUS PROVISIONS

- A. Fiscal Year - Except as otherwise determined by the Board, the fiscal year of the corporation shall be the twelve months ending June 30.
- B. Seal - The Board shall have power to adopt and alter the seal of the corporation.
- C. Voting of Securities - Unless otherwise provided by the Board, the Chairperson or Treasurer may waive notice of and act on behalf of this corporation, or appoint another person or persons to act as proxy or attorney in fact for this corporation with or without discretionary power and/or power of substitution, at any meeting of stockholders or shareholders of any

other corporation or organization, any of whose securities are held by this corporation.

- D. Resident Agent - The Board may appoint a resident agent upon whom legal process may be served in any action or proceeding against the corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.
- E. Corporate Records - The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and Members shall be kept in Massachusetts at the principle office of the corporation, or at an office of its Clerk or resident agent, and shall be open at all reasonable times to the inspection of any Member or Officer for any proper purpose.
- F. Articles of Organization - All references to these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended and in effect from time to time.
- G. Net Earnings and Dissolution - The net earnings of the corporation shall be devoted exclusively to civic, charitable and educational purposes. Subject to the requirements of law, in the event of the voluntary dissolution of the corporation, the Board shall designate as recipient of the corporation's property remaining after winding up of its affairs, any organization or organizations which are exempt from taxation under either Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code (as amended from time to time) and which, in the sole discretion of the Board, most nearly further the purposes for which the corporation is organized.
- H. Amendments - These By-Laws may be amended by a majority vote of the members then in office at a meeting called for such purpose.