



BYLAWS OF THE ATLANTA WORKFORCE DEVELOPMENT BOARD, INC.

ARTICLE I NAME

SECTION 1.1. The name of the Local Workforce Development Board shall be the Atlanta Workforce Development Board ("AWDA").

ARTICLE II OFFICES

SECTION 2.1. Principal Office.

The principal office for the transaction of the business of AWDA ("Principal Office") is located at 818 Pollard Boulevard, S.W., Atlanta, Georgia 30315. The Board of Directors may change the principal office from one location to another.

SECTION 2.2. Other Offices.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where AWDA is qualified to do business

ARTICLE III OBJECTIVES AND PURPOSES

SECTION 3.1. Objectives.

The objectives of AWDA shall be:

- a) To provide oversight for all employment and training activities in the Atlanta Workforce Development Agency which shall include: review, monitoring, evaluation, critiquing and recommending improvements for all programs and activities funded under The Workforce Innovation and Opportunity Act of 2014 (the "Act") and associated funding streams of One-Stop Partner organizations and entities;
- b) To increase the involvement of the business community, including small businesses, minority business enterprises, and labor organizations in employment and training activities, as authorized under the Act and to increase private sector employment opportunities for economically disadvantaged persons, and all other job seekers;
- c) To develop training and placement opportunities in the private sector, through a variety of programs to benefit the structurally unemployed;
- d) To develop training and placement opportunities in the private sector, through a variety of programs to benefit the structurally unemployed;

- e) To develop workable agreements coordinating the activities of public and private areas in the Atlanta service area, to include those agencies required under the Act;
- f) To promote, market and develop effective public relations with the private sector business community in the Atlanta service area;
- g) To develop information on the occupational demand and training needs of private employers-in-the community;
- h) To represent the business perspective on the overall programming under the Act in the community and serve as the mechanism for effective change in those programs;
- i) To adopt a budget for the Board that shall be included in the Local Workforce Development Plan submitted to the Georgia Department of Economic Development, Workforce Division no later than two weeks after the chief local elected official approves the budget. The Chief Local Elected Official shall approve in writing the budget submitted by the board; and,
- j) To require any non-budgeted purchase or expenditure over \$5,000.00 be approved by the Georgia Department of Economic Development, Workforce Division except for training provider expenditures approved on the eligible training provider list, approved operational expenditures which shall include salaries and benefits, and any purchase requirement in accordance with federal law.

ARTICLE IV NONPARTISAN ACTIVITIES

SECTION 4.1.

No substantial part of the activities of AWDA shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the AWDA shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for vote. The AWDA shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above; and no member shall make use, or attempt to authorize anyone else to make use, of the AWDA's name in connection with any endeavor or event undertaken by any person other than the AWDA without the prior approval of the Board.

ARTICLE V BOARD MEMBERSHIP

SECTION 5.1. Authorized membership.

The Board shall be composed of no less than nineteen (19) members.

SECTION 5.2. Appointments.

The Mayor shall issue an appointment letter identifying the person appointed, the category for which the appointment is made, and the commencement and expiration date of the appointment term. The Executive Director shall be responsible for notifying the Mayor and the applicable nominating entities as set forth below as early as possible of a vacancy on the Board in order to ensure a prompt nomination and appointment.

SECTION 5.3. Board composition

The Board shall be comprised of members from the following categories:

- a) **Business representation.** The Board shall include at least a majority of members who

are representatives of businesses. Such members shall be owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority. Said members shall represent businesses that provide employment opportunities that includes high-quality, work-relevant training and development in-demand industry sectors or occupations in the City of Atlanta and/or metro region. Business representatives shall be appointed from persons nominated by the Metro Atlanta Chamber in consultation with other local chambers, business trade associations, and economic development entities pursuant to the nomination process set forth in Section 6.4 of these bylaws. To the fullest degree possible, business representatives shall represent a cross section of small and large business communities, and reflect Atlanta's geographical, ethnic and gender diversity. At least two (2) business representatives shall be representatives from small businesses as defined by the U.S. Small Business Administration.

- b) **Workforce representation.** At least 20 percent of the Board shall consist of members who are representatives of the workforce, including the following:
 - i. At least two (2) members shall be representatives of labor organizations, pursuant to the nomination process set forth below.
 - ii. At least one (1) member shall be a representative from a joint labor-management, or union affiliated, apprenticeship program. Such representative must be a member of a labor organization or a training director.
- c) **Education and training representation.** The Board shall include a minimum of two (2) members who are representatives of education and training activities, including the following:
 - i. At least one (1) member shall be a representative from a provider administering adult education and literacy activities under WIOA Title II.
 - ii. At least one (1) member shall be a representative from an institution of higher education providing workforce investment activities, including community colleges.

Nominations for the above education and training members shall be solicited from entities providing those activities.

- d) **Government, economic development, and community development representation.** The Board shall include up to three (3) members who are representatives of governmental, economic and community development entities in Atlanta, including the following:
 - i. At least one (1) member shall be a representative from an economic and community development entity.
 - ii. At least one (1) member shall be a representative from the State office serving Wagner-Peyser.
 - iii. At least one (1) member shall be a representative from a program providing vocational rehabilitation.
- e) **Additional representation.** The Board may include additional members as deemed appropriate by the Mayor and as allowed under WIOA.

SECTION 5.4. Nomination process

- a) **Business representatives.** The Mayor, City staff, Board members, local chambers of commerce or other business associations may recommend business representative candidates for the Board candidates considered for nomination shall submit their resumes and/or biographies to the Board's Executive Director, who will review the candidates for compliance with this policy and applicable law. The Executive Director shall forward qualified nominations to the Mayor for his or her consideration for official appointment to the Board.
- b) **Labor representatives.** The Mayor, City staff, or Board members will request labor organizations to submit nominees for consideration. Candidates considered for nomination shall submit their resumes and/or biographies to the Board's Executive Director, who will review the candidates for compliance with this policy and applicable law. The Executive Director shall forward qualified nominations to the Mayor for his or her consideration for official appointment to the Board.
- c) **Other representatives.** The Mayor, City staff, or Board members, may recommend persons for all other Board positions. Candidates considered for nomination shall submit their resumes and/or biographies to the Board's Executive Director, who will review the candidates for compliance with this policy and applicable law. The Executive Director shall forward qualified nominations to the Mayor for his or her consideration for official appointment to the Board.
- d) **Term of office.** The term of office for Board members shall be two (2) years, except as specified with respect to staggered terms. Terms shall start from the date of commencement as set forth in the appointment letter issued by the Mayor.
- e) **Staggered terms.** Half of the Board members appointed in 2016 shall serve one-year terms and half shall serve two-year terms, as determined by the Mayor.
- f) **Mid-term vacancies.** If a member is appointed to fill a vacancy created by the termination of a member before the normal expiration of his or her term, the term of the successor shall be the remaining term of the member vacating the position.
- g) **Term limits.** Beginning with appointments made in 2016, Board member may serve no more than three consecutive terms; provided the Mayor may make exceptions to these term limits on a case-by-case basis upon a determination by the Mayor that such an exception will be in the best interests of the City.
- h) **Holdover.** In the event an appointment to fill a vacancy has not occurred by the conclusion of a Board member's term, that member may continue to serve as a Board member during the following term in a holdover capacity, for a period not to exceed one year, to allow for the appointment of a Board member to serve the remainder of said following term.
- i) **Tenure on Board.** Board members shall remain on the Board until:
 - i. Their term expires, subject to the holdover provisions of these Bylaws;
 - ii. They resign in writing;
 - iii. They no longer hold the status for membership on the Board under which they were appointed, as determined by the Executive Director; or,
 - iv. They are removed from the Board for cause after a hearing before the Board on a majority vote in favor of removal, and are notified in writing of their removal. Among other things, conviction of a felony, misconduct, incompetence, inattention to or inability to perform duties, or absence from three (3) consecutive regular

meetings or four (4) regular or special meeting absences in any one-year period except on account of illness or by permission of the Board Chair, shall constitute cause for removal.

SECTION 5.5. Conflict of Interest

Board Member shall not:

- a) Vote on a matter under consideration by a Board if such vote:
 - i. Involves the provision of services by such Board Member (or any entity/organization the Board Member represents, or in which he/she holds an ownership/pecuniary interest) or a Board Member's Immediate Relative; or,
 - ii. Would provide a direct or indirect financial benefit to the Board Member (or any entity or organization the Board Member represents, or in which he or she holds an ownership or pecuniary interest) or a Board Member's Immediate Relative; or,
 - iii. Involves any other conduct or activity determined to constitute a Conflict of Interest.
- b) Directly or indirectly, accept or solicit any gratuities, favors, or anything involving more than de minimis monetary value from any person with whom the Board Member interacts in his or her capacity as a recipient of federal funds. This section includes, without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider;
- c) Participate in the selection, award or administration of a procurement supported by federal funds in any case where the Board Member is aware that any member of his or her immediate family, business partner, or any organization that employs or is about to employ any of those persons, has any financial or material interest in any organization that may be considered for an award of federal funds;
- d) Advocate for or cause the advancement, appointment, employment, promotion, or transfer of an Immediate Relative to any office or position administering or handling federal funds under Public Law 113-128, including without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider.
- e) A Board Member shall disclose and divulge the existence of an actual or potential Conflict of Interest prior to any vote or participation in the decision-making process and such disclosure shall be expressly noted in the Board's minutes.
- f) In the event that an actual or potential Conflict of Interest exists, the affected Board Member shall recuse himself or herself from voting on the impacted topic and shall also refrain from participating in any discourse involving the impacted topic other than bringing the actual or potential Conflict of Interest to the Board's attention. Additionally, in the meeting minutes, the Board shall recite the nature of the actual or potential Conflict of Interest and the recusal of the impacted Board Member with respect to the vote and discussion of the impacted topic.
- g) In the event that a Board Member is uncertain as to whether an actual or potential Conflict of Interest exists, the Board Member shall notify the Board and the remainder of the Board shall vote to determine whether an actual or potential Conflict of Interest exists.
 - i. In the event that the Board determines that an actual or potential Conflict of Interest exists, the impacted Board Member shall follow 159-2-4.04(3) and

SECTION 6.5. Voting

- a) Eligibility to vote. Persons entitled to vote at any meeting of the Board of Directors shall be current Directors of the Board. Each Director shall be entitled to one vote.
- b) Manner of Casting Votes. Voting may be voice or ballot, provided that any election of Officers must be by ballot if demanded by any Director before the voting begins.
- c) Absentee Balloting. Each member entitled to vote at an election of Officers shall have the right to vote by absentee ballot, upon a showing of good cause that his absence is required.
- d) Majority Vote. If a quorum is present, the vote of the majority of the directors represented at the meeting, entitled to vote and voting on any matter (other than the election of Directors) shall be the act of the Directors.

SECTION 6.6. Special Meetings.

Special meetings of the Board of Directors may be called at any time by the Chairperson of the Board or at the request of any ten (10) members of the Board.

SECTION 6.7. Notice of Meetings.

Meeting notices shall be submitted in writing or electronically.

SECTION 6.8. Conduct of Meetings.

All meetings of members shall be conducted in accordance with Robert's Rules of Order.

SECTION 6.9 Use of Technology

To the extent practicable, the Board will explore and utilize technology to improve Board operation and function.

ARTICLE VII ELECTION OF OFFICERS

SECTION 7.1. Nominations and Solicitations for Votes.

- a) Nominating Committee. The Chairperson of the Board shall appoint a committee to select qualified candidates for election as Officers at least sixty (60) days before the date of any election. The Nominating Committee shall submit nominations to the Board after certification of each nominee's qualifications, provided the Nominating Committee must first submit to the Secretary at least thirty (30) days before the election the names and offices of the nominees so that the Secretary may disseminate such information in the notice of the meeting at which the election of Officers will be held.
- b) Nominations. By Directors. Directors representing five percent (5%) of the Board membership may nominate candidates for inclusion on the ballot to be submitted by the Nominating Committee. On timely receipt of a petition signed by the required number of Board members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates nominated by the Nominating Committee.
- c) Nominations from the Floor. At the meeting to elect Officers, any Director present at the meeting may place names in nomination.

SECTION 7.2. Vote Required to Elect Officers.

Candidates receiving the highest number of votes at a meeting where a quorum is present shall be elected as Officers.

ARTICLE VIII COMMITTEES

SECTION 8.1. Designation of Standing Committees.

The WorkSource Atlanta Workforce Development Board shall establish, designate, and direct the activities of Standing Committees to provide information and to assist the Board in carrying out its charge per the Workforce Innovation and Opportunity Act of 2014 and any and all associated federal, state, and municipal laws and rules and regulations.

- a) The Board Chair shall appoint members of the Standing Committees.
- b) Standing Committees may include each of the following:
 - i. A Standing Committee to provide information and assist with operational and other issues relating to the One-Stop delivery system, which may include representatives of the one-stop partners.
 - ii. A Standing Committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth, which must include community-based organizations with a demonstrated record of success in serving eligible youth.
 - iii. A Standing Committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities. This includes issues relating to compliance with WIOA Section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990, which includes 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.
 - iv. The Board may designate other Standing Committees in addition to those specified in subparagraphs 1-3 of this section.
- c) Standing Committees shall be chaired by a seated member of the Board.
- d) Standing Committees shall include at least one individual appointed by the Board who is not a member of the Board and who the Board determines has appropriate experience and expertise to assist the standing committee.
- e) Each committee shall have at least one meeting per quarter or more as required.
- f) Matters developed in a committee shall be placed on the agenda for discussion during the next regularly scheduled Board meeting.
- g) In the event that a quorum is not present, Standing Committee members present may transact committee business; however, Committee items presented to the full Board shall state whether the item represents the decision of a majority of the full Committee or a consensus of Committee members present at the meeting.
- h) In order to protect the voting rights of those Board members duly appointed by the Mayor of Atlanta, in her or his capacity as the Chief Local Elected Official of the Local Workforce Development Area, the non-Board Standing Committee members shall not be granted voting rights.
- i) Any non-Board member appointed to sit on a Standing Committee must complete and submit a Conflict of Interest Statement. While the non-Board member may not vote, that individual must make known any potential or actual conflict if it arises during a Standing Committee meeting.

SECTION 8.2. Executive Committee.

The Executive Committee shall have supervision of the affairs of the Board between its business meetings, and conduct necessary business to ensure compliance with the Workforce Innovation and Opportunity Act (P.L. 113-128) as may be amended from time to time, and applicable state and federal regulations.

- a) The officers of the Board (Chair, Vice-Chair, Treasurer, and Secretary) and the Chairperson of each committee established under Article IX, Section 9.1 shall constitute the members of the Executive Committee.
- b) The WorkSource Atlanta Board Chair shall serve as Chair of the Executive Committee.
- c) The Executive Committee shall meet as needed, by the call of the Chair.
- d) The Executive Committee shall act on behalf of the board when quorums are not established at a board meeting. When the Executive Committee acts on behalf of the board in the absence of a board quorum, the acts of the Executive Committee shall be the acts of the board.
- e) Actions of the Executive Committee shall be the actions of the board unless rejected by the board at its next meeting.
- f) The Executive Committee shall be subject to the order of the Board, and none of its acts shall conflict with these bylaws or policies of the Board.

**ARTICLE IX
OFFICERS**

SECTION 9.1. Officers. The Officers of AWDA shall be a President/Chair, Vice President/Vice Chair, Secretary and Treasurer. The AWDA may have, at the discretion of the Board, one or more additional officers or assistants as may be elected or appointed in accordance with these Bylaws. Each Officer of the AWDA shall, at all times during his/her term of office, be a member of the Board of Directors of the AWDA. No Officer shall be compensated for his/her services as an Officer to AWDA, provided this provision shall not preclude valid reimbursements to an Officer or compensation to an Officer or any affiliated entity for goods or services legally authorized by the Board, in accordance with the Act.

SECTION 9.2. Election of Officers.

- a) The Officers of AWDA shall be elected by the Board of Directors at the Annual Meeting.
- b) The term of office shall be one year. No officer may serve for more than two consecutive terms in the same office.

SECTION 9.3. Appointed Officers.

The Board of Directors may appoint, and may authorize the Chairperson of the Board to appoint any other officers that the business of the AWDA may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or as determined from time to time by the Board of Directors.

SECTION 9.4. Removal of Officers.

Any Officer may be removed, with or without cause, by two-thirds (2/3) vote of the Directors at a regular or special meeting in which proper notice has been given to the Directors of such removal

vote. Immediately upon any Officer's conviction for a felony, said Officer shall notice, and the officer shall, without the necessity of any action by the Board, become vacant automatically.

SECTION 9.5. Resignation of Officers.

- a) Voluntary Resignations. Any Officer may resign at any time by giving Written notice to the AWDA. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice; the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the AWDA under ant contract to which the Officer is a party.
- b) Mandatory Resignations. Upon the indictment of an Officer for a felony, he/she shall temporarily resign, or he/she shall be temporarily removed by the Board of Directors, until either (1) his/her indictment is dismissed or (2) his/her term of office expires, whichever shall first occur.

SECTION 9.6. Officer Vacancies.

An Officer vacancy because of death, disability, resignation, removal, disqualification, or any other cause shall be filled by the "Board of Directors, in its discretion.

SECTION 9.7. Responsibilities of Officers.

- a) President/Chair. The President/Chair shall serve as Chairperson of the Board of Directors and as the Chief Executive Officer of AWDA and shall generally supervise, direct and control the business and the Officers of the AWDA and the Executive Director. The President/Chair shall preside at all meetings of the Board of Directors. The President/Chair shall have such other duties as may be prescribed by the Board of Directors or the Bylaws. The President/Chair may, at the discretion of the Board, appoint ad hoc committees for special purposes and shall appoint committee chairpersons from among the Board.
- b) Vice President/Vice Chair. The Vice President/Vice Chair shall act in the absence or disability of the President/Chair and shall perform all duties of the President/Chair when so acting. In such capacity, he/she shall have all the powers of the President/Chair, as appropriate.
- c) Secretary. The Secretary shall/attend to the following:
 - i. Book of minutes. The Secretary shall keep or cause to be kept, at the Principal Office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board, place of holding meetings, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of Board members present or represented at the meetings, and the proceedings of such meetings.
 - ii. Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Directors required by the Bylaws to be given. He/she shall have such other powers and perform such other prescribed by the Board of Directors or the by laws.
- d) Treasurer. The Treasurer shall keep records of all funds of the AWDA and issue reports to the Board, with the assistance of the AWDA 's finance director and staff. He/she shall report at each regular meeting on funds received since the last meeting and give a copy of such report to the Secretary for inclusion in the meeting minutes. If required by the Board

of Directors, he/she shall give the AWDA a bond in the amount and with the surety specified by the Board for faithful performance of his/her duties of office.

ARTICLE X EXECUTIVE DIRECTOR

SECTION 10.1. Appointment of an Executive Director.

An Executive Director shall be appointed by the Mayor and shall serve at the pleasure of the Mayor. The Executive Director may be removed at any time by the Mayor or by the Board of Directors with the consent of the Mayor.

SECTION 10.2. Responsibilities of the Executive Director.

The Executive Director shall serve as the general administrator of the AWDA at the discretion of the Board of Directors. Subject to these Bylaws and the general supervision of the Board of Directors, the Executive Director shall have general charge and control over the management of the day-to-day affairs of the AWDA, including the employment and supervision of employees, the operation of the AWDA's offices, the keeping of records of the AWDA, and the performance of the objectives and purposes set forth in these Bylaws and the Act. The Executive Director shall attend all meetings of the Board of Directors, in an ex-officio capacity, and shall provide all assistance necessary to the Board in its meetings and deliberations.

ARTICLE XI INDEMNIFICATION OF DIRECTOR, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 11.1. General Policy.

It shall be the policy of the Board to indemnify to the maximum extent permitted by applicable laws any one or more of the Directors, officers, employees, or agents against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

SECTION 11.2. Use of AWDA Funds.

The use of funds of the Board for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the corporation.

ARTICLE XII RECORDS AND REPORTS

SECTION 12.1. Maintenance of Records.

The AWDA shall keep:

- a) Adequate and correct books and records of account:
- b) Minutes of written form of the proceedings of the Board and committees of the Board;

- c) A record of all members of the Board, giving their names and addresses of each. All such records shall be kept at the AWDA's Principal Office or other office(s) designated by Board resolution.

SECTION 12.2. Board Member's Inspection Rights.

- a) Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the AWDA. This inspection by a Director may be made in person or by an or attorney of the Board member.
- b) Any inspection and copying under this section may be made in person or by an agent or attorney of the Board member and the right of inspection includes the right to copy and make extracts, at the Board member's expense.

SECTION 12.3. Maintenance and Inspection of Articles and Bylaws.

The AWDA shall keep at its Principal Office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

SECTION 12.4. Annual Report to Mayor and Board Members.

- a) Not later than one hundred and twenty (120) days after the close of the AWDA's fiscal year, the Board shall cause an Annual Report to be sent to the Mayor and each member of the Board. Such Annual Report shall contain the following information in reasonable detail:
 - i. The assets and liabilities, including the trust funds, of the AWDA as of the end of the fiscal year.
 - ii. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - iii. The revenue or receipts of the AWDA, both unrestricted and restricted to particular purposes, for the fiscal year.
 - iv. The expenses or disbursements of the AWDA, for both general and restricted purposes; during the fiscal year.
 - v. Any information required by Section 5 of this Article.
- b) The Annual Report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the AWDA that such statements were prepared without audit from the books and records of the AWDA. No later than the time the AWDA gives its Annual Report, if any, to the Directors, and in any event no later than one hundred and twenty (120) days after the close of the AWDA 's fiscal year, the AWDA shall prepare and mail or deliver to each Director and the Mayor a statement of the amount and circumstances of any transaction, or indemnification of the following kind:
 - i. Any transaction(s) in which the AWDA was a party and in which either of the following had a direct or indirect financial interest:
 - ii. Any Director or Officer of the AWDA (a mere common directorship shall not be considered such an interest); or
 - iii. Any affiliated entity or family member of a Director.

**ARTICLE XIII
AMENDMENTS**

SECTION 13.1. Amendment to Bylaws.

New Bylaws may be adopted of these Bylaws may be amended or repealed by approval of the Board or by written consent of the Board members. Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provisions may not be altered, amended, or repealed except by vote of such larger number of the Directors. No amendment may extend the term of an Officer nor authorize the appointment or election of a Director or extend the term of a Director beyond that for which such Director was elected, in violation of the Act, the Georgia Nonprofit Corporation Code, the Articles of Incorporation Of these Bylaws.

SECTION 13.2. Notice.

All proposed amendments to the Bylaws shall be submitted in writing to a Bylaws Committee at least thirty (30) days prior to the meeting at which such proposed amendments shall be presented to the Board for vote.

SECTION 13.3 Vote Required.

Two-thirds (2/3) vote of the Directors voting at the meeting in which a quorum is present shall be required to amend, modify or repeal the Bylaws.

**ARTICLE XIV
FISCAL YEAR**

SECTION 14.1. The Fiscal Year of the AWDA.

The fiscal year of the AWDA shall be January 1st to December 31st of each year.

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As used in this article, the term: (I) 'Board' means a local workforce investment board. (2) Fiscal agent/grant recipient means a city or county government, or regional commission. (3) 'Local workforce investment area' means an area that is: (A) Composed of one or more contiguous units of general local government; (B) Consistent with either a local labor market area or a metropolitan statistical area; and (C) Of a size sufficient to have the administrative resources necessary to provide for the effective planning, management, and delivery of workforce development, as determined by the Georgia Workforce Investment Board. (4) 'Veteran' means a person who: (A) Has served in: (i) The Army, Navy, Air Force, Coast Guard, or Marine Corps of the United States or (ii) A reserve or guard component of one of those branches of the armed forces and (B) Has received an honorable or discharge or an entry level separation from the branch of the service in which the person but shall not be a person served who received an other than honorable discharge, a bad conduct discharge, or a dishonorable discharge.

The Governor shall, after receiving the recommendations of the Georgia Workforce Investment Board published a proposed designation of local workforce investment areas for the planning and delivery of workforce development. (b) Units of general local government business and labor organization and other affected persons and organizations shall be given an opportunity to comment on and request revisions to the proposed designation of a local workforce investigation area (c) After considering all comments and requests for changes, the Governor shall make the final designation of local workforce investment area in accordance with the federal Workforce Investment Act.

In accordance with federal law, the elected officials within each local workforce investment area shall select a chief local elected official to represent the area. The elected officials for each local workforce investment area shall be the mayors and county commission chairpersons within the designated local workforce investment area. No more than one mayor shall represent a county in the local workforce investment area. Three-quarters of the elected officials within the local workforce investment area must be present to vote on the chief local elected official. The chief local elected official shall serve for a tenure of no more than two-years and "shall serve no more than two terms. (b) Meeting minutes must be submitted to the Governor's Office of Workforce Development within five business days of the election of a chief local elected official. (c) The chief local elected official shall designate a fiscal agent/grant recipient. (d) (I) The chief local elected official in a local workforce investment area shall form, in accordance with rules established by the Governor's Office of Workforce Development, a local workforce investment board to: (A) Plan and oversee the delivery of workforce training and services; and (B) Evaluate workforce development in the local workforce investment area.

(2) This authority shall not give a local workforce investment board any direct authority or control over workforce funds and programs in its Workforce investment area, other than programs approved through that board. An agreement on the formation of a board shall be in writing, be submitted to the Governor's Office of Workforce Development, and include: (A) The purpose for the agreement; (B) The process to be used to select the chief local elected official who will act on behalf of the other elected officials; (C) The process to be used to keep the elected officials informed regarding local workforce investment area activities; (D) The initial size of the board;

(E) The process, consistent with applicable federal and state law, for the appointment of the board members; and (F) The terms of office of the board members. (3) The Governor's Office of Workforce Development shall assign staff to meet with each local workforce investment board annually to review the board's performance and adherence to state and federal law regulating board activities. (e) Local boards shall set policy, to be included in their bylaws, establishing what constitutes a quorum necessary for voting. At a minimum, the standard for a quorum shall include over 50 percent of board membership being present for meetings. (f) A power or duty granted to a board, shall not be exercised in a Workforce investment area until: (1) The elected officials in that local workforce investment area agree on the establishment of a board; and (2) The board is certified by the Governor. (g) The chief local elected official shall appoint the board. Such appointments shall: (1) Be consistent with the local government agreement and applicable federal and state law and federal Workforce Investment Act regulations; and (2) Reflect the ethnic and geographic diversity of the local workforce investment area. To provide continuity, the chief local elected official shall consider appointing persons with management or direct hiring authority responsibility to the board who are serving or who have served previously on a private industry board, a workforce planning committee, a job service employer committee, and any other entity affected by this chapter. Local boards shall also include one staff member from the Department of Economic Development and one staff member from each Technical College System of Georgia school within the local workforce investment area.

(h) Proxy voting shall not be permitted on a local workforce investment board or in the election of a chief local elected official. (i) A member or former member of a board shall not be held personally liable for a claim, damage, loss, or repayment obligation of federal or state funds that arises under this chapter unless the act or omission that causes the claim, damage, loss, or repayment obligation constitutes, on the part of the board member or former board member: (1) Official misconduct; (2) Willful disregard of the requirements of this chapter; or (3) Gross negligence. (j) To prevent conflicts of interest, chief local elected officials, local board members, and executive directors shall sign a conflict of interest statement upon accepting a position on a local board, disclosing any and all potential conflicts. The Governor's Office of Workforce Development may request any local board member to file a personal financial statement without cause. (k) The Georgia Workforce Investment Board may remove a fiscal agent/grant recipient, a member of the local board, the executive director for the local board, or the designated person responsible for the operational and administrative functions of the local board for cause. As used in this paragraph, the term 'cause' includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, or lack of performance. (l) The chairperson of a board shall be selected from the members of the board who represent the private sector. The chairperson shall serve for a term of no more than two years and shall serve no more than two terms. (m) A board may create committees as needed to carry out its duties and responsibilities.

(n) The Governor shall certify a board on determining that the board's composition is consistent with applicable federal and state law and requirements and meets established state criteria as determined by the Georgia Workforce Investment Board. (o) A board shall adopt a budget for the board that shall be included in the local workforce investment area plan submitted to the Governor's Office of Workforce Development no later than two weeks after the chief local elected official approves the budget. The chief local elected official shall approve in writing the budget

submitted by the board. (p) Any purchase or expenditure over \$5,000.00 by a board shall require approval by the Governor's Office of Workforce Development except for training provider expenditures approved on the eligible training provider list and approved operational expenditures which shall include salaries and benefits.

(a) The Governor's Office of Workforce Development shall approve the fiscal agent/grant recipient selected by a chief local elected official before any federal or state workforce development funds shall be disbursed by the state. (b) The Governor's Office of Workforce Development shall base its approval on an audit of the financial capability of the fiscal agent to ensure that fiscal controls and fund accounting procedures necessary to guarantee the proper disbursement of and accounting for federal and state funds are in place.

(a) Except as otherwise provided in this Code section, a board shall not directly provide Workforce training or one-stop workforce services. (b) A board may request a waiver from the Governor's Office of Workforce Development to directly provide workforce training or one-stop workforce services. The request for a waiver shall include a detailed justification based on the lack of an existing qualified alternative for delivery of workforce training or services in the local workforce investment area. (d) If a board receives a waiver to provide workforce training or one-stop workforce services, the evaluation of results and outcome; shall be provided by the Governor's Office of Workforce Development (d) In consultation with boards, the Governor's Office of Workforce Development by rule shall establish contracting guidelines for boards, including guidelines designed to: (1) Ensure that each independent contractor that contracts to provide one-stop workforce services has sufficient insurance, bonding, and liability coverage for the overall financial security of one-stop workforce services funds and operations; and (2) Prevent potential conflicts of interest between board members and entities that contract with boards. (e) The Governor's Office of Workforce Development shall ensure that each board complies with this Code section and shall approved a local plan only if the plan complies with this Code section. (t) Boards shall not contract with, directly or through a business entity, a member of the board, a relative of a board member, or an employee of the board. (g) Board members who have potential conflicts or contracts may remain on their respective boards until the board's next certification period.

(a) A board certified by the Governor shall be eligible for incentives and program waivers to promote and support integrated planning and evaluation of workforce development. (b) To the extent feasible under federal and state workforce development law, incentives include priority for discretionary funding, including financial incentives for the consolidation of service delivery areas authorized under federal law.

The Georgia Workforce Investment Board shall provide technical assistance to local workforce investment areas that do not meet performance standards established by the Georgia Workforce Investment Board and other applicable federal and state laws. (b) The Georgia Workforce Investment Board shall set sanctions policies and procedures for failing or nonperforming local workforce investment areas in accordance with federal law. (c) If a local workforce investment area does not meet performance standards, the Georgia Workforce Investment Board shall develop and impose a reorganization plan that may include, but not be limited to: (1) Restructuring the board; (2) Prohibiting the use of designated service providers, including state agencies; and (3) Merging the, local, workforce investment area with another area: (d) A local workforce investment area that is the subject of a reorganization plan may appeal to the Governor to rescind or revise the

plan not later than the thirtieth day after the date of receiving notice of the plan. If, as a result of financial and compliance audits or for another reason, the Georgia Workforce Investment Board finds a substantial violation of a specific provision of this chapter or another federal or state law or regulation and corrective action has not been taken, the Georgia Workforce Investment Board shall: (1) Issue a notice of intent to revoke all or part of the affected local plan; (2) Issue a notice of intent to cease immediately reimbursement of local program costs; (3) Impose a reorganization plan for the local workforce investment area,

(a) As used in this Code section, the term supportive services' means services such as 366 transportation, child care, dependent care, housing, and needs-related payments that are necessary to enable an individual to participate in activities authorized under this Code section, consistent with the provisions of this Code section, and consistent with criteria established by the Georgia Workforce Investment Board. (b) The Georgia Workforce Investment Board shall set a cap on supportive service payments as a percentage of total allotment provided to each local workforce investment area. Supportive service payments shall have full documentation on expenditure for every participant."

SECTION 3. This Act shall become effective upon its approval by the Governor or upon its becoming law 376 without such approval.

SECTION 4. All laws and parts of laws in conflict with this Act are repealed.