

BYLAWS

Article I: General

Section 1: Name. This organization shall be known as Northwest Regional Workforce Investment Board, Inc. (the “Corporation”).

Section 2: Non-Stock Corporation. The Corporation is organized pursuant to the Non-stock Corporation Act of the State of Connecticut, Chapter 602 of the Connecticut General Statutes.

Section 3: Authority. The Corporation shall conduct and engage in activities as set forth in:

- (i) the Workforce Innovation and Opportunity Act, Public Law 113-128, as from time to time amended and applicable federal regulations promulgated thereunder (which Workforce Innovation and Opportunity Act as amended, and applicable regulations are referred to hereinafter collectively as “WIOA”); (ii) Connecticut General Statutes sections 31-3j through 31-3r inclusive and Connecticut Public Act 99-195, both as amended, from time to time, and regulations promulgated under those State statutes (which State statutes and regulations are referred to hereinafter collectively as the “Act”); and
- (iii) applicable Federal and State guidance and/or policy documents (which Federal and State guidance and policy documents, together with WIOA and the Act, and together with any and all related laws and regulations are referred to hereinafter collectively as the “Workforce Laws”); (iv) any agreements in effect from time to time between the Corporation and the chief elected officials (“CEOs”), of the Northwest Regional local workforce investment area (the “Local Workforce Investment Area”), as designated by the Governor of the State of Connecticut (“Governor”), in accordance with WIOA (the “Agreement”); (v) the agreements among the CEOs of the Local Workforce Investment Area, as they may be amended, supplemented or replaced from time to time (the “CEO Agreements”); and (vi) any

memorandum of agreement among the Corporation, State of Connecticut Department of Labor and the CEOs in effect from time to time (the “Memorandum”).

Section 4: Purpose. The Corporation shall function as the Northwest Regional Workforce Investment Board under WIOA and shall carry out the functions and duties of a local workforce investment board as set forth in the Workforce Laws, including, but not limited to, §106 of WIOA. It shall provide leadership in workforce development by assessing the needs of individuals and employers and integrating regional resources, including employment, education, training and human services, to provide the region with a productive and competitive workforce. It shall provide policy guidance for, and exercise oversight with respect to, activities under the local plan for its Local Workforce Investment Area.

Section 5: Local Workforce Investment Area. The Corporation shall conduct its business in the Local Workforce Investment Area. The Governor may modify the Local Workforce Investment Area from time to time. The Local Workforce Investment Area shall consist of Barkhamsted, Bethlehem, Bethel, Bridgewater, Brookfield, Canaan, Cheshire, Colebrook, Cornwall, Danbury, Goshen, Hartland, Harwinton, Kent, Litchfield, Middlebury, Morris, Newtown, New Fairfield, New Milford, New Hartford, Naugatuck, Norfolk, North Canaan, Prospect, Redding, Ridgefield, Roxbury, Salisbury, Sharon, Sherman, Southbury, Thomaston, Torrington, Warren, Washington, Waterbury, Watertown, Winchester, Wolcott, and Woodbury.

Section 6: Office. The Corporation’s principal office shall be located within the City of Waterbury, County of New Haven and State of Connecticut. The Corporation shall maintain such other offices and facilities as it deems necessary to the pursuit of its purpose.

Article II: Board of Directors

Section 1: Duties of the Board of Directors. The Board of Directors, on behalf of the Corporation, shall fulfill the functions of a local workforce investment board under the Workforce Laws, including but not limited to those duties set forth in WIOA §106, which duties include but are not limited to developing and submitting a local plan for the Local Workforce Investment Area to the Governor, in partnership with the consortium of CEOs of the Local Workforce Investment Area. The Board of Directors shall also establish priorities, and provide policy guidance for, and exercise oversight with respect to, activities under the local plan for the Local Workforce Investment Area. The Board of Directors may engage in such other activities as required by or as necessary and proper to carry out the purposes, duties, and responsibilities of the Corporation under the Workforce Laws, the Agreement, the CEO Agreements, and the Memorandum and may engage in other activities including, but not limited to solicitation and acceptance of contributions and grant funds from any source.

Section 2: Composition of Board of Directors. The Board of Directors shall be comprised of not more than thirty-two (32) and not less than twenty-four (24) members and shall be comprised of such business representatives and non-business representatives as shall be required by the Workforce Laws and the Agreement, duly appointed to the Board of Directors in accordance with the terms of the CEO Agreements and Section 5 of this Article II.

Section 3: Residence. Members of the Board of Directors may reside in the region, and shall be representative of, the municipalities in which their company is located, that constitute the Local Workforce Investment Area.

Section 4: Terms of Office. The terms of Directors shall be at the pleasure of the Executive Committee of the CEO Agreement. At each annual meeting commencing with the first annual meeting following the appointment of the initial Directors, Directors shall be appointed to succeed those Directors no longer choosing to serve. Each Director so appointed shall serve until his or her successor has been duly qualified and appointed.

Section 5: Appointment of Directors. Nominations to the Board shall be in accordance with the Workforce Laws, including but not limited to WIOA §106, and the CEO Agreements. The Executive Committee of the Chief Elected Officials shall appoint private sector members to the Board based upon the submission of names for their consideration following a nomination process as required under the Workforce Innovation and Opportunity Act. Private sector members shall be from local business, local business organizations, and trade associations.

Directors appointed to the Board of Directors on or before September 1 of each year shall be eligible to vote for officers at the Board's annual meeting. Appointment to fill vacancies shall be made as soon as is practicable after a vacancy occurs. Any vacancy on the Board of Directors shall be filled in the same manner as the original appointment.

Section 6: Resignation. Any Director who wishes to resign from the Board of Directors shall do so in writing and such resignation shall become effective as of the date set forth in said written resignation. Resignations not specifying an effective date shall be effective upon receipt of such a letter by the Secretary. Vacancies created by resignation shall be filled in the manner prescribed in Section 5 of this Article II.

Section 7: Removal. (a.) Any Director may be removed for cause by vote of (2/3)-thirds of the members of the Board of Directors present and voting at a meeting called for that purpose at which a

quorum is present. Any Director(s) may present a complaint in writing to the Chair, who shall convey said complaint to the Director against whom the complaint was made. The Director complained against shall have opportunity to be heard by the Board of Directors prior to any vote on a resolution for his or her removal. If such complaint is made against the Chair, the Vice Chair shall preside over any meeting of the Board of Directors at which the removal of the Chair is deliberated.

(b.) Directors who are unable to attend to duly called meetings of the Board of Directors may send a designee in her or her stead to any meeting of the Corporation; said designee shall be entitled to vote. If a Director (or designee) is absent for three (3) consecutive regular meetings of the Board of Directors for reasons that the Board deems insufficient, such individual may be removed as a Director of the Corporation by a (2/3)-thirds vote of the Board of Directors. Vacancies created by removal shall be filled in the manner prescribed in Section 5 of this Article II.

Section 8: Mayor of City of Waterbury. For so long as the City of Waterbury is the Grant Recipient for the Northwest Regional Workforce Investment Area, the Mayor of the City of Waterbury shall be a voting member of the Corporation. He or she may send a designee in her or her stead to any meeting of the Corporation; said designee shall be entitled to vote.

Section 9: Ex-Officio Members of the Board of Directors. ADHOC members of the Youth Committee and any other standing committee, who are not members of the Board of Directors shall be ex-officio, non-voting members of the Board of Directors.

Section 10: Advisory Representatives. Advisory representatives may be appointed from time to time to advise the Board of Directors in areas of special concern.

Article III: Officers

Section 1: Officers. The Board of Directors shall elect a Chair, a Vice-Chair, and a Secretary from among those Directors who are private sector business representative Directors and shall elect a Treasurer and such other officers as the Directors from time to time deem appropriate, which officers may be either business representative Directors or non-business representative Directors.

Section 2: President & CEO. The Board of Directors shall appoint a President & CEO who shall report to the Corporation through the Chair. The President & CEO shall keep the Corporation's records, distribute announcements of meetings, disseminate information, and perform such additional duties in furtherance of the stated purposes of the Corporation as the Board of Directors may, from time to time, determine. The President & CEO may be removed at any time, either with or without cause, by majority vote of the Board of Directors.

Section 3: Terms. The Chair, Vice-Chair, Secretary, and Treasurer shall serve concurrent terms of two (2) years commencing at the annual meeting. Each may be elected to no more than two (2) consecutive two-year terms.

Section 4: Duties. The duties of the Officers of the Corporation shall be such as are specified below and such as usually pertain to such offices, as well as such as may be prescribed from time to time by the Board of Directors.

(a.) Chair. Except as provided in Article II, Section 7 (a), the Chair shall preside at all meetings of the Board and of the Executive Committee, as described in Article IV, Section 3. The Chair

shall appoint all committees of the Corporation and shall designate their respective chairs. The Chair shall be an ex-officio member with all the rights and privileges associated thereto of all committees except the Nominating Committee as described in Article III, Section 4. The Chair shall: (i) provide policy leadership to the Corporation; (ii) fix the agenda for the Corporation meetings with the advice and counsel of the Executive Committee and President & CEO and subject to the requirements of the Freedom of Information Act of the State of Connecticut (the “FOIA”), and the sunshine provision of WIOA, as the same may be amended from time to time (the “WIOA Sunshine Provision”); (iii) be a principal spokesperson on behalf of the Corporation; and (iv) adhere to an assure compliance with policies of the Corporation.

(b) Vice Chair. The Vice Chair of the Corporation shall fulfill the duties and responsibilities in the absence or disability of the Chair. In addition, the Vice Chair shall, with the advice and counsel of the President & CEO and such others as he or she shall deem appropriate, oversee development of the annual work plan budget for Corporation consideration.

(c) Treasurer. The Treasurer shall serve as the Corporation’s financial liaison with the City of Waterbury acting in the capacity of the grant recipient. He or she shall oversee the development of the administrative budget and project and program budgets not dependent upon tax revenues, review accounts routinely, and report to the Corporation regularly on the financial condition of the organization.

(d) Secretary. The Secretary shall maintain minutes to Corporation and Executive Committee meetings, cause all meetings to be distributed by the President & CEO in a timely fashion, and perform all other duties incident to the office, including overseeing compliance with the requirements of the FOIA and the WIOA Sunshine Provision.

Section 4: Nomination and Election.

(a) Nomination. Not less than fifteen (15) days prior to the annual meeting of the Board of Directors, the Chair shall appoint a Nominating Committee and designate its Chair. The Nominating Committee shall consist of five (5) members of the Board of Directors of the Corporation, three (3) of whom shall be representatives of private sector business. The Nomination Committee shall nominate candidates for Chair, Vice-Chair, Secretary, Treasurer and such other officers as the Board of Directors may deem appropriate, which nominations shall be considered by the Board of Directors at its annual meeting. The Nominating Committee shall confirm each candidate's willingness to serve and shall communicate its slate to the Board of Directors in writing not less than five (5) days in advance of the Board's annual meeting.

(b) Election. As its annual meeting, the Board of Directors shall entertain the Nominating Committee's slate of nominations plus nominations from the floor, if any, and elect a Chair, Vice-Chair, Secretary, and Treasurer and such other officers to positions for which nominations have been entertained by majority of the Directors present and voting, so long as a quorum is present.

Section 5: Vacancies. In the event the office of Chair becomes vacant, the Vice-Chair shall serve as the Chair for the remainder of the unexpired portion of the term. The Executive Committee shall recommend to the Board of Directors a nominee to fill the unexpired portion of the term in any vacancy in any other office and the vacancy shall be filled by majority vote of the Directors present and voting at a meeting called for that purpose at which a quorum is present.

Article IV: Committees of the Corporation

Section 1: Enumerated. There shall be an Executive Committee, a Youth Committee, a Finance Committee, a Personnel Committee, a One-Stop Committee and a Disability Committee as prescribed under WIOA and such other committees as shall be necessary or useful in the effective pursuit of the Corporation's goals, objectives, and priorities, as determined by resolution of the Board of Directors. The Board of Directors may, by separate resolution, create such ad hoc groups as it may deem necessary or useful, whose chairs need not be members of the Executive Committee. All committee appointments shall be for terms concurrent with that of the appointing officer, or as specified in the resolution of the Board of Directors making such appointment. Committees may include individuals who are not members of the Corporation.

Section 2: Authority. Except for the Executive Committee, committees of the Board of Directors exist to investigate relevant matters, present findings and make recommendations to the Board of Directors, and, as directed by the Board of Directors, implement policy. They shall not express policies or opinions on behalf of the Corporation or the Board of Directors, or take actions in furtherance of a viewpoint that has not first been adopted by the Board of Directors.

Section 3: Executive Committee.

(a) Powers, Duties. Between meetings of the Board of Directors, the Executive Committee may exercise all powers and duties ascribed to the Board of Directors except to amend bylaws, but shall not act in conflict with actions or policies of the Board of Directors. Reports of action taken by the Executive Committee shall be distributed to the Board of Directors at the next meeting of the Board of

Directors. The Executive Committee shall also monitor the Corporation's operations and review the performance of the President & CEO.

(b) Composition. The Executive Committee shall consist of the Corporation's duly elected officers, the Chairs of all standing committees enumerated in Section 1 of this Article V. Each member of the Executive Committee shall have one (1) vote. The President & CEO shall be an ex-officio member of the Executive Committee and shall be entitled to participate in discussions but shall not be counted for the purposes of determining whether a quorum is present and shall not be entitled to vote upon any matter presented to the Executive Committee for a vote.

(c) Voting. All action shall be taken, and questions decided by the affirmative vote of not less than a majority of the members of the Executive Committee present at any duly called meeting at which a quorum is present. Meetings may be held in person, by conference call, other electronic medium or any combination of the foregoing. For voting and quorum purposes, a member of the Executive Committee shall be recognized whether present in person, by telephone or other electronic media.

Section 4: Youth Committee.

(a) Powers, Duties. The duties of the Youth Committee shall include: (i) assist with developing the portions of the local plan relating to eligible youth, as determined by the Chair; (ii) subject to the approval of the Board of Directors and consistent with the provisions of WIOA: (A) recommending eligible providers of youth activities, to be awarded grants or contracts on a competitive basis by the Board of Directors to carry out the youth activities; and (B) conducting oversight with respect to the

eligible providers of youth activities, in the local area; (iii) coordinating youth activities authorized in the local area; and (D) other duties determined to be appropriate by the Chair.

(b) Composition. Members of the Youth Committee shall be appointed by the Board of Directors in cooperation with Executive Committee of the Chief Elected Official Consortium and shall consist of: (i) member(s) of the Board of Directors with special interest or expertise in youth policy; (ii) representatives of youth service agencies, including juvenile justice and local law enforcement agencies; (iii) representatives of local public housing authorities; (iv) a parent of eligible youth seeking assistance under this subchapter; (v) individuals, including former participants, and representatives of organization, that have experience relating to youth activities; and (vi) representatives of the Job Corps, as appropriate. In addition, the Youth Committee may include such other individuals as the Chair, in cooperation with the Executive Committee of the Chief Elected Official Consortium, determines to be appropriate.

(c) Voting. All members of the Youth Committee shall be voting members that are members of the Board of Directors.

Section 5: Additional Committees

One-Stop Committee.

(a) This committee shall, in accordance with Workforce Laws and with the advice counsel of the President & CEO and Corporation staff, prepare a workforce training plan each year that reflects the needs and priorities of the Local Workforce Investment Area and propose the allocation of financial resources related thereto for consideration by the Board of Directors not later than at its July meeting.

(b) This committee shall, with the advice, counsel, and assistance of the President & CEO and Corporation staff, define key performance indicators if not otherwise set forth in contracts

with the Corporation and monitor or cause to be monitored the performance of grant recipients and contractors, and shall make its assessments known to the Board of Directors periodically.

(c) This committee shall obtain employer and client participation in the Corporation programs, identifying emerging workforce needs in the marketplace, and assess employer and individual satisfaction with the Corporation's programs

(d) This committee shall be composed of persons from the education and business communities within Local Workforce Investment Area, including, but not limited to, regional community-technical colleges and regional vocation-technical schools, and shall develop, conduct and manage worker training activities and perform such other duties as may be delegated to it by the Board of Directors and/or mandated by provisions of the Act.

Disability Committee:

- (a) Provision of services to individuals with disabilities, including issues relating to compliance with section 188 of WIOA, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

Article V: Meetings

Section 1: Annual Meeting. The annual meeting of the Board of Directors shall be held at the place, on the day and at the hour designated in the call therefor.

Section 2: Regular Meetings. The Board of Directors shall meet in regular session not less frequently than quarterly to transact such business as properly may come before such meeting. Regular

meetings of the Board shall be held at such places within the Local Workforce Investment Area and at such times as may be designated by the Chair, except as provided in Section 5 of this Article V.

Section 3: Special Meetings. Special meetings of the Board of Directors for any proper purpose(s) may be called at any time by the Chair or by petition to the Secretary signed by five (5) Directors. A special meeting shall be held on such date, and at such time and place within the Local Workforce Investment Area as may be designated by the Chair, provided that meetings called pursuant to a petition shall be convened not less than five (5) no more than ten (10) business days after the petition's receipt.

Section 4: Notice. The Chair shall cause written notice of every meeting of the Board of Directors, stating the purpose or purposes for which the meeting is being called, and the date, time, and place of the meeting, and shall otherwise conform to the provisions of the FOIA and the WIOA Sunshine Provision. The notice shall be delivered either personally, by electronic transmission, or by mail to each member not less than five (5) days before the meeting.

Section 5: Quorum. The presence at any meeting of one (1) more than one-half (1/2) of the then current number of Directors of Committee members, as applicable, shall constitute quorum. The presence of a quorum shall permit the Board of Directors or the Committee to conduct business. In the event a quorum is not present at a meeting of the Board of Directors, the Chair, or if the Chair is not present, those assembled shall fix the date, time, and place for its' rescheduling. If a quorum is not present at a meeting of a Committee, the Committee Chair, or if the Committee Chair is not present those Committee members assembled, of that Committee shall fix the date, time, and place for its' rescheduling.

Section 6: Presiding Officer. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors. In his or her absence, the Vice-Chair shall preside. In neither is in attendance, the Directors present at a meeting at which a quorum is present shall, by majority vote, elect a temporary presiding officer to conduct the meeting.

Section 7: Voting. All action shall be taken and questions decided by the affirmative vote of not less than a majority of the Directors present at any duly called meeting at which a quorum is present, unless otherwise provided in these bylaws. For voting purposes, a Director shall be recognized whether their ballot was cast in person or by mail, telephone, or other electronic media.

Section 8: Executive Session. The Board of Directors, a Committee, or any subcommittee of the Board of Directors, may enter into Executive Session by the affirmative vote of two-thirds (2/3) of the membership present and voting at a meeting at which a quorum is present. An Executive Session may be convened under FOIA.

Section 9: Conflict of Interest. All Directors shall adhere to any conflict of interest policy adopted by the Corporation. A Certificate of Compliance with such policy shall be filed by each Director each year. Any Director who does not file such Certificate shall not be in good standing and, as such, shall not be entitled to participate in any meeting or vote, until such Certificate is filed. Directors shall update such Certificate as necessary.

Section 10: Directors' Action Without Meeting. If the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors. The Secretary of the Corporation shall file such consent or consents with the minutes of the meetings of the Board of Directors.

Section 11: Designated Ex-Officio Representatives.

In the event that a Director is unable to attend or participate in a meeting of the Board of Directors, he or she may name another person who holds a leadership and/or decision making position in the entity that the Director represents to serve as his or her designated representative by filing a written authorization with the Board of Directors. Any such designee shall not be counted for the purpose of determining the presence of a quorum at the meeting and shall not be entitled to vote, but may otherwise participate in the meeting.

Article VI: Electronic Participation

Provided full compliance with and adherence to all applicable requirements of the FOIA and the WIOA Sunshine Provision, members of the Board of Directors or of the Executive Committee can participate in meetings of their respective bodies by means of a conference telephone or similar communications equipments affording all persons participating in the meeting the ability to hear each other, and participation in the meeting by means of electronic equipment shall constitute presence in person.

Article VII: Procedure

Meetings shall be governed by the latest edition of Robert Rules of Order except if contrary to these bylaws, the Agreement, the CEO Agreements, the Memorandum or a policy of the Corporation.

Article VIII: Amendments to the Bylaws

These bylaws may be amended or repealed or new bylaws may be enacted at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of Directors present and entitled to vote thereon. Any bylaw provision proposed for amendment, repeal or adoption shall be presented to the Board of Directors at a regularly scheduled meeting or at a special meeting call for such purpose and considered by the Board of Directors for at next regularly scheduled meeting of the Board.

Article IX: Effective Date

Unless the resolution approving such changes shall otherwise provide, these bylaws shall become effective upon approval of two-thirds (2/3) of the Directors present at a regular meeting of the Board of Directors, provided that a quorum is present.

Enacted: June 14, 2012

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