



**AMENDED AND RESTATED BYLAWS  
OF  
THE SOUTH FLORIDA WORKFORCE INVESTMENT BOARD  
d/b/a CAREERSOURCE SOUTH FLORIDA**

**ARTICLE I**

**NAME, CREATION AND AUTHORITY, TAX EXEMPT STATUS, PURPOSE AND POWERS**

**Section 1.1** *Name* - The provisions of this document constitute the By-Laws of the South Florida Workforce Investment Board (“SFWIB” or “Board”), a separate public body, corporate and politic, and a governmental agency and governmental instrumentality of both Miami-Dade County and Monroe County.

**Section 1.2** *Creation and Authority* – The SFWIB is created and authorized pursuant to the Interlocal Agreement creating the South Florida Workforce Investment Board for Local Workforce Development Area 23 (“LWDA” or “Area 23”) of the State of Florida as may be amended or renewed from time to time (“Interlocal Agreement”), chapter 445, Florida Statutes, and applicable state and federal law.

**Section 1.3** *Tax Exempt Status* - The SFWIB is a governmental body in all respects and eligible to exclude income under Section 115 of the Internal Revenue Code of the United States and contributions which are deductible under Section 170(c)(1) of the Internal Revenue Code of the United States.

**Section 1.4** *Mission* – The dual mission of CareerSource South Florida is to facilitate the connection between competent and capable individuals and local employers, while also offering career advancement opportunities to residents of South Florida that contribute to their overall economic well-being. The SFWIB values:

- Integrity and ethical behavior in all of our actions and dealings
- Fiscal and personal accountability
- Excellent service delivery
- Forward thinking and innovation
- Passion and commitment to both internal and external customers
- Diversity in experiences and thinking

**Section 1.5** *Purpose and Responsibilities* - The purpose of the SFWIB is to perform any and all duties necessary for the accomplishment and purpose of the Workforce Innovation and Opportunity Act (“WIOA”) and the Interlocal Agreement, in accordance with federal and state law. In collaboration with required and additional stakeholders, the SFWIB shall provide strategic and operational oversight to develop a comprehensive and high-quality workforce development system in Miami-Dade and Monroe County and public policy guidance of WIOA programs. The SFWIB shall work toward achieving the state’s strategic and operational visions and goals, and shall exercise all powers provided by or under the authority of the Board including, but not limited to, Chapter 445 Florida Statutes. An emphasis shall be placed on services to individuals with barriers as well as other individuals identified in the SFWIB Strategic Plan.



**Section 1.6 Powers** - The Board shall have and exercise all rights and powers granted to Local Workforce Development Boards under the WIOA, section 445.007(5), Florida Statutes, these Bylaws, the Interlocal Agreement, and as permitted by the laws of the State of Florida. The exercise of said rights and powers by the Board shall not be inconsistent with the provisions of the WIOA.

## **ARTICLE II OFFICES**

**Section 2.1 Principal Office** - The principal office of the Board shall be located in Miami-Dade County, Florida.

## **ARTICLE III LIMITATIONS ON BOARD MEMBERS**

**Section 3.1 Limitation on Board Members** - The Board shall be non-partisan, non-sectional, and non-sectarian and shall take no part or lend its influence or facilities to the nomination, election, or appointment of any candidate for public office. The Board shall be prohibited from lobbying entities or persons, except for legislative requests made by the Board to the Miami-Dade County Office of Intergovernmental Affairs as required by Miami-Dade County Ordinance 04-219 or as may be authorized by the Miami-Dade Board of County Commissioners.

## **ARTICLE IV MEMBERSHIP AND DUTIES**

**Section 4.1 Representation** - The SFWIB members shall be representative of the population of the Local Workforce Development Board (LWDB) 23. The membership shall be based on the diversity of the economic and demographic composition of the LWDB 23 to assure equitable representation.

**Section 4.2 Categories of Membership** - Pursuant to Pub. L. No. 113-128, WIOA, Sections 107; 20 Code of Federal Regulations 679.320; and section 445.007, Florida Statutes, the Board shall be comprised of members that represent entities in the categories provided below. Members must be individuals with optimum policy-making authority within the entities they represent, as the term is defined by 20 CFR 679.340. The number of members and the composition of the Board shall be in accordance with the Interlocal Agreement.

### **A. Business**

A majority of the Board members shall represent businesses in the LWDA as individuals who:

- a. are owners of a business, chief executive officers, chief operating officers, or other individuals with optimum policymaking or hiring authority;



- b. represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the LWDA, as those terms are defined by the WIOA; and
- c. are appointed from among individuals nominated by local business organizations and business trade associations.

At least two members must represent small business as defined by the U.S. Small Business Administration.

## **B. Labor / Apprenticeships**

Not less than 20 percent of the members must be representatives of the workforce within the LWDA and:

- a. Include at least two representatives of labor organizations nominated by local labor federations. If no employees are represented by such organizations, at least two other representatives of employees shall be on the Board.
- b. Include at least one representative, who shall be a member or a training director, of a joint-labor management, or union affiliated, registered apprenticeship program who must be a training director or member of a labor organization. If no union affiliated registered apprenticeship program exists in the LWDA, at least one representative of a registered apprenticeship program with no union affiliation in the LWDA must be appointed, if such a program exists.
- c. May include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide/support competitive integrated employment for individuals with disabilities.
- d. May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

## **C. Education**

Members must include representatives of entities administering education and training activities in the LWDA and:

- a. Include a representative of eligible training providers administering adult education and literacy activities under Title II of WIOA.
- b. Include a representative of institutions of higher education providing workforce investment activities (including state/community colleges).



- c. Include a private education provider, if a public education or training provider is represented on the Board. This requirement may be waived by the CareerSource Florida Board of Directors if it is demonstrated that such representative does not exist in the LWDA.
- d. May include representatives of local educational agencies or community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.

If there is more than one institution in each of the types of educational entities listed above, nominations will be solicited from representatives of each of these entities. The Board shall describe, in a locally defined process, how private education providers will be identified and efforts to include those representatives on the Board. If through the local process, the Board finds that a private education provider representative does not exist in the LWDA, the Board shall submit a request to waive the requirement as outlined in CareerSource Florida Administrative Policy 91.

#### **D. Governmental / Economic / Community Development**

Members must include representatives of economic and community development, as well as governmental entities serving the local area with:

- a. At least one individual representing economic and community development entities serving the LWDA.
- b. At least one individual representing the State Employment Service office under the Wagner-Peyser Act serving the local area.
- c. At least one individual representing the programs carried out under Title I of the Rehabilitation Act of 1973, other than sec. 112 or part C of that title serving the local area.

#### **E. Other Entity Representation**

Members may include other individuals or representatives of entities including: (1) governmental and economic and community development entities who represent transportation, housing and public assistance programs; (2) philanthropic organizations serving the LWDA; and (3) other appropriate individuals as determined by the CLEO of Miami-Dade County.

**Section 4.3 *Board Member Recruiting, Vetting and Nominating*** - The Board, in consultation with the CLEO shall recruit, vet, and nominate prospective SFWIB members as detailed in Article V. The members shall represent diverse geographic areas within the LWDA. Pursuant to Section 445.007, Florida Statutes, the importance of minority and gender representation must be considered when making appointments to the Board.



## Recruitment Process Instructions

When a SFWIB vacancy exists, the Executive Director will send, within three days of the vacancy, a written notice of the vacancy to the Board as well as to the appropriate CLEO. The Executive Committee, subject to Board approval, will work with the Executive Director to solicit potential members to fill the vacancy.

The CLEO or Executive Committee will send the Executive Director a document identifying potential candidates to fill the vacancy within 15 days of receipt of the notice of the vacancy. Once the Executive Director has determined the nomination(s) are consistent with the membership requirements of federal and state laws, as well as, local Board requirements, the Executive Director's Executive Assistant will provide the nominee a Membership Nomination and Reappointment Form and Recruitment Brochure (i.e., Become a Leader for the South Florida Workforce Investment Board).

If the vacancy is from the Business, Education, Labor or Economic Development Board membership categories, the applicable processes below shall be followed:

1. Business – Representatives must be nominated by local business organizations and/or business trade associations and then submitted for review.
2. Education – When there is more than one local area provider of adult education and literacy activities under title II, or multiple institutions of higher education providing workforce investment activities as described in WIOA sec. 107(b)(2)(C)(i) or (ii), nominations are solicited from those particular entities.
3. Labor – Representatives must be nominated by local labor federations.
4. Economic Development – the CLEO or Executive Committee shall solicit nominations from both public and private local economic development agencies.

**Section 4.4 Appointment of Members** - The CLEO of Monroe County shall appoint two of the private sector members of the SFWIB, and the CLEO of Miami-Dade County shall appoint the remaining members. The CLEOs may not delegate the responsibility of appointing members to the SFWIB to the Executive Director. A SFWIB member may not assign or designate their Board position on the SFWIB or Council. Upon appointment, SFWIB members must be trained on federal, state and local conflict-of-interest laws and policies.

Members are prohibited from instructing or requesting that the CLEO, or their subordinates, appoint or remove any member from the Board. Any member who engages in the aforementioned conduct shall be subject to a recommendation for removal by the Board. A removal recommendation will be submitted to the CLEO for review and consideration if a consensus is reached by a two-thirds vote. It is essential to note that written authorization from the CLEO is required for any action pertaining to the removal of a member.



## **Appointment Process Instructions:**

Once the CLEO or Executive Committee refers a potential SFWIB member to the Executive Director and that nominee satisfies legal, regulatory, and local requirements, the following procedures shall commence:

1. The nominee completes a Membership Nomination and Reappointment Form, including a career biography/resume.
2. The nominee submits the Membership Nomination and Reappointment Form and career biography/resume to the Executive Director.
3. The Executive Director forwards submitted documents to his Executive Assistant.
4. For private sector nominees, the Executive Assistant will verify the nominee's status in the business community (i.e., whether the nominee is in good standing with a Chamber of Commerce and/or economic development organizations).
5. The Executive Assistant will scan and file the submitted documents. The original hard copy is placed in folder labeled Pending Nomination.
  - a. The Executive Assistant will transmit documents to the Executive Director for submission to the Executive Committee for review and recommendation to the Board for approval. If the nominee is not approved, the Executive Director shall notify the nominee, in writing, of such decision.
  - b. If the Executive Committee approves the nomination, the nomination shall be included on the next SFWIB Agenda for the Board to consider. If the nominee is not approved the Executive Director shall notify the nominee, in writing, of such decision.
  - c. If the SFWIB approves the nominee, the Executive Assistant shall prepare a memo to the appropriate CLEO recommending the individual for appointment to the Board. The Membership Nomination and Reappointment Form, including the career biography/resume shall be included with the memo.
6. If the CLEO appoints the Board's approved nominee, the following procedures shall commence:
  - a. The new Board member is registered for new member training.
  - b. The new member receives a congratulatory letter from the CLEO with instructions for Board Member Orientation conducted by the Executive Director.
  - c. SFWIB Executive Assistant completes all necessary documents, adds the member to the Board Member Directory and Board Member Distribution List, and ensures that the new member's name is included in appropriate section of the website.
  - d. Once the new member receives a committee assignment, the Executive Assistant will add the member to the appropriate committee distribution list.

**Section 4.5 Terms/Term Limits** – SFWIB members shall be appointed for fixed and staggered terms and shall serve until their successors are appointed. All appointments shall be for a two-year term, with reappointment occurring after the second year. Members may serve two additional terms. A member's service shall not exceed a total of three (3) consecutive terms or six (6) consecutive years. Notwithstanding the above, members who represent governmental entities are exempt from term limits. Service, which commenced before July 1, 2021, does not count toward the 6-year limitation.

To establish staggered terms, members shall be divided into three (3) groups, the first of which will be new SFWIB members, which will serve an initial term of two (2) years. The second group will consist of those who begin their term the year following the term of the first group. The third group will consist of those who begin their term the following term of the second group.

**Section 4.6 Vacancies** – A SFWIB member who becomes ineligible to serve on the Board must resign or be removed by the CLEO that appointed him or her. Vacancies should be filled within twelve (12) months from the original vacancy occurrence. All appointments to fill vacancies should follow the same process provided in this Section 4. New SFWIB members must be appointed to fill the same category of membership as that in which the vacancy occurred; however, new members do not have to be from the same educational entity, organization or business as the departing members. If a member resigns or removed before their term has expired, the newly appointed member shall begin a new two-year term.

**Section 4.7 New Member Orientation and Annual Training** - SFWIB members must participate in orientation and annual training. The purpose of orientation and training is to provide SFWIB members with information that empowers them to effectively serve. All new members shall complete a new member orientation within six months of their appointment to the Board. The Executive Director is responsible for and shall develop Member Orientation.

- A. SFWIB members must complete annual refresher training regarding their duties and responsibilities as a member of the Board. Such training will be on topics provided by CareerSource Florida Administrative Policy 110.
- B. New member and refresher training may be offered in-person and/or virtually. Using the Board Engagement Matrix, the Board will monitor member participation in convening stakeholders, brokering relationships with employers, and leveraging support. Upon request, attendance records and course completion dates will be provided.

**Section 4.7 Removal** – A SFWIB member, the Executive Director, or the designated person responsible for operational and administrative functions, may be removed from the Board as follows:

- A. For Cause – The Governor may remove from office, for cause, SFWIB members, the Executive Director, or the designated individual accountable for operational and administrative functions, in accordance with Section 445.007 of the Florida Statutes. In addition, members may be removed by a vote of 2/3 of the Board or by the CLEO who appointed them.



B. The following grounds for removal for cause shall include, but not be limited to:

- a. Disclosure of confidential information;
- b. Misuse of position;
- c. Failure to disclose conflict of interest;
- d. Incapacity or unfitness to fulfill the duties of the Board;
- e. Engaging in fraud or other criminal acts while a member of the Board;
- f. Gross dereliction of Board responsibilities;
- g. Infractions of misfeasance (willful inappropriate action or intentional incorrect action or advice), malfeasance (willful and intentional action that injures a party), or nonfeasance (the failure to act where action is required—willfully or in neglect);
- h. Other causes as may be determined by the Board and/or defined by the Governor or CLEO.

C. Resignations

1. Voluntary resignations shall be those occurring when a member, for his or her own reasons, elects to leave the Board and gives due notice of such intent.
2. Involuntary resignations (de-facto resignations) shall occur when a member fails to attend one-half of either the regularly scheduled Board or Board Committee/Council meetings in a 12-month period. An involuntary resignation may be set aside at the request of the member and upon approval by a majority vote of the Board.
  - i) The Executive Director shall send a letter to any member who fails to attend two consecutive meetings, including committee or task force meetings, in any 12-month period without adequate explanation and/or communication.
  - ii) Following the notification, the Executive Director shall notify the CLEO who appointed the member and recommend that the member be removed from the SFWIB if said member misses a third meeting, including a committee or task force meeting, in any 12-month period without an acceptable excuse. The SFWIB defines “acceptable excuse” as medical, business travel, or other reason that the SFWIB, by majority vote, deems appropriate.

**Section 4.8 *Financial Disclosure*** – Financial disclosures pursuant to section 112.3145, Florida Statutes, are required of appointed members as follows, unless otherwise exempt under Florida law:

- a. Financial disclosure Form 1 is due July 1 of each year for the preceding calendar year.
- b. Notifications will be sent to all members at least 30 days in advance of the deadline.
- c. Forms should be submitted to the Supervisor of Elections in the member's county of permanent residence.
- d. A grace period is in effect until September 1. If the disclosure is not filed or postmarked by September 1, an automatic fine of \$25 per day will begin to accrue, and will continue to accrue until the disclosure is filed or the fine reaches \$1,500.
- e. Failure to submit Financial Disclosure Form 1 by the July 1st deadline could result in a finding of non-compliance with the Grantee-Subgrantee Agreement for the SFWIB.



## ARTICLE V OFFICERS

**Section 5.1** Appointed Officers - The officers shall consist of a Chairperson (“Chair”) and Vice-Chairperson (“Vice-Chair”) who are approved by majority vote of the Board.

**Section 5.2** Duties - The officers of the Board shall have the following duties:

A. Chair. The Chair shall be the chief appointed officer of the Board and shall preside at all Board and Executive Committee meetings. The Chair shall appoint council Chairs and council Vice-Chairs, subject to the approval of the SFWIB. The Chair may be removed from office without cause at any time upon the affirmative vote of a majority of the then appointed members of the SFWIB who are empowered to vote.

All such council and task force chairs and members shall serve at the pleasure of the Chair. The Chair may remove the chair of any such council or task force and any and all such council members or task force members without cause at any time.

The Chair shall serve as an ex-officio member of all standing committees and shall perform such other duties as set forth in these Bylaws or as determined by the Board. The Chair shall be a “Business” representative and preside at all meetings of the SFWIB

B. Vice Chair. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair or in the event of the Chair’s inability to perform his or her duties. The Vice-Chair shall serve as the chair of the Board’s membership committee and shall perform such other duties as are assigned by the Chair.

The Vice-Chair may be removed from office without cause at any time upon the affirmative vote of a majority of the then appointed members of the SFWIB who are empowered to vote.

In the event that the office of the Chair is vacant, the Vice-Chair shall assume the duties and powers set forth in (A) (1), (3) and (4) hereinabove until such time as the office of the Chair is no longer vacant. The Vice-Chair shall be a “Business” representative.

C. Qualifications. All officers appointed after the first annual meeting of the Board must have been a member of the Board for at least one year prior to being appointed to office.

D. Appointment. The Chair and Vice-Chair shall be elected by the Board and shall serve one two-year term commencing the January 1<sup>st</sup> following their appointment. The Chair's and the Vice-Chair's terms shall be limited to two consecutive two-year terms. There are no limitations on the number of nonconsecutive terms members may serve or offices they may hold.



**Section 5.3 *Executive Director*** - The Board shall have the authority to recommend an Executive Director to serve as the Chief Executive and Operating Officer for the Board and as such shall implement the policies, decisions, actions and directives of the Board. The Executive Director may be removed at the discretion of the Board. The Executive Director shall serve as Secretary to the Board, charged with preparing notices, agendas, minutes of the meetings of the Board and Committees, and shall serve as the custodian for all minutes and voting records of official Board business. The Executive Director shall be a non-voting member of the Board, Executive, Finance and Efficiency Council, Global Talent & Competitive Council, Performance Council and any ad-hoc committees and task forces. The Executive Director shall serve as advisor to the Chair and all council Chairs and task forces and shall assemble information and data and cause to be prepared special reports as directed by the Board. Board functions that are the responsibility of the Executive Director include, but are not limited to:

- A. Coordinating with the appropriate CLEO regarding the identification and nomination of members to the Board and ensuring membership is compliant with state and federal laws.
- B. Organizing Board meetings and ensuring meetings are held according to the Bylaws and applicable laws, including Florida's Sunshine Law.
- C. Developing and submitting the local and regional workforce development plan.
- D. Conducting oversight of the WIOA adult, dislocated worker, youth programs and the entire One-Stop delivery system including development of policies and monitoring the administration of the programs.
- E. Negotiating and executing agreements on local performance metrics.
- F. Negotiating with the appropriate CLEO and required partners for the Memorandum of Understanding (as prescribed in CareerSource Florida Administrative Policy 106).
- G. In compliance with the Board's procurement policy, providing oversight of the competitive procurement process for procuring or awarding contracts to providers of youth programs services, providers of workforce services (if applicable), and the One-Stop Operator as required in 20 CFR 679.370.
- H. Developing an annual budget of SFWIB each program year to be submitted to the Florida Department of Commerce and published in accordance with state law.
- I. Certifying the One-Stop career centers per the CareerSource Florida Administrative Policy 93.

In the event that the Office of the Secretary is vacant, the Chair or in the event of a vacancy in the office of the Chair, the Vice-Chair shall appoint a member of the SFWIB staff to serve as the Secretary Pro Tem of the SFWIB until such time as the Office of the Secretary of the SFWIB is no longer vacant.



## **ARTICLE VI BOARD MEMBER/COMMITTEES (COUNCILS)**

**Section 6.1** Regular Meetings - The Board shall hold regular meetings at least six times during a calendar year. Notwithstanding the prior sentence, the number of meetings may be amended at the discretion of the Chair. The schedule shall be provided to Board Members and posted on SFWIB's website at the start of the calendar year.

**Section 6.2** Special and Emergency Meetings - Special and emergency meetings may be called by the Chair or by a majority of the members of the Board.

**Section 6.3** Place of Meeting - The Chair, in coordination with the Executive Director, shall designate the location of meetings to ensure compliance with accessibility and other legal requirements, including the Sunshine Law.

**Section 6.4** Notice of Meeting - All meetings will be advertised and open to the general public in compliance with the Sunshine Law, the requirements of chapter 445, Florida Statutes, and the Grantee/Subgrantee Agreement. Notice of the date, time, and place of all SFWIB meetings shall be emailed to all members at least seven days in advance of such meetings, together with an agenda of the business to be conducted. If a special or emergency meeting is called pursuant to the provisions of section 6.2 above, a minimum of 24-hour notification will be provided.

**Section 6.5** Communication Media Technology - Members may attend a maximum of three Board meetings per calendar year via means of communications media technology, defined in section 28-109.002 of the Florida Administrative Code - to mean the electronic transmission of printed matter, audio, full-motion video, freeze frame video, compressed video, and digital video by any method available and shall include, but not be limited to, telephone conference, video conference or similar communications equipment.

Members using communications media technology to attend meetings must be: (i) allowed to participate in Board discussions; (ii) able to be heard by other Board members; and (iii) able to be heard by the public. Notwithstanding the above, physical attendance at all Board and committee meetings is preferred. If a member is unavailable to be physically present due to an emergency or circumstances beyond their control, and would like to participate in the meeting using communications media technology, said member shall notify the Chair and Executive Director no later than 48 hours prior to the start of said meeting so that such communications media technology may be established for said meeting.

These Bylaws shall not be construed to authorize any proceeding otherwise subject to the provisions of section 286.011, Florida Statutes, to be held exclusively by means of communications media technology without making provision for the attendance of any member of the public who desires to attend unless expressly authorized by law. SFWIB meetings conducted using communications media technology shall comply fully with section 120.54, Florida Statutes, and Chapter 28-109, Florida Administrative Code, as may be amended from time to time.



**Section 6.6 Attendance** - The SFWIB must hold at least six in-person meetings throughout the course of the calendar year. Members may attend via communications media technology a maximum of two times in a succession, after which, in-person attendance is required before remote participation is further permitted. As specified in Section 4.9B (2), any member who is absent from three of the six SFWIB meetings within a fiscal year, shall be deemed to have voluntarily resigned from the SFWIB unless the member's absences were excused, in advance, for cause by the Chair.

**Section 6.7 Quorum** - A majority of the Board membership qualified and sitting shall constitute a quorum for the transaction of business at meetings of the Board, including those members attending via communications media technology as outlined in Section 6.5. In the absence of a quorum, the Executive Committee may take official action on items of a Board agenda, which actions may be ratified by the Board at the next Board meeting.

**Section 6.8 Voting** - All matters before the Board (except amendments to Bylaws-See **Section 8.2**) shall be determined by a majority vote of members at the meeting after a quorum has been established. Each member (including those attending via communications media technology as outlined in Section 6.5), shall be able to cast one vote, and must vote on any business of the Board or any Council(s) to which he/she is assigned. The SFWIB prohibits the use of proxies to attend or vote on behalf of a member who is unable to do so in person or through communications media technology.

If a conflict of interest exists or is thought to exist, the corresponding member must abstain from voting or otherwise participating in the proceedings related to the matter and shall leave the public meeting room or other location of the public meeting until the consideration of that matter has been concluded. Any such person who leaves the public meeting room or other place of the public meeting shall be deemed absent for purposes of constituting a quorum, counting the vote or for any other purpose.

**Section 6.9 Conflict of Interest** – Board Members and staff must maintain integrity, accountability and transparency in decisions and actions that earn and protect the public trust. This includes taking all necessary steps to avoid appearances of conflicts of interests. A member shall not cast a vote on or participate in any decision regarding the provision of services by said member, their relatives, any organization that the member directly represents, or any matter that would provide any direct financial benefit to the member or, where the member has a relationship with the contracting vendor. All members shall follow the guidelines and restrictions set forth in chapter 445 of the Florida Statutes, CareerSource Florida Strategic Policy 2012.05.24.A.2-State and Local Workforce Development Board Contracting Conflict of Interest Policy, as well as the requirements in the Department of Commerce's Grantee/Sub-grantee Agreement.

Such contracts may only be approved with a two-thirds vote of the Board members present and where all conflicts of interest have been disclosed, and with the member who may benefit from such a contract (or whose organization or relative may benefit) abstaining from the vote. Any contract awarded to a SFWIB member, or a contracting vendor related to a SFWIB member, that is equal to or greater than \$10,000, is subject to DEO approval and requires the completion of a Contract Information/Related Party Form that has been certified by the Chair or Vice-Chair as correct and true. Such contracts will be published on the SFWIB website in accordance with chapter 445.



### **Section 6.10** Procedure at Meetings

- A. Robert's Rules of Order shall govern the procedure of Board meetings except when inconsistent with the provisions of these Bylaws.
- B. All business shall be conducted in accordance with a written agenda published in accordance with the provisions of these Bylaws.
- C. Participation in meetings shall be limited to SFWIB members, Board staff and other invited guests and speakers.
- D. The Board shall comply with Section 286.0114, Florida Statutes and provide members of the public with a reasonable opportunity to be heard.
- E. All business of the Board shall be conducted in accordance with the Florida Government in the Sunshine Law.
- F. SFWIB members may attend meetings in-person or virtually except for the annual meeting where in-person attendance is required.
- G. The Secretary of the Board shall record and transcribe all proceedings. At the next routinely scheduled meeting where a quorum has been established, meeting minutes will be reviewed, amended, and approved as necessary. The minutes shall indicate which Board members were present or absent and shall record the official acts of the Board; the Vote Tally Sheet shall record member voting (ayes, noes, and abstentions). Abstentions due to a conflict of interest shall be recorded along with the member's name and the rationale for the abstention. After ratification by the Board, the meeting minutes serve as the official record of the business conducted at that meeting. Copies of approved minutes shall be posted on the CareerSource South Florida website within 15 days of Board approval.

### **Section 6.11** Committees (Councils)

SFWIB shall establish and maintain the following Committees/Councils comprised of Board members to assist the Board in carrying out its duties and responsibilities. Council membership and leadership appointments, as described in Section 5.2A, are appointed by the Board Chair and subject to Board ratification. SFWIB staff may not serve on committees. As specified in Section 6.1, the Committees/Councils shall meet on the same days as the SFWIB regular Board meetings, as provided in Section 6.1. . The Committee/Council Chairs may call special and emergency meetings as deemed necessary.

**Section 6.12** Executive Committee – The Executive Committee shall be comprised of the Chair, Vice-Chair, Council Chairs and Vice-Chairs. The Executive Committee shall serve as a committee with administrative oversight responsibilities and is empowered to act and take necessary interim action to implement the plans and programs of CareerSource South Florida between meetings of the Board. All restricted assets shall be managed by the Executive Committee of the Board. An Executive Committee report will be made at each Board meeting at which time the actions of the Executive Committee may be reviewed and ratified by the Board.



**Section 6.13 The Finance and Efficiency Council (FEC)** –The FEC oversees the development of the annual budget and ensures accurate tracking, monitoring and accountability for funds. The FEC shall review the Executive Director’s recommended budget and make recommendations regarding the budget to the Board. The FEC is responsible for the review and approval of the annual audit and audit firm.

**Section 6.14 Global Talent and Competiveness Council (GTCC)** - The GTCC is responsible for developing and delivering talent (youth and adult) to meet marketplace needs to grow South Florida’s legacy and infrastructure industries, as well as those industries that hold promise and have been identified as economic development priorities for diversifying the regional economy with high-wage jobs. GTCC also focuses on the area’s economic development agenda and common strategic target. The council advises the Board on the development and implementation of policies, strategies, programs, and activities affecting workforce development by focusing on Opportunity Miami’s One Community One Goal, identified seven targeted sectors.

**Section 6.15 Performance Council**- The Performance Council is responsible for ensuring compliance with the U.S. Department of Labor’s federal common measures, the REACH Act Letter Grades and SFWIB performance goals, including both programmatic and financial outcomes on measures such as job placements, cost per placement and return-on-investment. The council provides oversight and accountability for positive outcomes of Florida’s federal common measures.

**Section 6.16 Ad Hoc Committees** - Ad Hoc Committee(s) shall be established as temporary committees to address specific issues. Ad Hoc Committees shall be chaired by a SFWIB member. Membership of Ad Hoc Committee(s) may include other SFWIB members, but must include individuals, appointed by SFWIB, who are not on the Board and have demonstrated experience and expertise in accordance with state and federal laws.

## ARTICLE VII INDEMFICATION AND COMPENSATION

**Section 7.1 Indemnification** - The Board shall indemnify, defend, save, and hold harmless each member from personal liability to the maximum extent authorized by law. It is the intent of this Article that no member shall have personal liability for his or her acts or omissions except in those instances where the Board is prohibited, by law, from indemnifying, defending, saving, and holding harmless such member. Additionally, in the event of dissolution, liquidation, termination, or expiration of the existence of the SFWIB, the Board shall follow the provisions of the Interlocal Agreement regarding payments, debts, obligations, assets and income.

**Section 7.2 Compensation** – Board members shall serve without compensation; however, members may be reimbursed for necessary expenses incurred in the performance of official duties upon approval in writing by CLEO of Miami-Dade County or his or her designee, in accordance with the Interlocal Agreement. Expenses shall be reimbursed in accordance with federal and state laws and regulations, Miami-Dade County ordinances and policies, and the Interlocal Agreement.



## ARTICLE VIII ENACTMENT/AMENDMENT

**Section 8.1 Enactment** - These Bylaws shall become effective upon approval of the Board. Approval for enactment shall require a two-thirds vote of the full membership of the Board, after notice to the membership. Said notice shall be made no later than 10 days prior to the meeting at which the Bylaws are placed on the agenda. These Bylaws shall not be construed to take precedence over federal, state, or local laws or regulations or to limit or constrain the rights and obligations of the Board.

**Section 8.2 Amendments** - The Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of a two-thirds of the membership of the Board in attendance at any meeting.

## ARTICLE XI STAFF SUPPORT AND PROFESSIONAL ASSISTANCE

**Section 9 Staff Support and Professional Assistance** - The Board and its committees shall be provided administrative, clerical, and technical support by the Board's staff. The staff shall implement the policies, decisions, actions and directives of the Board under the supervision and control of the Executive Director. It shall be the Executive Director's responsibility to assure such support is available as necessary or as requested by any Board/Committee. However, any such requests or directives by members of the Board shall be made solely to the Executive Director and shall not be made to any other employees of the SFWIB either publicly or privately. If determined necessary, the Board may hire professional consultants, including legal counsel, to assist in carrying out its responsibilities.