



DURHAM WORKFORCE DEVELOPMENT BOARD BYLAWS

ARTICLE I – NAME, AUTHORITY, PURPOSE AND ESTABLISHMENT

Section 1 Name

The name of the organization shall be the Durham Workforce Development Board, hereinafter referred to as the DWDB or the Board.

Section 2 Establishment and Authority

The Durham Workforce Development Board is established and receive its authority in accordance with the Workforce Innovation and Opportunity Act (WIOA), which was signed into law on July 22, 2014, as Public Law 113-128 (80FR 20689) and replaces and supersedes the Workforce Investment Act (WIA) of 1998. Subsequently, the Durham City-County Workforce Development Area Interlocal Agreement (ILA) authorized the establishment of the DWDB by both the City and County and adopted by City Council on May 8, 2015.

Section 3 Purpose

The purpose of the Durham Workforce Development Board is to facilitate, plan and coordinate workforce development resources to maximize the efforts of government, businesses, workforce partners, and education. The Board shall promote a responsive workforce development system; develop and approve a job training plan for the provision of coordinated employment and training services; provide oversight and guidance for workforce development activities; and provide employment and training services designed to alleviate the social, educational, and economic problems of groups or individuals, including but not limited to those with employment barriers.

The Board shall also carry out the duties and functions delegated to it in Articles II and II of the Durham City-County Workforce Development Area Interlocal Agreement, and the duties set forth under the provisions of the Workforce Innovation Opportunity Act (WIOA), Section 107(a) and (b), as amended, or any subsequently enacted statutory authority.

The DWDB shall represent a wide variety of individuals, businesses and organizations throughout the local area. The Board serves as a strategic convener to promote and broker effective relationships between Durham City, Durham County and economic, education, and workforce partners. The DWDB shall maintain strategic and strong relationships with business organizations, chambers of commerce, labor and trade associations, education providers, and others as needed or required.

ARTICLE II – FUNCTIONS, DUTIES AND OVERSIGHT RESPONSIBILITIES

Section 1 Functions and Duties

The duties and responsibilities of the DWDB shall include, but are not limited to, the following:

- a. Planning and overseeing the delivery of all workforce development programs specified as responsibilities of the Workforce Investment Boards under the WIOA including, but not limited to, engaging employers, and convening, brokering, and leveraging workforce system stakeholders;
- b. Conducting workforce research and labor market information (LMI), developing career pathways, coordinating with education agencies, and promoting proven and promising practices in a range of workforce-related areas;
- c. Planning and overseeing the delivery of all workforce development programs specified as responsibilities of North Carolina's NCWorks Career Center system;
- d. Advising local elected officials, employers, local education agencies, community college, state and local employment and training agencies, and citizens about workforce development policies, programs, and other information;
- e. Serving as a point of contact for businesses, industries, and the public sector to communicate their workforce needs;
- f. Brokering relationships with stakeholders through strategic plan initiatives (e.g., provider collaboratives that address barriers to employment and other issues);
- g. Developing linkages with the Greater Durham Chamber of Commerce and local and regional development efforts to promote cooperation and coordination among public organizations, community organizations, educational institutions, and private businesses;
- h. Developing plans in coordination with appropriate community partners to address the workforce development needs of Durham County and the City of Durham that are responsive to the goals, objectives, and performance standards established by the Governor;
- i. Conducting workforce research and regional labor market analysis as provided in WIOA 20 CFR § 679.370(c)-(1) through (c)-(3). The required regulations are: (a)

analyses and regular updates of economic conditions, needed knowledge and skills, workforce, and workforce development (including education and training) activities to include an analysis of the strengths and weaknesses (including the capacity to provide) of such services to address the identified education and skill needs of the workforce and the employment needs of employers; (b) assistance to the Governor in developing the statewide workforce and labor market information system under the Wagner-Peyser Act for the region; and (c) other research, data collection and analysis related to the workforce needs of the regional economy as the WDB, after receiving input from a wide array of stakeholders, determine to be necessary to carry out its functions.

- j. Leading efforts to engage with a diverse range of employers and other entities in the region in order to: (a) promote business representation on the local board; (b) develop effective linkages with employers in the region; (c) ensure workforce activities meet the needs of employers and support economic growth by enhancing communication, coordination and collaboration among employers, economic development entities and service providers; and (d) develop and implement proven and promising strategies to meet the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships) that provide the skilled workforce needed by employers in the region and that expand employment and career advancement opportunities for workforce system participants in in-demand industry sectors or occupations;
- k. Collaborating with representatives of secondary and post-secondary education programs to lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment;
- l. Leading efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs;
- m. Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and job seeker, in accordance with WIOA Section 107(e)(1) through (e)(4); and
- n. Working with the state to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities, in accordance with WIOA, Section 107(d)(10)E.

Section 2 Oversight Responsibilities

The Board shall serve in the role of planning, providing oversight, guiding/monitoring activities, and evaluating the performance of the services and activities of the NCWorks Career Center. The Board, with private sector and key agency partners represented, shall host and partner with the following programs and/or private entities that are operated at the NCWorks Career Center: WIOA programs; North Carolina Department of Commerce Division of Workforce Solutions; City of Durham Office of Economic and Workforce Development; Division of Vocational Rehabilitation; Durham County Department of Social Services; National Caucus on Black Aged (NCBA); Educational Data Systems, Inc. (EDSI); Eckerd Connects; Veteran Services; Job Corps; Services for the Blind; Durham Technical Community partners; Greater Durham Chamber of Commerce; and Durham Housing Authority.

ARTICLE III – MEMBERSHIP

Section 1 Membership

All appointments to the Board shall be made by the Durham County Board of Commissioners and the Durham City Council in accordance with the WIOA and the most recent Interlocal Consortium Agreement **AFTER** the process below is followed:

- a. The Chief Elected Officer¹ or his/her agent is notified regarding an original position and/or vacancy, and the position is advertised;
- b. Applications are received, and candidates are interviewed by DWDB members;
- c. Applications are forwarded to the DWDB Executive Committee with DWDB members' recommendations; and
- d. The recommendations are considered by the Executive Committee and no more than one member for a particular vacancy is selected by the Executive Committee to be referred to the appropriate elected body for appointment.

Section 2 Composition and Size

The Board shall consist of a minimum of nineteen (19) members and a maximum of twenty-five (25) members. The Board composition shall meet the requirements stipulated in WIOA:

¹Chief Elected Officer or Chief Elected Official is either the Mayor of Durham when referencing city positions on the DWDB or the Chair of the Durham County Board of Commission when referencing county positions on the DWDB.

1. Business Representatives

- a. **A minimum of 51% who are representatives of business** in the local area and who shall be owners, chief operating officers, chief executive officers of other individuals **with optimum policy making or hiring authority; and whose businesses provide employment opportunities in in-demand industry sectors or occupations.** In accordance to WIOA Section 23, a minimum of two business representatives shall represent a small business.

2. Workforce

At least 20% of the total board shall be workforce representatives to include:

- a. A minimum of two (2) representatives of organized labor or other representatives of employees where such organizations exist in the local area;
- b. A representative of a joint labor-management or union-affiliated registered apprenticeship, if those programs exist, or a representative of a registered apprenticeship program, if one exists in the local area;
- c. Maybe one or more community-based organizations qualifying for §679.320(c)3; and
- d. Maybe representatives of organizations with experience and expertise in addressing services to eligible youth per §679.320(c) 3.

3. Education and Training

At least 1 representative from each of the following education and training entities:

- a. At least one (1) representative of providers of adult education and literacy pursuant to §679.320(d) (1).
- b. At least one (1) representative from institutions of higher education providing workforce activities pursuant to §679.320(d) (2).

4. Government, Economic and Community Development

At least 1 representative from each of the following entities:

- a. At least one (1) representative each from: (a) economic and community development entities; (b) State Employment Service (Wagner-Peyser Act); and (c) programs under Title I of the Rehabilitation Act of 1973 other than Section 112 on Part C of that title.
- b. The memberships of the Workforce Development Board may include other representatives per §679.320 (e) (1) through (e) (4).

5. Additional Members

The Board may include such other individuals or representatives of entities as the Chief Elected Official may determine to be appropriate. If additional members are included, requirements regarding minimum percentages for representation of the business and workforce categories still apply and must be met.

All representatives will have optimum policy-making authority within the entities they represent. Nominations will be from designated organizations in accordance with §679.320 (g) (1) through (3).

Section 3 Terms of Appointment

- a. Members of the Board shall serve for a term of four (4) years that will be staggered to ensure that the terms of only a portion of the total membership will expire in any given year.
- b. Terms of appointment shall begin July 1 and end June 30.

Section 4 Attendance, Removal and Termination

- a. Members who fail to attend three consecutive Board meetings, during any 12-month period (beginning July 1-ending June 30) of each year, without good cause, as determined by the Chairperson, shall be deemed to have resigned.
- b. Exceptions to the attendance requirements shall be made at the discretion of the Chairperson.
- c. Should a Board member cease to represent the category to which he/she was appointed to fill on the Board through change in status, said Board member can be removed and replaced pursuant to Article III, Section 1.
- d. A Board member may be removed by the Chairperson if he/she becomes unable to perform his/her duties.

Section 5 Resignation

- a. When members deem it necessary to resign from their appointment to the Board, they shall tender their written resignation to the Chief Elected Official with copies to the Chair of the Board and to the Executive Director of the Office of Economic and Workforce Development (OEWD).
- b. The Chief Elected Official shall follow Article III, Section I, to replace the member who will serve for the remainder of the unexpired term.
- c. If the DWDB Chair resigns, the First Vice-Chair shall serve as Acting Chair until a new Chair is elected by the Board.

Section 6 Voting by Proxy

- a. Proxy voting shall be permitted at any meeting in the event the member is absent and has given written consent that their proxy may vote in their place.
- b. The Chairperson, Vice Chairperson, or other designate presiding over the meeting is to be given prior notification of the proxy before calling the meeting to order.
- c. The attendance of members by written proxy shall be announced immediately following the call to order.

Section 7 Vacancy

- a. In the event of a vacancy, the Board shall notify the appropriate (Durham City or County) Chief Elected Officer in writing as soon as possible.
- b. Vacancies on the Board shall then be filled in the same manner as outlined in Article III, Section 1.
- c. Members appointed to fill a vacancy may assume the term of the position vacated and may reapply once the term has ended.

Section 8 Reappointment

- a. Members who desire to be reappointed may be considered for appointment if the members' term limit has not expired. The member would then need to reapply for his or her position on the Board pursuant to Article III, Section 1.

Section 9 Compensation

- a. Members of the Board shall not receive compensation for their services but may be reimbursed actual and reasonably necessary expenses directly related to the course of the activities of the Board and subject to the availability of funds held in DWDB's account.
- b. The Chair of the Board must approve meetings of committees of the Board where expenses will be incurred before such a meeting is held.
- c. Nothing herein shall be construed to prevent members of the Board from receiving regular or special compensation from their respective employers, subject to the provisions of these Bylaws.

ARTICLE IV – OFFICERS

Section 1 Officers

- a. The Officers of the Board shall be a Chairperson, a First Vice-Chairperson, a Second Vice-Chairperson, a Secretary, and a Treasurer.

- b. The Secretary and Treasurer may be the same person.
- c. Any additional officers of the Board must be created by an amendment of these Bylaws.

Section 2 Election

- a. The Officers shall be elected biennially by ballot in May or before the July meeting by the majority of the membership to serve for a term of two (2) years.
- b. Their term of office shall begin at the July meeting following the election except for the initial election of officers where their term will begin at the instant the Chair declares each officer elected.
- c. Officers are eligible to be re-elected.

Section 3 Chair

- a. The DWDB shall elect a Chair who is a representative from business as defined in WIOA Section 107(b) (2) (A).
- b. The Chairperson shall preside at all Board meetings, serve as Chair of the Executive Committee, advise the officers of the DWDB on matters of general policy, and appoint Chairs and members of all standing committees as deemed necessary for the Board to meet its functions as described in Article II, Section 1.
- c. The Chairperson shall represent the Board and has the authority to speak on its behalf at public meetings and functions.
- d. The Chairperson shall have the authority to and shall perform such other duties and functions as may be required by the DWDB, its Bylaws, and applicable state and federal statutes and regulations.
- e. The Chairperson also has the authority to execute any document that may be lawfully executed on behalf of the Board.

Section 4 First Vice-Chairperson

- a. The DWDB shall elect a First Vice-Chairperson who is a representative from business as defined in WIOA Section 107(b) (2) (A).
- b. At the request of, or in the absence of the Chair, the First Vice-Chair shall perform the duties of the Chair.
- c. The First Vice-Chair shall have the authority to and shall perform such other duties and functions as may be required by the DWDB, its Bylaws and applicable state and federal statutes and regulations.
- d. The First Vice-Chairperson may also perform duties assigned to him or her by the Chairperson.

Section 5 Second Vice-Chairperson

- a. The DWDB shall elect a Second Vice-Chairperson from among the membership.
- b. In the absence or disability of the Chairperson and First Vice-Chairperson, the Second Vice-Chairperson shall perform the duties of the Chair and First Vice-Chairperson.
- c. The Second Vice-Chair shall have the authority to and shall perform such other duties and functions as may be required by the DWDB, its Bylaws and applicable state and federal statutes and regulations.
- d. The Second Vice-Chairperson may also perform duties assigned to him or her by the Chairperson.

Section 6 Secretary

- a. The DWDB shall elect a Secretary from among the membership.
- b. The Secretary may also serve as Treasurer.
- c. The Secretary shall monitor the recording of the proceedings of the board meetings and document conflict of interest.

Section 7 Treasurer

- a. The DWDB shall elect a Treasurer, if applicable, from among the membership.
- b. The Treasurer shall monitor the controls, receipt and custody of all assets of the Board. He or she shall monitor the disbursements as authorized by the Executive Committee, report the receipt, use and disbursements of all assets to the Board, and shall exercise the powers and perform such duties usually incidental to the office of the Treasurer.

Section 8 Absence of Officers

- a. In the event all officers are absent from a meeting, the Chairperson shall designate a member of the Board who shall preside only at that meeting.

Section 9 Vacancy of Officers

- a. In the event of any vacancies of such officers, the Board shall elect new officers at the next meeting of the Board to fill the vacancy for the remainder of the term.

ARTICLE V – EXECUTIVE COMMITTEES, STANDING COMMITTEES AND SPECIAL COMMITTEES

Section 1 Creation of Committees

- a. Pursuant to WIOA Section 107(b) (4), DWDB may create standing committees to assist the Board in carrying out its responsibilities.
- b. The standing committees of the Board shall be the Executive Committee, the Youth Council, NCWorks Career Center, Business Services, and Marketing and Communications.
- c. The DWDB may create special committees, adhoc committees, task forces, or similarly designated groups as deemed necessary or desirable.
- d. All DWDB Committees must comply with these Bylaws.
- e. The Chairperson shall appoint, from among Board members, committee Chairpersons, Vice Chairpersons, and committee members as needed or as required by WIOA Section 107.
- f. Committees shall consist of Board members and community partners responsible for the implementation of the Board priorities and strategies.

Section 2 Description and Duties of the Executive Committee

- a. The DWDB Executive Committee shall include the following: (a) Chair of the DWDB; (b) First-Vice-Chair of the DWDB; (c) Second Vice-Chair of the DWDB; (d) Secretary of the DWDB; (e) Treasurer of the DWDB; and (f) Chairperson of each standing committee of the DWDB.

At least 51% of the members of the Executive Committee shall be representatives of the private sector.

Members of the Executive Committee collaborate with other committees to undertake initiatives to leverage other resources, financial and otherwise, in support of DWDB's workforce development activities.

The Executive Committee also acts as a catalyst for systemic reform to improve the provision and coordination of workforce development activities and services.

The Executive Committee also ensures continuous improvement of the DWDB, actively coordinates with elected officials, such as the Mayor and City Council, resolves inter-committee issues/opportunities, and establishes adhoc and task force committees as needed.

The duties of the Executive Committee shall include the following:

- a. Making recommendations to the Board on policies necessary to address the workforce issues in the Workforce Development Area;
- b. Identifying potential nominees on an ongoing basis for board vacancies;
- c. Acting upon matters between the meetings of the full DWDB;
- d. Exercising all powers and duties of the Board, except amendment of these Bylaws. The Executive Committee shall not act in conflict with actions or policies of the Board or the Chief Elected Officer of the DWDB, and the Executive Committee shall only take actions that are time sensitive and cannot wait for a decision by the full DWDB. Reports of action taken by the Executive Committee shall be distributed to Board members at its next regular meeting;
- e. Assisting the Board Chair and Office of Economic and Workforce Development Executive Director with setting the Board meeting agenda;
- f. Providing direction on applicable policy; and
- g. Reviewing reports, recommendations, etc. from internal or external monitoring and inform and/or make recommendations to the Board on any corrective action.

Section 3 Description and Duties of the Youth Council Committee

The Youth Council Committee shall include members and non-members of the Board with special interest or expertise in youth workforce development policy, including those with disabilities, youth activities, youth service agencies, including juvenile justice and local law enforcement agencies, and agencies serving the underserved and vulnerable populations, public housing authorities, and other appropriate agencies.

Members of this Committee shall work with the DWDB in developing, planning, implementing, and providing oversight to youth training, education, and career/workforce development programs and activities.

Programs and activities, including the Youth Work Internship Program, shall be designed to benefit eligible youth between the ages of 14 and 24, to ensure that 80% of WIOA funds are used to support out-of-school youth. The Youth Council Committee shall meet at minimum once every two months.

The Chairperson of the Youth Council Committee shall be elected from among the members of the Board. Additionally, members of this committee who are not members of the DWDB shall be voting members of the committee but shall not be voting member of the DWDB.

The Youth Committee duties shall include, but not be limited to, the following:

- a. Coordinating youth activities in the local area as authorized under WIOA Section 129 (c);
- 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 per WIOA, Section 122;
- c. Conducting performance oversight with respect to the eligible providers of youth activities, in the local area per WIOA, Section 116 (b)(2)(A)(ii);
- d. Facilitating collaboration for youth advocacy;
- e. Evaluating outcomes for DWDB youth programs;
- f. Developing the portion of the Board’s strategic plan pertaining to youth; and
- g. Monitoring and effectively managing the Youth Council Committee’s annual operating budget to ensure that members remain in compliance with all policies governing financial transactions, thereby reducing the risk of fraud or misappropriation of DWDB funds.

Section 4 Description and Duties of the NCWorks Career Center Committee

The NCWorks Career Center Committee shall include members and non-members of the Board with special interest or expertise in workforce development concepts and processes and the ability to establish and maintain strong working relationships with employers, workforce partners and community organizations. Members of this Committee shall work with the DWDB in developing, planning, implementing, and providing oversight of job training, job searches, skills building, and career discovery. The NCWorks Career Center Committee shall meet at minimum once every two months.

The Chairperson of the NCWorks Career Center Committee shall be elected from among the members of the Board. Additionally, members of this committee who are not members of the DWDB shall be voting members of the committee but shall not be voting members of the DWDB.

The NCWorks Career Center Committee duties shall include, but not be limited to, the following:

- a. Providing oversight of the NCWorks Career Center and serve in an advisory capacity to ensure that the Center is connecting businesses and employees through career planning, training, and placement services;
- b. Ensuring all programs and operations support the Local Area mission and are operated in accordance with the Durham Workforce Development Board (DWDB) policies, funding agency guidelines, and all laws and regulations;
- c. Developing and maintain on-going positive relationships within the area/region as well as with various public, private and non-profit agencies;

- d. Ensuring that the NCWorks Center plans, coordinates and organizes programs using the integrated services delivery (ISD) methodology;
- e. Making sure that the NCWorks Career Center provides prospective employees with adequate training and have access to programs that build their skills, assist them with career planning, and provide them with access and preparation for available jobs; and
- f. Monitoring and effectively managing the NCWorks Career Center Committee's annual operating budget to ensure that members remain in compliance with all policies governing financial transactions, thereby reducing the risk of fraud or misappropriation of DWDB funds.

Section 5 Description and Duties of Business Services Committee

The Business Services Committee shall include members and non-members of the Board with special interest or expertise in cultivating strategic alliances and/or partnerships with members of the business community. Members of this Committee shall work with the DWDB in developing, planning, implementing, and providing recommendations regarding the provision of workforce development services that will meet the needs of employers and businesses. The Business Services Committee shall meet at minimum once every two months.

The Chairperson of the Business Services Committee shall be elected from among the members of the Board. Additionally, members of this committee who are not members of the DWDB shall be voting members of the committee but shall not be voting members of the DWDB.

The Business Services Committee duties shall include, but not be limited to, the following:

- a. Focusing on business engagement in the workforce;
- b. Promoting Board participation in demand sectors;
- c. Developing links with employers in the region to support employer utilization of the system;
- d. Being well-informed of services offered to employers;
- e. Maintaining a constant connection with workforce data in the region in an effort to provide DWDB and other interested parties with the latest labor market information (e.g. local wage and salary data) to ensure that they adopt programs and provide jobs that keep them competitive and poised for growth in the marketplace; and
- f. Monitoring and effectively managing the Business Services Committee's annual operating budget to ensure that members remain in compliance with all policies

governing financial transactions, thereby reducing the risk of fraud or misappropriation of DWDB funds.

Section 6 Description and Duties of Marketing and Communications Committee

The Marketing and Communications Committee shall include members and non-members of the Board with special interest or expertise in developing and implementing marketing strategies as well as the development of branding strategies. Members of this Committee develop, implement and monitor DWDB's marketing strategy for outreach to job seekers, youth and local and regional businesses and employers. The Marketing and Communications Committee shall meet at a minimum once every two months.

The Chairperson of the Marketing and Communications Committee shall be elected from among the members of the Board. Additionally, members of this committee who are not members of the DWDB shall be voting members of the committee but shall not be voting members of the DWDB.

The Marketing and Communications Committee duties shall include, but not be limited to, the following:

- a. Overseeing the branding of services as well as DWDB;
- b. Implementing online workforce development services;
- c. Overseeing public relations and other outreach activities to ensure the issuance, publication and dissemination of data and reports to educate the public regarding DWDB's workforce development activities;
- d. Managing the use of the DWDB logo;
- e. Updating and maintaining the DWDB website;
- f. Raising the awareness of the Durham and surrounding region workforce system by: (1) ensuring the DWDB members and all communicators are well informed and have a full understanding of the Durham Workforce System; (2) strategizing DWDB communications to businesses and the general public; and (3) continuously improving and expanding the use of multiple avenues of media to reach targeted populations;
- g. Developing and implementing an external marketing/public awareness plan;
- h. Advising DWDB on strategies and development for various marketing communication channels and web presences, including electronic/social media, public relations, website and printed material; and
- i. Monitoring and effectively managing the Marketing and Communications Committee's annual operating budget to ensure that members remain in

compliance with all policies governing financial transactions, thereby reducing the risk of fraud or misappropriation of DWDB funds.

Section 7 Other Committees

- a. The DWDB may from time to time establish other committees to assist the DWDB in carrying out its duties or current work;
- b. The DWDB Chair may from time to time establish adhoc committees, task forces or workgroups to assist the DWDB in carrying out its duties or current work and appoint a DWDB member as Chair of the adhoc committee, task force or workgroup;
- c. The adhoc committee, task force or workgroup may include individual(s) who are not appointed to the DWDB as long as the DWDB Chair determines the individual(s) has (have) expertise in the topic/task of such body; and
- d. All members of other committees shall be appointed by the DWDB Chair in consultation with the Executive Committee.

ARTICLE VI – MEETINGS

Section 1 General

- a. The Durham Workforce Development Board shall meet at least every other month or, at minimum, six (6) times a year.
- b. Meetings of the Membership shall be called by the Chairperson of the Board.
- c. The Chairperson of the Board may also call special meetings of the Board as required.
- d. Special meetings of the DWDB or its committees may be called by the DWDB Chair upon notice to the Board two working days prior to the meeting. Notice of each special meeting shall state the date, time, and location of the meeting, and an agenda that will include the purpose of the meeting. Such special meetings will comply with the North Carolina Open Meetings Law. At any special meeting of the Board, no business other than the stated agenda shall be transacted.
- e. Phone- and web- based meetings and other use of appropriate technology may be used, from time to time, to promote and enhance DWDB member participation in conjunction with face-to-face, in-person meetings when applicable. The agenda may state the means of connection to the meeting if participation via phone or other electronic means is being utilized. DWDB members participating in a telephone conference call or other electronic means shall be clearly identified in the minutes.
- f. The agenda for DWDB meetings shall be developed by the DWDB Chair in consultation with the DWDB Executive Committee.

- g. The DWDB Chair shall be responsible for orderly business of meetings and for calling items on the agenda.

Section 2 Meeting Notices

- a. Notices of all regularly scheduled meetings shall be provided by written notice at least five (5) working days prior to their occurrence.
- b. The public shall be informed of all regularly scheduled meetings through the DWDB website and the appropriate personnel with the City of Durham.

Section 3 Public Meetings

- a. All meetings of the DWDB, including its standing committees, adhoc committees, task forces and workgroups, shall be conducted in compliance with the State of North Carolina Open Meeting Law (North Carolina Statutes Chapter 143, Article 33C, GS132-1 et seq.), except in cases specifically outlined in the North Carolina Public Records Act. Meetings shall be open, that is, held in public, and it shall be a stated policy that interested citizens or groups will be heard on workforce development matters. However, all public comments shall be limited to three minutes.

Section 4 Voting and Quorum

- a. Each member present at the meeting shall have one vote.
- b. A quorum is required for the transaction of business at any Board or standing committee meeting. At least 50% of the current members of the Board, or committee, plus one, must be present at a regularly scheduled meeting of the Board in order to constitute a quorum.
- c. A Member may cast a vote by proxy as described in Article III, Section 6, or remotely through technological means such as telephonically or by webcam or other Internet platforms.

Section 5 Attendance

- a. All DWDB members are expected to attend regularly scheduled meetings pursuant to Article II, Section 4.
- b. Exceptions to attendance policies may be made by the DWDB Executive Committee due to special circumstances.

Section 6 Record of Meetings

- a. A record shall be made of all meetings of DWDB.
- b. Minutes shall be kept and made available for review by the North Carolina Workforce Division.

- c. The DWDB Chair and the OEWD Executive Director shall review and correct such Minutes.
- d. Meeting Minutes will be posted and available for review on the Durham Workforce Development Board's website within five (5) days of the meeting.
- e. Minutes will be prepared and distributed electronically to each Board member at least 48 hours prior to the next scheduled meeting for approval by the Board at the next regular meeting.
- f. All minutes and agendas, as well as any supporting and informational material of any meeting of the Board, will be made available to the public upon request to the Board.
- g. The date and frequency of meetings may be revised at the discretion of the Chairperson.

Section 7 Executive Sessions

- a. Only to the extent and for the purposes authorized shall the Board be permitted to meet in executive sessions called by the Chair or First Vice-Chair of the Board.
- b. No such executive session shall be held unless a quorum of the Board first meets in an open meeting or session for which notice has been given in accordance with applicable law and during which the open meeting, the Chair or Vice-Chair of the Board has publicly announced that an executive meeting of the Board or committee thereof will be held and has identified the provision of law (i.e., the applicable section of the North Carolina Open Meetings Law) authorizing the holding of such an executive session.

ARTICLE VII – ORDER OF BUSINESS

Section 1 Rules of Order

- a. All meetings of the DWDB shall follow rules of order established for the conduct of such meetings as set forth in the latest edition of Robert Rules of Order, unless otherwise provided for by these Bylaws.

Section 2 Participation in Meetings by Non-Members

- a. Participation in meetings by an individual, except Members, shall be at the discretion of the Chairperson.

ARTICLE VIII – PROFESSIONAL STAFF AND BUDGET

Section 1 Professional Staff

- a. The Board may maintain, either as employees or through service contracts, professional staff with the capacity to oversee and administer the implementation of the Board’s purpose within the service delivery area.
- b. Contractual employment of service providers must be by action of the Executive Committee and the appropriate subcommittee or committee upon terms and conditions such as appearance at Board meetings to give progress reports and including payment for services set forth by the Board.
- c. The Board may employ legal counsel and other professionals to facilitate its organization and operation and may adopt a budget.

ARTICLE IX – CONFLICT OF INTEREST AND ETHICS

Section 1 Conflict of Interest²

- a. The DWDB shall follow North Carolina Law on Conflict of Interest and Ethics Law for local government officials (NC G.S. Chapter 138A).
- b. The DWDB member may not vote on any matter that would provide direct financial benefit to the member or the member’s immediate family,³ or on matters of the provision of services by the member or the entity the member represents.
- c. The DWDB member must avoid the appearance of a conflict of interest. Prior to taking office, DWDB members must provide to the DWDB Chair any substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from DWDB.
- d. Prior to discussion, vote or decision on any matter before DWDB, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization or property that would be affected by any official DWDB action, the member must disclose the nature and extent of the interest or relationship and, dependent upon the nature and extent of the interest or relationship, may be required by the DWDB Chair to abstain from discussion and voting on or in any other way participating in the decision on the

²“Conflict of Interest” shall be defined as the principle in which a public official’s private and/or personal interest might prevent, or appear to prevent, the public official from exercising his or her official judgment, discretion, powers or duties in an unbiased manner.

³“Immediate Family Member” shall be defined as meaning a spouse, partner, parent, grandparent, child, brother, sister, aunt, uncle, nephew, niece, grandchild, first cousin, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, step-parent, step-child, step-brother, step-sister, half-brother, half-sister, or individual residing in the same household.

matter. All abstentions must be recorded in the minutes of the DWDB meeting and be maintained as part of the official record.

- e. The Board may enter any contract or transaction with one or more of its Members, Officers, or Committee Members on the condition that material facts as to the relationship to the contract or transaction are disclosed and known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Members.
- f. It is the responsibility of the DWDB members to monitor potential conflict of interest and bring it to the DWDB's attention in the event a member does not make a self-declaration.
- g. In order to avoid a conflict of interest, DWDB must ensure that the DWDB's workforce service providers for WIOA Title 1B adult, dislocated worker, and youth programs do not employ or otherwise compensate a current or former DWDB member or DWDB employee who was employed or compensated by the DWDB or its administrative entity, fiscal agent, or grant recipient anytime during the previous 12 months.
- h. Interested Members may be counted in determining the presence of a quorum at a meeting of the Board, which authorizes, approves, or ratifies a contract or transaction on the conditions set forth in this article, but they may not vote.

ARTICLE X – AMENDMENTS

Section 1 Amendments

- a. The Board may propose amendments by a simple majority vote of the Board members at any meeting of the Board, provided that all amendments to the Bylaws shall be consistent with the provisions of the WIOA and state regulations.
- b. Before the DWDB considers an amendment, the proposed amendment to the Bylaws must be: (1) noticed in writing to the DWDB membership 10 days in advance of the meeting at which the amendment is to be considered; (b) reviewed by the Chair of DWDB; and (c) reviewed by the Executive Director of the Office of Economic and Workforce Development.

ARTICLE XI – SEVERABILITY

If any part of these Bylaws is held to be null and/or void, the validity of the remaining portion of the Bylaws shall not be affected.