



**Bylaws
Revised August 2015**

ARTICLE I – NAME

The name of the organization shall be the Chemung Schuyler Steuben Workforce New York, hereinafter referred to as “CSS WFNY” or the “Corporation.” The name of the Board of Directors may hereinafter be referred to as the “Board” or “Board of Directors”.

ARTICLE II – AUTHORIZATION

Chemung, Schuyler and Steuben County shall authorize the Board under regulations defined in the Workforce Innovation and Opportunity Act of 2014, as it may be amended from time to time (“WIOA”), and the Local Elected Official Agreement for the Chemung Schuyler Steuben Workforce Investment Area (Exhibit 1).

ARTICLE III – PURPOSES

The purposes of the Board shall include, but not be limited to:

- (a) To administer programs as Fiscal Agent under WIOA, for and on behalf of the counties of Chemung, Schuyler and Steuben and other eligible sponsors under and pursuant to programs of the United States government, as approved by the United States Department of Labor and/or the New York State government as approved by the Governor of the State, pursuant to the terms and provisions of WIOA, and under the strategic and programmatic oversight of the Chemung-Schuyler-Steuben Local Workforce Development Board (the “LWDB”); and to administer other related or successor programs;
- (b) To relieve and reduce unemployment in the various communities within the counties;
- (c) To provide support for instruction and training to individuals to improve or develop their capabilities for entry or advancement into the labor force as well as fulfilling employers’ needs;
- (d) Increase the involvement of the private sector in the planning, development, and implementation of publicly funded workforce investment programs;
- (e) Strengthen the relationship between publicly funded workforce investment programs and local economic development agencies;
- (f) Provide a forum for creative problem solving of local Workforce New York issues;
- (g) Provide rapid response to the needs of local businesses and job seekers;

(h) Integrate planning of multiple public funding sources for workforce investment activities to maximize effectiveness and return on investment;

(i) Research local employment needs (both short and long-term) of the private and public sectors; and

(j) Contribute to the general welfare and prosperity of Chemung, Schuyler and Steuben Counties.

ARTICLE IV – FISCAL YEAR

The fiscal year of the CSS WFNY shall begin on the first (1st) day of the month of July and end on the thirtieth (30th) day of the month of June of the following year.

ARTICLE V – FUNDING

1. Board Expenses: Funding for basic operations and Workforce Development programs shall be provided by the CSS WFNY Career Center Partners and the WIOA funds specific to the Counties of Chemung, Schuyler and Steuben.

2. Alternative Programs: The Corporation may participate in mutually beneficial programs which are entirely or jointly funded by other public sector agencies, institutions, or corporations.

3. Alternative Funding Sources: The Corporation may accept funds from public or private sector agencies, institutions, or corporations. These funds may be used for any purpose consistent with the purposes of the Corporation and with the provisions of WIOA.

ARTICLE VI – EXECUTIVE DIRECTOR

1. Appointment: The Executive Committee shall bear the responsibility of seeking and recommending the appointment of the Executive Director and the LWDB shall vote and appoint the position. The Executive Director will oversee the day to day operation of the Corporation.

2. Duties: The duties of the Executive Director shall include, but are not limited to the following:

(a) Shall attend all LWDB meetings and serve as staff to the LWDB.

(b) To provide support to the Chairperson of the LWDB.

(c) To ensure full LWDB membership in compliance with the Local Elected Official Agreement (Exhibit 1).

(d) To ensure a wide array of private sector involvement in compliance with federal regulations.

(e) To assist the LWDB in accessing funds for LWDB and system activities as identified by the LWDB Committees; to monitor grant-writing and administer grants.

(f) To serve as liaison between the LWDB and other local entities.

(g) To promote communication between committees and the LWDB and between LWDB members.

(h) To direct media relations.

(i) To prepare and deliver reports on LWDB and Workforce system activities to County Legislatures and Chief Elected Officials.

ARTICLE VII - LIMITS OF AUTHORITY

1. Contracts – Outside the ordinary course of the Corporation’s business, the Chairperson and the Executive Director will sign all contracts entered into and executed on behalf of CSS WFNY.
2. Checks, Drafts, Etc. – All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation may only be signed by individuals as listed on the Corporation’s banking resolution. Any forms of payment less than \$1,000 will only require one (1) signature. Payments of \$1,000 or more will require two (2) signatures from those listed on the banking resolution.
3. Deposits – All funds of the Corporation not otherwise employed shall be deposited from time to time in the name of the Corporation in such banks as the Board of Directors may designate.
4. Procurement Policy – It is intended that all procurement transactions of the Corporation shall be conducted in a manner which provides, to the maximum extent possible, for open and free competition. Policies and procedures governing procurement shall ensure that all goods and services are obtained in an effective and efficient manner which is consistent and in compliance with the laws, rules and regulations.

The authority for the procurement of all goods and services rests with the Board of Directors, as provided for under the terms of the Local Elected Official Agreement (Exhibit 1) with Chemung, Schuylers and Steuben Counties. The responsibility for all procurement transactions are delegated to the Executive Director of the Corporation, except as limited in Sections 1 and 2 of this article.

ARTICLE VIII – BOARD MEMBERS

1. Composition of the Board: The Directors of the LWDB shall be, *ex officio*, at all times, the Directors of the Corporation. Initially the number of Directors is twenty-five (25). The Board of Directors shall elect, by majority vote of the directors present at a duly convened meeting of the Board, a Chairperson (who shall also be a Director), and the Chairperson shall preside over the meetings of the Board of Directors. The Board of Directors may also appoint Vice Chairpersons as it from time to time sees fit, who shall succeed as Chairperson on such schedule as the Board of Directors may from time to time identify.
2. Terms of Office: The term of office of each Director of the Corporation shall be coextensive with such Director’s term of office as a director of the LWDB.
3. Attendance: Three (3) consecutive unexcused absences from regularly scheduled Board meetings shall constitute just cause for removal from the Board, but only if the absent Director is also caused to be removed as a director of the LWDB. The Executive Committee will monitor ongoing attendance of all Board members.
4. Committee Participation: All Board members are encouraged to serve on committees and taskforces.

ARTICLE IX – OFFICERS

1. Executive Director: The Executive Director of the Corporation shall be the chief executive officer of the Corporation, and shall be responsible for overseeing the day-to-day management of the affairs of

the Corporation, reporting on the activities of the Corporation to the Board, representing the Corporation in the community and the media, and otherwise taking any and all acts not specifically reserved to the Board of Directors to further the mission and purpose of the Corporation.

2. Secretary: The Secretary of the Corporation shall maintain the official records of the proceedings of the Board of Directors and shall perform the customary duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the Board.

3. Treasurer: The Treasurer of the Corporation shall be the chief financial officer of the Corporation, and shall be responsible for developing and directing the operations of policies, procedures, plans and programs governing all financial affairs of the Corporation. The Treasurer shall submit a quarterly report to the Board as to financial status of the Corporation and shall complete such other duties as may from time to time be assigned him or her by the Board.

4. Removal of Officers: At any duly convened meeting of the Board, any officer may be removed by vote of two-thirds of the present Directors.

5. Resignations: In the event of the resignation by an Officer, an election will be held at the next meeting of the Board to fill the vacancy.

ARTICLE X – COMMITTEES

1. Executive Committee: The Executive Committee shall consist of the same individuals who populate the Finance Committee (and vice versa) and shall meet on a quarterly basis at a minimum. The Executive Committee shall consist of 5 members to be appointed by the Board of Directors. The Executive Committee shall maintain oversight over the business affairs of the Corporation and shall be empowered to transact or approve such business as may be necessary between Board meetings. Without limitation, the Executive Committee shall be responsible for conducting ongoing human resources oversight of the Executive Director position, managing necessary procurement procedures, and managing compliance issues relating to conflicts of interest and other policies of the Corporation. The Executive Committee shall submit a written report of its action at the next regularly scheduled Board of Directors Meeting. Meetings of the Executive Committee may be called by the Chairperson or by three committee members. This committee requires commitment and dedication to the organization.

2. Finance Committee: The Finance Committee shall consist of the same individuals who populate the Executive Committee (and vice versa). The Finance Committee shall meet at least quarterly to conduct regular oversight of the financial operation and budgets of the Corporation in coordination with staff, and to report to the Board thereon at regular Board meetings.

3. Audit Committee: The Audit Committee shall consist of three (3) individuals who are not members of the Finance Committee. The Audit Committee shall meet as needed to procure and interact with outside professional accountants/auditors and other professionals to ensure legal and regulatory compliance, and to conduct advance reviews of the annual audit reports and management letters and to report to the Board thereon.

4. Special Committees/Task Forces: The Board of Directors may also appoint special committees, task forces and/or *ad hoc* committees as needed. Members of special committees and/or task forces can include non-Board members.

Any member of the Executive Committee or any other Committee/Taskforce of the Board may participate in a meeting by means of video conferencing or teleconferencing. Participation by such means shall constitute presence in person at the meeting.

5. Adjustment of Committees: Notwithstanding anything to the contrary in this Article X, the Board of Directors may enlarge or contract the number of members of any standing committee by resolution at any duly convened meeting of the Board of Directors.

ARTICLE XI – MEETINGS

1. Full Board Meetings: The Board shall conduct meetings every other month, at a minimum. Meetings shall be at the same place and immediately following or preceding the meetings of the LWDB.

2. Annual Meeting: The Board shall conduct an annual meeting, to be held in October of each year. At such meeting, officers shall be elected and committees appointed.

3. Special Meetings: Special meetings of the Board may be called at any time by the Chairperson or by any three (3) directors. At least 24 hours' advance notice of the meeting date shall be given to the members.

4. Quorum and Voting: A majority of the Directors (51%) shall constitute a quorum for the transaction of business at any regular or special meeting of the Board and a majority of those in attendance shall be required for the passage of any resolution. Once a quorum is established, it shall not be broken by the subsequent withdrawal or abstention of a member.

5. Order of Business: The Chairperson shall set the agenda and order of business at each meeting of the Board.

6. Notice: Each Director is required to file with the Executive Director an email address for Corporation communications, and meeting notices shall be deemed adequate and timely if sent to each Director's email address on file with the Corporation at least seven (7) days in advance of the noticed meeting.

ARTICLE XII – CONFLICT OF INTEREST POLICY

The Corporation shall at all times maintain in effect a Conflict of Interest Policy governing the conduct of the Directors, Officers, and staff of the Corporation.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Board members in attendance at any duly convened regular or special meeting of the Board. Changes in ByLaws shall become effective immediately unless specifically provided otherwise by the Board.

ARTICLE XIV – INDEMNIFICATION OF BOARD OFFICERS AND MEMBERS

The Corporation shall indemnify, defend, and hold harmless the directors and officers of the Corporation against any and all threatened or actual claims, suits, and actions brought by any third party in connection with the lawful activities of such director or officer in the ordinary course of performance of his or her duties to the LWDB, provided that such claim, suit or action is not predicated upon an intentional tortious or criminal act or gross negligence of such person.

ARTICLE XV – MISCELLANEOUS

Except as specifically prescribed herein, Robert’s Rules of Order (latest edition) shall govern the proceedings of the Corporation.

Any action required or permitted to be taken by the Board, or any Committee thereof, may be taken without a meeting if all members of the Board or the Committee consent in writing (including by digital/electronic communication) to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

DATE APPROVED: August 21, 2015

Motion to approve CSS Workforce Board a& Fiscal Agency Bylaws as presented with revisions notated by Gabe Rosetti, legal counsel, was made by Jim Griffin and seconded by Judy McKinney Cherry.

Motion: Passed