

**Workforce Investment Act of 1998**

**LUZERNE-SCHUYLKILL  
WORKFORCE INVESTMENT BOARD, INC.  
BYLAWS**

Adopted December 9, 2010

## **ARTICLE I - NAME AND NATURE**

### **Section 1. IDENTIFICATION**

- A. The name of the nonprofit Corporation is the Luzerne-Schuylkill Workforce Investment Board, Inc. (LSWIB). This LSWIB serves Workforce Investment Area # NE-075 which combines both Luzerne County and Schuylkill County into a Workforce Investment Area as designed by the Governor of Pennsylvania to implement programs established by the Workforce Investment Act of 1998.

## **ARTICLE II - PURPOSE**

### **Section 1. GENERAL PURPOSE**

- A. The purpose of the Corporation is to develop, oversee, facilitate and recommend local workforce development services pursuant to, but not limited to, the Workforce Investment Act of 1998 and its successor legislation.

The Corporation is further authorized to pursue all means and resources to further its purposes.

### **Section 2. WORKFORCE INVESTMENT ACT POLICY**

- A. The Corporation is authorized to set policy for workforce development in Luzerne and Schuylkill counties as specifically provided by the Workforce Investment Act of 1998 or its successor legislation.

## **ARTICLE III - MANAGEMENT AND COMPOSITION OF BOARD**

### **Section 1. MANAGEMENT**

- A. The business affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors will undertake and carry on its functions and responsibilities in accordance with all applicable state and federal laws, policies, rules and regulations relating to workforce development and the Bylaws of the Corporation.

### **Section 2. NUMBER OF DIRECTORS**

- A. The number of Directors shall initially be forty-three (43) and may increase to no more than fifty-two (52) Directors. Under no circumstance shall the number of Directors be less than required by law.

### **Section 3. APPOINTMENT OF DIRECTORS**

- A. The County Commissioners of the participating units of general government (hereinafter “Local Elected Officials”) shall appoint Directors to the Board from individuals nominated or recommended in accordance with applicable law and the current, or amended, agreement between Luzerne County and Schuylkill County.
- B. The Luzerne County Board of County Commissioners shall appoint the Luzerne County Directors. The Schuylkill County Board of County Commissioners shall appoint the Schuylkill County Directors.

**Section 4. COUNTY ALLOCATION OF DIRECTORS**

- A. The number of Directors from Luzerne County and Schuylkill County shall be approximately proportionate to the population of the respective counties.

**Section 5. TERM**

- A. Directors shall be appointed for no more than two, three-year terms. Term limitations shall commence with appointments on or after July 1, 2011.
- B. Directors shall serve until their successors are duly appointed and qualified.
- C. The terms of the Directors shall be staggered over a four year period.

**Section 6. NON-PARTICIPATION OF DIRECTORS**

- A. Directors who, after receiving proper notice, are unexcused and absent from three (3) consecutive regularly scheduled meetings, may be dismissed from the Board. Dismissal from the Board shall be at the sole discretion of the Chairperson, after taking into consideration any and all information submitted by the absent Director. Upon dismissal, the Chairperson shall so advise the appointing County Commissioners.

**ARTICLE IV - OFFICERS**

**Section 1. DESIGNATION OF OFFICERS**

- A. The officers of the Corporation shall be the following:
  - (1) Chairperson
  - (2) Vice Chairperson
  - (3) Secretary
  - (4) Treasurer
  - (5) Member At-Large

**Section 2. OFFICERS' TERMS**

- A. All Officers shall be elected for a term of two (2) years. The term of office shall commence at the Annual Meeting and terminate at the end of two (2) years or upon the election and qualification of their successors, whichever is later.
- B. In the event of a vacancy in any corporate office because of death, resignation, removal, disqualification or any other cause, the Executive Board shall select a Director to fill the balance of the term.

**ARTICLE V - DUTIES OF OFFICERS**

**Section 1. CHAIRPERSON**

- A. The Chairperson shall preside at all meetings and appoint ad hoc Committees for a specific purpose. The Chairperson may also assume other supervisory responsibilities as needed.
- B. The Chairperson may be from either Luzerne or Schuylkill County but must be selected among the Directors of the Corporation who are representing the private sector.

**Section 2. VICE CHAIRPERSON**

- A. The Vice-Chairperson shall act in the absence of the Chairperson and assume the position of Chairperson, should the need arise on a temporary basis until the Chairperson resumes responsibilities.
- B. The Vice-Chairperson may not represent the same county as the chair while serving his/her current term.
- C. The Vice-Chairperson must be selected from among Directors of the Corporation who are representing the private sector.

**Section 3. SECRETARY**

- A. The Secretary shall prepare meeting minutes and keep records pertaining to Corporation business.
- B. The administration shall provide sufficient staff and/or other support to assist the Secretary in the performance of these duties.

**Section 4. TREASURER**

- A. The Treasurer shall prepare financial information and report on fiscal matters regarding all LSWIB duties.
- B. The administration shall provide sufficient staff and/or other support to assist the Treasurer in the performance of these duties.

**Section 5. MEMBER AT-LARGE**

- A. The Member At-Large shall assist the other elected officers as well as the other Directors of the Executive Committee in their roles and responsibilities to the Corporation.

**ARTICLE VI - COMMITTEES**

- A. The Standing Committees of the Corporation are:
  - (1) Performance & Evaluation Committee
  - (2) Regional Planning Committee
  - (3) Finance Committee
  - (4) Youth Committee
- B. Officers may call ad hoc committee meetings, as necessary, to address specific issues, including, but not limited to a Nominating Committee.
- C. There is established a Nominating Committee, which is ad hoc, and shall not be considered a Standing Committee.

**ARTICLE VII – EXECUTIVE COMMITTEE**

**Section 1. MEMBERSHIP**

- A. The Executive Committee shall consist of nine (9) Directors of the Corporation, the Chairperson, Vice Chairperson, Secretary, Treasurer, the Member At-Large and the Chairperson of each of the "**Standing**" Committees. The Chairperson of a Standing Committee may not be an Elected Officer.
- B. In the absence of a Standing Committee Chairperson at an Executive Committee meeting, the Co-Chair shall be extended voting privileges and be included in determining the existence of a quorum.

**Section 2. RESPONSIBILITIES**

- A. The Executive Committee shall, on behalf of the Corporation in the absence of a regularly scheduled meeting of the Directors, conduct all business of the Corporation (except those specific functions, powers, and duties reserved by the Corporation under the LSWIB/CEO Agreement).
- B. The actions of the Executive Committee need not be ratified by the Board.
- C. The Executive Committee shall be responsible for the continuity of all programs and functions of the Corporation as they present themselves.

**Section 3. MEETINGS**

- A. Regular meetings of the Executive Committee shall be at the call of the Chairperson or Vice-Chairperson of the Corporation.

**Section 4. QUORUM**

- A. A quorum for conducting business of the Executive Committee shall be a majority of the Executive Committee.

**ARTICLE VIII - MEETINGS**

**Section 1. DIRECTORS' MEETING SCHEDULE**

- A. There shall be, at a minimum, two (2) full Directors' meetings of the Corporation during the fiscal year. Notice of such meeting(s) shall be sent to each Director at least two (2) weeks prior to the meeting date.

**Section 2. SPECIAL MEETINGS**

- A. Special Board meetings may be called by the Chairperson, Vice-Chairperson, a majority of the Executive Committee or by a petition of 50% of the Directors. Notice of special meetings shall be given to all Directors at least 48 hours prior to the meeting and notice as required by the Sunshine Act.

**ARTICLE IX – ORDER OF BUSINESS**

**Section 1. ORDER OF BUSINESS**

- A. The order of business at all meetings of the Corporation, including the Executive Committee, and any Standing or adhoc Committees shall be as prescribed by the Chairperson of the Corporation or committee.

## **ARTICLE X –FISCAL YEAR**

The fiscal year of the Corporation shall commence on July 1 and end on June 30.

## **ARTICLE XI - ANNUAL MEETING**

The annual meeting of the Corporation shall be the last full meeting of the Board of Directors held on or before July 1<sup>st</sup>. In the event, the annual meeting is not called, any Director may call for the Annual Meeting, which shall be held as soon as practical thereafter.

## **ARTICLE XII – QUORUM**

- A. A quorum for conducting business of a Regular Director meeting, Special Director meeting, or any other meetings, including committee meetings, shall be thirty-three and one-third (33-1/3%) percent of the board or committee membership, except that a quorum for the Executive Committee meetings shall be as provided in Article VII, Section 4 of these Bylaws.
- B. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of members, which leave less than a quorum.

## **ARTICLE XIII – CONFERENCE CALLS**

Any meeting of the Corporation, including, but not limited to the Regular Director meeting, Special Director meeting, Executive Committee and Standing Committees may convene via telephone, skype, electronic or other remote participation conferencing arrangements. The Directors may convene via conferencing arrangements that are audible to both attendees in person as well as those attending via conference. Further, those attending via conference shall be offered all the rights of those attending in person, including but not limited to the right to make motions as well as the right to vote. Those persons participating via conference call shall be included in determining the existence of a quorum for conducting business.

## **ARTICLE XIV – WRITTEN NOTICE**

Whenever written notice is required, pursuant to these Bylaws, notice may be given by mail, email or other form of communication customarily used by the Corporation for communicating with a Director.

## **ARTICLE XV - PROXIES**

Directors may from time to time be represented by voting proxies, selected or designated by the Director only and evidenced by a written proxy signed and dated by the Director. The proxy so appointed shall have all of the rights of the Director. A proxy shall expire after sixty (60) days.

## **ARTICLE XVI - VOTES AND PROCEDURES**

### **Section 1. ONE VOTE**

- A. Each Director shall have one (1) vote.

### **Section 2. MODERN RULES OF ORDER**

- A. Procedures of the Corporation shall be governed by the Modern Rules of Order, as now in effect or hereafter amended.

### **Section 3. VOTING PRIVILEGES**

- A. Directors or Proxies either attending in person or by conference may vote on any matter.
- B. In the event of a tie vote on any matter, then in that event, the vote of the Chairperson shall be deciding and shall be noted in the minutes.

## **ARTICLE XVII - ELECTIONS**

### **Section 1. NOMINATING COMMITTEE**

- A. Nominations for the Election of Officers will be received from the Nominating Committee, consisting of no less than three (3) Directors, appointed by the Chairperson.
- B. The Nominating Committee shall make its recommendation, in writing, to the Directors no less than thirty (30) days prior to the Annual Meeting.

### **Section 2. OTHER NOMINATIONS**

- A. Any five (5) Directors may make additional nominations, which shall be, in writing, and communicated to the Directors no less than fifteen (15) days prior to the Annual Meeting.

### **Section 3. TIME FOR ELECTION**

- A. Elections shall be held every two (2) years at the Annual Meeting.



**Section 4. CONDUCT OF ELECTIONS**

- A. All elections shall be by ballot, unless modified by the Directors, at the Annual Meeting. Modification of the election process shall require the vote of a majority of a quorum.

**Section 5. VOTING**

- A. All Directors in attendance, by conference or proxy, may vote during the election of Officers.
- B. In the event of a tie vote in any election, then in that event, the vote of the Chairperson shall be deciding and shall be noted in the minutes.

**ARTICLE XVIII – CONFLICT OF INTEREST**

- A. The Directors are subject to the Conflict of Interest Policy of the Corporation, as adopted from time to time.
- B. The Directors are also subject to the Conflict of Interest Policies of the State Workforce Investment Board, Commonwealth of Pennsylvania Department of Labor and Industry and other policies and procedures binding upon the Directors of the WIB by outside agencies.

**ARTICLE XIX – INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED PERSONS**

- A. Limitation on Personal Liability. The limitation of personal liability of Directors shall be, to the fullest extent possible pursuant to the applicable section of the Nonprofit Corporation Law of 1988, as amended.
- B. Officers and Directors Liability Insurance. The Corporation shall maintain Officers and Directors Liability Insurance in an amount to be determined from time to time.

**ARTICLE XX - AMENDMENTS**

**Section 1. BY-LAW AMENDMENTS**

Bylaws may be amended or revised by an affirmative vote of a quorum of the Directors at a meeting specifically called for the purpose of amending the Bylaws. Copies of the amendments(s) shall be provided by notice to all Directors, in writing, at least fourteen (14) days prior to the meeting.

**ARTICLE XXI - DISSOLUTION CLAUSE**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, religious or scientific purposes, or shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively or such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws were approved this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Attestation of Officers:

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Vice Chairperson

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Member At Large