

**GREATER OMAHA
WORKFORCE DEVELOPMENT BOARD
BYLAWS**

ARTICLE I – NAME AND PURPOSE

Section 1 NAME

The name of this organization shall be Heartland Workforce Solutions, a private non-profit public benefit corporation, who shall serve as the Greater Omaha Workforce Development Board for the local area of Nebraska that includes Douglas, Sarpy and Washington Counties. Hereinafter it may be referred to as the GOWDB or the “Board”.

Section 2 LOCATION

The principal office for the transaction of the business of the Corporation (principal executive office) shall be in Omaha, Nebraska. The Board may change the principal office from one location to another. Any change of this location shall be noted in an amendment to these by-laws to state the new location.

Section 3 PURPOSE

The purpose of the GOWDB shall be to carry out such duties and functions as delegated to it by the Local Workforce Development Area Interlocal Agreement, and the duties set forth under the provisions of the Workforce Innovation Opportunity Act (WIOA) Sec. 107(a) and (b), as amended, or any subsequently enacted statutory authority.

ARTICLE II – MEMBERSHIP

Section 1 COMPOSITION OF THE BOARD

In accordance with the Local Workforce Development Area Interlocal Agreement and Sec. 107(b)(2)(A) and (B) of WIOA, the board shall consist of the following members with representation as follows:

All members of the Board must:

- Be individuals with optimum policymaking authority within the entities they represent; and
- Meet the criteria for the entity that they represent as described below

(a) Business Representatives:

- at least 51% of the Board must be business representatives in the local area and each individual must:
 - be an individual with optimum policy-making authority; and
 - provide employment opportunities in in-demand industry sectors or occupations

- at least 2 of the individuals in this category must represent small business

(b) Workforce

At least 20% must be workforce representatives to include:

- 2 or more labor organizations
- 1 or more member of a joint labor-management or union affiliated registered apprenticeship program in the local area;
- 1 or more representative of community-based organization that have demonstrated experience and expertise in addressing employment, training, or education needs of individuals with barriers to employment; and
- 1 or more representative of an organization with demonstrated experience or expertise in addressing employment, training, or education needs of youth.

(c) Education and Training

At least 1 representative from each of the following education and training entities:

- A provider that administers adult education and literacy activities under WIOA Title II; and
- An institution of higher education providing workforce investment activities, including community colleges.

(d) Government, Economic and Community Development

At least 1 representative from each of the following entities:

- Economic and community development serving the local area;
- Wagner-Peyser Employment Service program serving the local area; and
- Vocational Rehabilitation programs authorized under Title I of the Act, as amended by WIOA Title IV.

(e) Additional Members

The Board may include such other individuals or representatives of entities as the Chief Elected Official may determine to be appropriate. If additional members are included, requirements regarding minimum percentages for representation of the business and workforce categories still apply and must be met.

Section 2 NOMINATION

- (a) Business representatives must be nominated by local business organizations or business trade associations.
- (b) Labor representatives must be nominated by local labor federations or by other organizations or representatives of employees if employees are not represented by local labor federations in the local area.
- (c) For adult education and training, if there is more than one local area provider of adult education and literacy activities under WIOA Title II or multiple institutions of higher

education providing workforce development activities in the local area, education and training representatives must be nominated by those entities.

- (d) All other members of the Board must be nominated by the organization or entity they represent.

Section 3 APPOINTMENT AND REMOVAL

The Chief Elected Official (CEO) of the Greater Omaha Workforce Development Board shall make all appointments to the Board and may remove any member, at any time, with or without cause.

The Board may also make recommendation to the CEO for removal of a member for failure to perform the duties of a Board member. This does not preempt the rights or obligations of the CEO of to retain the power to remove members on his/her own recommendation. Removal may be based on the following:

- (a) Three (3) consecutive absences from regularly scheduled meetings of the Greater Omaha Workforce Development Board without excuse from the Chairperson shall constitute a de facto resignation of the Board member.
- (b) Should a Board member cease to represent the category to which he/she was appointed to fill on the Board through change in status, said Board member shall be removed and replaced pursuant to this Article.
- (c) In the event that a Board member becomes unable to perform his/her duties on the Board.

Section 4 TERM OF APPOINTMENT

Members of the Board shall serve for a term of three (3) years and will be staggered to ensure that the terms of only a portion of the total membership will expire in any given year. Terms of appointment shall end on June 30th. Members who desire to be reappointed may be considered for appointment if the members' term limit has not expired. If approved, additional nominations will not be solicited, and the member may be reappointed. Each Director is limited to three (3) consecutive three (3) year terms unless, at the CEO's discretion, there is no other qualified individual to represent the membership requirement.

Section 5 RESIGNATION

When members deem it necessary to resign from their appointment to the Board, they shall tender their written resignation to the Chief Elected Official with copies to the Chair of the Board and to the Executive Director. Said member will be considered an active member until replaced by another individual. The CEO shall appoint another individual to serve, for the remainder of the unexpired term, in accordance with Section 3 of this Article. If the Chair resigns, the Vice-Chair shall serve as Acting Chair until a new Chair is elected by the Board.

Section 6 VACANCY

In the event of a vacancy, the Board shall notify the CEO in writing as soon as possible. The CEO shall appoint another individual to serve. Members appointed to fill a vacancy may assume the term of the position vacated up to three (3) additional full terms.

Section 7 FUNCTIONS OF THE BOARD

The Board must perform the functions described in WIOA Sec. 107(d) and 20 CFR 679.370 which includes but is not limited to:

- (a) In partnership with the CEO, develop and submit a four-year local plan to the Governor in accordance with WIOA Sec. 108, and participate in the development and submission of a four-year regional plan in accordance with WIOA Sec. 106(c)(2).
- (b) Conduct regular research, data collection, and analysis of the economic conditions in the local and regional areas to ascertain the skills of the workforce, the knowledge and skills needed by employers and the available education and training opportunities.
- (c) Convene and engage the local workforce development system in the development of the local and regional plans, and to provide support for workforce development activities.
- (d) Develop relationships with the local employer base to: promote business representation on the Board, support use of the local workforce system, ensure that local employer needs are being addressed, support economic growth, and expand employment and career opportunities for workforce development system participants.
- (e) Lead local efforts to develop and implement career pathways and supportive services.
- (f) Identify and promote use of proven and promising best practices for meeting the needs of employers, workers, and jobseekers.
- (g) Develop strategies for using technology to maximize accessibility and effectiveness of the local workforce development system.
- (h) In partnership with CEO, conduct oversight of the local workforce system to ensure appropriate use and management of funds provided under WIOA Title IB.
- (i) Negotiate local performance accountability measures in partnership with the Governor and CEO.
- (j) Conduct monitoring of subawards to one-stop operators, service providers, and other subrecipients to ensure that funds are used in compliance with Federal statutes and regulations; and shall issue management decision for audit findings as required by 2 CFR 200.521.

- (k) Identify, as needed, eligible career service providers and training services to ensure satisfying consumer choice requirements as described in 20 CFR 679.380.
- (l) Coordinate activities with local education and training providers, including adult education and Carl D. Perkins programs.
- (m) Develop a budget for the Board, consistent with the local plan and its enumerated duties and responsibilities which will be subject to the approval of the CEO.
- (n) Certify and annually assess the physical and programmatic accessibility of the One-Stop Center(s) in the local workforce area.

Section 8 COMPENSATION

Members of the Board shall not receive compensation for their services but may be reimbursed actual and reasonably necessary expenses directly related to the course of the activities of the Board and subject to the availability of funds.

ARTICLE III - OFFICERS

Section 1 OFFICERS

The officers of the Board shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer. Additional officers of the Board may be created if deemed necessary. Any additional officers of the Board must be created by an amendment of these by-laws.

Section 2 ELECTION

The Officers shall be elected by ballot to serve for a term of one (1) year or until a successor is elected. Their term of office shall begin at the annual meeting at which they are elected except for the initial election of officers where their term will begin at the instant the chair declares each officer elected. No member shall hold more than one office at a time.

Section 3 CHAIR

The GOWDB shall elect a chair who is a representative from business as defined in WIOA Sec. 107(b)(2)(A). The Chairperson shall preside at all Board meetings, serve as Chair of the Executive Committee, advise the officers of the GOWDB on matters of general policy, and appoint Chairs and members of all standing committees as deemed necessary for this Board to meet its Functions as described in Article II, Section 7. The Chairperson shall represent the Board and has the authority to speak on its behalf before the CEO, Nebraska Workforce Development Board and at all public meetings and functions. The Chairperson shall have the authority to and shall perform such other duties and functions as may be required by the GOWDB, its bylaws, applicable state and federal statutes and regulations.

Section 4 VICE-CHAIRPERSON

The GOWDB shall elect a Vice-Chairperson who is a representative from business as defined in WIOA Sec. 107(b)(2)(A). At the request of, or in the absence of the Chair, the Vice-Chair shall perform the duties of the Chair and perform other duties assigned by the Chair or by the Board. The Vice-Chair shall have the authority to and shall perform such other duties and functions as may be required by the GOWDB, its bylaws and applicable state and federal statutes and regulations.

Section 5 SECRETARY

The GOWDB shall elect from one of their members a Secretary. The Secretary shall serve as the legal representative of the Corporation, call roll and mark attendance at each Board meeting, and shall monitor the recording of the proceedings of the Board meetings, document conflict of interest, and ensure the minutes are in order and remain on file.

Section 6 TREASURER

The Treasurer shall monitor the controls, receipt and custody of all assets of the Board; shall monitor the disbursements as authorized by the Finance and Executive Committees; shall report the receipt, use and disbursements of all assets to the Board; and shall exercise the powers and perform such duties usually incidental to the office of the Treasurer.

Section 7 PARTICIPATION

Board members will actively participate in convening the one-stop delivery system stakeholders, brokering relationships with a diverse range of employers, and leveraging support for the workforce development activities in the area.

Section 8 ABSENCE OF OFFICERS

In the event all officers are absent from a meeting the Chairperson shall designate a member of the Board who shall preside at that meeting only.

Section 9 VACANCY OF OFFICERS

In the event of any vacancies of such officers, the Board shall elect new officers at the next meeting of the Board to fill the vacancy for the remainder of the term.

ARTICLE IV – MEETINGS

Section 1 REGULAR MEETING TIME AND PLACE

The GOWDB shall hold meetings at least four (4) times per year, or as otherwise determined by the Board. Additional meetings may be held at the call of the Chair or Executive Committee.

Section 2 MEETING NOTICE

Notice of all meetings shall be in compliance with the Nebraska Open Meetings Act (Neb. Rev. Stat Sec. 84-1407 through 84-1414). Written notice of each meeting shall be sent to Board members not less than 3 days before the meeting. The notice shall specify the time, date, location and proposed agenda. Written notice of the same shall also be made public and posed on the HWS website not less than 3 days before the meeting. Said method of notice shall be recorded in the minutes.

Section 3 ANNUAL MEETING

The annual meeting shall count as one of the four (4) meetings as described in Section 1 of this Article and will be held during the month of June. The Annual Meeting shall be for the purpose of electing officers, appointment of the Executive Committee, and any other business that may arise.

Section 4 SPECIAL MEETING

Special meetings may be called by the Chair of the Board or upon the written request signed by a minimum of fifty percent plus one (50% +1) of the members of the Board. The purpose of the meeting shall be stated in the notice. Except in cases of emergency, at least two (2) days' notice shall be given. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

Section 5 QUORUM

Fifty percent plus one (50% +1) of the voting membership shall constitute quorum. The concurrence of a majority of the quorum present shall be necessary for any final action on any motion, unless otherwise provided herein or required by law.

Section 6 MANNER OF VOTING

The vote on all motions moved and seconded shall be by roll call vote. No motion shall be deemed to have passed unless it has received a majority vote. Each Director shall have one vote and such voting may not be done by proxy.

Section 7 MEMBER PARTICIPATION AND TECHNOLOGY

The use of technology such as web-based meetings, may be used to promote Board member participation, to the extent allowable under Nebraska Open Meetings Act, for all meetings other than the Annual Meeting. Participants shall not be counted in determination of quorum, may not vote nor be represented by proxy.

Section 8 CONFLICT OF INTEREST

Board members and any member of a Standing Committee of the Board are subject to, but not limited to, the following:

- (a) All members shall comply with the provisions of Nebraska Revised Statutes Sec. 49-1499 through 49-14,103.03
- (b) Members shall not direct or indirectly, solicit any gift; or accept or receive any gift having a value of over twenty-five dollars (\$25.00), whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence the member in the performance of the members' official duties, or was intended as a reward for any official action on the member's part.
- (c) Must disclose with particularity the nature and extent of any financial interest in or affiliation with any person, business or organization that is seeking anything of value from the GOWDB prior to consideration of the request by the Board.
- (d) When a potential conflict exists, the Board Member must prepare a written statement describing the matter requiring action or decision and the nature of the potential conflict, and if he or she will abstain from voting, deliberating, or taking other action on the matter, the statement shall state why, despite the potential conflict, he or she intends to vote or otherwise participate; and deliver a copy of the statement to the Board Chair, who shall cause the statement to be filed as a matter of public record.
- (e) No member shall vote on a motion in which he or she has a direct or indirect personal interest not common to other members of the GOWDB. The member may abstain from voting, deliberating or taking other action on the matter on which the potential conflict exists. The minutes of the meeting shall record compliance with this requirement. The interested member may briefly state his or her position regarding the subject or may answer questions of the other members, since his or her knowledge may be of assistance.

ARTICLE V – STANDING AND SPECIAL COMMITTEES

Section 1 CREATION OF STANDING COMMITTEES

Pursuant to WIOA Sec. 107(b)(4), the standing committees of the GOWDB shall be the Executive Committee, Workforce Strategy & Innovation Committee, Youth Committee, and Finance Committee that will serve as Standing Committees of the Board. The CEO or GOWDB may create special committees, ad hoc committees, task forces, or similarly designated groups as deemed necessary or desirable.

Section 2 COMMITTEE RULES

The following rules shall apply to all standing and ad hoc committees of the Board:

- (a) The Chair of each standing committee shall be selected by the Board Chair from among the members of the Board. The Board Chair shall serve as the Chair for the Executive Committee

- (b) Committee members shall be appointed by the Board Chair upon committee vote and recommendation of the Chair and of the respective standing committee.
- (c) Committee membership must include private sector business and public-sector representatives who are not Board members. All members of a committee shall be afforded voting privileges for that committee.
- (d) For committee meetings, a quorum of a Committee is established when more than half of the members of the committee are present.

Section 3 DESCRIPTION AND DUTIES OF EXECUTIVE COMMITTEE

The GOWDB shall designate the members of the Executive Committee membership shall consist of the following:

- (a) Chair of the GOWDB
- (b) Vice Chair of the GOWDB
- (c) Secretary of the GOWDB
- (d) Treasurer of the GOWDB
- (e) Chairperson of each standing committee of the GOWDB
- (f) Four (4) additional business representatives

The duties of the Executive Committee shall include the following:

- (a) Make recommendations to the Board on policies necessary to address the workforce issues in the Workforce Development Area.
- (b) Review and recommend for approval to the Board the following:
 - The four (4) year Local and Regional Plan required by WIOA Sec. 108;
 - Annual Financial Budget;
 - Approval for training service provider exceptions as authorized under WIOA and relevant State regulations;
 - Selection and designation of a One-Stop Operator, Adult, Dislocated Worker and Youth program providers following a competitive procurement process; and if warranted and necessary, decertification of the One-Stop Operator;
 - Approval of the Memorandum of Understanding for programs and services offered by the One-Stop Center Partners.
- (c) Identify potential nominees on an on-going basis for board vacancies.
- (d) Exercise all powers and duties of the Board, except amendment of these by-laws. The Executive Committee shall not act in conflict with actions or policies of the Board or the

CEO of the GOWDB. Reports of action taken by the Executive Committee shall be distributed to Board members at its next regular meeting.

- (e) Assist the Board Chair with setting the Board meeting Agenda.
- (f) Delegate specific program funds to go under specific committee oversight.
- (g) Provide direction on applicable policy, evaluate performance and establish direction for the CEO.
- (h) Review reports, recommendations, etc from internal or external monitoring and inform and/or recommend the Board on any corrective action.

Section 4 DESCRIPTION AND DUTIES OF THE WORKFORCE STRATEGY & INNOVATION COMMITTEE

The Workforce Strategy & Innovation Committee shall include members and non-members of the Board with special interest or expertise in workforce development policy including adults with disabilities; adult activities; adult service agencies; and agencies serving the underserved and vulnerable populations; individuals with expertise in the delivery of training, labor market trends and demands, and the hiring and workforce needs of employers.

The Chairperson of the Workforce Strategy & Innovation Committee shall be selected from among the business representative members of the Board. Membership shall include members who represent the required one-stop partners as outlined in WIOA Sec. 121(b).

- (a) Members of this committee who are not members of the GOWDB shall be voting members of the committee but shall not be voting members of the GOWDB.
- (b) The Workforce Strategy & Innovation Committee duties shall include, but not be limited to the following:
 - Identify groups involved with workforce development and determine how the Board can work with these groups to eliminate duplication and maximize effectiveness.
 - Develop employer linkages and coordinate economic development strategies for a strong economy with diverse business and quality job opportunities.
 - Collect and provide information on programs and services to be made available for individuals with the highest barriers to employment, including but not limited to, those with disabilities, and justice involved.
 - Define eligibility policies and priority groups for receiving WIOA funded services.
 - Review labor market data and make recommendations based on the information provided.
 - Promote participation of employers in the workforce system.

- Promote employer sponsored on-the-job training, customized training, and skill upgrading as a job and business retention tool.
- Create a menu of employer services that can be customized to serve business or industry cluster needs.
- Make recommendations to the Board on policies necessary to establish a local one-stop service-delivery system which fulfills the Board's vision, mission, and goals.
- Negotiation of the Memorandum of Understanding between the one-stop partners as required under WIOA Sec. 121(c), with the agreement of the CEO of Greater Omaha.
- Provide oversight of programmatic and physical access to the One-Stop Center(s) and provision of appropriate training for staff.
- Other duties as assigned by the Board Chair.

Section 5 DESCRIPTION AND DUTIES OF YOUTH COMMITTEE

The Youth Committee shall include members and non-members of the Board with special interest or expertise in youth workforce development policy including those with disabilities; youth activities; youth service agencies, including juvenile justice and local law enforcement agencies; and agencies serving the underserved and vulnerable populations; public housing authorities; and Job Corps as appropriate.

The Chairperson of the Youth Committee shall be selected from among the business representative members of the Board.

- (a) Members of this committee who are not members of the GOWDB shall be voting members of the committee but shall not be voting members of the GOWDB.
- (b) The Youth Committee duties shall include, but not be limited to the following:
 - Coordinate youth activities in the local area as authorized under WIOA Sec. 129(c).
 - Recommend eligible providers of youth activities to be awarded grants or contracts on a competitive basis by the Board to carry out youth activities per WIOA Sec. 122.
 - Conduct performance oversight with respect to the eligible providers of youth activities, in the local area per WIOA Sec. 116(b)(2)(A)(ii).
 - Facilitate collaboration for youth advocacy.
 - Evaluate outcomes for GOWDB youth programs.
 - Develop the portion of the local and regional plan, and the Board strategic plan pertaining to youth.
 - Link youth programs to the One-Stop Center.

Section 5 DESCRIPTION AND DUTIES OF FINANCE COMMITTEE

The Finance Committee shall include the Committee Chair, Treasurer, and other Board members assigned by the Board. All shall possess the skills necessary to carry out the functions of the Committee.

(a) The Finance Committee duties shall include, but not be limited to the following:

- Prepare and recommend the GOWDB Operating budget.
- Recommend allocation of WIOA funds to One Stop Operator(s) after review of each proposed budget.
- Review all financial reports/documents/audits as needed.
- Establish, enforce, and review all financial policies and procedures.
- May request additional information and reports from One Stop Operator(s) on an as needed basis.
- Work with the Executive Director to secure additional grants and funds for the workforce development area and Board.

Section 6 OTHER

Other ad-hoc committees may be established by the Board Chair as necessary, to include but not limited to, the Nominating and Marketing Committees.

ARTICLE VI – LOCAL BOARD STAFF

The GOWDB has the authority to hire a Director and other staff to assist in carrying out the functions of the Board. If the Board elects to hire staff, the Board must establish and apply a set of qualifications for the position of Director that ensures the individual selected has the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in carrying out the functions of the Board. In addition, the Board's Director and staff must be subject to limitations on payment of salary and bonuses as described in WIOA Sec. 194(15) and TEGL 29-14, Change 2. In general, the Board staff may assist only in fulfillment of its required functions as described in WIOA Sec. 107(d). If the Board selects an entity that provides additional workforce functions beyond the functions described in WIOA Sec. 107(d) that entity must enter into a written agreement with the Board and CEO to clarify its roles and responsibilities.

ARTICLE VII – AMENDMENTS

Section 1 AMENDMENTS

These bylaws may be amended or repealed by a vote of two-thirds of the members present at any regular, annual or special meeting of the Board.



Section 2 WRITTEN NOTICE

Written notice of proposed bylaw changes shall be sent to members at least five (5) days in advance of the meeting at which they are to be acted upon. Such notice shall include both the proposed change and the section that it supersedes.

ARTICLE VIII – SUSPENSION OF BYLAWS

The GOWDB with the approval of the Chief Elected Official may, by a majority vote of the members present, suspend all or any part of these bylaws when to do so would not be in conflict with the laws of the Sate of Nebraska or applicable federal laws.

ARTICLE IX – EFFECTIVE DATE

These Bylaws shall become effective immediately upon the majority approval of the quorum present.

Introduced by:

Bill Owen - MCC
Board Member

Signatures:

6.21.18
Date

Brian Turner
Brian Turner, Board Chair
Greater Omaha Workforce Development Board

Date

Jean Stothert, City of Omaha Mayor
Chief Elected Official



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Board Member

Signatures:

6.21.18
Date

Brian Turner
Brian Turner, Board Chair
Greater Omaha Workforce Development Board

7/10/2018
Date

Jean Stothert
Jean Stothert, City of Omaha Mayor
Chief Elected Official