

**BY-LAWS OF THE CITRUS LEVY MARION REGIONAL WORKFORCE
DEVELOPMENT BOARD, INC. (CLMRWDB)**

A FLORIDA CORPORATION, NOT FOR PROFIT

THESE BY-LAWS ARE AMENDED AS APPROVED ON 6-25-09

ARTICLE I: NAME, OFFICE AUTHORITY, AND RESPONSIBILITIES:

Section A: The name of the Corporation shall be the Citrus Levy Marion Regional Workforce Development Board, Inc. hereinafter referred to as “the CLMRWDB”; CLMRWDB shall also be known as “CLM Workforce Connection”.

Section B: The Principal office of the CLMRWDB shall be located at 3003 SW College Rd, Suite 205, Ocala, FL 34474. The CLMRWDB may have such other offices as the Board of Directors may designate or as the business of the CLMRWDB may require from time to time.

Section C: The registered office of the CLMRWDB, required by Florida Corporation Laws to be maintained in the State of Florida may be, but need not be, identical with principal offices in the State of Florida. The registered office of the CLMRWDB shall be in care of Robert A. Stermer, 8585 S.W. Highway 200, Suite 9, Ocala, FL 34481. The address of the registered office may be changed from time to time by the CLMRWDB.

Section D: The CLMRWDB exists as a result of the passage of the Workforce Investment Act (WIA) (Public Law 105-220), the Interlocal Agreement establishing the Citrus Levy Marion Workforce Development Consortium (“Consortium”), and the Articles of Incorporation of the CLMRWDB.

Section E: The CLMRWDB shall have those duties and responsibilities provided for by the WIA, other related laws of the United States, the Workforce

Innovation Act of 2000 and other applicable laws, rules and policies of the State of Florida, its Articles of Incorporation and any agreements or contracts it may enter into with any third party and such other duties as are consistent with its non-profit status and with the provision of job training, job placement and benefit services to the citizens of Citrus, Levy and Marion Counties, Florida.

Section F: The CLMRWDB shall participate in the development of policies and programs for implementing the activities of the Workforce Development Plan for Workforce Region Ten (JEP Region 10).

Section G: The CLMRWDB shall maintain with the Consortium that relationship specified in the Memorandum of Agreement (“Memorandum”) between the two bodies.

**ARTICLE II: COMPOSITION OF MEMBERSHIP; LENGTH OF SERVICE;
ATTENDANCE ON THE CLMRWDB:**

Section A: The CLMRWDB shall be comprised of at least thirty-eight (38) member categories who are appointed as set forth in the Agreement to Establish the CLMRWDB. A member may represent more than one category. The number of the members on the CLMRWDB shall be initially determined by the Consortium. CLMRWDB membership shall be maintained pursuant to the Memorandum provisions. Replacement of members who resign voluntarily, who are asked to resign or are removed because of unsatisfactory attendance records or other justifiable reason(s) will be in accordance with the Memorandum and any procedures required by the State of Florida or the United States Government.

Section B: It shall be the policy of the CLMRWDB that three (3) absences annually from regularly scheduled CLMRWDB meetings shall constitute just cause

for recommendation for removal. A recommendation for removal shall only be made after review by the Executive Committee of the circumstances surrounding the absences. The following procedures shall be followed: The Executive Committee shall meet, discuss the circumstances, and make their determination to remove or not remove the member(s). In the event removal is recommended, the Executive Committee shall make a recommendation for removal of the member(s) to the CLMRWDB at its next meeting. A majority vote of those CLMRWDB members present shall be required for removal.

Section C: The Consortium will be notified of three (3) unexcused absences or other justifiable reasons which shall constitute cause for recommendation for removal and of the subsequent action taken by the CLMRWDB.

Section D: Any member who no longer meets the criteria under which appointed to the CLMRWDB shall notify the Executive Committee in writing within 30 days of that status change, i.e., a private sector representative no longer owns his/her own business, retires from that business, or is no longer an officer, chief executive or chief operating officer of the business concerns under which he/she was appointed to the board. The Executive Committee will review all status changes and make a recommendation to the CLMRWDB. The CLMRWDB shall recommend to the Consortium that any member whose status has changed so as to affect the member's eligibility for continued membership be replaced on the CLMRWDB.

Section E: **Membership Status: Leaves of Absence**

A Board member facing a period of prolonged absence and unable to attend Board meetings may, in order to maintain Board membership, request a leave of absence.

Such leaves will be considered by the Executive Committee for approval. Examples of acceptable causes for such a request include, but are not limited to periods of illness of the member or spouse; and call to active military duty. Other situations may be considered by the Executive Committee at the member's request.

If approved, leaves of absence may be granted for periods of up to one (1) year. During such a period, the member will remain a Board member and his or her absence shall not be counted as a cause for removal.

The Executive Committee may, at its discretion, petition the Workforce Consortium to appoint a temporary member to represent the sector the Board member requesting a leave of absence represented during the period of the member's leave of absence. Such appointment will continue only until the return of the original member from the leave of absence.

ARTICLE III: OFFICERS AND THEIR DUTIES:

Section A: General:

The officers of the CLMRWDB shall be the Chair, Vice-Chair and Secretary/Treasurer. The Vice-Chair and Secretary/Treasurer shall be elected every two years. The Vice-Chair shall ascend to the office of Chair every two years and shall replace the outgoing Chair. The new Vice-Chair shall be elected from among the business and industry (private sector) representatives and shall rotate among the three counties' representatives every two years. The Secretary/Treasurer shall be elected from the CLMRWDB public sector representatives. The Secretary shall not be eligible to ascend to the position of Chair because of the requirement that the Chair be a private sector representative. Officers shall serve two year terms.

Removal of Officer(s):

Any officer of the Board may be removed with or without cause by an affirmative vote of a majority of the Board of Directors at a called meeting in which a quorum is present. A motion to remove an officer may be made by any board member.

Section B: Chair:

The Chair shall have the responsibility of presiding over CLMRWDB meetings, authority for appointing Committee membership and the Chair for each Committee subject to approval by the Executive Committee. The Chair shall serve as an ex-officio member of all Operational and Ad Hoc Committees, but will not be assigned to any Committee other than the Executive Committee.

Section C: Vice-Chair:

The Vice-Chair shall preside over the CLMRWDB meetings in the absence of or at the request of the Chair. The Vice-Chair shall also serve as an ex-officio member of all Operational and Ad Hoc Committees, but will not be assigned to any Committee other than the Executive.

Section D: The Secretary/Treasurer or designee shall be responsible for the roll call and the official attendance roster. The Secretary/Treasurer or designee shall receive and deposit all funds in the name of the CLMRWDB in a bank approved by the Board. All checks shall be signed by two individuals. The Chief Executive Officer, the current Secretary/Treasurer, or another current officer or the Past Chair are authorized to sign on behalf of the board. Current financial records shall be kept at all times and

reports on the financial status of the CLMRWDB shall be submitted at all meetings of the Board and membership, with copies to be attached to original minutes.

ARTICLE IV: MEETINGS OF THE CLMRWDB:

Section A: Regular Meetings:

The CLMRWDB shall meet quarterly or as determined by the Executive Committee and/or the CLMRWDB from meeting to meeting. All members of the CLMRWDB shall be notified in writing of the date, time, and place of the meetings at least five (5) days in advance. An agenda will be transmitted whenever possible.

Section B: Called Meetings:

The Chair may convene the Board at times other than the regular meetings, provided the CLMRWDB members are notified in writing at least five (5) days in advance of the date, time, and place of the meeting. An agenda will be transmitted with this notification. If the Chair determines that an emergency situation necessitates that a special meeting be called, the requirements for notice may be waived by a separate writing signed by a quorum of the CLMRWDB members.

Section C: Quorum of Meetings:

A quorum for all meetings of the CLMRWDB shall be declared when one-third (1/3) of the members are present. Once a quorum is declared at any CLMRWDB meeting, the quorum is not lost until the meeting is adjourned.

Section D: Decision on Questions:

The decision on all questions with the exception of amendments to the By-Laws provided for under ARTICLE VIII, shall be determined by a majority vote of the members voting on the question.

Section E: Waiver of Notice:

Whenever, under the laws of the State of Florida, or provisions of these By-Laws, a waiver in writing is signed by persons entitled to such notice, whether before or after the time stated therein, it shall be deemed equivalent to the giving of such notice.

Section F: Robert's Rules of Order:

In matters not covered by these By-Laws, Robert's Rules of Order, Revised (latest edition), shall govern the procedure of the meetings of the CLMRWDB and its Committees.

ARTICLE V: COMMITTEES OF THE CLMRWDB:

Section A: The CLMRWDB may establish such Operational Committees as are deemed necessary to perform the specific functions of the CLMRWDB. These Committees shall be advisory to the CLMRWDB, except that they may, with specific authorization, act on behalf of the CLMRWDB. The following will be the Committees of the CLMRWDB:

Executive Committee:

This Committee shall be comprised of the Chair, Vice-Chair and Secretary/Treasurer of the CLMRWDB, the immediate past Chair of the CLMRWDB, and the Chairs of the, four Operational Committees, for a total of eight (8) members, at least two (2) members shall be selected from among the private sector representatives. This Committee shall be responsible for administrative matters of the CLMRWDB, shall serve as the CLMRWDB personnel committee, and as such, shall handle all personnel matters, if any; shall be responsible for all issues, duties and responsibilities dedicated to and by vote of the full CLMRWDB, shall be authorized to act on an emergency basis on behalf of the full CLMRWDB between CLMRWDB meetings, shall recommend and approve formal procurement actions, and shall serve as the grievance/protest committee for all procurement actions.

Operational Committees:

CLM shall have four Operational Committees: Manufacturing and Distribution; Construction and Utilities; Healthcare Services; and Business and Professional. These four committees focus on the critical industry sectors in the Citrus, Levy and Marion County economies. CLM will, through workforce intelligence, continually update its industry sectors and, if necessary realign its committee structure to correspond with the industry sectors that are of primary economic impact within the CLM region.

Each Operational Committee will be responsible for the following:

- Developing workforce intelligence relevant to its targeted industry sectors;

- Engaging trade associations and key private sector businesses in deliberating the workforce needs of the industries;
- Defining critical occupations for the targeted industries;
- Developing talent pipeline approaches to support the workforce needs of its industry sectors;
- Defining the critical skills needed by the industry sectors;
- Working with local school districts and community colleges to develop training programs designed to teach these critical skills;
- Developing approaches that will support the workforce needs of its industry sector through coordination with other agencies; out-of-area recruitment; and employed worker training, etc.;

Youth Council:

CLM shall have a Youth Council, whose membership is defined in Public Law 105-220. Members of the Youth Council will serve on the four operational committees of CLM and shall provide input on youth issues and efforts to serve youth to those committees.

Section B: The Chair of the CLMRWDB shall have authority to appoint members of the CLMRWDB to serve on all Operational Committees and the Youth Council, subject to the approval of the Executive Committee. Membership on all Operational Committees shall be for one year. Members of the CLMRWDB who are also employees of public sector organizations may delegate other employees of the public sector organization to attend Committee meetings and cast advisory votes. The preceding sentence shall not apply to meetings of the Executive Committee.

The Chair may appoint such other members to the Operational Committees as is necessary to gain broad industry input into the

deliberations of the committees. Such members shall be ex-officio and have voting privileges.

Section C: Ad Hoc Committees:

Ad Hoc Committees may be established by the Chair autonomously to deal with matters of particular or immediate concern. Ad Hoc Committees shall be composed of members of the CLMRWDB with their number and representation determined by the Chair subject to approval by the Executive Committee. An Ad Hoc Committee shall be advisory to the CLMRWDB and shall terminate upon satisfactory completion of the task for which it was originally appointed. Non-CLMRWDB members may serve as voting members of Ad-hoc Committees.

Section D: Nominating Committee:

The Committee shall be composed of members of the CLMRWDB, appointed by the Chair with appropriate representation from each County of the Region 10. The Committee will meet every other year by the end of May, so that the Committee shall have sufficient time to bring forth a slate of nominees for Vice-Chair and Secretary/Treasurer to be considered at the June meeting of the CLMRWDB. Should any Officer not be able to complete the officer's term of office, the most recently appointed Nominating Committee shall be convened to draw up a slate of nominees for filling the vacancy or vacancies. except in the case of a vacancy in the Chair in which case the Vice-Chair shall ascend to the office of Chair. Nominations to fill such other vacancies shall be presented to the CLMRWDB for election as soon as possible following the occurrence of the vacancy or vacancies.

Section E: Quorum:

A quorum for all Committee meetings of the CLMRWDB shall be declared when one-third (1/3) of the members are present. Once a quorum is declared at any CLMRWDB meeting, the quorum is not lost until the meeting is adjourned.

Section F: Chair for Operational Committees and Youth Council and Ad Hoc Committees:

The Chair of the CLMRWDB shall appoint the Chair for Operational Committees and Youth Council and of any Ad Hoc Committees subject to the approval of the Executive Committee.

Section G: Appointment of Committee Vice-Chairs:

The Chair for any Operational Committees and Youth Council or of an Ad Hoc Committee shall appoint the Committee Vice-Chair from among the other members of the Committee.

Section H: Replacement of Committee Members:

The Chair of the CLMRWDB may replace any Committee member, after consultation with the committee member, and after considering the recommendations of the Chair of the Committee and subject to the approval of the Executive Committee.

ARTICLE VI: RIGHTS OF MEMBERS TO MOTION, SECOND AND VOTE:

Section A: All members of the CLMRWDB, including Committee Vice-Chairs presiding over Committee meetings, shall have the right to make and second motions, discuss and vote on any matter, notwithstanding the provisions of ARTICLE VIII, that is in order for CLMRWDB or Committee consideration, excepting that the CLMRWDB Chair when presiding over meetings of the CLMRWDB, shall only have the rights of discussion and of voting to break a tie vote of the CLMRWDB.

ARTICLE VII: CONFLICT OF INTEREST:

Section A: The CLMRWDB shall not, either directly or indirectly purchase, rent, or lease any realty, goods or services from any business entity of which any CLMRWDB member, the member's spouse or child is an officer, partner, director, or proprietor or in which they have any material interest.

Section B: There is hereby declared to be an exemption from Section "A" hereof, in accordance with Section 112.313(12) Florida Statutes, 1995, if:

- A. The business with the CLMRWDB is transacted under a rotation system whereby the business transactions are rotated among all qualified suppliers of the goods and services within the JEP Region 10 service delivery area;
- B. The business is awarded under a system of sealed competitive bidding to the lowest or best bidder;

- C. The CLMRWDB member, the member's spouse or child, has in no way participated in the determination of the bid specifications or the determination of the lowest or best bidder;
- D. The CLMRWDB member, the member's spouse or child, has in no way used or attempted to use their influence to persuade the CLMRWDB or any personnel thereof to enter into such a contract other than by the mere submission of the bid; and
- E. The CLMRWDB member, prior to or at the time of the submission of the bid, has filed a statement with the Supervisors of Elections of Citrus, Levy and Marion Counties, Florida, disclosing the member's interest, or the interest of the member's spouse or child, and the nature of the intended business; or
- F. If CLMRWDB enters into a contract with an organization or individual represented on the Board of Directors, the contract must be approved by a 2/3 vote of the entire Board, with the benefiting member abstaining from the vote (Florida Statutes 445.007(1)).
- G. If any other exemption created under Section 112.313(12) Florida Statutes or any other applicable Florida or United States statutes applies.

ARTICLE VIII: AMENDMENTS:

Section A: These By-Laws may be amended or repealed by a two-thirds (2/3) vote of the CLMRWDB members voting on the question provided notice of the Amendment or request for repeal has been transmitted to members at

least five (5) days in advance of the meeting in which the vote is to be taken.

ARTICLE IX: EXEMPT ACTIVITIES:

Section A: Notwithstanding any other provisions of these By-Laws, no Member, Director, Officer, Employee or Representative of this Corporation shall take any action or carry on any activities by or on behalf of the Corporation, not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE X: INDEMNIFICATION BY CORPORATION:

Section A: Every Person who is or shall be or shall have been a Member or an Officer of the CLMRWDB and that person's Personal Representative shall be indemnified by the CLMRWDB against all costs and expenses reasonably incurred by or imposed upon that person in connection with or resulting from any actions, suit, or proceeding to which that person may be made a party by reason of being or having been a Member or Officer of the CLMRWDB, or of any subsidiary or affiliate thereof, except in relation to such matters as to which that person shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by a reason of willfulness of conduct in the performance of his duty as such Member or Officer. "Costs and Expenses" shall include, but without limiting the generality thereof, attorneys fees, damages and reasonable amounts paid in settlement.

ARTICLE XI: CODE OF CONDUCT AND ETHICS:

- A. CLMRWDB's Officers, Members, Employees or Agents shall not solicit gratuities nor accept favors or anything of monetary value in excess of \$25.00 from each other or from vendors, contractors or potential vendors or contractors. Violations of this standard will result in disciplinary action being taken. Appropriate disciplinary action will be determined by an Ad Hoc Committee of the CLMRWDB whose members will be free from any conflict of interest related to the party or parties involved.

- B. Except as allowed by applicable law, any Contractor or CLMRWDB Officer, Member, Employee or Agent who develops or drafts specifications, requirements, statements of work, invitations for bids, and/or requests for proposals shall be excluded from competing for such procurement. Further, except as allowed by applicable law, Persons, Organizations, and Employees in any way associated with such Officer, Member, Employee or Agent shall be excluded from competing for such procurement when a conflict of interest situation would be created by such competition.

- C. Except as allowed by applicable law no CLMRWDB Officer, Member, Employee or Agent shall participate in the selection, award, or administration of a contract where, to the best of the person's knowledge, the person or the person's immediate family, partners or organizations in which the person or the person's immediate family has a financial interest, or with whom the person is negotiating has any arrangement concerning prospective employment.

- D. No CLMRWDB Officer or Member shall discuss or vote on any proposal which is in competition with a proposal submitted by any party with whom the Officer or Member, or the Officer or Member's immediate family, has business,

organizational or family ties.

- E. Arms length relationships shall be maintained between contractors and CLMRWDB Officers, Members, Employees and Agents in the award and administration of contracts.
- F. Meetings of the CLMRWDB, its Committees, and between members, shall comply with the Florida Government in the Sunshine Act, Florida Statutes, Section 286.011.
- G. CLMRWDB Officers, Members and Employees shall file a Financial Disclosure Form with the Supervisor of Elections in their home county within 30 days of appointment; thereafter, these forms are filed annually in July. After filing this form, a copy should be returned to CLMRWDB Administrative Office to be kept on file for the CLMRWDB.
- H. Upon discovery of an actual or potential conflict of interest, a CLMRWDB Officer, Member, Employee or Agent shall promptly file a written statement of disqualification and shall withdraw from any further participation in the transaction involved. The Officer, Member, Employee or Agent may, at the same time, apply to CLMRWDB's Legal Counsel for an advisory opinion as to what further participation, if any, the Officer, Member, Employee or Agent may have in the transaction.
 - a. No Employee shall:
 - i. Accept any direct or indirect financial benefit from any source other than the CLMRWDB as a result of the performance of official duties.
 - ii. Accept any position, whether compensated or uncompensated, which

will impair independence of judgment in the exercise of official duties.

- iii. Accept any position or engage in any business which will require disclosure of information that could provide a competitive advantage to one party over another in procurement matters.
- iv. Improperly disclose information acquired in the performance of official duties that could result in personal gain or provide a party a competitive advantage over another party in procurement matters.
- v. Use or attempt to use official position to secure unwarranted privileges or exemptions personally or on behalf of others or give the appearance of such action.
- vi. By conduct, give reasonable basis for the impression that any person or organization can improperly influence the performance of official duties.
- vii. Pursue a course of conduct which will raise suspicion among citizens that acts engaged in are in violation of public trust.
- viii. Pursue a course of conduct which will give rise to a violation of conflict of interest standards.
- ix. Take part in any prohibited political activities.
- x. Take part in any religious or anti-religious activity in the discharge of official responsibilities.
- xi. Promote or oppose unionization in the discharge of official duties.

- xii. Participate in any effort to violate any other applicable Federal, State or Local Law or Regulation.

Violations of any provision of this Code may be cause for immediate dismissal or other disciplinary actions provided for under the CLMRWDB's Personnel Rules and Policies.

ARTICLE XII: NONDISCRIMINATION:

Section A: All actions taken by the CLMRWDB shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status, other prohibited bases under applicable law or handicap.

SIGNATURE PAGE

APPROVED:

CLMRWDB Chair

CLMRWDB Vice-Chair

ATTEST:

CLMRWDB Secretary/Treasurer