

BREVARD WORKFORCE DEVELOPMENT BOARD, INC.

BYLAWS

As Amended February 20, 2018

**ARTICLE I. NAME, SERVICE AREA, OFFICE LOCATION**

**A. NAME**

Doing business as CareerSource Brevard (CSB), this organization's legal name is Brevard Workforce Development Board, Inc.

**B. SERVICE AREA**

The Corporation shall serve Brevard County, Florida, also known as Region 13.

**ARTICLE II. MISSION**

The Corporation shall facilitate and be the catalyst for workforce development activities that are responsive to the employment and training needs of businesses and job seekers.

**ARTICLE III. GOVERNING STATUTES**

**POWERS OF THE CORPORATION**

**General Powers:**

Except as limited by the Articles or these Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purpose now or hereafter conferred on not-for-profit corporations under the laws of the state of Florida.

**Workforce Powers:**

The Corporation will have and exercise all rights and powers granted to regional workforce boards under the laws of the state of Florida and workforce investment boards under Public Law No. 105-220, Title I, Section 117(b) United States Code, and all other applicable federal and state workforce laws, regulations and directors. The Corporation shall always exercise its rights and powers in compliance with all state and deferral governing statutes. To the extent that any provision of the Articles or these Bylaws violate such governing statutes, such provision of all Articles or Bylaws shall be deemed removed from such and the Corporation shall act in accord with the governing statutes.

**ARTICLE IV. BOARD OF DIRECTORS**

**A. DUTIES**

The business and affairs of the Corporation shall be the responsibility of the Board of Directors, herein referred to as the Board.

**Responsibilities and Authorities:**

The Board shall:

Manage and direct the affairs of CSB, protect its interest, determine its direction, advance its mission, goals, and strategies, and supports its programs;

Ensure effective planning and adequate resources, managing resources efficiently;  
Authorize an approved budget through Board action;  
Ensure ethical and legal behavior;  
Elect CSB officers;  
Hire and fire the President; and  
Approve and oversee execution of the strategic plan.

Further the Board may

Exercise emergency powers allowed by law.

## **B. NOMINATION AND COMPOSITION OF DIRECTORS**

Individuals shall be nominated to serve as Directors on the Board in accordance with governing legislation and policy direction of the Corporation's funders, and CSB procedures. Composition of the Board shall reflect requirements of governing legislation and local charter requirements as amended from time to time. Specifically, business representatives shall represent companies with five (5) or more employees and meet all state and federal requirements. The Corporation will have a minimum of 51% business representation. In the event of conflict among different funders, federal funding requirements shall prevail.

## **C. APPOINTMENT OF DIRECTORS**

These Bylaws, the governing statutes and legislation, and policy direction of the Corporation's funders determine the manner in which Directors are nominated and appointed to the Board. All board member nominees are appointed by the Brevard Board of County Commissioners as recommended to them by the full Board of Directors. Nominations for appointment of Directors to (1) fill vacancies on the Board (2) to serve another term or (3) to increase the number of Directors on the Board shall be held throughout the year with nominations received and vetted through the Governance/Finance Committee. Nominees shall be voted on at Board meetings by a majority of Directors then holding office, including those Directors whose term shall expire at such meeting.

## **D. MEMBERSHIP ON OTHER COMMITTEES -**

The Board Chair (or the President as directed by the Board Chair) shall appoint Directors of the Board to a committee assignment based on Board need and Director interest. At the discretion of the Board Chair, non-Board members may serve on CSB committees, with the exception of the Executive Committee. Only Directors can chair committees. Such non-Board members are not required to file State Financial Disclosures. All Directors or their designated appointee are expected to serve on one committee.

## **E. TERM OF DIRECTORSHIP**

Directors of the Board shall serve three (3) year terms. Prior to expiration of their term, the Governance/Finance Committee will review each membership and may ask one or more Board Directors to serve additional term(s) upon the expiration of their current term, subject to Board approval.

## **F. CONFLICT OF INTEREST**

No Director shall cast a vote, or participate in discussion, relating to any procurement or provision of services by that Director or by any organization that the Director represents or is affiliated. Further, no Director shall vote on any matter which would

provide financial benefit to that Director, the Director's employer or members of the Director's immediate family. If the procurement (contract) is with an organization or individual represented on the board of directors, the contract must be approved by a two-thirds vote of the board when a quorum has been established and the board member who could benefit financially from the transaction must abstain from voting on the contract before the vote.

All such procurements must follow this requirement, except for those where the State Workforce Board has allowed other alternatives to be used.

Each Director is subject to the provisions of the governing legislation and policy direction of the CareerSource Brevard's funders.

Unless otherwise stated by the State Workforce Board, all multiple year contracts with a board member or their organization shall be considered approved for all renewal options as indicated with the initial vote on the contract; excluding any breach or withdrawal from the contract under normal contract terms.

Upon appointment to the Board, each Director shall be required to annually sign a Financial and Organizational Disclosure Statement as required by state law.

#### **G. RESIGNATION**

If no longer representing the constituency, from which appointed, a Director shall notify the President and Chair of the Board, in writing and resign from the Board. A prospective replacement shall be recommended by the Governance/Finance Committee, and such nomination shall be brought to the Board for approval. Board approved nominations shall be presented to the County Commission for ratification.

A Director may resign at any time by giving written notice with an effective date to the President and Chair of the Board. The resigning Director may continue to serve on the Board pending nomination and election of his or her replacement. A prospective replacement shall be recommended by the Governance/Finance Committee and such nomination shall be brought to the Board for approval. Board approved nominations shall be presented to the County Commission for ratification. Board vacancies occurring for other reasons follow these same rules.

A Director replacing a Director who has left the Board serves the remainder of the term of office of the departed Director.

#### **H. REMOVAL FOR CAUSE**

The Board may remove a Director whenever, in its judgment, the best interest of the Corporation would be served. Removal shall be affected by two-thirds (2/3) vote of the Directors attending a called meeting for this purpose.

It is expected that all Directors will attend all scheduled Board and relevant committee meetings. Unless otherwise required by statute, Directors who fail to attend a majority of regularly scheduled meetings based on the annual program year will be subject to removal from the Board unless extenuating circumstances are found and reported to the Board. At Board meetings, designees of Directors shall not be considered as the Director having been in attendance.

## **I. VACANCIES**

When vacancies occur on the Board, the Governance/Finance Committee will bring recommendations to the full Board for candidate approval. Nominations from the floor are permitted. When filling a vacancy, the Governance/Finance Committee shall at all times follow the guidelines set forth in the governing legislation and policy direction of the Corporation's funders.

## **ARTICLE V. MEETINGS**

### **A. NUMBER AND INTERVAL**

The Board will hold an annual meeting each calendar year followed by quarterly meetings. The President determines the date, time and place for the meetings.

### **B. NOTIFICATION OF MEETINGS**

The President notifies all Directors of scheduled and special meetings by email at least five (5) days in advance, specifying the date, time, and location of the meeting and its agenda. The President develops and the Board Chair reviews and approves the agenda of all meetings of the Board. The Board shall assure that the Corporation properly notices all meetings in compliance with Florida Government in the Sunshine Law.

### **C. SPECIAL MEETINGS**

A special meeting may be called by the Chair, President or any written request of three Directors in compliance with the Florida Government in the Sunshine Law.

### **D. PROCEDURES**

*Business will be conducted to the extent feasible in accordance with Robert's Rules of Order, Newly Revised, as long as they are applicable and not inconsistent with these Bylaws.*

### **E. QUORUM**

A quorum is required for all Board of Directors and Standing Committee Meetings when conducting official business that requires an action. A majority of the number of active Directors in good standing shall constitute a quorum for the transaction of business at the Board of Directors and Executive Committee meetings. Designees of Directors who are in attendance at any Board or Executive Committee meeting shall not be considered in establishing a quorum, nor shall such Designees exercise a vote. Designees of Directors and non-board members that serve as members of the Governance/Finance, Career Center, Industry Workforce Committees and other Ad Hoc Committees, are considered for a Quorum.

Directors and Committee members are able to participate via teleconference and will count for the quorum and for voting.

## **ARTICLE VI. OFFICERS OF THE BOARD**

### **A. DESCRIPTION OF BOARD OFFICERS**

CareerSource Brevard's Officers are:

Chair  
Vice Chair  
Treasurer

## Past Chair

The term of office for officers is one year. None may serve in the same office for more than two consecutive terms. At the conclusion of the Chair's term, he or she shall serve as immediate Past Chair on the Executive Committee.

### **B. DUTIES**

Duties of the Chair:

The Chair will:

- a. Preside at all meetings of the Board and review the agenda for all Board meetings in consultation with the President.
- b. Make all committee appointments
- c. Will not be assigned to any Committee other than the Executive Committee
- d. Perform all other duties assigned to the Chair under these Bylaws and those usually pertaining to the office of the Chair.

Duties of the Vice Chair:

- a. Preside at all meetings of the Board in the absence of the Chair
- b. Be a member of the Executive Committee
- c. Assist the Chair, when requested, in the performance of the Chair's duties
- d. Perform all such other duties usually pertaining to the office of Vice Chair, including acting as the Chair during the absence or disability of the Chair.

Duties of the Treasurer:

- a. Performs the duties incident to the office and other duties as assigned by the Chair and mutually agreed
- b. Serves on the Governance/Finance Committee

### **C. ELECTION OF OFFICERS OF THE BOARD**

At the last regularly scheduled quarterly meeting prior to the end of the fiscal year, the Board shall elect the Chair, the Vice Chair, and the Treasurer from Directors serving from the Business Sector for the next year from a slate of officer candidates presented/recommended by the Governance/Finance Committee. Nominations from the floor will be accepted. The Chair conducts the election, counts the votes and announce the results to the Board.

All officers of the Board shall be elected for a period of one (1) year, and may not be nominated and serve in the same office for more than two (2) consecutive terms. In extenuating circumstances, the Board has the authority, through a majority vote, to modify the term limits of one or more of the officer positions. Officers take office at the first Board meeting following the new fiscal year. If a vacancy occurs, the Governance/Finance Committee nominates a Director to fill the vacant seat and the Board votes to approve the individual to fill the remainder of the term, nominations from the floor permitted.

## **ARTICLE VII. OFFICERS OF THE CORPORATION**

### **A. NUMBER AND DESCRIPTION**

The Officers of the Corporation shall be:

- President
- Secretary

## **B. DUTIES**

The position of President of the Corporation shall be nominated by the Executive Committee and confirmed by the Board of Directors. The President will be a full-time employee of the Corporation and not a member of the Board of Directors. The President will be reviewed annually by the Executive Committee and the President's salary and bonuses will be set by the Executive Committee. The President may only be terminated upon the recommendation of a majority of the members of the Executive Committee and a majority vote of the Board of Directors. The President will be the chief executive officer of the Corporation and will be responsible for the general and active management of the business and affairs of the Corporation, subject to the direction of the Executive Committee and the Board of Directors.

In the event the President of the Corporation is unable to perform his or her duties as assigned by these Bylaws due to absence, illness or other infirmity, the Executive Committee shall have the authority to designate and appoint an Acting President to serve in a temporary capacity so long as the President remains unable or unavailable to perform his or her duties. The designation and appointment by the Executive Committee shall be ratified by the full Board of Directors by majority vote of a quorum.

The Secretary of the Corporation shall be appointed by the President with approval of the Executive Committee and shall accurately record all meetings and official proceedings of the Board and serve as custodian of Board records, files, and records of the Corporation. The records of the Corporation shall be maintained at the main corporate offices.

## **ARTICLE VIII. COMMITTEES**

### **A. STANDING COMMITTEES**

The Chair shall appoint members to the Board's committees, according to Board needs and member interest. At the Board Chair's discretion, non-Board members may be appointed to a committee.

The standing committees of the Board shall consist of:

- Executive
- Governance/Finance
- Industry Workforce
- Career Center

Additional standing committees will be formed by the Chair of the Board in response to governing legislation and policy direction of the Corporation's funders, or the needs of the Corporation.

### **EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the following:

- Chair of the Board
- Vice Chair of the Board
- Treasurer of the Board
- Past Chair of the Board

Chair of any standing committee created in response to governing legislation and policy direction of the Corporation's funders, or the needs of the Corporation.

The Executive Committee shall have the authority to exercise those powers of the Board, which may be lawfully delegated and consistent with these Bylaws. The Chair of the Board shall preside over the Executive Committee. A majority of the Executive Committee shall constitute a quorum.

The Executive Committee shall have and may exercise all authority of the Board, except for the following prohibitions:

- May not remove existing officers or Board Directors or elect new officers.
- May not adopt, repeal, or amend these Bylaws or Articles of Incorporation.
- May not adopt or amend the budget or adopt programs except when time requirements clearly do not permit action by the full Board without unduly restricting needed services to the constituency it serves. Under those circumstances, in the discretion of the Chair, the Executive Committee may approve or amend the budget, adopt programs and approve contractors for competitively bid funds from federal, state and local governments, from foundations, and from sector sources. In such cases the Executive Committee shall report its actions and recommendations at the next Board meeting for ratification.

The Executive Committee shall meet, with reasonable notice, at the call of the Chair, the President or upon receipt of written request by any three Directors of the Executive Committee.

#### **GOVERNANCE/FINANCE**

The Governance/Finance Committee will be chaired by the Director appointed by the Chair of the Board of Directors and will consist of members appointed by the Chair of the Board. At the Board Chair's discretion, non-board members may be appointed to this committee. The Treasurer can chair this committee, but at a minimum must reside as a member on this committee. The Governance/Finance Committee will review and make recommendations to the Board of Directors on the following:

- 1) Bylaws
- 2) Recruitment of new board members, recommendations of additional terms by existing directors and nominations of officers to the board
- 3) Board Training
- 4) Periodic reports on the financial activities of the corporation. Issues may be directed to the Executive Committee first before taken to the Board.
- 5) Review a yearly budget for Board approval prepared by staff.

#### **INDUSTRY WORKFORCE**

The Industry Workforce Committee will be chaired by a Director appointed by the Chair of the Board and will consist of members appointed by the Chair of the Board. At the Board Chair's discretion, non-board members may be appointed to this committee. The Industry Workforce Committee will identify current and future workforce needs of the business community and create solutions to meet their needs.

#### **CAREER CENTER**

The Career Center Committee will be chaired by the Director appointed by the Chair of the Board and will consist of members appointed by the Chair of the Board. At the

Board Chair's discretion, non-board members may be appointed to this committee. The Career Center Committee will work to create a Career Center Model that is one of the top choices for career seekers and businesses in Brevard by offering quality workforce products and services.

**B. AD HOC COMMITTEES**

The Chair of the Board may appoint ad hoc committees on an as-needed basis. Members may include non-Board members, but such ad hoc committees shall be chaired by a Director appointed by the Chair.

**ARTICLE IX. FINANCE**

**A. FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first (1<sup>st</sup>) day of July and end on the thirtieth (30<sup>th</sup>) day of the month of June of the next calendar year.

**B. FINANCIAL ACCOUNTS**

All financial records and statements shall be prepared in compliance with generally accepted governmental accounting principles as set forth in Federal and Florida Statutes and funding program guidelines, and as may be required by the governing legislation and policy direction of the Corporation's funders. The financial records shall comply with all contractual or statutory requirements applicable to the Corporation.

**C. NEGOTIABLE INSTRUMENTS**

The Chair or the President (or his or her designee(s), in writing) shall sign all checks, drafts or other orders for the payment of money.

**D. CONTRACTS**

All contracts of the Corporation shall be signed by the President, who may from time to time, as needed, and in writing, designate another staff member to enter into any contracts or agreements.

**E. LOANS**

No loan or evidence of indebtedness or promise to pay shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general or specific.

**ARTICLE X. AGENTS, CONSULTANTS, PROFESSIONAL SERVICES**

Persons or firms other than officers of the Corporation may from time to time be engaged or employed to assist the Corporation in carrying out its programs and purposes.

**ARTICLE XI. STAFF**

The Corporation may employ staff necessary to carry out the functions and purposes of the Corporation. The President shall be solely responsible for the selection, hiring, general management, supervision, termination and separation of all staff.



**ARTICLE XII.                    INVESTMENTS**

All investment of funds of the Corporation in financial instruments shall be reviewed and approved by the Governance/Finance Committee prior to action by the Board.

**ARTICLE XIII.                    AUDITS**

**A. AUDITS BY PUBLIC AGENCIES**

The Board shall cause to be made available all books and records of the Corporation for examination as required by governing legislation and policy direction of the Corporation's funders

**ARTICLE XIV.                    INDEMNIFICATION**

**A. VOLUNTEER PROTECTION ACT**

The Corporation shall indemnify the Directors, officers and employees to the full extent permitted by the Florida Statutes;

**B. INDEMNIFICATION NOT EXCLUSIVE**

The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnification may be entitled, both as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

**C. INSURANCE AND OTHER INDEMNIFICATION**

The Board shall have the power to purchase and maintain such fidelity and bond insurance on such officers, Directors, staff and on behalf of others, to the extent power to do so has been or may be granted by statute and give other indemnification to the extent not prohibited by statute.

**ARTICLE XV.                    AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended or repealed by the Board at any meeting of the Board after seven (7) days written notice that such action is a stated purpose of the meeting. Alteration, amendment or repeal of the Bylaws shall require a majority vote of a quorum of Directors in attendance at the meeting.

**ARTICLE XVI.                    ENACTMENT PROVISION**

These Bylaws shall become effective upon approval by a majority vote of the Directors voting thereon.

**Nondiscrimination**

All actions taken by the board shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status, other prohibited bases under applicable law or handicap.