

**BYLAWS FOR THE WORKFORCE DEVELOPMENT BOARD  
OF FLAGLER AND VOLUSIA COUNTIES, INC.  
(WDB-FVC, Inc.)**

**ARTICLE I - NAME**

**Section 101.**

The name of the Corporation shall be the Workforce Development Board of Flagler and Volusia Counties, Inc. (WDB-FVC, Inc.) hereinafter referred to as "the Corporation."

**ARTICLE II - PURPOSE**

**Section 201.**

The purpose for which the Corporation is formed is set forth in the Articles of Incorporation.

**ARTICLE III - BOARD OF DIRECTORS**

**Section 301. Authority and Number.**

The affairs, business and property of the Corporation shall be managed and controlled by its Board of Directors, numbering not less than twenty-seven. The Board of Directors of the Corporation shall be nominated and appointed in accordance with the Workforce Investment Act (WIA), and any subsequent amendments, the Workforce Florida Act of 1996, and any subsequent amendments, and any agreements between the Corporation and the counties of Volusia and Flagler. Any individual who subscribes to the purpose and basic policies of the Corporation may be designated a Director of the Board subject only to compliance with the provisions of the Bylaws. Directorship shall be available without regard to sex, race, creed, disability, or national origin.

**Section 303. Tenure.**

The public and private sector Board of Directors shall be appointed for three-year terms. To provide continuity, terms shall be staggered such that the terms of approximately one-third of the directors expire each year.

**Section 304. Representation.**

Representation on the Board shall be consistent with the Workforce Florida Act of 1996 and subsequent amendments, WIA and any agreements between the Corporation and the counties of Volusia and Flagler. The majority of the Board shall consist of private sector business representatives; the balance shall consist of permanent and public sector members. The private sector members shall be owners, Chief Executive Officers, Chief Operating Officers, or other executives with substantial management or policy responsibility nominated by general-purpose business organizations. The permanent members shall include the president of the community college, the superintendents of the schools from Volusia and Flagler counties, a representative from the Agency for Workforce Innovation or the equivalent, the Vocational Rehabilitation Administrator, and the CEOs of licensed, private, post-secondary educational institutions participating in vocational education and job training. The public sector members shall include at least one representative from the Flagler County Commission, the Volusia County Council, economic development, organized labor, community based organizations, and each of the contributing One-Stop partners. One of the community based organizations shall provide direct job training and placement services to hard-to-serve individuals including the target population of people with disabilities.

In no instance shall representation from the private sector be less than fifty-one percent and in no instance shall private sector representation from each county be less than fifty percent of that county's appointments.

**Section 305. Voting Rights**

Each Director of the Board in attendance at a duly called meeting shall be entitled to one vote on each matter submitted to a vote of the Directors.

**Section 306. Designee and Designee Rights**

Each Director of the Board, will serve personally. Designees may attend meetings, but may not vote, make a motion, or be counted towards a quorum.

**Section 307. Vacancies**

Any vacancy occurring on the Board of Directors shall be filled in accordance with the Workforce Florida Act of 1996, and any subsequent amendments, WIA and any agreements between the Corporation and the counties of Volusia and Flagler. The appointment shall fill the unexpired term of the predecessor.

**Section 308. Compensation**

Directors may be reimbursed for expenses arising out of their service as Directors, but shall not be compensated for participation on the Board.

**Section 309. Termination**

Directors failing to attend three consecutive Board meetings may be considered by the Board for termination as a Director of the Board. Directors will be notified that they may be subject to termination after missing two consecutive meetings. Termination in accordance with this section requires a two-thirds vote of the members present at a regular meeting of the Board.

**Section 310. Suspension/Expulsion**

Any Director may be suspended or expelled from directorship in the Corporation for cause by unanimous vote of the remaining Directors of the Board present at a duly called meeting. Notification will be made to the nominating authority.

**ARTICLE IV - MEETINGS**

**Section 401. Regular Meetings**

The Board of Directors shall meet at a minimum semi-annually to conduct the business of the Corporation.

**Section 402. Annual Meeting**

An annual meeting of the Directors shall be held during the month of November, unless determined otherwise by the Board, for the purpose of electing officers and for the transaction of any other business that may come before the Board.

**Section 403. Notice**

Written notice stating place, day and hour of regular meetings shall be mailed to Directors at least ten days in advance. Meeting notices shall be posted as prescribed by law.

**Section 404. Special or Emergency Meeting**

The Chair may call, or at least three Board members may direct the Chair to call, a special or emergency meeting. Five day written or verbal notice of such meeting will be required. Notice shall be provided specifying the purpose of such meeting and no other business may be considered once the agenda has been adopted. Meeting notices shall be posted as prescribed by law.

**Section 405. Quorum**

One-third of the voting Directors shall be considered a quorum and shall be authorized to conduct Corporation business. Robert's Rules of Order shall apply.

**Section 406. Conflict of Interest**

No member shall cast a vote, nor participate in any decision-making capacity, on the provision of services by such member (or any organization which that member directly represents) or on any matter that would provide any direct financial benefit to that board member. Any potential conflict, whether real or perceived, must be disclosed and requires that the board member not discuss, deliberate, or in any other way attempt to persuade the issue for which a conflict of interest has been declared. A conflict of interest is present if the individual board member, any member of the individual's immediate family, the individual's business partner, or any organization which employs, or is about to employ, any of these individuals has a financial or other interest in the firm or organization selected for a financial award by the board.

**ARTICLE V - ORGANIZATION****Section 501. General Powers**

The policies and affairs of the Corporation shall be determined by the Board of Directors.

**Section 502. Officers**

The Officers of the Corporation shall be a Chair, a Vice-Chair, and a Secretary. The Board of Directors may create such other offices, and elect such other officers, as it shall deem desirable.

**Section 503. Election and Term of Office**

The Officers of the Corporation shall be elected by majority vote at the annual meeting of the Board of Directors. If the election is not held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office for one year or until a successor shall have been duly elected.

**Section 504. Eligibility**

Only Directors of the Board shall be eligible to hold elective office of the Corporation. The Chair and the Vice-Chair shall each be a representative of the private sector.

**Section 505. Vacancies**

A vacancy in any office shall be filled for the unexpired term of the Officer at a regularly scheduled meeting, or a specially called meeting of the Board, in accordance with the provisions of these Bylaws.

**Section 506. Chair**

The Chair shall preside at all meetings, sign any deeds, mortgages, bonds, contracts, or other 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 Bylaws or by statute to some other officer or agent of the Corporation. The Chair shall appoint all committees with the approval of the Board.

**Section 507. Vice Chair**

In the absence of the Chair, or in the event of the Chair's 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. The Vice Chair shall perform such duties as from time to time may be assigned by the Chair or the Board. Additionally, the Vice Chair will serve as Chair of the Finance Committee.

**Section 508. Secretary**

The Secretary shall keep the minutes of all meetings of the Board, see that all notices are duly given in accordance with these Bylaws or as prescribed by law, be custodian of the corporate records, keep a register of the post office address of the Directors of the Board, and in general perform all the duties incident to the office of Secretary and such other duties as from time to time be assigned by the Chair or by the Board.

**Section 509. President**

The President shall be the chief executive officer of the Corporation and shall be responsible for oversight and direction of the affairs and business of the organization, subject to the policies and direction of the Board, and shall be its managing head. The President shall have sole responsibility for the employment and discharge of staff.

In addition, the President shall have the authority to sign on behalf of the Corporation all necessary papers in connection with the routine administrative matters of the Corporation, and shall have the authority to make contracts and expenditures within the approved program and budget parameters set forth by the Board. The President or designee shall be advisory and support staff to the Board and all committees of the Corporation, and shall be the liaison between the Board and staff and ensure that adequate and effective communications exist between them. In general, the President shall perform all functions necessary and proper to assure that the policies, objectives and aims of the Corporation are carried out.

**ARTICLE VI - STANDING COMMITTEES****Section 601. Formation**

The Chair may create such committees as deemed necessary, including both Board and Advisory committees. The Chair shall also define powers, duties, functions, and scope of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

**Section 602. Membership**

The Chair shall appoint the committee. The Chair shall also have the option of appointing the committee chair or assigning that responsibility to the committee, in which case, one member shall be elected committee chair by a majority vote of the committee members.

**Section 603. Quorum**

Unless otherwise provided for by the Board or the Chair, a majority of the whole committee shall constitute a quorum and the act of a simple majority of the members present at a meeting shall be the act of the committee.

**Section 604. Rules**

All committees shall be considered ad hoc and rules governing these committees shall be consistent with these Bylaws or with rules adopted by the Board.

**Section 605. Protocol**

Committee findings, recommendations and reports shall be submitted to the Board for official action. No committee findings or recommendations shall be published without the approval of the Board and/or the Executive Committee acting on behalf of the Board.

**Section 606. Expenses**

No committee shall incur any debt payable by the Corporation without prior approval of the Board.

**Section 607. Executive Committee**

The Executive Committee will consist of the officers, the past Chairs, and Chairs of the several committees. The Chair will preside. The Executive Committee shall exercise, in the intervals between meetings of the board, all of the powers that may legally be delegated in the management of the affairs of the organization. The Executive Committee shall report any and all actions taken to the full Board of Directors at the next regularly scheduled meeting.

**Section 608. Finance Committee**

The Finance Committee shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors and, in general, perform such other duties as from time to time may be assigned by the Chair or the Board of Directors. The Vice Chair of the Corporation shall serve as Chair of the Finance Committee.

**ARTICLE VII - CHECKS, DEPOSITS AND FUNDS****Section 701. Checks, Drafts, etc.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Chair of the Finance Committee and countersigned by the Chair.

**Section 702. Bonding**

The Board shall require bonding of Officers, Directors, or Agents of the Board with responsibility for funds in such amounts as it deems necessary and adequate.

**Section 703. Deposits**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

**Section 704. Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

**ARTICLE VIII - BOOKS AND RECORDS**

**Section 801.**

The Corporation shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its Board and Committee meetings. An independent audit of the Corporation's books and records of account shall be provided annually to the Board and to the Chief Elected Official of each of the member counties.

**ARTICLE IX - INSURANCE**

**Section 901.**

The Corporation shall purchase and maintain adequate liability protection for the Corporation, its Directors, Officers, and Staff. In addition, the Corporation shall also purchase any other insurance protection the Board deems appropriate and necessary.

**ARTICLE X - FISCAL YEAR**

**Section 1001.**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

**ARTICLE XI - ANNUAL REPORT**

**Section 1101.**

A report of the Corporation's business for the preceding fiscal year shall be presented to the Board at the annual meeting following the end of that fiscal year and to the Chief Elected Official of each of the member counties.

**ARTICLE XII - BYLAWS REVISION**

**Section 1201.**

These Bylaws shall be subject to modification, amendment, or revision, by a two-thirds majority vote of the Directors present at a regular or special meeting of the Board. Each suggested change in the Bylaws must be mailed to each Director at least thirty days before the date of the meeting at which the proposed amendment is to be considered.