

**By-Laws  
of the  
Workforce Development Board of Trumbull County**

(Adopted September 15, 2015)  
(Amended August 16, 2018)  
(Amended August 8, 2019)  
(Amended August 6, 2020)  
(Amended August 5, 2021)  
(Amended August 4, 2022)  
(Amended September 16, 2022)  
**(Amended August 17, 2023)**

**Article I – Name**

This Board is called the Workforce Development Board of Trumbull County, hereinafter the “Board.”

**Article II – Mission Statement**

The Board’s mission is to develop a plan for distribution of funds and resources for the workforce development agency in Trumbull County as described in the Workforce Innovation and Opportunity Act (WIOA) of July 2014, including any of its successive revisions. The Board will respond to the needs of the local labor market and design programs to provide workers with the skills needed to succeed in the local economy and earn a living wage.

**Article III – Board Membership and Authority**

Section 1. Workforce Development Board (WDB) Composition – The Board will consist of the following representatives appointed by a majority vote of the Trumbull County Board of Commissioners. **Required membership** must include representatives from four (4) categories:

**A. Business:**

At least fifty-one percent (51%) of the Board members must represent private sector business. Business membership must include at least one representative each from medium, and large-sized businesses, and

At least two (2) Board members representing small businesses as defined by the U.S. Small Business Administration.

A majority of the Local Workforce Development Board members must be business representatives who are owners, chief executive or operating officers, or both business executives, or employers with optimum policymaking or hiring authority.

**B. Workforce:**

Not less than 20% of the members of the local Workforce Development Board must be workforce representatives. Such representatives must include:

At least 2 Board members must represent labor organizations; and,

At least 1 Board member must represent a joint-labor management registered apprenticeship program, or a member of a labor organization or a training director; and, At least 1 Board member must represent Community-based Organizations with demonstrated experience and expertise in addressing the employment needs of individual barriers to employment; and,

At least 1 Board member must represent an organization(s) with demonstrated experience and expertise and experience in addressing the education or training needs of individuals with barriers to employment.

**C. Education and Training:**

Members of the Workforce Development Board must include representatives of entities administering education and training activities in the local area.

At least 1 Board member must be a representative as a Provider of the Adult Basic Literacy Education program known as Aspire; and,

At least 1 Board member must be a representative of higher education institutions that provide workforce training (including community colleges).

**D. Government and Economic Development:**

At least 1 Board member must be a representative from an Economic or Community Development entity; and,

At least 1 Board member must represent State Employment Service office under Wagner-Peyser serving the local area; and,

At least 1 Board member must be a representative of the Vocational Rehabilitation programs.

**E. In addition to these four (4) categories, the chief elected official may appoint other individuals to the local Workforce Development Board:**

Such as, local agencies or entities administering transportation, housing, public assistance, and philanthropic organizations. These provisions allow the chief elected official the flexibility to assemble a local Workforce Development Board that connects all key resources and stakeholders. Such additions will include:

At least 1 Board member to represent Housing and Urban Development (HUD).

At least 1 Board member to represent Veterans Services.

At least 1 Board member to represent Temporary Assistance to Needy Families (TANF).

At least 1 Board member to represent State Unemployment Compensation.

At least 1 Board member to represent Community Services Block Grant.

At least 1 Board member to represent a Youth Organization.

**F. Multiple Entity Representation:**

Members of the local Workforce Development Board may be appointed as a representative of more than one entity if the individual meets all criteria for representation for each entity represented.

Section 2. Nomination Process – WIOA requires that business representatives be appointed from among individuals nominated by local business organizations and business trade associations. The representatives from labor organizations must be appointed from among individuals who have been nominated from local labor federations.

When there is more than one local area provider of Adult Basic Literacy (Aspire) activities or multiple institutions of higher education providing workforce development activities, the chief elected official must solicit nominations from those providers and institutions, respectively, in appointing the required representatives. This requirement provides for a representative selection process for these membership categories.

A **nomination form** will be submitted to respective entities to comply with the nomination process. The nomination form is to be completed and returned to the Workforce Development Board with evidence that the nominee has optimum policymaking authority and/or demonstrated experience and expertise. The Board staff will review the nomination and make its recommendation to the chief elected official for appointment consideration.

Section 3. Terms of Office – All members of the Board shall serve two-year terms at the pleasure of the Trumbull County Board of Commissioners who act as the Workforce Development Board’s chief elected official(s), and may be reappointed by the Trumbull County Board of Commissioners for an additional one (1), two (2), or three (3) years. Terms will be staggered to ensure only a portion of memberships expire in a given year.

Section 4. The Commissioners reserve the right to vacate a Member if unexcused absences by Members exceed 50% of the scheduled Board Meetings. Removal may also be imposed due to Board realignment or by failures of members to represent the Board within the scope of upstanding moral and ethical character.

Section 5. Board Member Resignation/Term Expiration – Any member may resign at any time by giving written notice to the Executive Director or Chairperson of the Board.

Section 6. Vacancies – the Trumbull County Board of Commissioners, who act as the chief elected official(s), will be notified regarding Board member vacancies. Vacancies will be refilled as needed to maintain the four (4) categories noted in Article II, Section 1 regarding Required Representatives (i.e. Business; Workforce; Education & Training; and, Government & Economic Development) in addition to any other Board member that was appointed by the Trumbull County Board of Commissioners (chief elected official) to serve in other Workforce Development Board capacities.

Section 7. Compensation – Members serve without compensation. However, members may be reimbursed for reasonable expenses incurred during the course of Board activities approved by the Board Chairperson and the Trumbull County Board of Commissioners (chief elected official) as budget allows.

Section 8. Powers – The Board has the power to:

- A. Administer and manage the affairs of the Board;
- B. Perform all other activities authorized by the Workforce Innovation and Opportunity Act.
- C. Perform such other workforce development duties.
- D. Approves obligations, commitments, and expenditures of Workforce Innovation and Opportunity Act funds.

#### **Article IV – Meetings**

Section 1. Regular Meetings – The Board shall hold regular meetings quarterly.

Section 2. Special Meetings – Special meetings of the Board may be called at any time by the Chairperson of the Board or scheduled upon written request of no less than twenty percent (20%) of the Board’s membership at the time the request is made. Attendance at any meeting without prior objection to the lack of notice or objection with respect to notice at the commencement of such meeting shall constitute a waiver by that individual of notice of such meeting.

Section 3. Notice of Meetings – Notice of time, place, and purpose of any regular meeting of the Board shall be served upon each member of the Board by written notice to member’s last known address, not less than fourteen (14) calendar days before each meeting. Members are required to provide the secretary with their current address. Notice may be delivered either by personal delivery, mail, telegram, cablegram, fax, or email.

Section 4. Quorum – At each meeting of the Board, Fifty percent (50%) of the total members constitute a quorum for the transaction of business.

Section 5. Vote – Upon the establishment of a quorum, each member of the Board is entitled to one vote, and any act of a majority of the members present and voting at a Board meeting constitutes an act of the Board.

Section 6. Proxy – Vote by Proxy is acceptable as per the requirement under Section 679.110 (d)(4) of the Federal Register/Notice of Proposed Rule Making (NPRM).

Section 7. Public Nature of Meetings – All meetings of the Board at which Board business is conducted are open to the public, and adequate notice to the public shall be given of such meetings. The Chairperson has discretion to determine if and which non-Board members present may participate in public meetings of the Board. All records and data utilized by the members in the conduct of business of the Board will, upon request, be made available to the public at cost.

Section 8. Active Participation by Board – Board members will receive guidance, training and reporting material related to program activities and processes in order to ensure Board members remain active participants within the Workforce Development Board.

### **Article V – Officers**

Section 1. Officers – The officers of the Board are the Chairperson, Vice-Chairperson and the Secretary. Officers are selected from Board membership by motion to nominate, review and majority vote. Chief elected officials will be notified of results.

Section 2. Selection and Terms of Office – The Chairperson, Vice-Chairperson and the Secretary are selected by the Board for two-year terms. Elections shall take place at the first quarterly meeting during even numbered years. Terms shall be effective on April 1<sup>st</sup>.

Section 3. Chairperson of the Board – The Chairperson of the Board presides at meetings of the Board and appoints the Committee Chairpersons of all committees. The Chairperson of the Board also performs such other duties as may be assigned from time to time by the Board. The Chairperson of the Board will be a private sector business representative. The Chairperson is considered an ex-officio of all Committees.

Section 4. Vice-Chairperson of the Board – In the absence of the Chairperson, or in the event of an inability to act, or if that office is temporarily vacant, the Vice-Chairperson exercises all the powers and performs all the duties of the Chairperson. The Vice-Chairperson has such powers and performs such other duties as may be assigned from time to time by the Board. The Vice-Chairperson will be a private sector business representative.

Section 5. Secretary of the Board – The secretary shall keep a correct accounting of the proceedings of all meetings of the Board. The Secretary also performs such duties as may be assigned from time to time by the Board. In the absence of the Chairperson or Vice Chair, the Secretary of the Board will preside over meetings of the Board and exercise related responsibilities.

Section 6. In the absence of elected Officers of the Board, a Chairperson of one of the Standing Committees will preside over meetings of the Board and exercise related responsibilities.

### **Article VI – Committees**

Section 1. Standing Committees – Standing committees are established on a permanent basis. All reports and actions taken by standing committees must be approved by the Board prior to implementation. The Board's standing committees are:

- A. OhioMeansJobs Committee
- B. Youth Committee
- C. Planning & Monitoring Committee
- D. By-Laws Committee
- E. Any other committees, as recommended by a majority of the Board

Section 2. Ad Hoc Committees – The Chairperson of the Board may appoint or authorize the appointment of such other committees as may be deemed necessary or appropriate to carry out the purpose of the Board. All reports and actions taken by ad hoc committees must be approved by the Board prior to implementation.

Section 3. Committee Composition – The Chairperson of the Board appoints and removes members of committees. Non-Board members may be appointed to any of the committees.

Section 4. Appointment of Committee Chairpersons – The Chairpersons of standing committees and ad hoc committees are appointed from members of the Board by the Chairperson of the Board for two year terms, and may be reappointed every two years.

Section 5. Meetings – The Committee Chairpersons will determine regular meeting schedules for their committees, in consultation with the Board Chairperson. All action items must be provided five (5) days in advance of the Board meeting in which they are to be addressed, unless otherwise approved by the Chairperson. Notice for meetings of the committees must be given in writing five (5) days in advance, with an agenda for the committee meeting included in such notice. Notice may be delivered either by personal delivery, mail, telegram, cablegram, fax or email, or electronic media. Attendance at any meeting without prior objection to the lack of notice or objection with respect to notice at the commencement of such meeting shall constitute a waiver by that individual of notice of such meeting. As circumstances merit and state law allows, virtual / teleconference meetings will be allowed in lieu of in person meetings.

Section 6. Quorum – At each meeting of a standing or ad hoc committee, fifty Percent (50%) of the total Committee members constitutes a quorum for the transaction of business. Less than a quorum may recess a committee meeting from time to time without further notice until a quorum is present.

Section 7. Action by Written Consent – Any action which may be authorized or taken at a meeting of standing or ad hoc committees may be taken or authorized without a meeting by a writing or writings signed by all of the members of such committee who would be entitled to a notice of a meeting of such committee held for the purpose of such action. Such writing or writings are to be maintained with the official records of the Board.

Section 8. In the absence of the Committee Chair, a member of the Committee can serve as acting chair.

### **Article VII – Conflict of Interest**

Section 1. Conflicts of Interest – A member of the Board must neither cast a vote on, nor participate in any decision-making process or in any other capacity on the provision of services by such member (or any organization which the member directly represents), nor on any matter which would provide any direct financial benefit to that member, a member's immediate family, or the organization they may represent. When a member abstains from voting due to a conflict

of interest, the minutes shall both reflect abstention and the reason for the abstention as being due to a conflict of interest or potential conflict of interest.

Both governmental and non-governmental members of the Board must adhere to all Ohio Ethics Laws O.R.C. 102, et.al.

All Board members must sign a conflict of interest form at appointment.

Section 2. Abstaining from a Vote – Whenever a matter to be voted upon by a Board member or committee member would involve the member in a conflict of interest, the member shall declare the conflict of interest to the Board Chairperson or Committee Chairperson prior to the next meeting, or to the entire Board or Committee. **Members** shall abstain from both decision-making and voting on such **matters**.

Section 3. Raising Questions of Conflict of Interest – Whenever a Board member or committee member has cause to believe that a matter to be voted upon would involve any other Board member or committee member in a conflict of interest, the member may raise such question with the Board Chairperson or Committee Chairperson prior to the next meeting, or with the entire Board or committee during the meeting. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Board or committee member present who has been disqualified from discussion or voting on the issue because of the member's own conflict of interest. If a conflict of interest is found to exist, the Board member or committee member shall abstain from both decision-making and voting on such matters.

### **Article VIII – Representation**

Section 1. Legal Representation – Any Board member who is made a party to a civil or criminal action by reason of the fact that the member was a member of the Board at the time the legal action arose shall be entitled, upon written request and at the cost to the Board, to legal representation; provided however that it is first determined that the member reasonably believed the member's actions were in the interest of the Board and that the member had no reasonable cause to believe otherwise.

Section 2. Insurance – The Board may, to the full extent then permitted by law, purchase and maintain insurance on behalf of any person who is or was a Board member, employee or agent of the Board or who is or was serving at the request of the Board against any liability asserted against him and incurred by in such capacity or arising out of his status as such, whether or not the Board would have the power to indemnify him against such liability.

### **Article IX – Ohio Law**

The Board shall function pursuant to the provisions of Ohio Law, where applicable, except where Ohio Law may be superseded by federal law.

## **Article X – Amendments**

The by-laws may be amended or repealed at any meeting of the Board of the affirmative vote of no less than seventy percent (70%) of the members of the Board present and voting at such meeting where a quorum is present, providing that the proposed changes first have been submitted to the Board members for their review not less than five (5) working days prior to such meeting.

## **Article XI – Rules of Order**

All proceedings of the Board and its committees are governed by Robert’s Rules of Order.

\*Adopted September 15, 2015 by the Workforce Development Board of Trumbull County by Motion at Regular Board Meeting, unanimously approved. Submitted and Approved by Chief Elected Officials, County Commissioners on September 30, 2015.

\*Typographical spelling errors identified and corrected August 18, 2016 without submission to County Commissioners for journalizing as WDB By-Laws Committee recommended at their August 16, 2016 meeting.

\*Amended on August 17, 2017 by the Workforce Development Board of Trumbull County by Motion at regular meeting. Submitted and approved by Chief Elected Officials, County Commissioners on August 30, 2017.

\*Amended on August 16, 2018 by the Workforce Development Board of Trumbull County by Motion at regular meeting. Submitted and approved by Chief Elected Officials, County Commissioners on August 22, 2018.

\*Amended on August 15, 2019 by the Workforce Development Board of Trumbull County by Motion at regular meeting. Submitted and approved by Chief Elected Officials, County Commissioners, on August 22, 2019.

\*Amended on August 20, 2020 by the Workforce Development Board of Trumbull County by Motion at regular meeting. Submitted and approved by Chief Elected Officials, County Commissioners, on August 26, 2020.

\*Amended on August 19, 2021 by the Workforce Development Board of Trumbull County by Motion at regular meeting. Submitted and approved by Chief Elected Officials, County Commissioners, on September 15, 2021.

\*Amended on August 18, 2022 by the Workforce Development Board of Trumbull County by Motion at regular meeting. Submitted and approved by Chief Elected Officials, County Commissioners, on September 7, 2022.

\*Amended on August 17, 2023 by the Workforce Development Board of Trumbull County by Motion at regular meeting. Submitted and approved by Chief Elected Officials, County Commissioners, on **September 7, 2023**