

**BYLAWS OF THE BIG BEND JOBS
AND EDUCATION COUNCIL, INC.
a not-for-profit FLORIDA corporation.**

ARTICLE I

NAME - This corporation shall be known as the BIG BEND JOBS AND EDUCATION COUNCIL, INC., a not-for-profit FLORIDA corporation.

ARTICLE II

- A. *COUNCIL* - Refers to the Big Bend Jobs and Education Council, Inc.
- B. *THE BOARD OF DIRECTORS* -Refers to the Board of Directors of the Big Bend Jobs and Education Council, Inc.
- C. *REGION* - Refers to the three Florida counties comprising the geographic area served by the partnership Leon, Gadsden, and Wakulla.
- D. *MEMBER* - Refers to an individual member of the BOARD OF DIRECTORS.

ARTICLE III

PURPOSE - The purpose of the COUNCIL is to provide for enhanced coordination, cooperation, collaboration, and outcomes, by and between the several entities, both public and private, which are involved at the local level in providing youth and adults with opportunities to develop and continuously upgrade their knowledge and skills in order to advance economically and socially throughout their lifetime, and in providing employers with the skilled workforce necessary to be competitive in local, state, national, and/or international markets.

- A. In order to provide such enhanced coordination, cooperation, collaboration, and outcomes, the COUNCIL may provide for the delivery of such services to the REGION as they may be required in order to assist them in providing market driven services to the Customers in the REGION.
- B. The duties and functions of the COUNCIL include:
 - 1. Developing the region's strategic workforce development plan;
 - 2. Establishing and evaluating performance standards and measures for programs in this region;
 - 3. Contracting with public and private entities as necessary to carry out the programs;

4. Identifying occupations for which there is a demand in the area served and selecting training institutions that may provide training, in accordance with procurement guidelines and procedures;
 5. Selecting a One-Stop Operator, an administrative entity, and a fiscal agent;
 6. Approving an annual budget;
 7. Soliciting the input and participation of the local business community in the provision of services for the residents of the region;
 8. Providing policy guidance and procedures for programs established by the COUNCIL
 9. Reporting to appropriate state agencies and providing an annual report;
 10. Selecting subrecipients, in accordance with procurement guidelines and procedures;
 11. Prioritizing of certain support services;
 12. Providing oversight and monitoring activities.
- C. Said COUNCIL is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE IV

RESPONSIBILITIES OF COUNCIL - The authorities and responsibilities of the BOARD OF DIRECTORS shall include all duties and functions of the COUNCIL and all authorities and responsibilities delegated to it by applicable Federal, State, and local laws and mandates.

- A. The BOARD OF DIRECTORS shall act as the grant recipient and shall appoint the administrative entity/fiscal agent for the service delivery area defined as the REGION and for the substate area consisting of all three counties in the REGION pursuant to all applicable Federal, State, and local laws, rules, and regulations. The BOARD OF DIRECTORS thereby assumes all fiscal and administrative liability for program operations in said service delivery area.
- B. No part of the net earnings of the COUNCIL shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the COUNCIL shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the COUNCIL shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the COUNCIL shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the COUNCIL shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future federal tax code.)

- C. Upon dissolution of this COUNCIL, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE V

SECTION I.

MEMBERSHIP OF THE BOARD OF DIRECTORS - The COUNCIL is constituted in accordance with the requirements of Section 117 of the WIA and the State of Florida Workforce Act of 1996 as amended and the State of Florida Workforce Innovation Act of 2000. The COUNCIL membership shall number ~~thirty-five (35)~~ thirty-four (34). Thereafter, the number of members must remain compliant with the WIA and the State of Florida Workforce Act of 1996, as amended and the State of Florida Workforce Innovation Act of 2000.

- A. Members shall be appointed for fixed terms and may serve until their successors are appointed. Terms of the COUNCIL members shall be three (3) years. Any vacancy in the membership of the COUNCIL shall be filled in the same manner as the original appointment. If there is a COUNCIL vacancy that is in the process of being filled as prescribed, the COUNCIL will not be in violation of its bylaws regarding membership during the vacancy period. Any member of the COUNCIL may be removed for cause in accordance with procedures established by the COUNCIL.
- B. A majority of the COUNCIL shall be representative of the private sector, who shall be owners of business concerns, executives, or chief operating officers of non-governmental employers, or other private sector executives who have substantial management or policy responsibility. The

Chair of the COUNCIL shall be a representative of the private sector and shall be selected by the membership of the COUNCIL.

- C. The private sector representatives on the COUNCIL shall number nineteen (19) and shall be selected in the following manner:
- 1) Nominations for the private sector seats shall be submitted to the respective County Commissions or their designee by local business organizations including local chambers of commerce, downtown merchants associations, area business associations, etc., but must be compliant with the WIA and State of Florida Workforce Act of 1996 as amended and the State of Florida Workforce Innovation Act of 2000.
 - 2) Such nominations for the COUNCIL shall be representative of the business community. In addition, the number of private sector seats appointed by the respective county commissions shall be apportioned as follows:
 - (a) Leon County Commission, eight (8);
 - (b) Gadsden County Commission, six (6); and
 - (c) Wakulla County Commission, five (5).
- D. Fifteen (15) of the remaining board membership is specified in the State of Florida Workforce Act of 1996.
- 1). The following members are not nominated by the three (3) respective County Commissions or their designee, but are seated as specified in the State of Florida Workforce Act of 1996:
 - (a) The President of the local community college (1);
 - (b) The public School Superintendents of Gadsden, Leon, and Wakulla counties (3);
 - (c) Three (3) economic development representatives nominated by the economic development agencies in Gadsden, Leon and Wakulla counties;
 - (d) One (1) Private School representative.
 - (e) ~~Three (3)~~Two (2) organized labor representatives; ~~preference will be given to nominations by the local County Commissions.~~
 - (f) Three (3) community-based organizations serving veterans and persons with disabilities; preference will be given to nominations by the local County Commissions.
 - (g) One representative from the one-stop partners as selected by the One-Stop Consortium.
- E. Since the COUNCIL is a combined board for WIA and the State of Florida welfare reform program, Work and Gain Economic Self-Sufficiency (WAGES) now known as Welfare Transition, in order to be compliant with the WAGES Act of 1996, as amended, the following

representatives are required. The following member is not nominated by the three- (3) respective County Commissions or their designee: One (1) region wide representative for United Way.

F. The number of voting members of the COUNCIL shall be ~~thirty-five (35)~~thirty-four (34). The voting membership shall consist of nineteen (19) Private Sector seats, three (3) Community-based Organization seats, ~~three (3)~~two (2) Organized Labor seats, one (1) Community College seat, three (3) School Superintendent seats, three (3) economic development seats, one (1) Private Post Secondary School seat, one (1) One-Stop Consortium seat, and one (1) United Way seat.

SECTION 2.

QUALIFICATIONS - Members of the BOARD OF DIRECTORS shall be citizens of the United States of America, residents of the State of Florida, and duly appointed, pursuant to Section 1, above, and shall at all times comply with criteria established by the State of Florida.

SECTION 3.

RESIGNATION OF PRIVATE SECTOR MEMBERS - Any member may resign upon written notification to the Chair of the BOARD OF DIRECTORS and to their appointing government entity.

SECTION 4.

VACANCIES - Vacancies during term of appointment occurring among the members of the BOARD OF DIRECTORS shall be filled within a reasonable time frame of the vacancy's occurrence.

ARTICLE VI

POWER TO EMPLOY CHIEF EXECUTIVE OFFICER - The BOARD OF DIRECTORS shall have the power to employ a Chief Executive Officer who shall be responsible to the BOARD OF DIRECTORS and shall act on its behalf in the conduct of the COUNCIL business and who shall be responsible for employment of such other staff as the BOARD OF DIRECTORS may require.

ARTICLE VII

DUTIES OF THE BOARD - The BOARD OF DIRECTORS shall transact all business of the COUNCIL. It shall determine the policies and in general assume responsibility for the guidance of the affairs of the COUNCIL.

SECTION 1:

The COUNCIL shall not, either directly or indirectly purchase, rent, or lease any realty, goods or services from any business entity of which any member, the member's spouse or child is an officer, partner, director, or proprietor or in which they have any material interest.

SECTION 2:

There is hereby declared to be an exemption from Section "A" hereof, in accordance with Section 112.313(12) Florida Statutes, 1995, if:

- A. The business with the member is transacted under a rotational system whereby the business transactions are rotated among all qualified suppliers of the goods and services within the Region 5 service delivery area;
- B. The business is awarded under a system of sealed competitive bidding to the bidder that is most responsive to the needs outlined in the request;
- C. The member, the member's spouse or child, has in no way participated in the determination of the bid specifications or the determination of the bidder;
- D. The member, the member's spouse or child, has in no way used or attempted to use their influence to persuade the COUNCIL or any personnel thereof to enter into such a contract other than by the mere submission of the bid; and
- E. If the COUNCIL enters into a contract with an organization or an individual represented on the BOARD OF DIRECTORS, the contract must be approved by a 2/3 vote of the entire COUNCIL, with the benefiting member abstaining from the vote (Florida Statutes 445.007(1)).13
- F. If any other exemption created under Section 112.313(12) Florida Statutes or any other applicable Florida or United States statutes applies.

ARTICLE VIII

POWER TO ELECT OFFICERS –

- A. The membership of the BOARD OF DIRECTORS shall elect a Chair, Vice Chair, Secretary and Treasurer by majority vote of a quorum. The Chair and majority of other officers shall be representatives of the private sector, as in Section 1(a)(1) above, and their term of office shall commence July 1 following the election. The membership of the BOARD OF DIRECTORS shall have the power to appoint such other officers, as it deems necessary for the transaction of the business of the COUNCIL.
- B. The BOARD OF DIRECTORS shall have the power to fill any vacancy in any office occurring for any reason whatsoever, by election, by majority vote of a quorum.
- C. The term of office for the elected officers shall be one year. No officer shall serve more than two (2) terms in any one (1) office.
- D. DUTIES OF CHAIR - The Chair of this COUNCIL shall:
1. Preside at all meetings of the BOARD OF DIRECTORS;
 2. Make all committee appointments other than the Executive Committee;
 3. Be a member ex-officio of all standing committees with the exception of the Executive Committee, for which the Chair serves as Committee Chair; and
 4. Perform all other duties usually pertaining to the office of Chair.
- E. DUTIES OF VICE CHAIR - The Vice Chair shall:
1. Preside at all meetings of the BOARD OF DIRECTORS in absence of its Chair;
 2. Be a member of the Executive Committee;
 3. Perform all such other duties usually pertaining to the office of the Vice Chair.
- F. DUTIES OF THE TREASURER - The Treasurer shall:
1. Be a member of the Executive Committee;
 2. Confer with the COUNCIL Chief Accountant regarding financial reports;
 3. Serve as Chair of the Finance Committee.

The COUNCIL's accounts and records shall be audited annually and a copy thereof furnished to each member to review.

- G. DUTIES OF SECRETARY - The Secretary shall:
1. Be a member of the Executive Committee;
 2. Confer with the COUNCIL Administrative Assistant regarding meetings and minutes;

3. Perform such other duties as may be delegated by the BOARD OF DIRECTORS.

ARTICLE IX

STANDING COMMITTEES - Certain standing committees shall be appointed to assist the COUNCIL in its conduct of business. The Chair shall make appointments to all standing committees. The members of each committee will elect a Chair. The standing committees shall include: Better Jobs/Better Wage, Communications & Outreach, Executive, Finance, High Skill/High Wage, Industry Sector, Planning, and Youth Council committees.

A. The Executive Committee shall serve as both the Personnel Committee and the Performance Standards and Evaluation Committee. The Executive Committee shall be composed of eight regular members. Members shall include the officers as established pursuant to Section 4, the immediate past chair, and one representative from each of the three counties in the region, selected by their county representatives on the Board. From the time of their election until their installation, the officers elect shall be ex-officio, non-voting members of the Executive Committee.

1. The Executive Committee shall have and exercise the authority of the BOARD OF DIRECTORS between meetings of the BOARD OF DIRECTORS. Any decision made by the Executive Committee or any standing or special committee must be approved by the full Board.

2. The Chair of the BOARD OF DIRECTORS serves as Chair of the Executive Committee.

3. The immediate past chair shall serve as a member of the Executive Committee for up to two years following the end of his/her term in office.

B. The Youth Council is the COUNCIL'S strategy to promote successful entry into the workforce through education and workplace experience that lead to self-sufficiency and career advancements.

1. The Youth Council shall develop and recommend youth employment and training policies and practices, make recommendations on how to broaden the youth employment and training focus in the community and establish linkages with other organizations serving youths.

C. Better Jobs/Better Wages is the state's strategy for assisting employers in upgrading or updating the skills of their employees and for assisting incumbent workers in improving their performance in their current jobs or acquiring the education or training needed to

secure a better job with better wages. The Better Jobs/Better Wages Committee membership is statutorily based. The Better Jobs/Better Wages Committee shall perform the following duties:

1. Develop programs to promote adult workers in career advancement;
2. Make recommendations on implementing programs and expending funds for services to reduce recidivism and retention;
3. Provide oversight for all programs affecting adults in the REGION.

D. High Skills/High Wages is the state's strategy for aligning education and training programs with high-paying high-demand occupations that advance individuals' careers, build a more skilled workforce, and enhance Florida's efforts to attract and expand job-creating businesses. The High Skill/High Wages Committee membership is statutorily based. The High Skill/High Wage Committee shall perform the following duties:

1. Make recommendations to the state on policies and procedures for high demand occupations for the REGION;
2. Submit annual reports to the state on the status of high paying/high demand occupations in the REGION;
3. Develop and submit occupations in demand in the REGION, to be placed on the Targeted Occupation List for the State of Florida;
4. Solicit information from local private sector employers on training needs in the REGION and based on that information, shall recommend programs that will meet the needs of the REGION.

E. The Planning Committee is composed of no less than five (5) and no more than seven (7) members. The Committee shall have and exercise the authority for developing the criteria for all request for proposals for services that exceed the small purchase threshold. The Committee will also rate all bids or proposals in response to these Request for Proposals. Planning Committee will also be responsible for developing the criteria for applications for training providers and for selecting training providers based upon those criteria. Final approval of all Request for Proposals and applications for training providers shall be the responsibility of the BOARD OF DIRECTORS.

F. The Finance Committee is composed of no less than five (5) and no more than (7) members.

1. The Committee shall review and approve the budget for all programs, have oversight responsibility of all financial activities of the COUNCIL, and submit a report at all

regularly scheduled board meetings and special reports as requested by the BOARD OF DIRECTORS.

- G. The Industry Sector Committee is the COUNCIL'S strategy to address specific businesses identified within industry sectors throughout the region.
1. The focus will be on improving the coordination between local industry needs and the human resource needs specific to each industry sector.
 2. Individuals serving on this committee will rotate based on the specific needs being addressed.
- H. The Communications and Outreach Committee will serve to promote the BOARD and its Workforce Centers through clear, consistent advertising, publicity, and community involvement. The committee seeks to achieve an increasingly higher level of name recognition for the workforce board and region and increasingly higher involvement by the employer community in the design and use of the Workforce Plus system.

SPECIAL COMMITTEES - Other special committees may be appointed or eliminated as needed.

- A. The Nominating Committee shall be appointed by the Executive Committee. The Nominating Committee shall consist of no less than three (3) and no more than five (5) members. No person shall be nominated unless they have indicated a willingness to serve prior to nomination. Recommendations for Nominations of officers must be submitted in writing to any member of the Nominating Committee. The Chair of the Nominating Committee shall be the immediate past chair. The Nominating Committee shall present a slate of officers to the BOARD OF DIRECTORS at the April Board Meeting.
- B. The Chair shall appoint an Audit Committee which will be composed of board members who currently do not serve on the Finance Committee which shall review proposals related to procuring auditing services, review of the audit report and presentation to the Finance Committee.

ARTICLE X

REMOVAL OF MEMBERS - Any member of the BOARD OF DIRECTORS may be removed automatically after three unexcused or unexplained absences. The effected Board Member may in writing make a request for an appeal for reinstatement to the BOARD OF DIRECTORS.

- A. Failure to attend 50% of the regularly scheduled BOARD OF DIRECTORS meetings annually without approval shall result in a review by the Executive Committee of the member's attendance, unless membership has been mandated by Florida statute.

ARTICLE XI

COMPENSATION - No compensation except travel reimbursement shall be paid to the BOARD OF DIRECTORS for the services performed by them for the COUNCIL in any capacity.

ARTICLE XII

SECTION 1.

REGULAR MEETINGS - Regular meetings shall be held quarterly.

SECTION 2.

SPECIAL MEETINGS - Special meetings of the BOARD OF DIRECTORS may be held at the call of the Chair or by written request of one-third of the BOARD OF DIRECTORS.

SECTION 3.

NOTICE - Reasonable notice in writing of each meeting, whether regular or special, shall be provided to each member of the BOARD OF DIRECTORS of the COUNCIL at his/her usual place of business or residence. The COUNCIL meetings shall be publicly announced in accordance with the Florida Government In the Sunshine Act.

SECTION 4.

ORDER OF BUSINESS - Business shall be conducted in accordance with Roberts Rules of Order as newly revised.

SECTION 5.

QUORUM - A quorum for all regular meetings of the COUNCIL shall exist when at least fifty (50%) percent plus one (1) of the members of the BOARD OF DIRECTORS are present. A quorum for all legally called special meetings shall exist when at least 33 1/3% of the BOARD OF DIRECTORS are present, but if at any meetings there shall be less than a quorum, a majority of those present may vote to continue the meeting. Following that meeting, minutes and recommended action items will be provided to all board members and a written vote will be accepted. Such items will not be considered approved until fifty (50%) percent plus one votes have been recorded. No Bylaw amendments may take place with less than fifty (50%) percent plus one of the BOARD OF DIRECTORS present.

- A. The definition of a quorum for all committee meetings shall be the same as the definition of a quorum for called special meetings.

SECTION 6.

VOTING - Every member of the BOARD OF DIRECTORS shall have the right to be entitled to one vote, in person or by proxy, upon every issue properly submitted to vote at a meeting of the COUNCIL, except if there is a conflict of interest. An Alternate may represent members at any meeting. Any member represented by an Alternate must have registered their proxy with the COUNCIL Administrative Assistant prior to the meeting.

Mandatory or statutorily required members of the BOARD OF DIRECTORS may establish in writing a permanent designee who has the authority to vote on their behalf. Any changes to the permanent designee assignment would require formal notification of the proxy designee change.

Section 7.

CONFLICT OF INTEREST - No members of the COUNCIL shall cast a vote on any matter on which he/she has a conflict of interest as defined by Federal or State law. Any member who has such a conflict of interest shall declare the same and refrain from discussion and voting. Abstentions from voting are not allowed unless a conflict of interest has been declared.

SECTION 8

CODE OF ETHICS – Any Contractor or COUNCIL Officer, Member, Employee, or Agent who develops or drafts specifications, requirements, statements of work, invitations for bids, and/or requests for proposals shall be excluded from competing for such procurement when a conflict of interest situation is created by such competition.

SECTION 9.

BUSINESS AFFAIRS - The BOARD OF DIRECTORS may solicit, borrow, accept, and receive funds from any public or private source. The COUNCIL may contract with public and private entities as necessary to further the purpose of the BOARD OF DIRECTORS with public and private entities as necessary to further the purpose of the COUNCIL.

SECTION 10.

ANNUAL REPORTS - The Chair and Treasurer shall present their respective reports for the operation of the COUNCIL at each quarterly meeting of the BOARD OF DIRECTORS.

ARTICLE XIII

FISCAL YEAR - The fiscal year of the COUNCIL shall be July 1 to June 30.

ARTICLE XIV

AMENDMENTS TO THE BYLAWS - any member of the BOARD OF DIRECTORS may propose Amendments to the Bylaws. The BOARD OF DIRECTORS, by a two-thirds vote of those present

at a meeting having a quorum, may amend, revise, add to, repeat, or rescind the Bylaws and/or adopt the new Bylaws, provided that written notice of alteration, amendment, revision, addition, repeal, or recision of those Bylaws or adoption of new Bylaws shall have been published and given to the members of the BOARD OF DIRECTORS at least 30 days preceding the date of the meeting of the BOARD OF DIRECTORS at which such action is to be considered .