



## **FIRST COAST WORKFORCE DEVELOPMENT, INC. AMENDED BYLAWS**

### **ARTICLE I**

The name of the organization shall be the First Coast Workforce Development, Inc. (FCWD), existing under the laws of the State of Florida, as a not-for-profit 501(c)(3) corporation.

### **ARTICLE II**

The offices of the organization shall be located in places as selected by the Board of Directors (“Board” or “Directors”).

### **ARTICLE III**

FCWD is a cooperative effort between private business, industry, labor, education, and government created to increase the economic base of the community by providing workforce development, job training and employment services for the businesses and citizens of Region 8 as allowed and prescribed by the Florida Statute 445 and the Workforce Innovation and Opportunity Act of 2014.

### **ARTICLE IV** **FCWD GEOGRAPHICAL AREA**

The area to be served by FCWD is designated as the six-county region consisting of Baker, Clay, Duval, Nassau, Putnam, and St. Johns counties in Northeast Florida.

### **ARTICLE V** **MEMBERSHIP**

The makeup of the Board will be delineated by Federal Law, State of Florida Statutes, and the Interlocal Agreement.

### **ARTICLE VI** **ORGANIZATION**

FCWD shall be organized as follows:

#### 1. Meetings

- a. FCWD shall meet regularly, no less than four (4) times each year. A quorum shall be fifty percent (50%) of the Directors. Special meetings may be held upon written call of the Chair or by seventeen percent (17%) of the Directors upon at least twenty-four (24) hour notice to the other Directors.
- b. Directors may not be represented at any meeting by an alternative, nor may proxies be given. Each Director will have one (1) vote upon every issue properly submitted for vote at any meeting of the Executive Board or Full Board, except no Director may cast a vote on any matter on which he or she has or appears to have a conflict of interest, as defined by federal or state law or under FCWD policies then in effect. Any Director who has such a conflict of interest must declare the same and refrain from discussion at the meeting and voting on the issue.
- c. Directors may participate remotely by teleconference or other electronic means and shall be deemed present for all purposes, including the establishment of a quorum, and may vote on matters presented at such meeting provided that all Directors participating are able to hear all other Directors at the meeting. Text messaging, instant messaging, email, and webchat are not acceptable means of report participation. The use of technology must be included on all meeting notices.

## 2. Officers

- a. FCWD shall elect a Chair, Vice Chair, and a Treasurer to serve a two (2) year term. Elections will be held during the last quarterly meeting of each fiscal year by and among the full membership. Officers shall be selected from among the representatives of business and industry. These officers shall assume office on the first day of the fiscal year, July 1.. The Chair may not serve more than two consecutive terms of up to two years each (maximum 4 years total as Chair).
- b. No later than March 1st of each appropriate year, the Chair shall appoint a nominating committee of no more than seven (7) members from among the membership and shall include representation from each County. The nominating committee shall recommend nominations for the Chair, Vice-Chair, and Treasurer, and shall report those nominations to the membership at an election meeting to be held prior to July 1. Nominations from the floor will be accepted at that meeting, with elections decided by simple majority.
- c. The Chair shall serve as the elected leader of FCWD and shall represent FCWD in all matters, in accordance with the FCWD Board Governance policies, which are not contrary to law or the bylaws.
- d. The Vice-Chair, in the absence of the Chair or in the event of the Chair's inability to act, shall perform the duties of the Chair, and when so acting, shall have all the powers and restrictions upon the Chair. The Vice-Chair shall also perform such

duties as assigned by the Chair or by the membership.

- e. In the absence of the Chair and Vice-Chair, the Treasurer shall act as Chair with all the powers and restrictions upon the Chair.

### 3. Committees

The Chair, in accordance with FCWD governance policies, may create such committees, task forces, study groups and other advisory bodies as may be deemed necessary to assist FCWD in the performance of its duties and responsibilities. In those instances where the Chair of FCWD creates a task force, study group or other body, the Chair of FCWD shall designate a member of FCWD as the Chair of said body. A Committee, task force, study group or other body shall report on its progress to FCWD at such times as FCWD requires and no public report or recommendation, favorable or adverse, may be made by a task force, study group or other advisory body unless the matter is first considered by FCWD or its Executive Board.

- a. There shall be an Executive Board composed of the elected officers, immediate past chairperson, standing committee chairs, vice chairs, and at-large members designated by the Chair. The Chair may appoint up to four (4) at-large members to ensure county and regional representation. The Executive Board shall meet as designated by the Chair. The Executive Board shall have the authority and responsibility to act for FCWD in the day-to-day operation of FCWD consistent with the current FCWD policy and these bylaws but shall have no authority to modify the bylaws. Any decisions made by the Executive Board are subject to review by the Board as a whole. Minutes shall be kept of the meetings of the Executive Board, and the actions of the Executive Board shall be reported to FCWD at its next meeting.
- b. Standing Committees: The FCWD Chair will appoint all necessary and appropriate committees. The Chair shall appoint the members and the Chair of each Committee to ensure equal representation of all counties. The committee Chair shall select a Vice Chair. A quorum shall be fifty percent (50%) of the members of the Committee. Standing committees will be formed, in accordance with Federal and State law, to make policy recommendations to the Executive Board and FCWD.
- c. Ad Hoc Committees: The Chair of FCWD will appoint ad hoc committees to perform specific tasks as the needs arise. The Chair of the ad hoc committee shall be a Director of the Board. A quorum shall be fifty percent (50%) of the members of the ad hoc committee. Members of the ad hoc committees need not be Directors of FCWD, except for the Chair.
- d. Except as delegated or authorized by the Board, individual Directors have no authority to control or direct the operations of the Board or the actions of its officers and employees, including the President.
- e. Members of the Board and its committees shall serve without compensation, but



members, the President and all employees of the Board may be reimbursed for per diem and travel expenses.

#### 4. Nomination Process of Board of Directors

Nominations for members of the Board of Directors should come from Economic Development Councils, Chamber of Commerce, or other business associations. Members of the Board of Directors will be appointed by the Consortium in accordance with applicable local intergovernmental agreements and in compliance with criteria established by the State of Florida and the federal government, and will be composed of the following:

- a. Representatives of the private sector, who must constitute a minimum of fifty-one percent (51%) of the Board, and who will be representatives of businesses and be senior executives, or other executives who have substantial management or policy responsibilities; and
- b. Such other representatives as may be required or permitted by applicable federal or state law, regulations, or directives.

#### 5. Process to Notify the President of a Board Member Vacancy

- a. The President and Board will review the vacancies which will occur including those due to term limits. Nominations for appointments will be forwarded to the Consortium. If approved, the nominee will begin his or her term of service upon appointment or designated date.

#### 6. Term Limits for Local Board Directors.

- a. Members of a local workforce development board shall serve staggered terms and may not serve for more than eight (8) consecutive years unless such member is a representative of a governmental entity. Service in a term of office which commenced before July 1, 2021, does not count toward the 8-year limitation.

### **ARTICLE VII** **DUTIES AND FUNCTIONS**

The Duties and functions of the First Coast Workforce Development, Inc. Directors include:

1. Developing the region's strategic workforce development plan and subsequent implementation plans as part of the strategic economic development plan of the region.
2. Establishing performance standards and measures for workforce development activities

in the region.

3. Evaluating the performance and effectiveness of the region's workforce development plan and programs.
4. Reporting to the board of Directors of CareerSource Florida, Inc. regarding its functions, duties, and responsibilities.
5. Soliciting, accepting, receiving, investing, and expending funds from any public or private source.
6. Contracting with public and private entities as necessary to further the directives of the Workforce Development Strategy.
7. Approving an annual budget.
8. Carrying forward any unexpended appropriations into the succeeding fiscal years.
9. Providing an annual report at the conclusion of the fiscal year. The annual report shall include a financial statement approved by the Board.
10. Overseeing and monitoring activities under its jurisdiction in accordance with Federal and State laws.
11. Convene the workforce development system's stakeholders, broker relationships with a diverse range of employers, and leverage support for the workforce development activities.

## **ARTICLE VIII**

### **FINANCIAL MATTERS**

1. No loans shall be contracted on behalf of FCWD, and no evidence of indebtedness shall be issued in its name.
2. All purchases or expenditures by FCWD, whether by contract or not, shall follow and adhere to laws, policies and standards governing purchases and expenditures as specified by the grant and/or the grant recipient.
3. No officer, employee, or agent of FCWD shall have any interest, financial or otherwise, direct or indirect, or any contractual relationship in the purchase or sale of goods or services by FCWD without approval of the board by at least a two-third (2/3) majority of a quorum.

## **ARTICLE IX** **STAFF**

The President will be selected and appointed and shall have such duties and responsibilities as may be designated by the Executive Board through its Executive Limitations policies. The President will report to the Executive Board and shall serve at the pleasure of FCWD.

## **ARTICLE X** **PARLIAMENTARY AUTHORITY**

1. FCWD shall operate under the most recently published edition of Roberts' Rules of Order. These rules may be preempted by any special rule of order the membership may adopt.
2. Non-members shall have the right to present views before FCWD while it is in session as recognized by the Chair.
3. All meetings of FCWD shall be open to the public and comply with Florida's Government in the Sunshine and open records laws. FCWD will keep correct and complete books and records of account and financial statements and will also keep minutes of the proceedings of the Board of Directors and all committees. Such books and records will be available to all Directors on request and to members of the public in accordance with applicable law.
4. Directors of FCWD may be removed automatically for unexcused absence at two (2) consecutive meetings or for conduct, which brings discredit upon FCWD. A vote of seventy-five percent (75%) of a quorum will be needed to remove a member for reasons of conduct. Any other unexcused absence is only available to public officials and can only be used in the performance of their official mandated duties.

## **ARTICLE XI** **RESTRICTIONS**

1. Prohibition on Private Inurement and Private Benefit. No part of the earnings of FCWD shall inure to the benefit of or be distributable to any director or officer of FCWD, or any private individual (except that reasonable compensation be paid for service rendered to or for FCWD and payments and distributions may be in furtherance of one or more of its purposes); and no director, officer, or private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of FCWD.
2. Prohibition of activities of Tax-Exempt organizations. FCWD shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist



or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they hereafter by amended or replaced.

3. Distribution of Assets Upon Dissolution. Upon the dissolution of FCWD, the assets of FCWD shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code and its Regulations, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of FCWD is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII** **INDEMNIFICATION**

FCWD shall indemnify the officers, directors, employees, and agents of FCWD to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement, any insurance maintained by FCWD, or otherwise.

## **ARTICLE XIII** **AMENDMENT OF BYLAWS**

1. The Charter of Bylaws may be amended by a two-third (2/3) majority vote of a quorum at any meeting of FCWD when a quorum has been declared, provided that the proposed amendment(s) have been mailed or emailed to each voting member at least seven (7) days prior to the date of the meeting.