

Workforce Development Board of Passaic County

By Laws

(Amended 2007, Updated 2019)

I. LOCATION OF OFFICES

The principal office of the Workforce Development Board (WDB), hereinafter referred to as the WDB, shall be in the County of Passaic and the State of the New Jersey.

II. PURPOSE

The Workforce Development Board of Passaic County (WDBPC), was established by Executive Order #36 and previously approved by the New Jersey Department of Labor is now required to implement the Workforce Innovation and Opportunity Act (WIOA) of 2014. The WIOA provides a framework for a unique system designed to meet the needs of the County's businesses and job seekers. The WIOA seeks to establish streamlined services and information to participants through One Stop Delivery System.

The WDBPC will act as a catalyst in establishing a collaborative partnership amongst the business community, labor, education, job training institutions and community-based organizations in Passaic County. Through this alliance, the WDBPC will coordinate the countywide customer-oriented Workforce Readiness System.

The mission and vision statement of the organization may be adapted but should always reflect the purpose of the WDBPC.

III. FUNCTIONS

A. Descriptions

The Workforce Development Board of Passaic County is a local partnership of private and public sector representatives that provide coordinated planning policy guidance and oversight for all workforce readiness programs in Passaic County. The local plans and initiatives produced by the WDBPC are and will be consistent with both New Jersey's Unified State Plan for New Jersey's Workforce Readiness System developed by the State Employment and Training Commission and the WIOA of 2014.

B. Role

The WDBPC shall not act as a program operator, however, it shall influence program management and resource allocation by analyzing local needs and opportunities thus coordinating federal, state and local resources to meet established goals. The WDBPC

serves as a mechanism to communicate local priorities to responsible state and local government agencies to influence the allocation of workforce investment resources. At the core of this system is a partnership among various levels of government, the public and private sectors and community citizens. Together, within a common approach, a seamless service system aimed to enhance New Jersey's workforce is continually improved.

C. Responsibilities

The WDBPC is responsible for developing a local delivery system reflecting employer and job seeker needs. The WDBPC has also been given the responsibility of:

- Administrative functions to ensure organizational requirements are met;
- Capacity building to support WDBPC development of staff expertise and member understanding of role responsibilities;
- Strategizing to evaluate current workforce systems;
- Oversight of the One Stop Career Center & One Stop System;
- Strategizing for evaluation of how programs will meet local labor market needs; and
- Marketing the One Stop System and functions of the WDBPC.

D. Relationship Between the WDBPC and Chief Elected Official (CEO)

As described in the Memorandum of Understanding between the WDBPC and CEO, the CEO, designated as the Passaic County Board of Chosen Freeholders, will assume the role of grant recipient of WIOA allocation related to WIOA functions.

IV. MEMBERSHIP

A. Requirements

To fulfill required membership guidelines the Workforce Development Board of Passaic County is representative of those who have optimum policy making authority & Input:

- **Business/Private Sector (51% of Membership)**
Private sector members must represent the industrial and demographic composition of the business community. Whenever possible, at least one-half should be from small business (500 employees or less) including minority businesses. Business membership should be drawn from the following groups: (Owners, Chief Executive Officers or Chief Operating Officers of non-governmental employers and entrepreneurs who have substantial management or policy responsibility; Private sector members of college and school boards; Personnel Managers or Human Service members of college or school boards; Personnel Managers or Human Resource Directors of major companies).
- **Community Based Organizations/Organized Labor (minimum 15% membership equally divided between categories)**

- County Economic Development Agency
- County Vocational/Technical School
- County Superintendent of Schools
- County Board of Social Services
- Workforce New Jersey Manager
- Community College President
- Local Human Services Advisory Council Representative
- Manager from Vocational Rehabilitation
- One Stop Operator
- Adult Education
- Literary Representative
- Unemployment Insurance Manager

B. Appointment and Term

The CEO with full consideration of the County's needs will appoint WDBPC members for a term of three (3) years from the date of appointment unless otherwise provided by the Board of Chosen Freeholders. The terms of the members first appointed shall be so determined that to the greatest practicable extent, the expiration of such terms shall be distributed evenly over the first three years after appointment. Continued membership is subject to reappointment. Continuous membership shall require reappointment at the expiration of a representative's term of the WDBPC.

C. Voting

All members of the WDBPC shall have the right to vote on all matters affecting the operation of the organization.

D. Alternates

Alternate members must be identified by the appointed WDBPC member, and shall be recognized and appointed to the WDBPC by the Board of Chosen Freeholders. Alternate members are encouraged to attend and entitled to vote on matters before the WDBPC in the absence of the regular voting members. The alternate MUST be an individual who will bring knowledge and decision-making ability that is comparable to that of the WDBPC member.

E. Committee/Subcommittee

The WDBPC and other leaders that represent the County may serve on Committees and/or Subcommittees upon recommendation of the Committee/Subcommittee Chairperson. The WDBPC Chairperson will appoint all committee Chairpersons. Committee members (with exception of chairperson) of any standing or special committee is NOT subject to being a

WDBPC Board member and can be appointed for the duration of the committee until its dissolution.

Standing Committees of the WDB are as follows:

- Disabilities
- Executive
- Faith-Based
- Literacy
- One-Stop Career Center
- Youth Investment

Committee authorization is outlined in Section V. Meetings of the By-Laws.

F. Vacancies

Recommendation to the Passaic County Board of Chosen Freeholders to fill vacancies on the WDBPC as a result of death, incapacity, resignation or removal may be made by majority vote of the Executive Committee of the WDBPC at a meeting called for that purpose or special session of a regularly scheduled meeting. Any member appointed by the Passaic County Board of Chosen Freeholders shall serve the remaining part of the term of and in the same category as the member replaced.

G. Attendance Requirements

At any meeting of the WDBPC for which notice of such purpose has been given, a motion may be passed to recommend to the Passaic County Board of Chosen Freeholders that a member of the WDBPC be removed from office, for cause. Such a recommendation requires a majority vote at a WDBPC meeting where a quorum of members are present.

Whenever a member of the WDBPC is absent from three or more consecutive meetings of the Board in a twelve (12) month period, the WDBPC may, in its discretion, recommend to the Passaic County Board of Chosen Freeholders in writing that such members be removed from the WDB.

Whenever there is a change in a WDBPC's member status, he/she shall be notified by the WDB Chairperson and the Board of Chosen Freeholders in writing of the change in status.

V. Meetings

The WDBPC shall meet quarterly, with its Executive Board meeting on monthly intervals with a minimum of 10 meetings per year. Meetings shall be at such time, date and place fixed by the Chairperson of the WDB or the Subcommittee Chairperson for relevant meetings.

A. Special Meetings

The Chairperson may call special meetings of the WDBPC. All members shall be given advance notice of special meetings in compliance with the Open Public Meeting Act.

B. Quorum

A quorum shall be defined as a minimum of thirty percent (30%) of active board members. Committee/Subcommittees, with the exception of the Youth Investment Council, are not required to meet a quorum to conduct business matters.

C. Order of Business

The order of business at WDBPC meetings shall be as follows:

- Roll Call
- Approval of minutes of the previous meeting
- Reports of Committees
- Report of Chairperson
- Report of Executive Director or Designate
- Old Business
- New Business
- Public Comments
- Adjournment

The Chairperson and WDBPC Executive Director can add or alter the agenda to ensure all matters are addressed and relevant information is disseminated on behalf of the WDBPC. The Chairperson shall appoint the Chairperson of each Standing Committee and Special Committee of the WDBPC.

D. Executive Committee

The Executive Committee will be responsible for the organizational and operational activities of the WDBPC. The Executive Committee may review and recommend the approval of grants, contracts and operational matters at the earliest feasible date subject to ratification by majority vote of the WDBPC Board at the next regularly scheduled meeting (or special called meeting if matter is time sensitive).

E. Standing Committees

Standing Committee Chairpersons will be a part of the WDBPC Executive Committee.

F. Special Committees

Special Committees may be appointed by the Chairperson through the committee structure, work groups, task force and other ways developed by the WDBPC. The purpose, function and duration shall be outlined at time of creation. These groups are advisory in nature and have no voting rights or power to execute recommendation(s) without the approval of the Executive Committee and/or Committee as a whole. All recommendation(s), report(s) and related information should be made to the WDB Board.

No Special Committee shall exercise the authority of the WDBPC except as noted above. No action shall be taken on any business of the WDBPC except by way of motion, adopted at a public meeting in accordance with the provisions of the Open Public Meetings Act, (N. J. S. A> - 10:41 et seq.). The Chairperson may, with the approval of the WDBPC, appoint such committees for such particular purpose as may be deemed necessary or desirable to enhance or assist the members in carrying out its duties and furthering the objectives of the WDBPC or as deemed necessary pursuant to State guidelines. These Special Committees may be drawn from the WDBPC members or the Community, but the Chairperson of Special Committee must be a member of the WDBPC Board. Any special committee so appointed shall have such powers and authority as are explicitly delegated by the Chairperson and consistent with the inherent purpose for which the Committee was formed.

VI. Officers

Officers of the WDBPC shall consist of:

- Chairperson
- One or More Vice Chairperson(s)
- Treasurer
- Secretary

A. *Election and Term of Office*

The WDBPC members shall elect by majority vote and with consideration of attendance a chairperson, one or more Vice Chairperson(s), Treasurer and Secretary who shall serve in that capacity for a three (3) year period.

In the event that an officer resigns or is removed from office, the WDBPC shall, by majority vote, elect a replacement for the balance of the term. The election of officers shall be held at the annual organizational meeting. Term of office shall begin July 1. Officers may serve up to three (3) consecutive terms.

B. *Removal*

Any officer of the WDBPC may be removed by a majority vote of the members at a Full Board Meeting where a quorum is present.

C. Vacancies

The WDBPC may, by majority vote, appoint a WDBPC member to any vacant office with the exception of the Chairperson for the unexpired term of the Office. The Chairperson shall be elected to office by majority vote of the Full WDB at the earliest Full Board Meeting.

D. Chairperson

The Chairperson shall be the Chief Executive Officer of the WDBPC. The Chairperson shall preside at all meetings of the WDBPC and advise other members of general policy. The Chairperson, subject to these rules, shall decide all points of order and matters of procedure governing the meetings in accordance with the current edition of "Robert's Rules of Order."

E. Vice-Chairperson

The Vice-Chairperson(s) shall, in the absence of the Chairperson or in the event of the Chairperson's inability to act, perform the duties of the Chairperson.

F. Treasurer

The treasurer is responsible for monitoring the overall fiscal health of the organization.

G. Secretary

The Secretary is responsible for ensuring written meeting minutes and records of votes as well as other official records related to the WDBPC's business are accurately maintained and accessible.

VII. Staff

Matter concerning the staffing of the WDBPC shall be decided by the Passaic County Board of Chosen Freeholders with recommendation(s) by the WDBPC Executive Director. Staff members shall have no voting privilege at WDBPC meetings. Staff members shall not serve as elected officer of the board. The Executive Director shall report directly to the Human Services Director, but have reporting obligation to the WDBPC Board, Executive Committee and Chairperson of WDBPC. The Executive Director shall be an ex-officio member of the Executive Committee (with no voting rights).

All other staff shall report to the Executive Director.

VIII. Fiscal Year

The fiscal year of the WDBPC shall begin on the first day of July of each year and end on the 30th day of June of the following year.

IX. Conflict of Interest

A. Organizational

The Passaic County Workforce Development Board has adopted a Firewall and Conflict of Interest policy that follows all applicable Federal, State, and local procurement requirements. This policy is certainly accurate in selecting service providers and One-Stop Operators to deliver services funded by WIOA resources. Federal requirements include but are not limited to:

1. WDB Will Not Provide Training - United States Office of Management and Budget (OMB) Uniform Administrative Requirements, Cost Principles, Audit Requirements for Federal Awards 200.317-200.326 (Procurement Procedures), which establishes principles and standards for determining costs of all Federal awards carried out by State and local governments. Section 107(g)(1)(A) of the Workforce Innovation and Opportunity Act (WIOA), which mandates that local Workforce Development Boards shall not provide training services to customers. This requirements states: *"A local board acting as a direct provider of services is not optimal, as the local board is designed to oversee the one-stop system and its services, not to provide them."* Boards must competitively procure these training services in compliance with all State and Federal regulations.
2. Competitive Process for One Stop Operators - Notice of Proposed Rulemaking (NPRM) Section (a)-(e), which addresses requirements for the competitive procurement of One-Stop Operators. That section requires that One-Stop Operators be selected through a competitive process. The rule further clarifies that there must be firewalls in place to ensure that the Operator is not conducting oversight of itself as a service provider. The one-stop operator is selected through a competitive initiated by the WDB of Passaic County. The Fiscal Agent, in partnership with the One Stop Board of Trustees will oversee the procurement and purchasing process including the development of Requests for Proposals, evaluation of and timely delivery of responses, and contract development, contract administration and Federal, State and local reporting and ensure compliance to established Workforce Development Board of Passaic County policies and procedures.
3. Distinguished Roles - The County through a Memorandum of Understanding ("Agreement") has set forth guidelines that establishes firewalls and diminishes conflict of interest. The MOU establishes the roles and responsibilities of the Workforce Development Board of Passaic County (WDBPC), the Partners of the Passaic County One Stop Operators Consortium (Partners), the Passaic County One Stop Manager (Lead Operator), and the Passaic County Fiscal Agent (Fiscal Agent) pursuant to Section 121 (c) and (d), and Section 117 (d) (3) of the Workforce Innovation and Opportunity Act

(WIOA) of 2014.

4. Infrastructure Cost Agreement - The Infrastructure Cost Analysis agreement for the Passaic County Workforce Development Center will be performed by the Workforce Development Board of Passaic County. It will calculate the non-personnel costs that are necessary for the general operation of the one-stop center, including the rental costs of the facilities, the costs of utilities and maintenance, equipment (including assistive technology for individuals with disabilities), and technology to facilitate access to the one-stop center, including the center's planning and outreach activities. Per Federal and State guidelines, non-personnel cost to be rental, utilities/maintenance, equipment and technology. The Workforce Development Board of Passaic County has a separate lease with the county for the space it utilizes. Therefore, it is not necessary to account for the space within the calculations for the one-stop center. The Workforce Development Board of Passaic County commits to reviewing these costs on an annual basis. As well as ensuring that shared infrastructure cost will be resolved and paid by partners.

B. Board Members

If any matter should come before the WDBPC or any Committee thereof, in such a way as to give rise to a conflict of interest, the affected member shall make known the potential conflict and if advisable, withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected member shall abstain themselves and not vote on it. In the event, that when advisable, he or she fails to withdraw voluntarily, the Chairperson shall require the member to remove himself or herself from the room during the discussion and vote on the matter.

Notwithstanding the above, the affected member shall bring to the attention of the Executive Director any business transaction involving such conflict of interest.

The WDBPC and the staff will impartially represent the interests of each participating agency while developing a system that targets resources to the customer.

X. Amendment of By-Laws

These By-Laws may be altered, amended or replaced by the Workforce Development Board at any meeting of WDBPC after 30 days' notice that such action is a purpose of or any part of the meeting by majority vote of a quorum following consultation with County Counsel.