

BYLAWS
OF
SOUTHWEST FLORIDA WORKFORCE DEVELOPMENT BOARD, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I

WORKFORCE DEVELOPMENT AREA

Southwest Florida Workforce Development Board, Inc. (the “**Corporation**”) shall serve the population of Region 24, which is composed of Charlotte, Collier, Glades, Hendry and Lee Counties. The Corporation functions, in part, pursuant to the Workforce Investment and Opportunity Act (codified as 29 U.S.C. § 3101 et seq.) (“**WIOA**”) and Chapter 445, Florida Statutes. Any reference in these Bylaws to a provision or section of WIOA or any other applicable law shall be deemed to include a reference to the applicable successor provision, section or law that may be adopted from time to time.

ARTICLE II

MEMBERS

Section 1. Membership. Members shall be those persons appointed to serve as members of the Corporation pursuant to the provisions of the Third Amended and Restated Interlocal Agreement for the Southwest Florida Job Training Consortium and otherwise in a manner consistent with Section 445.007, Florida Statutes and Section 107 of WIOA (codified as 29 U.S.C. § 3122), all as may be amended from time to time.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Consists of All Members. All members of the Corporation are on the board of directors (“**Board**”). The terms Board and members are equivalent, and the terms member and director are equivalent.

Section 2. Number of Directors. The number of directors on the Board shall be consistent with the requirements of WIOA and Section 445.007, Florida Statutes; provided, however the number of directors shall never be less than three.

Section 3. Meeting Schedule.

(1) The Corporation shall hold meetings every other month or as otherwise determined by a majority vote of the Board.

(2) The annual meeting shall be the meeting designated as such by the Board.

(3) Special meetings may be called by the Executive Director, or by the President of the Corporation.

Section 4. Notice of Meetings. Written notice of the date, time, and place of regular and special meetings together with an agenda of the business to be conducted shall be sent to all directors at least seven (7) days in advance of such meetings. If the President, or Executive Director, determines that an emergency situation requires that a special meeting be called, the seven (7) day notice requirement may be waived. All notice of meetings shall meet the requirements of Section 286.011, Florida Statutes (“Sunshine Law”).

Section 5. Location of Meetings. All meetings shall be at a location open and accessible to the general public, in accordance with the requirements of the Florida Sunshine Law. Meeting locations shall be within the geographic area that comprises the Region 24 Workforce Development Board Area.

Section 6. Use of Telecommunications. Pursuant to the authority contained in Section 445.007(1), Florida Statutes, any one or more directors may participate in a meeting of the Board by means of a telephone conference or other telecommunications device that allows all persons participating in the meeting to hear each other or to see in written form the words of the other directors. A director participating in a meeting by such telephone conference or other telecommunications device shall be deemed present in person at such meeting for purposes of establishing a quorum. The Board may adopt a policy by resolution to implement the provisions of this Section 6, which policy may address situations when a telecommunications will be used by the Board and such other procedural matters as may be determined by the Board.

Section 7. Quorum and Voting.

(1) A quorum of a Board shall consist of one-third of the whole number of appointed directors. As used herein, “appointed directors” means those directors actually seated pursuant to Article II and does not include any director seats that have not been filled at the applicable time pursuant to Article II.

(2) Except as otherwise provided herein, the affirmative vote of a majority of directors present at a meeting where a quorum of the Board is present shall be the act of the Board.

(3) A director of the Corporation who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects, at the beginning of the meeting or promptly upon the director’s arrival, to holding the meeting or transacting specified actions at the meeting; or

(b) The director votes against or abstains, in accordance with Sections 112.3143 and 286.012, Florida Statutes, from the action taken.

(4) Voting and voting conflicts shall be determined in accordance with Chapter 112, Part III, Florida Statutes (Code of Ethics for Public Officers and Employees) and other applicable law. Additionally, for reference, pursuant to 29 U.S.C. § 3122(h), no director or member of a Standing Committee may vote on a matter under consideration by the Corporation (a) regarding the provision

of services by such director (or by an entity such director represents) or (b) that would provide a direct financial benefit to such director or the immediate family of such director. Further, pursuant to Section 445.007(1), Florida Statutes, if the Corporation enters into a contract with an organization or individual represented on the Board, the contract must be approved by a two-thirds vote of the Board, a quorum having been established, and the director who could benefit financially from the transaction must abstain from voting on the contract. Finally, contracts with a director or a relative (as defined in Section 112.3143(1)(c), Florida Statutes) shall be subject to the requirements of Section 445.007(11), Florida Statutes, as may be amended from time to time.

Section 8. Procedure at Meetings.

(1) Robert's Rules of Order shall govern the procedures of Board meetings, except when inconsistent with the provisions of these Bylaws.

(2) All business shall be conducted in accordance with the agenda.

Section 9. Compensation of Directors. The Board shall serve without compensation.

Section 10. General Standards for Directors.

(1) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in good faith, with the care of an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the Corporation.

(2) In discharging his or her duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or

(c) A committee of the Board of which he or she is not a member if the director reasonably believes the committee merits confidence.

(3) A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance on information, opinions, reports or statements by others unwarranted.

(4) A director shall not be liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

Section 11. Removal.

(1) Generally. Directors may be removed with or without cause from office by the affirmative vote of a majority of the Board at a meeting at which a quorum is present. Prior to any action by the Board to remove a director, the Corporation shall provide notice to the applicable

director and include the matter on the Board agenda for the meeting at which the removal is to be considered.

(2) Special Provision Relating to Attendance. Regular attendance at meetings of the Board is critical to the successful functioning and operation of the Corporation. As such, any director who is not present for fifty percent (50.0%) or more of the meetings of the Board in any Program Year may be subject to removal from office at the discretion of the Board. The Executive Director or the Executive Director's designee shall present the name(s) of any such director(s) to the Board for its consideration. Removal of a director shall be by the affirmative vote of a majority of the Board at a meeting at which a quorum is present.

(3) Notice. Written notice of any removal by action of the Board shall be provided to the removed director by either certified mail or first class mail to the last address of the removed director shown on the records of the Corporation. The action to remove the director shall also automatically include termination of the individual's membership in the Corporation and the removal of the individual from any and all committee(s) on which he or she may serve.

Section 12. Automatic Resignation. Pursuant to certain federal and state laws including, without limitation, 29 U.S.C. § 3122(b)-(d), the Board is required to have certain members who are representatives of specific entities or organizations in order to meet the legal requirements for Board composition. In the event a director has been appointed to the Board because of his or her representation of an entity or organization pursuant to applicable federal or state law, and thereafter such director's employment with said entity or organization ceases or is terminated, then such director shall automatically be deemed to have resigned his or her position on the Board as well as any officer position he or she holds in the Corporation immediately upon the Corporation receiving notice of the cessation or termination of the director's employment with the applicable entity or organization.

Section 13. Financial Disclosure. Pursuant to Section 445.007(1), Florida Statutes, each director who is not otherwise required to file a full and public disclosure of financial interests pursuant to Section 8, Article II of the State Constitution or Section 112.3144, Florida Statutes shall file a statement of financial interests pursuant to Section 112.3145, Florida Statutes.

Section 14. Indemnification. Each director of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as director or by reason of any action alleged to have been taken, omitted or neglected by him or her as such director; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her willful misconduct, recklessness or gross negligence.

The amount paid to any director by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved, and any determination so made shall be binding on the indemnified director.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director may otherwise be entitled by law.

Section 15. Executive Director. Pursuant to, and subject to, the requirements of 29 U.S.C. § 3122(f), the Board shall hire an Executive Director to assist in carrying out the functions of the Corporation under WIOA (29 U.S.C. § 3101 et seq.). The Board, based upon the recommendation of the Executive Committee, shall establish and apply a set of objective qualifications for the position of Executive Director that ensures that the individual selected has the requisite knowledge, skills, and abilities, to meet identified benchmarks and to assist in effectively carrying out the functions of the Corporation. The Executive Director will be nominated by the Executive Committee and confirmed by the Board. The Executive Director will be an employee of the Corporation and not a member of the Board. The Executive Director shall 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, as applicable.

ARTICLE IV

OFFICERS

Section 1. Enumeration of Offices. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The President shall be elected from those directors representing the private sector in accordance with the provisions of Section 2 of this Article.

Section 2. Qualification. To qualify to be an officer of the Corporation, a person must be a director of the Corporation. In the event an officer for any reason ceases to be a director of the Corporation, then such person shall automatically be deemed to have resigned his or her officer position immediately upon his or her cessation or termination as a director.

Section 3. Election of Officers. The election of all other officers shall take place at the annual meeting of the Board, and shall be elected by a majority of those directors present, provided a quorum is present.

Section 4. Term. Officers shall be elected bi-annually and shall serve a two-year term commencing the day of the election. The terms of the officers are limited to two (2) consecutive two-year terms in the same office. There are no limitations on the number of terms not in sequences or in different offices.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the affirmative vote of a majority of the Board at a meeting at which a quorum is present. Any officer may resign at any time giving written notice to the Board, the President, Vice President, Secretary, Treasurer or Executive Director. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make such resignation effective.

Section 6. Vacancies. A vacancy in any office may be filled by majority vote of the Board at a meeting which a quorum is present. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The same individual may not simultaneously hold more than one officer position.

Section 8. Duties. The duties of the officers are as follows:

(1) President: The President shall preside, and act as chairman, at all Board and Executive Committee meetings; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments, shall co-sign promissory notes and perform all duties incident to the office of the President as may from time to time be assigned by the Board.

(2) Vice President: The Vice President shall act in the place of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

(3) Secretary: The Secretary with the assistance of staff shall record the votes and keep the minutes of all meetings and proceedings of the Board; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board; keep appropriate current records showing the members of the Corporation together with their addresses; and perform all the duties incident to the office of Secretary as may from time to time be assigned by the Board.

(4) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and disburse such funds as directed by resolution of the Board; sign promissory notes of the Corporation; keep proper books of account; complete the corporate annual report for the Department of the State; and perform all the duties incident to the office of Treasurer as may from time to time be assigned by the Board.

Section 9. Contract Rights. The appointment of an officer does not in itself create contract rights. No officer shall serve the Corporation pursuant to contract.

Section 10. Indemnification. Each officer of the Corporation now or hereafter serving as such shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such officer, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct, recklessness or gross negligence.

The amount paid to any officer by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved, and any determination so made shall be binding on the indemnified officer.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any officer may otherwise be entitled by law.

ARTICLE V

COMMITTEES

Section 1. Appointment. Unless otherwise stated, committee members are not required to be members of the Corporation. It is the intent of the Board that committee membership reflect participation which represents the entire Southwest Florida service area, whenever possible. The Board shall appoint all members of Standing Committees (as defined herein) and Corporate Committees (as defined herein). No committee shall have two members representing the same organization.

Section 2. Executive Committee. The Executive Committee shall be a Corporate Committee (as defined below) composed of the President, Vice President, Secretary, Treasurer, Immediate Past President and Chairpersons of Standing Committees. The Executive Committee shall serve as a management committee with administrative oversight responsibilities and is empowered to act and take necessary interim action to implement the plans and programs of the Board between meetings of the Board. When such interim action occurs, the Executive Committee will report on such action at the next Board meeting, at which time the action(s) of the Executive Committee shall be reviewed and ratified by the Board. In addition to the foregoing, the Executive Committee shall have the following functions and authority: (1) the Executive Committee shall conduct an annual review of the Executive Director and shall set the salary and any bonus of the Executive Director; and (2) upon request of the Executive Director, the Executive Committee shall consult with and advise the Executive Director on personnel matters; provided that with respect to any action by the Executive Committee pursuant to the foregoing subparts (1) and (2), no subsequent report to, or ratification by, the Board shall be required. Finally, the Executive Committee shall have such other authority and responsibilities as the Board may lawfully delegate to the Executive Committee.

Section 3. Corporate Committees. There shall be the following committees of the Corporation ("**Corporate Committees**") that are established for the purpose of general corporate governance: (1) Executive Committee, (2) Finance Committee and (3) Public Relations Committee. The Corporate Committees shall have such duties and functions as specified by the Board. The President shall serve as an ex-officio member of the Finance Committee and the Public Relations Committee. In relation thereto, the President shall have the same rights and privileges of other Finance Committee or Public Relations Committee members, including, the right to vote; provided, however, the President shall not be included when determining the number of committee members needed for a quorum but, when in attendance, the President is counted when determining if a quorum of committee members is present.

Section 4. Finance Committee. Each member of the Finance Committee must be a director of the Corporation. In the event a member of the Finance Committee for any reason ceases to be a director of the Corporation, then such person shall automatically be deemed to have resigned his or her Finance Committee position immediately upon his or her cessation or termination as a director. The Finance Committee shall have the following functions and responsibilities: (1) assist the Treasurer with financial review responsibilities and make recommendations regarding the annual budget to the Board; (2) review and approve any amendments to the annually adopted budget; (3) monitor the progress of the annual audit report and review the annual audit report when it is completed; (4) serve as a direct communication link between all independent audit firms and the Board; (5) conduct an annual review of the fixed assets of the Corporation; and (6) designate restricted

non-programmatic funds of the Corporation, which designation may only be modified by a supermajority vote of the Board. For purposes of this Section, a “supermajority vote of the Board” shall mean the affirmative vote of no less than two-thirds (2/3) of directors present at a meeting of the Board where a quorum is present.

Section 5. Public Relations Committee. The Public Relations Committee will set policy with respect to strategic public relations plans, community relations, outreach campaigns, and media communications.

Section 6. Standing Committees. There shall be the following standing committees (“**Standing Committees**”): (1) Program and Planning Committee, (2) Youth Council Committee and (3) Service Delivery Committee. The Standing Committees shall have such duties and functions as specified by the Board. The Standing Committees are established not for corporate governance, but rather to assist the Corporation in carrying out the programs and services of the Corporation contemplated under federal law, including WIOA. The membership of Standing Committees shall, whenever possible, have participation which reflects the division of members of the Corporation as set forth in Article II hereof. The President shall serve as an ex-officio member of all Standing Committees. The President shall have the same rights and privileges of other Standing Committee members, including, the right to vote; provided, however, the President shall not be included when determining the number of committee members needed for a quorum but, when in attendance, the President is counted when determining if a quorum of committee members is present.

Section 7. Nominating Committee. A Nominating Committee shall be appointed by the Board no later than the last Board meeting preceding the annual meeting of the Board during which an election of officers is scheduled. The Nominating Committee shall consist of no less than three (3) members and no more than five (5) members. The Nominating Committee shall present a recommended slate of officers for election to the Board at the annual meeting.

Section 8. Ad Hoc Committees. Ad Hoc Committees may be formed by the President or the Board and shall terminate upon completion of the matter of concern for which the committee was appointed. Members of any such Ad Hoc Committee shall be appointed by the President or Board, whichever formed the committee.

Section 9. Committee Chairpersons. The chairperson of the Executive Committee shall be the President. The chairperson of the Finance Committee shall be the Treasurer. The chairpersons of the Standing Committees or any other Corporate Committee shall be members of the Board. The chairperson of an Ad Hoc Committee need not be a member of the Board.

Section 10. Location and Notice of Committee Meetings. All committee meetings shall be held at a location open and accessible to the general public, in accordance with the requirements of the Florida Sunshine Law. Location of committee meetings shall be determined by the membership of the committee, or the Corporation staff member(s) assigned to that committee. All committee meetings shall be noticed in accordance with the Florida Sunshine Law.

Section 11. Quorum. Except as to Executive Committee meetings, for purposes of committee meetings, the presence of one-third (1/3) of all members appointed to the committee shall constitute a quorum for conducting the committee’s business. For purposes of Executive Committee

meetings, the majority of all members appointed to the Executive Committee shall constitute a quorum for conducting the Executive Committee's business.

Section 12. Use of Telecommunications. Pursuant to the authority contained in Section 445.007(1), Florida Statutes, any one or more committee members may participate in a committee meeting by means of a telephone conference or other telecommunications device that allows all persons participating in the meeting to hear each other or to see in written form the words of the other committee members. A committee member participating in a meeting by such telephone conference or other telecommunications device shall be deemed present in person at such meeting for purposes of establishing a quorum. The Board may adopt a policy by resolution to implement the provisions of this Section 12, which policy may address situations when a telecommunications may be used by a committee and such other procedural matters as may be determined by the Board.

ARTICLE VI

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the directors present at a regular or special meeting with a quorum present, provided that any proposal to alter, amend or repeal Bylaws be submitted to each director at least fifteen (15) days prior to the meeting at which the proposal is to be considered.

ARTICLE VII

MISCELLANEOUS

Section 1. Annual Report For Department of State. The Corporation shall deliver to the Department of State for filing a sworn annual report each year by May 1, on such form as the Department of State prescribes, all in compliance with the Florida Not-For-Profit Corporation Act, as may be amended from time to time.

Section 2. Corporate Seal. The seal of the Corporation shall have inscribed on it the name of the Corporation, the year of its organization and the words "corporation not for profit." The words "corporate seal" or their equivalent may be used as a facsimile of or as the seal.

Section 3. Prohibited Activities. The Corporation shall not engage in any act which is prohibited by the Florida Not-For-Profit Corporation Act, as may be amended from time to time. The Corporation shall also not engage in any act which could give rise to it losing its tax exempt status under the Internal Revenue Code of 1986, as may be amended from time to time.

Section 4. Conflict. In the case of any conflict between the articles of incorporation and these Bylaws, the articles of incorporation shall control.

Section 5. Amendments to Articles of Incorporation. Any amendments to the articles of incorporation shall be made in the following manner: The directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of directors entitled to vote on the proposed amendment, which may either be an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by

the amendment must be given to each director at least fifteen (15) days prior to the meeting at which the proposal is to be considered. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the directors present at the annual meeting or special meeting called for that purpose at which a quorum is present.

Section 6. Corporate Records. The Corporation shall keep as permanent records correct and complete books and records of account and shall keep minutes of the proceedings of its directors. The Corporation shall also keep at its registered office in this state a copy of its articles of incorporation and its Bylaws and any amendments thereto and a record of the names and addresses of its directors. All books and records of the Corporation must be kept in written form or in another form capable of conversion into written form within a reasonable time and may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.