

BYLAWS
of the
Cumberland/Salem/Cape May
Workforce Development Board



WORKFORCE
DEVELOPMENT BOARD

CUMBERLAND · SALEM · CAPE MAY

Article I: Name

The name of the organization shall be the Cumberland/Salem/Cape May Workforce Development Board hereinafter referred to as the WDB.

Article II: Purpose

The WDB is a public sector/private sector partnership with its overriding purpose being to facilitate the development, implementation and reviews of comprehensive workforce readiness system plans and policies. The WDB's plans and policies will set forth guidelines to be used by local education, training, employment and related service providers as a primary resource for matching the needs of the emerging, transitioning and current workforce with opportunities in the region's labor market.

Article III: Responsibilities

The WDB shall be responsible for performing the functions and requirements presented in of Public Law 113-128 and other federal laws and the laws of the State of New Jersey related thereto and the rules, regulations and orders issued thereunder and any and all amendments to the above. The WDB shall also perform the functions and requirements specified in agreements between the WDB and the Cumberland County Board of Chosen Freeholders, Salem County Board of Chosen Freeholders and/or Cape May County Board of Chosen Freeholders.

Article IV: Membership

The WDB shall be appointed by the Cumberland County Board of Chosen Freeholders, Salem County Board of Chosen Freeholders and Cape May County Board of Chosen

Freeholders in accordance with the laws set forth in responsibilities hereof and in accordance with an agreement established between those three counties. Membership on the WDB is limited to Trustees appointed in the above manner.

Article V: Board of Trustees

Powers: The business and affairs of the WDB shall be controlled and administered by its Board of Trustees, hereinafter referred to as the Board.

Composition of the Board: The Board shall be comprised of a minimum of 28 and a maximum of 51 Trustees consistent with the following criteria:

At least 51 percent of all Trustees shall be representatives of the private sector. At least half of these private sector members, where possible, shall be representatives of small business with 500 or fewer employees, including minority businesses.

At least 20 percent of all Trustees shall be representatives of organized labor and community based organizations.

The Board shall also have one representative from each of the following public sector entities. Where an equivalent entity exists in all three (3) counties, this representative seat shall be filled on a set rotation, with each of the counties being represented over the course of time.

- Economic Development*
- Vocational Technical School*
- Community College*
- Board of Social Services
- One-Stop Career Center*

- The NJDOL Division of Vocational Rehabilitation (DVR) or other State or Local organization representing individuals with disabilities
- A publicly funded Adult Education/Literacy Provider Organization

*Rotating Seat

The Director of the Salem County Board of Chosen Freeholders or his/her designee and the Director of the Cumberland County Board of Chosen Freeholders or his/her designee and the Director of the Cape May County Board of Chosen Freeholders or his/her designee shall be ex-officio/liaison non-voting members of the Board.

Qualifications: All Trustees shall be 18 years of age or older and reside in or represent a business or other eligible entity located within Cumberland County, Salem County or Cape May County.

Terms: Trustees shall be appointed for fixed and staggered terms with the dates of such terms commencing and ending on the dates so specified in the Board of Chosen Freeholders resolutions appointing or reappointing the Trustees to the Board. In making its original appointments the cognizant Board of Chosen Freeholders shall appoint members so that approximately 1/3 of the Board are appointed to one-year terms, 1/3 are appointed to two-year terms and 1/3 are appointed to three-year terms. At the sole discretion of the cognizant Board of Chosen Freeholders, Trustees may be reappointed for full three-year terms in accordance with the usual manner of reappointment.

Vacancies: A vacancy shall be deemed to exist when: A) a Trustee no longer represents the organization or business from which he or she was originally selected, B) a Trustee resigns by given written notice to the WDB Chairperson, WDB Director or the cognizant Board of Chosen Freeholders or C) is removed in accordance with the following meeting attendance policy:

A Trustee who has missed three consecutive regular meetings, shall be considered to have resigned, unless the cognizant Board of Chosen Freeholders that made that Trustee appointment determines that such absences were for good cause. Compliance will be monitored utilizing Policy: SETC 2015-01

Alternates: Trustees may designate and send an Alternate to represent them at all Board meetings, committee meetings and functions, with the exception of the Planning and Oversight Committee (Executive Committee). The Alternate form must be completed and on file in the WDB office prior to attendance of the meeting in which they will represent the Trustee. An Alternate shall be entrusted with and shall hold the voting rights of the Trustee on all matters coming before the Board.

Article VI: Officers

The Officers of the WDB shall be a WDB Chairperson and a Vice Chairperson. The Officers must be WDB members who are representatives of the Private Sector.

Chairperson: The WDB Chairperson shall be the Chief Executive Officer of the WDB and shall in general supervise and control all business affairs of the WDB.

Vice Chairperson: The WDB Vice Chairperson shall perform all of the duties of the WDB Chairperson in the event of the Chairperson's absence.

Election and Terms of Office: Officers shall be elected at an annual meeting of the WDB. The term of office shall be for two years commencing on the first day of the month following the election. Nominations of Officers shall be solicited from the Trustees prior to and/or at an annual meeting. Voting in elections shall be by written ballot except that a voice vote may be utilized in the event of an uncontested election.

Vacancies: Should a vacancy of the Office of WDB Chairperson occur during the course of a term, the vacancy shall be filled by the WDB Vice Chairperson for the remainder of the unexpired term of the WDB Chairperson. Should a vacancy in the Office of WDB Vice Chairperson occur during the course of a term of that Office, the WDB Chairperson shall select a replacement to that Office from among the other private sector WDB members to serve for the remainder of the expired term of the WDB Vice Chairperson or until such time that a special election to replace the WDB Vice Chairperson is held.

Article VII: Meetings

The WDB shall meet at least twice annually at a date, place and time to be fixed by the WDB Chairperson. Each Trustee shall be notified at least seven days prior to the meeting date, time, place and proposed agenda of the meeting.

Special Meetings: Special meetings may be called by the WDB Chairperson or any five Trustees, provided that the Trustees submit a written purpose of the meeting to the WDB Chairperson. Each Trustee shall be notified at least seven days

prior to the meeting of the date, time, place and purpose of the meeting and the name(s) of the person(s) by whom the meeting has been called.

Quorum: One half (50%) of the number of Trustees or Alternates in attendance at a meeting shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting.

Voting: Each Trustee is entitled to one (1) vote in any and all matters that come before the Board, provided that the Trustee or his/her Alternate is present at a meeting at which the vote is taken. Proxy votes are not allowed.

Manner of Acting: A majority of votes entitled to be cast by Trustees or their Alternates present shall be necessary for the adoption of any measures before the Board, unless a greater number of votes is required by law or by these Bylaws.

Article VIII: Committees

Planning and Oversight Committee (Executive Committee): The Planning and Oversight Committee shall consist of the Officers of the WDB and the Chairperson(s) of all Standing Committees and the Chairperson(s) of the Youth Council and/or other designated Trustees. The Director of the Salem County Board of Chosen Freeholders or his/her designee, the Director of the Cumberland County Board of Chosen Freeholders or his/her designee, the Director of the Cape May County Board of Chosen Freeholders or his/her designee, and the WDB Director shall serve as ex-officio/liason non-voting members of the Planning and Oversight Committee. The Planning and Oversight Committee shall act for the full Board during the interim between meetings and shall have and exercise all authority of the full Board

except with respect to the election of Officers, changes in the Bylaws, or extraordinary exchanges of WDB property or assets. As this Committee functions as the Executive Committee of the WDB, Alternates of Trustees are prohibited from attending and participating in this Planning and Oversight Committee.

Meetings of the Planning and Oversight Committee may be called by the WDB Chairperson at any time deemed necessary.

All actions of the Planning and Oversight Committee shall be reported to the full Board at the next regular meeting or at a special meeting called for that purpose.

Standing Committees: The Board shall determine the Standing Committees of the WDB. Each Standing Committee Chairperson shall be appointed by the WDB Chairperson. Standing Committees may be comprised of Trustees as well as persons not Trustees however only Trustees or their Alternates shall be considered as voting members of the Standing Committees.

Standing Committees shall have the power to form such subcommittees or workgroups as it may deem necessary for carrying-on the work under their direction. Subject to the approval of the Board, each Standing Committee shall have the power to adopt such rules as may be necessary for the conduct of work entrusted to them.

Youth Council: A Youth Council that is responsible for developing the portions of the local plan relating to eligible youth activities, providing guidance to assist in the identification of potential providers of youth activities, conducting oversight of youth activities and performing other related duties consistent with those responsibilities shall exist.

The Youth Council Chairperson(s) shall be appointed by the WDB Chairperson. The Youth Council may be comprised of Trustees as well as persons not Trustees. Youth Council members who are not Trustees shall be voting members of the Youth Council and non-voting members of the WDB.

The Youth Council shall have the power to form subcommittees and workgroups as it may deem necessary for carrying on the work under their direction. Subject to the approval of the Board, the Youth Council shall have the power to adopt such rules as may be necessary for the conduct of work entrusted to them.

Other Committees and Workgroups: The WDB Chairperson shall have the authority to appoint such other committees and workgroups shall be chaired by a Trustee and may be comprised of Trustees as well as persons not Trustees however only Trustees or their Alternates shall be considered as voting members of the committees or workgroups.

Article IX: Remuneration

Trustees shall receive no compensation for participation in the activities of the WDB, however, Trustees may be compensated for actual expenses or extraordinary services if approved by the Board. Such expenses and services shall comply in all aspects with Conflict of Interest, hereof.

Article X: Indemnification

Rights of Indemnification: The WDB shall indemnify and save harmless its Trustees and Officers from any and all claims arising out of their association with the WDB. The aforesaid rights may be claimed by Trustees and Officers and their heirs

and assigns as party to the fact that such persons who are or were Trustees or Officers of the WDB.

Indemnification Not Exclusive: The foregoing indemnification shall not include any other right or remedy claimable by a party in any lawsuit either in his or her official capacity or otherwise.

Indemnification of the Counties: The WDB shall indemnify, defend and save harmless the County of Cumberland, the County of Salem and the County of Cape May and their officers, employees, agents and representatives from liability of any nature, including costs and expenses on account of any suits of damages sustained by any person or property resulting in whole or in part from the negligent performance or omission by Trustees, Officers, agents or representatives of the WDB.

Insurance and Other Indemnification: The Board shall have the power to purchase fidelity and bond insurance on Trustees, Officers and others to the extent that the power to do so has been granted by law and to give other indemnification to the extent not prohibited by law.

Article XI: Conflict of Interest

A Trustee, or an Alternate entrusted with the voting authority of a Trustee, may not vote on any matter that comes before the Board regarding the provision of services by such Trustee, the Alternate entrusted with voting authority of a Trustee, or by an entity that the Trustee or the Alternate entrusted with the voting authority of a Trustee represents.

A Trustee, or an Alternate entrusted with the voting authority of a Trustee, may not vote on any matter that would provide direct financial benefit to the Trustee, the Alternate entrusted

with the voting authority of a Trustee, or the immediate family of the Trustee or the immediate family of the Alternate entrusted with the voting authority of the Trustee.

The provisions of this Article shall apply to all actions taken by the WDB and any committees of the WDB.

Article XII: Parliamentary Authority: The rules contained in the current edition of "Robert's Rules of Order" shall govern the WDB in all cases to which they are applicable, provided they are not inconsistent with any law or these Bylaws.

Article XIII: Amendments to Bylaws: The Bylaws may be amended by a two-thirds vote of the Board, provided that the proposed amendment has been submitted in writing to the WDB Chairperson by a Trustee and distributed in writing to all Trustees at least seven days prior to the meeting at which the vote will be taken.

BYLAWS

Established 1998

Amended 2010

Amended July 2018