

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

ARTICLE I

NAME; LOCAL WORKFORCE DEVELOPMENT AREA;  
PURPOSE; POWERS; FUNCTIONS

Section 1. Name. The legal name of the organization shall be Southwest Florida Workforce Development Board, Inc. (the “**Corporation**”). The Corporation shall operate under the fictitious name “CareerSource Southwest Florida” and/or such other fictitious names as may be determined by the Corporation from time to time.

Section 2. Local Workforce Development Area. Charlotte, Collier, Glades, Hendry and Lee Counties have been designated by the Governor of the State of Florida as the local workforce development area for the Southwest Florida Region, Region 24 (“**Region 24**”) pursuant to the provisions of the Workforce Investment and Opportunity Act (codified as 29 U.S.C. § 3101 et seq.) (“**WIOA**”). The Corporation shall operate as the local workforce development board for Region 24 and serve the population of Region 24, which is composed of Charlotte, Collier, Glades, Hendry and Lee Counties. The Corporation functions, in part, pursuant to WIOA, Chapter 445, Florida Statutes and that certain Fourth Amended and Restated Interlocal Agreement for the Southwest Florida Workforce Development Consortium dated as of July 1, 2022 by and among the Corporation and Charlotte, Collier, Glades, Hendry and Lee Counties, as may be amended and/or restated from time to time (the “**Interlocal Agreement**”). 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.

Section 3. Purpose. The purposes for which the Corporation is formed, and its business goals and objectives include, without limitation, the following:

(1) To carry out those purposes set forth in the Articles of Incorporation of the Corporation (the “**Articles**”);

(2) To serve as the local workforce development board for Region 24, as certified by CareerSource Florida.

(3) Together with the Consortium (as defined in the Interlocal Agreement) to oversee the creation of a comprehensive and high-quality workforce delivery system in Region 24 and to maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

(4) To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of employers and job seekers.

(5) Together with the Consortium to provide policy and oversight over the Corporation and the one-stop system within Region 24.

(6) To enhance the provision of workforce development services; increase the involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community.

Section 4. Powers.

(1) General Powers. Except as limited by the Articles or these Bylaws, the Corporation will have, and may exercise, all rights and powers in furtherance of its purpose now or hereinafter conferred upon not-for-profit corporations under the laws of the State of Florida.

(2) Workforce Powers. The Corporation will have, and may exercise, all rights and powers granted to local workforce boards under WIOA, the laws of the State of Florida and all other applicable federal and state workforce laws, rules and regulations. The Corporation shall always exercise its rights and powers in compliance with all state and federal governing laws. To the extent that the application of any provision of the Articles or these Bylaws would conflict with any applicable state or federal laws, such applicable state or federal law shall control and supersede such provision.

Section 5. Functions. The duties and functions of the Corporation shall include, without limitation, those duties and functions set forth in the Interlocal Agreement.

Section 6. Fiscal Year/Program Year. The fiscal year and program year (“**Program Year**”) of the Corporation will be from July 1<sup>st</sup> to June 30<sup>th</sup>.

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 Interlocal Agreement 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 of the Corporation (“**Board**”). Each individual on the Board is referred to herein as a “**Director**”. As used herein, the use of 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. Terms.

(1) The term of a Director shall be four (4) years and the terms of Directors shall be staggered. A Director may not serve for more than eight (8) consecutive years, unless such Director is a representative of a governmental entity. Pursuant to, and consistent with, Section 445.007(2)(a), Florida Statutes, service of a term as Director that commenced before July 1, 2021, shall not count toward the eight (8) year limitation. The term of a Director appointed and approved in accordance with the Interlocal Agreement shall be deemed to have commenced as of July 1 of the Program Year in which the new Director is appointed and approved.

(2) Notwithstanding subsection (1) and in order to implement the term limitations provided in the Reimagining Education and Career Help Act codified as Chapter 2021-164, Laws of Florida, contemporaneous with the initial adoption of this Section, the Board shall, by resolution, establish initial staggered terms and fix the remaining initial term length for the existing Directors of the Corporation.

(3) Upon the expiration of the initial term of a Director, the Director may be eligible for a second term as provided herein. A second term will not be automatic but instead the granting of a second term will be determined by the Board in its discretion. Prior to the Board's regular board meeting in March in the final year of the Director's initial term, the Director shall submit a written statement to the Corporation expressing the Director's interest and intent to serve a second term ("**2<sup>nd</sup> Term Request**"). Such 2<sup>nd</sup> Term Request must include the Director's credential information in order to confirm compliance with WIOA and other applicable laws and also include such other information as may be required by the Board. The 2<sup>nd</sup> Term Request will be presented to the Board for review and consideration at the regular meeting of the Board in May of the same year. The Board will consider the Director's eligibility, qualifications, attendance, engagement and such other matters deemed appropriate by the Board. A Director that is granted a second term will fill the same category of membership as the Director's original appointment.

Section 4. 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 President/CEO, or by the Chair of the Corporation.

Section 5. 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 Chair, or President/CEO, 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 6. 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 Region 24.

**Section 7. 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, which policy may address situations when telecommunications will be used by the Board and such other procedural matters as may be determined by the Board.

**Section 8. Quorum and Voting.**

(1) A quorum of a Board shall consist of one-third of the whole number of Appointed Directors (defined herein). 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, the Corporation shall comply with the requirements Section 445.007(11), Florida Statutes before contracting with a Director; a relative, as defined in Section. 112.3143(1)(c), Florida Statutes of a Director; an organization or individual represented on the Board; or an employee of the Corporation.

Section 9.     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, as may be amended by the Board.

Section 10.    Compensation of Directors. The Board shall serve without compensation.

Section 11.    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 12.    Sunshine Law Compliance. A Director must comply with the requirements of the Sunshine Law.

Section 13.    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 President/CEO or the President/CEO'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 email, hand delivery, commercial delivery service or first-class mail to the last email address or 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 14. 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 15. 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 16. 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 17. President and Chief Executive Officer. The Board shall have the power to employ and terminate a President and Chief Executive Officer (“**President/CEO**”) who shall be responsible for the operational and administrative functions of the Corporation as outlined in the President/CEO’s job description, including assisting in carrying out the functions of the Corporation under WIOA. The President/CEO will fill the role of the “director” as contemplated under 29 U.S.C. § 3122(f) of WIOA and “executive director” as contemplated under Section 445.007(1), Florida Statutes. The President/CEO shall report to the Board and shall be responsible for the employment of such other staff as required to carry out the duties of the President/CEO. The President/CEO will be required to file a statement of financial interests as required by Section 445.007(1), Florida Statutes. The Board, based upon the recommendation of the Executive Committee, shall establish and apply a set of objective qualifications for the position of President/CEO 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 President/CEO will be nominated by the Executive Committee and confirmed by the Board. The President/CEO will be an employee of the Corporation and not a member of the Board or the Executive Committee.

## ARTICLE IV

### OFFICERS

Section 1. Enumeration of Offices. The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer. The Chair 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 at the annual meeting of the Board and shall serve a two-year term commencing the day of the election and ending upon the election of a replacement at the annual meeting of the Board. 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 Chair, Vice Chair, Secretary, Treasurer or President/CEO. 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)     Chair. The Chair shall preside, and act as chair, at all Board and Executive Committee meetings; shall see that orders and resolutions of the Board are carried out; perform such duties as are assigned to the Chair under these Bylaws; and perform all duties incident to the office of the Chair as may from time to time be assigned by the Board.

(2)     Vice Chair. The Vice Chair shall act in the place of the Chair in the event of his or her absence, inability or refusal to act, and, when so acting, shall act with all of the powers of and be subject to all of the restrictions on, the Chair; shall serve as a member of the Executive Committee; perform all duties incident to the office of the Vice Chair as may from time to time be assigned by the Board.

(3)     Secretary. The Secretary shall serve as a member of the Executive Committee; 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 serve as a member of the Executive Committee; 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. Types of Committees/Composition.

(1) Types of Committees. The Corporation hereby establishes the following three (3) types of committees: Corporate Committees, Standing Committees and Special Purpose Committees.

(2) Corporate Committees. Corporate Committees are those committees that are established for the purpose of general corporate governance and shall have such duties and functions as specified by the Board. Except as specifically provided herein, all members of Corporate Committees must be Directors. The Executive Committee shall be a Corporate Committee.

(3) Standing Committees. 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 Corporation shall have the Standing Committees set forth in Section 3 of this Section.

(4) Special Purpose Committees. Special Purpose Committees are those limited or special purpose committees established for specific functions. The Nominating Committee and Ad Hoc Committees shall be Special Purpose Committees.

(5) Composition. Unless otherwise stated, committee members are not required to be members of the Corporation. It is the intent of the Corporation that Standing Committee membership reflect participation that represents Region 24, whenever possible. The Board shall appoint all members of Standing Committees (as defined herein). No Standing Committee shall have two members representing the same organization. No employees of the Corporation shall serve as a member of a committee.

Section 2. Executive Committee. The Executive Committee shall be a Corporate Committee (as defined below) composed of the Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair (for the time period referenced herein) and Chairpersons of Standing Committees. The Immediate Past Chair's term on the Executive Committee will be one year from the conclusion of his/her term as Chair. The Immediate Past Chair is not required to be a Director to serve on the Executive Committee for such one-year term. The Executive Committee shall serve as a management committee with administrative oversight responsibilities including, without limitation, financial, governance, membership and general administrative. The Executive Committee 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 conduct an annual review of the President/CEO and shall set the salary and any bonus of the President/CEO.

Section 3. Standing Committees. There shall be the following Standing Committees: (1) Career Services, (2) Youth Committee and (3) Business and Economic Development Committee. The Standing Committees shall have such duties and functions as specified by the Board. 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 Chair shall serve as an ex-officio member of all Standing Committees. The Chair shall have the same rights and privileges of other Standing Committee members, including, the right to vote; provided, however, the Chair shall not be included when determining the number of committee members needed for a quorum but, when in attendance, the Chair is counted when determining if a quorum of committee members is present.

Section 4. Special Purpose Committees.

(1) 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 a Program Year in which an election of officers is scheduled. The Nominating Committee shall consist of no less than three (3) members. The Nominating Committee shall present a recommended slate of officers for election to the Board at the annual meeting. A Nominating Committee may also be appointed and convened at the discretion of the Board to assist the Board in filling a vacancy pursuant Article IV, Section 6.

(2) Ad Hoc Committees. Ad Hoc Committees may be formed by the Chair 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 Chair or Board, whichever formed the committee.

Section 5. Committee Chairpersons. The chairperson of the Executive Committee shall be the Chair. 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 6. 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 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 Sunshine Law.

Section 7. 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 8. 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, which policy may address situations when 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 seven (7) 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 and these Bylaws, the Articles shall control.

Section 5. Amendments to Articles of Incorporation. Except as otherwise provided by law, amendments to the Articles shall be made in accordance with the procedure set forth in the Articles of Incorporation.

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 in accordance with the Sunshine Law and other applicable provisions of law. The Corporation shall also keep at its registered office in this state a copy of its Articles 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.