



NORTHWEST ARKANSAS LOCAL WORKFORCE DEVELOPMENT BOARD BYLAWS

(Adopted September 2, 2015)

(Amended September 6, 2017)

(Amended June 3, 2020)

(Amended June 1, 2022)

(Amended June 7, 2023)

ARTICLE I

ESTABLISHMENT

SECTION I.

Purpose of Workforce Development Board: The Local Workforce Development Board is established in compliance with the Workforce Innovation and Opportunity Act of 2014 and Arkansas Workforce Innovation and Opportunity Act 907 of 2015 to provide workforce investment activities, through statewide and local workforce development systems. Those systems should increase the employment, retention, and earnings of participants, and increase attainment of recognized postsecondary credentials by participants, and as a result, improve the quality of the workforce, reduce welfare dependency, increase economic self-sufficiency, meet the skill requirements of employers, and enhance the productivity and competitiveness of the Nation.

SECTION II.

Appointment of Members: Appointments and membership shall be in accordance with Federal and State Regulations.

- A. The appointment of members shall be made by the Chief Elected Officials from the nominations received. Each county should be represented. Regional educational cooperatives, employment services, rehabilitation agencies, welfare agencies, labor organizations, or other general representation will not be considered to be county specific.
- B. The membership and composition of the LWDB, which for these purposes shall do business as a LWDB shall be certified by the Governor.
- C. Nominations for appointments will be accepted from organizations located within the boundary of the workforce area.
- D. The nominating party will submit a recommendation letter (or email) to the workforce Board staff who will then complete and submit the Workforce Development Board Member appointment form provided by the Arkansas Division of Workforce Services.
- E. The Board staff will submit the Board Member Appointment Form along with back up documentation to the Chief Elected Official representative for signature.
- F. Back up documentation will include the recommendation letter (or email), resume, disclosure form completed and signed and the Board Member Appointment Form.
- G. Members may be reappointed and continue to serve on the Board with the approval

of the Chief Elected Officials.

Convening the Workforce Development System stakeholders.

LWDB members will actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities.

- This shall be done through the process and use of collaborative meeting/information sharing amongst members of the standing committees, community leaders, educational institutions, local chamber executives and economic developers and other stakeholders in the Northwest Arkansas Workforce Development Area.
- The LWDB members will report what they have done to market WIOA and leverage at each Board meeting.

Nomination Process:

1. **Business Representatives.** At least fifty-one percent (51%) of the LWDB must be representatives of businesses in the LWDA [WIOA § 107(b)(A)(i); A.C.A. § 15-4-3709(c)(1)] or representatives of organizations that represent businesses in the LWDA [WIOA § 107(b)(A)(i); A.C.A. § 15-4-3709(c)(1)(B)]. At least two (2) of the members must represent small businesses as defined by the U.S. Small Business Administration [20 CFR 679.320(b)]. Each business representative must meet all of the lettered criteria below:
 - a. The business(es) must provide employment opportunities that, at a minimum, include high-quality, work-related training and development in in-demand industry sectors or occupations in the LWDA [A.C.A. § 15-4-3709(c)(1)(B)].
 - b. Each of the business representatives must hold at least one of the following roles in the business described in 1.a above or the organization representing businesses, as described in 1.a above. [WIOA § 107(2)A; 20 CFR 679.320; A.C.A. § 15-4-3709 (c)(1)(A-B)]:
 - Be the business owner
 - Be the chief executive officer (CEO)
 - Be the chief operating officer (COO)
 - Be another business executives
 - Be another employee with optimum policymaking authority (A representative with "optimum policy-making authority" is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action [20 CFR 679.340(a)].)
 - Be another employee with optimum hiring authority
 - c. Each of the business representatives must be appointed by the Chief Elected Official(s) from among individuals nominated by local business organizations and business trade associations [WIOA A.C.A. § 15-4-3709(c)(1)(C)].

2. **Labor representatives.** Not less than twenty percent (20%) of the members of each LWDB are representatives of the workforce within the LWDA who meet at least one of the following lettered criteria [WIOA § 107(2)(B); 20 CFR 679.320(c); A.C.A. § 15-4-3709(c)(2)]. At least one representative from each of the lettered criteria must be included on the LWDB unless the criterion does not apply or the criterion contains the phrase “may include.”:

- a. If employees of businesses in the LWDA are represented by one or more labor unions or organizations, the CEO(s) must select at least two labor representatives from individuals nominated by local labor federations [WIOA § 107(2)(B)(i); 20 CFR 679.320(c)(1); 20 CFR A.C.A. § 15-4-3709(c)(2)(A)]:

If no employees of businesses in the LWDA are represented by labor unions or organization, or if there are an insufficient number of nominations by the local labor federations after contacting all known labor federations in the LWDA, the CEO(s) must select representatives from individuals nominated by other organizations that represents employees [20 CFR 679.320(c)(1); A.C.A. § 15-4-3709(c)(2)(A)].

- b. IF there is a labor organization or a training director from a joint labor-management apprenticeship program in the LWDA, a representative must be selected from this program [WIOA § 107(2)(B)(II); 2 CFR 679.320(c)(2); A.C.A. § 15-4-3709(c)(2)(B)]. If more than one program exists in the LWDA, only one program is required to be represented, although nothing prevents the CEO(s) from selecting more than one representative of labor-management apprenticeship programs.

If the LWDA does not have such a joint program, a representative of an apprenticeship program in the LWDA must be selected [WIOA § 107(2)(B)(ii); 2 CFR 679.320(c)(2); A.C.A. § 15-4-3709(c)(2)(B)].

- c. Labor representatives may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including but not limited to, organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities [WIOA § 107(2)(B)(iii); 2 CFR 679.320(c)(3); A.C.A. § 15-4-3709(c)(2)(C)].
- d. Labor representatives may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including, but not limited to, representatives of organizations that serve out-of-school youth [WIOA § 107(2)(B)(iv); 2 CFR 679.320(c)(4); 20 CFR 679.320(d)(1); A.C.A. § 15-4-3709(c)(2)(D)].

3. **Education and Training Representatives.** Each LWDB must include representatives of entities administering education and training activities in the LWDA [A.C.A. § 15-4-3709(c)(3)]. At least one representative from each of the following lettered criteria must be included on the LWDB unless the criterion does not apply or the criterion contains the phrase “may include.”:

- a. Include a representative of eligible providers administering adult education and literacy activities

[WIOA § 107(b)(2)(C)(i); 20 CFR 679.320(d)(1); A.C.A. § 15-4-3709(c)(3)(A)];

- b. Include a representative of institutions of higher education providing workforce investment activities, including, but not limited to, community colleges *[20 CFR 679.320(d)(2); [WIOA § 107(b)(2)(C)(ii); A.C.A. § 15-4-3709(c)(3)(B)];*
- c. May include representatives of local educational agencies and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment *[20 CFR 679.320(d)(1); A.C.A. § 15-4-3709(c)(3)(C)].*

4. **Government and Community Development Representatives.** Each LWDB must include representatives of government and of economic and community development entities serving the LWDA *[WIOA § 107(b)(2)(D)(ii); A.C.A. § 15-4-3709(c)(4)].*

At least one representative from each of the following lettered criteria must be included on the LWDB unless the criterion does not apply:

- a. Include a representative of economic and community development entities *[WIOA § 107(D(i); A.C.A. § 15-4-3709(c)(4)(A)];*
- b. Include an appropriate representative from an Arkansas Division of Workforce Services office providing services to the LWDA under the Wagner-Peyser Act. 29 U.S.C. § 49 et seq., *[WIOA § 107(a)(2)(D(ii); A.C.A. § 15-4-3709(c)(4)(B)];*
- c. Include an appropriate representative of the Arkansas Division of Workforce Services carrying out programs under Subchapter 1 of the Rehabilitation Act of 1973, 28 U.S.C. §701 et seq., other than 29 U.S.C. §112 [repealed], §732, or 741, serving the LWDA *[WIOA § 107(D(iii); A.C.A. § 15-4-3709(c)(4)(C)].*
- d. The LWDB may include representatives of agencies or entities administering programs serving the LWDA relating to transportation, housing, and public assistance *[WIOA § 107(D(iv); A.C.A. § 15-4-3709(c)(4)(D)];* and
- e. The LWDB may include representatives of philanthropic organizations serving the LWDA *[WIOA § 107(D(v); A.C.A. § 15-4-3709(c)(4)(E)].*
- f. Each LWDB may include other individuals or representatives of entities that the CEO(s) in the LWDA may determine to be appropriate *[WIOA § 107(E); A.C.A. § 15-4-3709(c)(5)].*

Representative appointments.

- a. Effort will be made, and priority given, to make representation geographically diverse to include each county in the local workforce development area.
- b. The Board or board staff will notify the Chair of the CEOs of any vacancy on the Board.
- c. Replacements, in the event of a required vacancy, shall be done in accordance with these procedures with effort made to fill the vacancy within 60 days.
- d. Chief Elected Officials (CEO) appoint representatives from the nominations received by the Board or board staff unless otherwise stated herein.
- e. Representative appointed to fill a vacancy shall serve the remainder of the unexpired term of the vacant position. A Representative can continue to serve until reappointment or replacement on the board.

SECTION III.

Length of Appointment: Members shall be appointed for three (3) year terms and shall continue to serve until they are replaced. Terms shall be staggered so that most years no more than one-third of the members are appointed or reappointed.

SECTION IV.

Removal of Members: Members who have three (3) consecutive unexcused absences may be considered to have voluntarily resigned with the consent of the LWDB Chair. The Chairperson may excuse an absence. In order to obtain an excused absence, a LWDB Member may call or email a LWDB staff member before the meeting date or return his/her attendance sheet with notice that he/she will not be able to attend the meeting. Appointment of a proxy constitutes attendance and will not be counted as an absence. Members may also be removed for good cause by a majority vote of the members present.

Good cause can be described as:

- A. Representatives who miss three (3) consecutive meetings without notice will be considered to have voluntarily resigned.
- B. Such resignations will be accepted or rejected by a majority vote of Representatives present.
- C. Representatives may be removed if their conduct or action acting for the Board, personally or professionally have or will have a severe detrimental effect on the ability of the Board to conduct business.
- D. A removal shall be proposed and discussed by the Executive Committee called for that purpose.
- E. The Representative being considered for removal shall be invited to present cause for reconsideration at both the Executive Committee and the full Board meeting.
- F. Removal of a Representative must have the final approval by the CEOs.
- G. If the result of such a Representative removal jeopardizes the WIOA requirements of a LWDDDB makeup the position must be filled through the appointment process outlined previously.

ARTICLE II ORGANIZATION

SECTION I.

Officers: The officers of the LWDB shall be the Chairperson, the Vice-Chairperson, and the Executive Secretary. Officers shall be selected by a majority vote of the members. The members of the Board will elect a chairperson annually from among the private sector business representatives. The chairperson serves as the Executive Committee Chair and selects the chairs for all standing committees and taskforces of the Board.

The Vice-Chairperson shall act as Chairperson in the absence or disability of the Chairperson and shall have such other duties, powers and responsibilities as are assigned by the Chairperson, the Board, or these by-laws.

SECTION II.

Committees: There shall be four standing committees of the LWDB: the Executive Committee, One Stop Operations Committee, Youth Committee and Serving Individuals with

Disabilities Committee. Short-term ad hoc committees may be appointed, as the LWDB Chair deems necessary or appropriate. Unless otherwise specified, the LWDB Chair shall appoint Committee members and their chairpersons. Youth programs shall be designed, planned, and forwarded by the Youth Committee for LWDB approval and implementation.

- A. The Executive Committee shall be comprised of the LWDB Chair, Vice-Chair, Secretary, and at least two at-large LWDB members. The committee shall have a business majority and shall be representative of Workforce Center communities in the Local Workforce Development Area. The at-large members are to be appointed by the LWDB Chair.
 - a. The Executive Committee shall have the authority of the LWDB to act during the interim between full board meetings under the conditions outlined below:
 - i. The Executive Committee will have a majority on any issues that will require LWDB approval at a later date.
 - ii. All actions of the Executive Committee will be reported at the next convening LWDB meeting for ratification.
 - b. The LWDB Chair shall act as the Executive Committee Chair and shall exercise the power of vote on the Executive Committee only as required to constitute a quorum or break a tie vote.
 - c. The LWDB Chair shall refer to the Executive Committee such business, which in the LWDB Chair's judgement, may require action or approval of the LWDB. All actions of the Executive Committee shall be reported to the LWDB at its next meeting following such action and such reports shall become part of the minutes of that meeting.
 - d. Any member of the LWDB may appear before the Executive Committee to discuss any items of business of the LWDB. Meetings of the Executive Committee shall be called by the LWDB Chair in such places as the Chair may designate.
 - e. All LWDB members will be notified of the meeting date, time, agenda, and location when the Executive Committee meets outside of the regular LWDB meeting dates.
- B. The One Stop Operations Committee is a standing committee to provide information and assist with operational and other issues relating to the one-stop delivery system and may include as members representatives of the one-stop partners.
- C. The Youth Committee is a standing committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth. A standing committee designated under this section shall include community-based organizations with a demonstrated record of success in serving eligible youth.
- D. The Disabilities Committee is a standing committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including without limitation issues relating to compliance with Section 188 of the Workforce Innovation and Opportunity Act, Pub. L. No. 113-

128, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990, 42 U.S.C. § 12101 et seq., regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on finding employment opportunities for individuals with disabilities, including providing the appropriate supports and accommodations to employment for individuals with disabilities.

- E. Ad hoc committees may be appointed on a short-term basis by the Chairperson to address issues of concern to the board which require research, planning, and recommendations of specific workforce, community, or economic development needs of the area.

SECTION III.

Staff: The LWDB shall be provided with the staff necessary to carry out its function. The required staff and the appropriate budget for that staff shall be approved by the LWDB.

SECTION IV.

Budget: The LWDB shall prepare and approve an annual LWDB budget that will be forwarded to the Chief Elected Officials for approval.

ARTICLE III

RESPONSIBILITIES

SECTION I.

LWDB Responsabilités

- A. The local board shall enter into an agreement with the Chief Elected Officials clearly detailing the partnership between the two entities for the governance and oversight of activities under the WIOA.
- B. The local board shall develop a budget for the purpose of carrying out the duties of the local Board. The Chief Elected Officials must approve the budget.
- C. The local board may solicit and accept grants and donations from sources other than federal funds made available under WIOA assuming it has organized itself in a manner to do so.
- D. The local board, in partnership with Chief Elected Officials, shall develop the vision, goals, objectives, and policies for the local workforce development area. The vision shall be aligned with both the economic development mission(s) for the local area and Arkansas Workforce Development Board's (AWBD) goal.
- E. The local board, in partnership with the Chief Elected Officials, shall develop and submit to the Governor a local strategic plan that meets the requirements in Section 108 of the Workforce Innovation and Opportunity Act.
- F. The local board, with the agreement of the Chief Elected Officials, shall designate or certify one-stop operator(s) and shall terminate for cause the

eligibility of one-stop operators.

- G. The local board shall select eligible providers of youth activities by awarding grants or contracts on a competitive basis.
- H. The local board shall identify eligible providers of training services for adults and dislocated workers.
- I. The local board, in partnership with the Chief Elected Officials, shall conduct oversight with respect to local programs of youth, adult, and dislocated worker activities authorized under the WIOA.
- J. The local board, in partnership with the Chief Elected Officials, will negotiate and reach agreement with the ADWB on behalf of the Governor on local performance accountability measures.
- K. The local board shall assist the Governor in developing a statewide employment statistics system.
- L. The local board shall coordinate the workforce activities authorized under WIOA with local economic development strategies, and develop employer linkages with those activities
- M. The local board shall promote the participation of local private sector employers through the statewide workforce development system.
- N. The local board may employ staff and/or utilize other options for carrying out these responsibilities.
- O. The local board is responsible for any other activity as required by the Workforce Innovation and Opportunity Act, Section 107 (d) or by the Governor.

ARTICLE IV

MEETINGS

SECTION I.

Meetings: The LWDB shall meet at least quarterly or at the call of the Chair or upon written request of a majority of the members of the Board. The Executive Committee shall meet as often as the Chair determines a need.

SECTION II.

Attendance: Each member of the LWDB shall attend each meeting of the LWDB, in person or by proxy. The Board member can designate a voting individual if that voting member is from their organization if he/she is unable to attend the meeting. The alternate designee is a business representative he or she must have optimum policy-making hiring authority for

the company The designation of representation shall be in writing, email or by phone and shall be received by the Chairperson or his appointee prior to the meeting.

SECTION III.

Quorum: A quorum of the LWDB shall be present when a majority of the membership is present. Once the quorum has been established it shall be constituted for the duration of the meeting.

SECTION IV.

Agenda: The Agenda shall be prepared by the Chairperson to reflect the principal business of the LWDB. If a member would like an item to be added to the agenda, he/she may do so in writing, five (5) days prior to the scheduled meeting date. All meetings will comply with the Arkansas Freedom of Information Act (FOI).

SECTION V.

Voting: Each member shall have one vote. When voting, LWDB members shall abide by Article IX of these Bylaws concerning conflicts of interest.

SECTION VI.

Conference Calls and Virtual meetings: The LWDB and its committees are authorized to conduct business by conference calls, email, mail, virtual (video or web based) or facsimile when deemed prudent by the Chairperson of the LWDB or by the Committee Chairperson. Such meetings will meet the quorum requirements of the LWDB or its committees.

SECTION VII.

Parliamentary Authority: The rules of parliamentary pro-active in Robert's Rules of Order Newly Revised shall govern all proceedings of the Northwest Arkansas Local Workforce Development Board and all committees. In the case of conflict between Robert's Rules and these bylaws, or between Robert's Rules and a special rule adopted by the LWDB, the bylaws or special rule shall prevail.

ARTICLE V

TRAVEL EXPENSES

SECTION I.

Travel: Each LWDB or committee member will be reimbursed for travel costs to attend committee or LWDB meetings and when traveling as a representative of the LWDB to special meetings and/or conferences. Travel costs will be reimbursed per the current federal travel regulations or as approved by the LWDB.

ARTICLE VI

FISCAL AND PERIODIC REPORTS

SECTION I.

Fiscal Year: The fiscal year shall be the same as the State's for all Workforce Development programs.

SECTION II.

Annual Reporting: No less than once annually, fiscal reports will be made to the CEO/LWDB and the State of Arkansas.

ARTICLE VII

AMENDMENTS

SECTION I.

Amendments: Upon formal motion, these bylaws may be amended by a two-thirds vote of the members present.

ARTICLE VIII

RESOLUTION OF DISPUTES

SECTION I.

Complaints and Disputes

Any complaint or dispute arising out of business conducted by the LWDB involving policy or procedure shall be subject to resolution under the following procedure. The complaint or dispute shall be brought before the Executive Committee at either a regular meeting or a specially called meeting. If the Executive Committee cannot mutually resolve the matter, it shall be presented to the LWDB for a deciding vote.

ARTICLE IX

CONFLICT OF INTEREST

SECTION I.

Conflict of Interest:

Board members shall avoid both conflict of interest and the appearance of conflict of interest in the conduct of LWDB business. A potential conflict of interest exists if a LWDB member takes any action, the effect of which would be to their private financial gain or loss, or to that of their family or employer. A potential conflict does not exist if the financial gain or loss affects to the same degree all people in the Local Workforce Development Area or a large class of people with which the member is associated.

SECTION II.

Disclosure of Conflict of Interest:

If a potential conflict of interest arises, the affected LWDB member must give notice before taking action. Such disclosure of potential conflict of interest, including the source of conflict, will be made part of the minutes of the meeting. The affected Board Member must refrain from any discussion or voting on that issue.

ARTICLE X

NEPOTISM

SECTION I.

Nepotism/Nepotism Exception :

LWDB members shall not engage in the practice of nepotism. The LWDB shall not employ a member of the family of a LWDB member, a subrecipient employee family member, or governing board family member. An exception applies when a member of an employee's family is elected to the LWDB after the employee is hired. (No termination of employees shall occur for persons employed under a previous policy.) If federal and/or state statutes,

regulations, affirmative action, and equal employment opportunity plans allow for the waiver of this restriction, the LWDB may choose to concur and waive this restriction on a case-by-case basis upon the formal authorization of the full board enacted by a majority vote. For purposes of this section, the term family applies to wife, husband, son, daughter, mother, father, grandfather, grandmother, grandchild, brother, brother-in-law, sister, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, stepparent, and stepchild.

ARTICLE XI

INDEMNIFICATION

SECTION I.

Indemnification of LWDB Members

The Board shall indemnify any past or present LWDB member, past or present staff person, or past or present officer against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of his/her affiliation with the LWDB.

SECTION II.

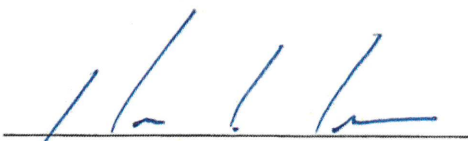
Indemnification Not Insured

The right of indemnification under this Article is only available to the extent that the power to so indemnify is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

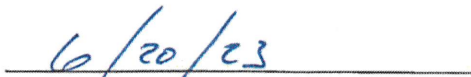
SECTION III.

Insurance

The LWDB shall have the power to purchase and maintain insurance, if needed or required, sufficient to meet this Article's indemnification requirements.



Shawn Lane, CEO Chair



Date

DocuSigned by:

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John "Bo" Phillips, NW WDB Chair

6/13/2023

Date