ARTICLE I  Name, Workforce Investment Area, Administrative Location, Authority

Section 1  The name of the organization shall be the Tri-County Workforce Investment Board, Incorporated (TCWIB), a 501(c) 3 corporation whose offices are located at Pullman Commerce Center, 112 Hollywood Drive, Suite 201, Butler, PA 16001. The Tri-County Workforce Investment Area shall consist of the Counties of Armstrong, Butler and Indiana, located in the Commonwealth of Pennsylvania.

ARTICLE II  Purpose, Methodology, Activities

Section 1  The purpose of the TCWIB shall be to provide local workforce investment systems that increase the employment, retention, and earnings of participants, and increase occupational skill attainment of participants, and, as a result, improve the quality of the workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the three-county workforce area.

Section 2  For purposes of these bylaws the Chief Local Elected Officials of the tri-county workforce investment area shall be identified as the county commissioners representing the counties of Armstrong, Butler, and Indiana and shall be duly organized as the Tri-County Executive Board (TCEB). The TCWIB shall carry out its purposes in concert with the TCEB.

Section 3  The methodology of the TCWIB shall be to help establish partnerships and alliances between business, education and government that will more effectively balance available labor with the present and future needs of the business community and, thus, enhance the economic and social well-being of the entire workforce investment area.

Section 4  Activities of the TCWIB shall include those authorized under the Workforce Innovation and Opportunity Act (the Act) or the Commonwealth, or otherwise deemed appropriate by the TCWIB and the TCEB.

Section 5  The purpose of the TCWIB shall also be as set forth in the Articles of Incorporation approved by the Secretary of the Commonwealth on May 15, 2000, and specifically paragraphs 1, 2, 3, 4, 5, 6, 7, and 8, incorporated herein by reference thereto.
ARTICLE III  
Conformance with Federal and State Laws

Section 1  
TCWIB has been established to serve as a Workforce Development Board pursuant to Section 107 of the Workforce Innovation and Opportunity Act of 2014 (the Act), and the Commonwealth policies and procedures affecting Workforce Development Boards. As such, TCWIB shall conform to the requirements of the Act, federal regulations and/or Commonwealth policies and procedures, as may be in effect from time to time.

ARTICLE IV  
TCWIB Membership, Representation, Number

Section 1  
A minimum of fifty-one (51) percent of the TCWIB voting membership shall be representatives of business and industry in the local area as identified in the Act and as defined by the most recent Commonwealth issued “Local Governance Policy”, and conducts business in the Workforce Investment Area.

Section 2  
Not less than twenty (20) percent of the TCWIB voting membership shall be representatives of the workforce within the local area who: shall be representatives of labor organizations or a training director from a joint labor management apprenticeship program; or may include community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment including veteran’s groups; or may include community-based organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth.

Section 3  
TCWIB membership shall include representatives of entities administering education and training activities in the local area who: shall include a representative of eligible providers administering adult education and literacy activities under Title II; and shall include an appropriate representative of institutions of higher education providing workforce investment activities (including community colleges).

Section 4  
TCWIB membership shall include representatives of governmental and economic and community development entities serving in the local area who: shall include a representative of economic and community development; shall include an appropriate representative from the state employment service under Wagner-Peyser; and shall include a representative of programs carried out under Title I of the Rehabilitation Act of 1973.

Section 5  
TCWIB membership may include optional members as the Chief Local Elected Officials may determine to be appropriate. The membership shall consist of not less than 20 or more than 29 voting members.
Section 6  TCWIB voting members shall be those persons so named and appointed, and for the period set, by the respective Chief Local Elected Officials of the Workforce Investment Area. Members appointed under Article IV, Sections 1-3 shall be appointed from nominations made to the Chief Local Elected Officials by respective Chambers of Commerce, local labor councils, community-based organizations, and/or other educational institutions, respectively. Appointees will serve for the term set by the Chief Local Elected Officials, or for the duration of the term of any member being replaced. At all times nominations and appointments shall be made in accordance with the Act and Commonwealth requirements.

Section 7  Members may only be removed by the Chief Local Elected Officials of their respective county for cause, including but not limited to unexplained absences or misconduct. Notwithstanding the aforementioned the TCWIB may recommend to the respective Chief Local Elected Officials removal of a board member.

Section 8  If a member resigns or is removed and, as a result, the composition of the WIB is no longer consistent with the law, the respective Chief Local Elected Officials will be notified within ten (10) working days so that a new member can be appointed to the affected category.

Section 9  The TCWIB shall have an Executive Director. The Executive Director shall be the Chief Administrator and Executive Officer of the TCWIB. The Executive Director shall be an ex-officio member of the TCWIB without a voting privilege.

ARTICLE V  TCWIB Officers

Section 1  At the last scheduled meeting of a fiscal year, and in accordance with section 5 of this Article concerning terms of offices, the TCWIB shall provide for the election of a President and First and Second Vice-Presidents, who shall provide representation from each of the TCWIB counties. In the event any county chooses to relinquish their right to advance a candidate for one of these offices, that choice shall be evidenced in writing. Exercising a right to relinquish representation for a President or Vice-President office shall not be deemed as relinquishing the right of that county to equal representation on the TCWIB Executive Committee, as provided in Article VI, Section 1(a). All candidates for the offices of President or Vice-Presidents shall be TCWIB members that are representatives of business and industry.

Section 2  The TCWIB President and First and Second Vice-Presidents shall be voting members.

Section 3  Concurrent with the election of a President and Vice-Presidents, the TCWIB shall also provide for the election of the following additional officers, from among the TCWIB
Section 4

The President shall represent the TCWIB as needed, preside at all meetings, and with the Secretary, be empowered to sign all documents pertaining to the operations of the TCWIB. In the absence, disability, or vacancy of the President, the duties of that office shall be assumed and fulfilled successively by the First and Second Vice-Presidents, until such time as the President returns or in the case of vacancy, another President is elected. Similarly, the office of Secretary will be performed by the Assistant Secretary/Treasurer.

Section 5

All Officers’ terms shall be for a (2) two-year period or in the case of a mid-term vacancy the unexpired term of the office being assumed. This period is to coincide with the TCWIB election cycle, that being every two years. The aforementioned officers are permitted to serve multiple (2) two-year terms.

Section 6

Officers must remain TCWIB members for the duration of their terms. Resignation or removal from the board as specified in Article IV, Section 7, will also be considered a resignation from office.

ARTICLE VI Committees

Section 1 Executive Committee

(a) The Executive Committee shall be comprised of the Officers of the TCWIB and any at-large appointments made by the President at his or her discretion. At-large appointments shall be selected from the TCWIB membership whose appointment to executive committee shall coincide with the current election cycle. The executive committee shall maintain a business sector majority and shall have an equal number of members by county. All executive committee members whether elected or appointed shall remain voting members of the executive committee. The maximum size of the executive committee shall not exceed twelve (12) members.

(b) The Executive Committee shall make recommendations to the full membership of the TCWIB and shall have the power and authority to conduct business and to take official action in accordance with the PA Sunshine Law during the period of time between the regularly scheduled meetings of the TCWIB members.

(c) The Executive Committee may recommend potential TCWIB members to the respective Chambers of Commerce, Chief Local Elected Officials or other general-purpose organizations. Under no circumstances shall said recommendation circumvent the Act or Commonwealth requirements.
Section 2  Joint Personnel Committee
A Joint Personnel Committee will be created from the TCWIB and the TCEB. The joint personnel committee shall consist of four (4) TCWIB members, one from each county and the fourth being the TCWIB President; and, three (3) Chief Local Elected Officials, one from each county. The TCWIB President will appoint the three (3) members of which at least two (2) shall be from the business sector. The three (3) Chief Local Elected Officials shall be designated by the respective Board of Chief Local Elected Officials. The extent of personnel authority of the Joint Personnel Committee will be established by the TCWIB and TCEB and set forth in writing.

Section 3  Standing and Ad Hoc Committees
Other work groups, task forces, special committees, and/or standing committees shall be designated by the President to deal with special areas of interest to the TCWIB and to assist in developing more fully its goals and objectives. Generally, and with exception of the TCWIB Executive Committee, all other committees shall be considered as advisory. In such instances members of each committee shall be voting members of the committee, but will only be voting members of the TCWIB if the member is also appointed to the TCWIB. Each committee shall be chaired or co-chaired by a member of the TCWIB.

Section 4  Youth Committee / Youth Council
The Youth Council previously established under the Workforce Investment Act (WIA) shall be re-designated the Youth Council / Youth Committee under the Workforce Innovation and Opportunity Act. Youth Council members who are not appointed members of the TCWIB (Article IV) shall be voting members of the Youth Council but shall not be voting members of the TCWIB.

Members
(a) There shall be 12 to 18 members of the Youth Council.

(b) Membership shall include: members of the TCWIB with special interest or expertise in youth policy. Membership may include: representatives of youth services agencies, including juvenile justice and law enforcement; representatives of local public housing authorities; parents of eligible youth seeking assistance under the act; representatives that have experience relating to youth activities, including former participants; and other representatives deemed appropriate by the TCWIB President in cooperation with the TCEB.

Duties
The duties of the Youth Committee / Youth Council shall include: Developing portions of the TCWIB’s local workforce plans relating to youth, recommending eligible providers of youth activities to be awarded grants or contracts on a competitive basis by the TCWIB to carry out youth activities, and conducting oversight with respect to the eligible providers of
youth activities under Section 129 of the Act, and other duties determined to be appropriate by the TCWIB President.

ARTICLE VII  
Meeting Procedures, Voting, Quorum

Section 1  
Meeting Procedures

(a) In January of each year the board will establish a schedule of meetings for the year. Meetings will be held in Armstrong County. Meeting times and locations will be determined, unless otherwise scheduled, to accommodate unforeseen circumstances. The meeting schedule will be published in each of the three-county newspapers prior to the first meeting of the year, and any changes during the year will be similarly advertised.

(b) Written notice will be distributed by the Secretary to each member seven (7) days prior to the scheduled meeting. The notice shall specify time, date, location and the agenda.

(c) TCWIB committees shall meet at the call of the TCWIB President or the committee chairperson.

(d) Special meetings may be called at any time by the President or by a petition signed by not less than thirty-three (33) percent of the voting membership of the TCWIB, setting forth the reasons for calling such meeting.

Section 2  
Voting

(a) Except as provided for in Article IV, Section 9, each member of TCWIB shall be a voting member.

(b) If an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and abstain from discussion and voting on any matter that would provide direct financial benefit to the member or the member’s immediate family, or on matters of the provision of services by the member or the entity the member represents. All members shall comply with the Pennsylvania WIB Conflict of Interest Code and any conflict of interest policy adopted by TCWIB. All members must sign the Conflict of Interest Code Form and complete Financial Interest Statements forms prior to being appointed.

(c) Voting may only be done in person. No proxy or alternate voting shall be permitted. All votes cast will be recorded by member in the minutes as either affirmative, negative, or abstention.
(d) Formal deliberations and official actions resulting therefrom may only be conducted at meetings open to the public, in accordance with the PA Sunshine Law. Executive sessions may be closed to the public.

Section 3 Quorum
A quorum shall be fifty (50) percent plus one of the voting TCWIB membership. A motion shall be passed or defeated by a majority of those members voting, at a meeting where a quorum has been established, or as otherwise provided for herein.

ARTICLE VIII Amendments
Section 1 These bylaws may be amended or repealed, or a new bylaw or new bylaws may be enacted, by an affirmative two-third (2/3rd) vote of the total TCWIB membership. Such actions must take place at a regular scheduled meeting with at least 2/3rds total membership in attendance. Written notice summarizing any proposed changes must be provided to members at least ten (10) days in advance of any meeting during which changes to these bylaws will be considered.

ARTICLE IX General Provisions
Section 1 When parliamentary procedures are not covered by these bylaws, Roberts Rules of Order, revised, shall prevail.

Section 2 Voting members shall not receive any stated compensation for their services as members. However, TCWIB may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

ARTICLE X Liability of Board Members
Section 1 TCWIB shall provide indemnification to representatives of TCWIB in accordance with the provisions of Subchapter D of the Pa. Nonprofit Corporation Law (15 Pa. C.S.A. 5741, et. Sec.) and as the same may be amended in the future, and said law is incorporated herein by reference thereto.

ARTICLE XI Adoption of Bylaws
Section 1 These bylaws shall be adopted at the time of its proposal to the Board for ratification in accordance with Article VIII herein.

Section 2 These bylaws shall be in effect upon their adoption as set forth in ARTICLE XI, Section 1.

November 6, 2015