

South Central TN Development District  
Southern Middle TN Local Workforce  
Development Board

# By-Laws

## **Article I Purpose**

The By-Laws are the rules and regulations enacted by the Southern Middle TN Local Workforce Development Board (SMTLWDB) to provide a framework for operation and management. The By-Laws shall be reviewed every two (2) years.

## **Article II Administration**

For Southern Middle TN Local Workforce Development Board, the Chief Elected Officials (CEOs) include the County Mayors/Executives from the following counties in Tennessee: Bedford, Coffee, Franklin, Giles, Hickman, Lawrence, Lewis, Lincoln, Marshall, Maury, Moore, Perry and Wayne.

WIOA requires the establishment of a Local Workforce Development Board to provide policy guidance for, and exercise oversight with respect to, activities under the job training program for its workforce development region in partnership with the general local governments within its LWDA and it is the responsibility of the County Mayor/Executive of each county in the LWDA to appoint members of the LWDB in accordance with the WIOA and an Agreement entered into by the County Mayor of each county.

## **Article III Authority of the Board**

The board is authorized to:

- A. Set WIOA policy within the LWDA, and for any planning region established under Section 106 (c) of WIOA
- B. Develop a plan consistent with WIOA and Tennessee Department of Labor and Workforce Development requirements, submitted to the Governor by the LWDB, conduct oversight of the One-Stop System, including all WIOA activities, negotiate local performance measures,
- C. Select the One-Stop Operator (OSO) and Career Service Provider (CSP), subject to approval by the Chief Local Elected Official (CLEO),
- D. Maintain a list of eligible training providers, including cost and performance data,
- E. Select eligible providers of youth, adult and dislocated career services consistent with federal, state and local procurement requirements,

- F. Lead efforts to engage with a diverse range of employers and other entities in the region in order to promote business representation,
- G. Develop linkages with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities
- H. Ensure workforce investment activities meet the needs of employers and support economic growth in the region by enhancing communication, coordination, and collaboration among employers, economic development entities and service providers; and
- I. Develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships), that provide the skilled workforce needed by employers in the region, and that expand employment and career advancement opportunities for workforce development system participants in demand industry sectors or occupations
- J. With representatives of secondary and postsecondary education programs, lead efforts in the local area to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment
- K. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers by-
  - 1. Facilitating connections among the intake and case management information systems of the AJC partner programs to support a comprehensive workforce development system in the local area
  - 2. Facilitating access to services provided through the AJC delivery system involved, including facilitating the access to remote areas;
  - 3. Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, such as improving digital literacy skills;
  - 4. Leveraging resources and capacity for services for individuals with barriers to employment.
- L. For workforce development activities, ensure the appropriate use, management, and investment of funds to maximize performance outcomes and promote AJC programs and activities.

## **Article IV Members**

**4.1 The Board:** The Board shall consist of membership as outlined in Section 107 (b) (2) of the Act. The Chief Elected Official (CLEO) shall appoint the members of the Board. In accordance with Section 107 (c)(1)(A) of the Act and the Southern Middle TN Local Workforce Development Board's Interlocal Agreement between the Local Elected Officials (LEOs). The Board shall be chaired by a business representative selected from the members of the private sector.

**4.2 Number:** The number of members of the Board shall be determined by the CLEO, provided that the Board should have no fewer members than the minimum number required under the Act.

**Business:** A majority—defined as the sum of the whole (largest percentage) —of LWDB members must be representatives who are owners, chief executive or operating officers, or other business executives, or employers with optimum policymaking or hiring authority; and

**Workforce:** Not less than twenty percent (20%) of the members must be workforce representatives. Such representatives must include:

- Two (2) or more representatives of labor organizations; and
- One (1) or more representatives of a joint labor-management registered apprenticeship program; and

**Education:**

- At least one (1) member must be a representative of a provider of adult education and literacy activities under Title II of WIOA.
- At least one (1) member must be a representative of an institution of higher education that provides workforce training (including community colleges); and

**Governmental or Community Development:**

The members must include at least one (1) representative of each of the following:

- Economic or community development entities in the LWDA;
- The State Employment Service Office, under Wagner-Peyser, serving the LWDA; and
- Programs carried out under Title I of the Rehabilitation Act of 1973.

The CLEO may appoint, at their discretion, other individuals to the LWDB who represent local agencies or entities administering transportation, housing, and public assistance, or philanthropic organizations. CLEOs are encouraged to select members to serve on the LWDB who represent entities beyond the scope of those mandated by WIOA.

The CLEO must establish a LWDB that reflects the diversity of the counties that comprise the LWDA by requiring at least one (1) solicitation per county. LWDB representation must be fair and equitable across the LWDA and is in accordance with WIOA policy regarding

LWDB member nominations. LWDB members must exhibit the demographic diversity of the counties within their respective LWDA.

**4.3 Term:** The term limit for board members shall be two years. Terms of LWDB members should be staggered. As long as members are in good standing, a member can serve multiple terms as appointed by the CLEO. Membership undergoes a certification review on an annual basis in order to ensure consistency with the state plan.

**4.4 Vacancy:** Any vacancy on the Board shall be filled in the same manner as the original selection. Positions on the SMTLWDB shall be considered vacant on the date a member becomes ineligible, resigns, or the death of a member. All vacancies shall be filled in a reasonable time frame, but no longer than 120 days.

**4.5 Removal of Directors:** Any Director may be removed by the CLEO if any of the following occurs: Failure to meet SMTLWDB member representation requirements as defined in the Workforce Innovation and Opportunity Act, documented proof of fraud and/or abuse, or documented violation of conflict of interest. Such action may be as a direct removal by the CLEO or a recommendation to the CLEOs by a majority vote of the board; however, the CLEO remains the sole authority for appointment and removal of directors to the SMTLWDB. Any member that has been recommended for removal may appeal to the CLEO within thirty (30) days. The CLEO shall have authority to resolve such appeal to the extent that such action does not violate any law, regulation or policy.

## **Article V Officers**

**5.1 Board Officers:** The Board shall elect a Chairperson, a Vice Chairperson, and a Secretary. The officers shall be elected from among the members as follows:

- A. The Chairperson shall be selected from among the private sector members representing business concerns.
- B. The Vice-Chairperson shall be selected from among the private sector members representing business concerns and shall represent a county different from the Chairperson.
- C. The Secretary shall be selected from among the members representing businesses or other organizations.
  1. Said officers will be elected by a majority vote of the Board members present in a regular meeting.
  2. Said officers shall serve for a term of two years, commencing the first day of the month following an election.

**5.2 Election and Term of Office:** The officers shall be elected every two years, but an officer may succeed himself or herself in office.

**5.3 The Chairperson of the Board:** The Chairperson shall exercise such duties as customarily pertain to the office of Chairperson, shall preside as Chairperson at all meetings of the Board of Directors, and shall serve as Chairperson of the Executive Committee of the Board. The

Chairperson shall have general oversight over the property, business and financial affairs of the Board and over its officers, subject to any restrictions or requirements in the Act. He or she shall be selected from among members of the Board who are representatives of the private sector. He or she may sign, execute and deliver in the name of the Board, contracts, bonds, and other obligations pursuant to these By-Laws and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these By-Laws.

**5.4 Vice- Chairperson of the Board:** The Vice Chairperson shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties and exercise the powers of the Chairperson.

**5.5 Secretary:** The Secretary shall establish procedures and process to ensure the business carried out by the Board is properly recorded, keep the minutes, keep mailing and electronic addresses of members of the Board, and meetings open to the public as required and, see that all notices are duly given in accordance to the Tennessee Open Meeting Act, Tenn. Code Ann. 8-44- 101 et seq.

**5.6 Removal of Officers:** Any member of the Board removed from office pursuant to Section 4.4 shall be automatically removed as an officer. The Board may by a two-thirds (2/3) vote at a meeting at which a quorum is present remove any officer when, in its judgment, the best interests of the Board will be served. Intent to recall or remove an officer must be stated in the call of the meeting with notice provided to the officer to be removed and all other voting members at least five (5) days prior to the meeting.

**5.7 Vacancies:** A vacancy in any office, as a result of death, resignation, removal, disqualifications, or otherwise may be filled by the affirmative vote of a majority of the Board at a meeting, at which a quorum is present, for the unexpired portion of the term of his or her predecessor, and until the next election of officers.

**5.8 Resignation:** An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to a Vice Chairperson or Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Board at its principal place of business.

## **Article VI**

### **Meetings**

**6.1 Regular and Annual Meetings:** The Board shall meet at a minimum of four times per year for the purpose of transacting business according to the current WIOA needs. Regular meetings of the full Board shall be held no less than once a quarter, at a place and time determined by the Chairperson. The Executive Committee and all other committees shall meet with such frequency as determined necessary by the Chairperson of such committee. Committees shall endeavor to meet at least once per quarter unless the Chairperson of such committee, in consultation with the Chairperson of the Board, determines an alternative schedule is more appropriate to carry out the functions of the committee.

**6.2 Special or Called Meetings:** Special meetings of the Board may be called by the Chairperson or at the request of any Board member. Special meetings may also be called upon the written request of five (5) members of the Board. The purpose of the meeting shall be stated in the call and no other business shall be transacted at the meeting. The Chairperson shall fix the time and place and provide notice to all voting members at least five (5) business days prior to the meeting. The notice shall state the location, time and date of the meeting.

**6.3 Quorums:** One-third (1/3) of the currently appointed membership will constitute a quorum for the transaction of business at any meeting thereof. Action of the Board must be authorized by the affirmative vote of a majority of all voting members present at a meeting which a quorum is present.

**6.4 Meeting Platforms:** The Board may convene meetings face-to-face, by phone or a combination of phone and internet via such vendors as Zoom, Google Duo, WebEx or another Board approved vendor.

**6.5 Open Meeting Requirement:** All meetings and actions and actions of the Board must comply with the Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101 et seq.

- Notice of the Board meetings will include date, time and location and will be posted on the Boards website and social media as a public service announcement thirty (30) calendar days in advance of the meetings.
- Board meetings will be conducted in an open manner.
- Arrangements will be made upon request of all individuals, including those with disabilities to have physical and electronic access to Board meetings, including accommodations.
- Minutes of the Board meetings will be made available to the public on the Board website within fifteen (15) days of the Board's approval of those minutes. Minutes only will be posted on the website unless the Board deems attachments necessary.

**6.6 Presumption of Assent:** A member of the Board who is present at a meeting of the Board at which action on any Board matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

**6.7 Vote by Proxy:** Any member of the Board may proxy to another sitting Board member by completing and filing the Member Proxy Form. The TDLWD prohibits proxy voting more than one (1) time in a calendar year without written approval from the LWDB Chair. Duly executed proxies must be filed with the Board Chairperson prior to the commencement of the Board meeting in which the board member is to be absent. The board member accepting such proxy must be in good standing with the Board. Such proxies shall be considered valid votes in matters considered by the Board, and shall constitute member participation in absentia.

**6.8 Expenses and Compensation:** No member shall be entitled to receive compensation for services rendered to the Board, as a member of the Board or as a member of any committee thereof. However, upon prior approval by the Board, a member may be paid for reasonable expenses incurred by the member, which directly related to the affairs of the Board upon proper substantiation of such expenses. No such payments shall preclude any member from serving the Board in any other capacity and receiving compensation therefore.

## **Article VII Committees**

**7.1 Authorization:** The Chairperson may from time to time establish additional standing and Ad Hoc Committees, with the approval of the Board, as may appear necessary or desirable. The Board may authorize any such committees to exercise any or all of the powers of the Board; provided however, that the board reserves to itself alone the power to (a) authorize distributions, (b) adopt, amend or repeal the By-Laws, and (c) perform the duties required of the Board under Section 107 of the Act, or elsewhere in the Act as it may from time to time be amended. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration and approval by the Board provided, however, that no rights or acts of third parties shall be affected by any such revision or alteration.

**7.2 Executive Committee:** The Board, by resolutions adopted by a majority of the members, shall appoint from among its members an Executive Committee which shall have and may exercise all the authority of the full Board. There shall be a minimum membership of the Executive Committee of five (5) Board members with no maximum limit; a majority of the Executive Committee members must represent the private sector, and said membership shall include the offices of Chairperson, Vice Chairperson, Secretary/Treasurer. The Chairperson of the Board shall serve as Chairperson of the Executive Committee. Any action taken or initiated by the Executive Committee on behalf of the Board shall require full disclosure to the Board at the regularly scheduled meeting following said actions. The duties of the Executive Committee are as follows: responsible for acting on behalf of the Board as may be required; responsible for making policy recommendations to the Board which meet the needs of both the area employers and job seekers; and responsible for review and upgrading recommendations to the Board for its By-Laws.

**7.3 Youth Committee:** There shall be a standing Youth Committee to provide information and to assist with planning, operational and other issues relating to the provision of services to youth which shall include community-based organizations with a demonstrated record of success in serving eligible youth. The Youth Committee Chairperson shall be a board member, but other committee members may include representatives of the one-stop partners and other individuals from the community having experience or expertise in serving at-risk youth. When necessary, the Youth Committee will make recommendations to the Executive Committee or full Board for consideration.



**7.4 Operations Committee:** There shall be a standing Operations Committee to provide information and assist with operational and other issues relating to the one-stop delivery system. The Operations Committee will include a minimum of three (3) board members, and may include as members, representatives of the one-stop partners and other community members having experience or interest in the workforce development. This committee is also responsible for reviewing proposed additions or changes to the Eligible Training Provider List (ETPL), local policies, and oversees the operational certification of the American Job Centers within the One Stop Delivery system. This shall include physical access to the services, programs and activities in compliance with the American Disabilities Act of 1990. The Operations Committee will make those recommendations to the Executive Committee or full Board for consideration.

**7.5 Opportunities Committee:** There will be a standing Opportunities Committee to identify and share workforce systems best practices, develop strategies for technology alignment and integration, and provide guidance to the local area in securing additional resources to supplement existing system structures. The committee shall also assist in identifying workforce development solutions for target populations such as individuals with disabilities, justice involved individuals, recipients of public assistance, and other populations facing significant barriers to employment. The Opportunities Committee will include a minimum of three (3) board members, and may include as members, representatives of the one-stop partners and other community members having experience or interest in the workforce development. The Opportunities Committee will make recommendations to the Executive Committee or full Board for consideration.

**7.6 Ad Hoc Committees:** The Board Chair shall appoint special Ad Hoc Committees from the membership from time to time in order to carry out specific projects of the Board.

## **Article VIII Amendments**

The By-Laws may be amended by a majority vote of a quorum of the Board of Directors present at any regular or special meeting of the Board; provided, that notice of any proposed amendment has been stated in the call of the meeting.

## **Article IX Conflict of Interest**

**8.1 Board Member Conflict of Interest Form:** Each member of the Board must sign a Conflict of Interest Statement form which must be updated within thirty (30) days whenever a change in circumstance may occur and/or at least annually. Members shall adhere to the following in regards to conflict of interest.

**8.2 Board Member Adherence to Conflict of Interest:** A Board member shall avoid even the appearance of a conflict of interest. Before taking office, the Board member must provide a written declaration to the Board Chairperson to disclose all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board.

**8.3 Updated Board Declarations:** Board member declarations shall be updated annually or within thirty (30) business days to reflect any changes such as business interests or relationships. The Secretary/Treasury of the Board shall review the disclosure information and advise the Board Chairperson and appropriate Board members of potential conflicts of interest. Any conflicts shall be noted in the minutes of the Board. It is the responsibility of the Board to monitor for potential conflicts of interest and bring it to the attention of the Board.

**8.4 Board Member Abstentions:** All Board member abstentions shall be recorded in the minutes of the local board meeting and shall be maintained as part of the official record.

**8.5 Monitoring:** The Board Chairperson shall monitor the board members for potential conflicts of interest and bring them to the Board's attention in the event the member does not make a self-declaration.

**8.6 Voting:** Board members shall not vote 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.

**8.7 Avoiding Conflicts of Interest:** Board Members shall avoid conflicts of interest or potential conflicts of interest. The CLEO shall not appoint members to the local Board that are employed by the Fiscal Agent, Board staff or the local board staff entity (e.g. One Stop Operator or Career Service Providers). The Board shall ensure that the Board and its members do not directly control the daily activities of its One-Stop Operator or Career Service Providers. The CLEO and LEOs, in collaboration with the local Board shall be charged with monitoring the compliance, performance, and effectiveness of the Fiscal Agent, the Board staff, One-Stop Operator, and Career Service Providers. Consequently, the local Board members shall focus on performance oversight of the sub-recipients and service providers with impartiality.

## **Article X**

### **Board Member Nomination**

**9.1 Nomination Process:** The CLEO shall adhere to WIOA Section 107 in order to conduct the nomination process. The CLEO shall act as the signatory on behalf of the LEOs and has final authority to select members to serve on the local Board. The LEOs shall solicit nominations according to the requirements of the local Board composition. The CLEO shall establish a Board that reflects the diversity of the counties that comprise the local area by requiring at least one (1) nomination per county. The local Board representation shall be fair and equitable across the local area and shall be in accordance with WIOA policy regarding Board member nominations. Board members shall exhibit the demographic diversity of the counties within

their respective local area. Nominations shall be submitted from the leadership of organizations specifically those representing businesses, labor, education, and economic and community development to align with workforce and education needs within the State of Tennessee. The requirements for Board representation are set forth below.

**9.2 Business Requirement:** A majority—defined as any sum greater than fifty percent (50%) of local Board members must be representatives who are owners, chief executives or operating officers, or other business executives or employers with optimum policymaking or hiring authority.

**9.3 Workforce Requirement:** Not less than twenty percent (20%) of the Board members shall be workforce representatives. Such representatives shall include two (2) or more in labor organizations; and one (1) or more in a joint labor management Registered Apprenticeship program.

**9.4 Education Requirement:** At least one (1) Board member shall be a representative of a provider of Adult Education and Literacy activities under Title II of WIOA; and at least one (1) member shall be a representative of an institution of higher education that provides workforce training including community colleges.

**9.5 Government or Community Development Requirement:** The Board members shall include at least one (1) representative from each of the following: Economic or community development entities in the local area; the state Employment Service Office under Wagner-Peyser; and programs carried out under Title I of the Rehabilitation Act of 1973.

**9.6 Other Appointments:** The CLEO may appoint, at his/her discretion, other individuals to the local Board who represent local agencies or entities administering transportation, housing, and public assistance, or philanthropic organizations. The CLEO may select individuals to serve on the Board who represent entities beyond the scope of those required by WIOA.

## **Article XI**

### **Documentation to Support Board Nomination**

The approval of the nomination of each individual to serve on the local Board requires the following documentation: a Nomination Form signed by the CLEO; a Conflict of Interest Form signed by the nominee to the local Board; and a recommendation letter from the head of the organization the nominee represents, a Chamber of Commerce within the local area, or the LEO for the nominee's county. The letter shall identify the individual being nominated and must also acknowledge the nominee's policymaking or hiring authority.

## **Article XII**

### **TDLWD Certification of Board Nominee**

Completed nomination forms shall be submitted to the TDLWD Central Office at [Workforce.Board@tn.gov](mailto:Workforce.Board@tn.gov) for review. When the form is reviewed, the local Board will receive a follow-up letter of certification or denial within five (5) business days. The letter will also make a request for additional information when submitted documentation is insufficient to make a

determination. The member shall not be seated onto the local Board until a certification letter from TDLWD has been received to affirm the nomination.

### **Article XIII**

#### **Board Certification**

**10.1 Certification:** TDLWD shall certify that the composition of the local Board including the appointment process complies with the criteria outlined in WIOA Section 107 and with TDLWD’s policy. The composition of each board shall be evaluated quarterly by PIS and will coincide with local Board meetings.

**10.2 Recertification:** Recertification shall be conducted by TDLWD once every two (2) years to ensure the local workforce activities support meeting local performance measures as outlined in the local grant to include Board composition requirements. If the local Board meets all membership requirements but fails to meet all performance measures, certification shall be granted for review period for one (1) year instead of two (2). At the end of the one-year review period, recertification process will be repeated with an updated review of performance and membership composition. If this review shows that the local Board is meeting all performance measures, the regular two-year certification shall continue.

**10.3 Decertification:** The Governor shall have the authority to decertify the local Board at any time providing written notice and opportunity for comment under the following conditions: documentation of fraud or abuse; failure to meet local performance accountability measures for two (2) consecutive years; failure to meet all local Board certification requirements; and failure to carry out the required functions of the local Board. If the Governor decertifies the local Board, the Governor may require that a new local Board be appointed and certified for the local workforce development area. Certifying and new local Board shall take place pursuant to a reorganization plan developed by the Governor in consultation with the LEOs which is consistent with WIOA Section 107(b).

### **Article XIV**

#### **Board Meeting Information Access**

**11.1 Information Access:** The local Board shall make available to the public on a regular basis through electronic means and open meetings certain information such as minutes of formal, local Board meetings. This information shall be made available upon request and on the local area’s website. Records shall also be open to the public. The Board shall provide the public adequate notice (30 calendar days) of Board meetings.

**11.2 Access Provided on Website:** The Board shall make its minutes available to the public upon request and available on the Board’s website within fifteen (15) business days after the

Board's approval of the meeting minutes. Only the formal minutes must be posted on the website; no attachments of presentations at the board meeting are needed unless the Board believes that these attachments are necessary.

The local Board shall also provide the updated Board roster to be uploaded on the Board's website. The roster shall include the following information: the name of the local workforce Board; the date the member was confirmed to serve on the Board; the member's first and last name; the member's county of residence; the organization the member represents; the beginning and end dates of the member's conflict of interest statement; the category the member represents; the nominator's first and last name; the organization the nominator represents; and whether the member serves on the Executive Committee. The board roster and meeting minutes can be uploaded together, and both should be uploaded to the website with fifteen (15) business days of the Board's approval of the meeting minutes.

**11.3 Transparency for Individuals with Disabilities:** Public records must be open to public scrutiny. Transparency and accountability must be a part of the function and duties of the LWBD; business conducted in an open manner with appropriate accommodations ensures that the public, including people with disabilities, can access information concerning board meetings.

## Article XV

### Board Meeting Minutes Policy Requirement

The local Board has crafted a policy that complies with the TDLWD's Workforce Services Division Policy including all federal rules and regulations. The local Board policy reflects the signature of the Board Chairperson to demonstrate that it has been formally reviewed and approved by the Board. The local Board policy outlines the process and highlights, at a minimum, the following: the Board will provide adequate notice to the public about its upcoming meetings; conduct its business of those meetings in an open manner; arrange for all individuals, including those with disabilities, to have physical and electronic access to Board meetings, including appropriate accommodations; and arrange for the public to have access to the Board meetings and any other pertinent information related to Board business.



**Mark Short, Board Chairman**