

**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 July 11, 2016**

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".
- 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, 7480 SW Highway 200, Ocala, FL 34476. 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 Innovation and Opportunity Act, Public Law 113-128, the Interlocal Agreement establishing the Citrus Levy Marion Workforce Development Consortium ("Consortium"), and the Articles of Incorporation of the CLMRWDB. As such, CLMRWDB has been determined to be a Special District of the State of Florida, a unit of state government, and has all the rights granted by such status

including, but not limited to, sovereign immunity.

Section E: The CLMRWDB shall have those duties and responsibilities provided for by the WIOA, other related laws of the United States, Florida Statutes (F.S.) Chapter 445, 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 and its status as a unit of state government.

Section F: The CLMRWDB shall participate in the development of policies and programs for implementing the activities of the Workforce Development Plan for Workforce Area Ten (Area 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 not more than thirty-two (32) members who are appointed as set forth in the Agreement to Establish the CLMRWDB. A member may represent more than one federally-mandated membership 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 Board or Committee 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 member attendance annually and any members with three (3) unexcused absences or other justifiable reasons 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.

ARTICLE III: OFFICERS AND THEIR DUTIES:

Section A: General:

The officers of the CLMRWDB shall be the Chair, Vice-Chair and Treasurer. The Vice-Chair and /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 Treasurer shall be elected from the CLMRWDB public sector representatives. Treasurer 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.

The Executive Assistant to the Chief Executive Officer shall serve as the Secretary to the Board and have the responsibilities of maintaining minutes of the actions of the Board and other such duties that support the Board.

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 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 either the Chief Executive Officer or Chief Operating Officer. 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. The Treasurer shall chair the Audit Committee of the Board.

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.

Section C: Quorum of Meetings:

A quorum for all meetings of the CLMRWDB shall be declared when one- third (1/3) of the voting 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.

Section G: Proxy Voting:

To ensure meaningful discussion and determinations, vote by proxy will not be accepted.

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 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.

The following ad hoc committees shall report to the Executive Committee: Audit; Member Recruitment; and, Nominating.

Operational Committees:

CLMRWDB shall have committees aligned with its goals, objectives and management needs. These include: Marketing Outreach and Community Relations; Career Center Services; Performance and Monitoring; Business and Economic Development

Marketing Outreach and Community Relations:

The Marketing Outreach and Community Relations Committee shall plan and oversee the staff and Board efforts to improve the community awareness of Workforce; establish partnerships with community organizations that have missions similar to or supportive of the goals of the Board; inform the business community and the larger resident community of the region on the services and benefits available through the local workforce system; and, approve the staff marketing and outreach plan to business and applicant customers. It shall oversee the recruitment and orientation of new board members and strengthen board member engagement.

Career Center:

The Career Center Committee shall provide oversight and input regarding the services offered to both business and applicant customers; the development of partnerships to improve the efficiency and effectiveness of services and otherwise review and plan the partnerships, staffing and services offered through the local one stop system.

Performance and Monitoring:

The Performance and Monitoring Committee is charged with reviewing the performance of our one stop system and contractors against established goals. Additionally, it is charged with receiving and reviewing all internal monitoring, programmatic and fiscal as well as similar monitoring performed by the State. The Committee is also charged with establishing performance goals for the system and reviewing performance comparisons with other workforce boards based upon state performance reports and metrics.

Business and Economic Development

The Business and Economic Development Committee is charged with aligning the resources of Workforce Connection with the economic development efforts of the three counties. It is also charged with reviewing staff and economic development coordination and collaborative efforts at business outreach and development. The Committee will serve to plan and coordinate the development of career paths, training and other services to support the needs of the business sectors targeted by the Board. It is responsible for the review and approval of demand occupations within the workforce area and, where feasible, coordinate with other workforce areas to develop regional strategies to serve these targeted sectors and provide coordinated workforce services.

Section B: The Chair of the CLMRWDB shall have authority to appoint members of the CLMRWDB to serve on all Operational Committees 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.

In accordance with the above, representatives from key partners not

appointed to CLMRWDB will be asked to serve on committees. These partners include, but are not limited to the following: School boards, economic development; private and public higher educational partners; trade associations, social and customer-focused agencies and, organized labor.

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: Special Committees:

Nominating Committee:

The Committee shall be composed of members of the CLMRWDB, appointed by the Chair with appropriate representation from each County of the Area 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 /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.

Audit:

The Audit Committee shall be chaired by the Treasurer and assume responsibility for recommending the selection of the Board's audit firm; and reviewing each annual audit prior to presentation to the Board.

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 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 or of an Ad Hoc Committee may 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 Workforce Area 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 Contractor Disclosure Form and Conflict of Interest Forms disclosing the member's interest, or the interest of the member's spouse or child, and the nature of the intended business; and
- 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 quorum of the 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, attorney's 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. Arm's 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 complete a Disclosure of Potential Conflicts and Certification/Code of Conduct/Ethics Form (ADM-2)

annually by July 1st, and a copy should be returned to CLMRWDB Administrative Office to be kept on file for the CLMRWDB.

- H. CLMRWDB Officers and Members shall complete a Financial Disclosure (Form 1) annually by July 1st, and should be filed with the Supervisor of Elections of the county in which they permanently reside.
- I. 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.

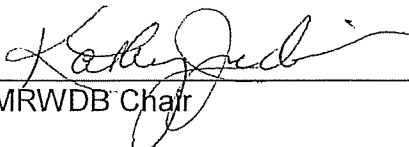
Violations of any provision of this Code may be cause for immediate dismissal or other disciplinary actions provided for under the CLMRWDB's Personnel Rules and Policies.

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.

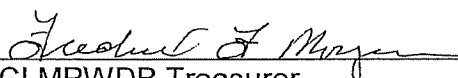
SIGNATURE PAGE

APPROVED:


CLMRWDB Chair

CLMRWDB Vice-Chair

ATTEST:


CLMRWDB Treasurer