



*Cape & Islands*

# WORKFORCE INVESTMENT BOARD

## **BY-LAWS OF CAPE AND ISLANDS WORKFORCE INVESTMENT BOARD**

### **ARTICLE I Members**

*Section 1. Membership.* The corporation shall not have any members. Any action or vote required or permitted by law to be taken by members shall be taken by action of the same percentage of the Directors of the corporation.

### **ARTICLE II Directors**

*Section 1. Powers.* The Board of Directors shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers. The Board of Directors shall employ an Executive Director to administrate the organization, direct its daily operation and execute the policies of the Board. The Executive Director shall have the authority to employ and discharge such personnel as from time to time may be deemed necessary in accordance with the Personnel policy as established by the Board. The Executive Director shall serve ex-officio, without vote, on all committees of the corporation.

*Section 2. Number and Election.* The number of Directors shall be set according to the Workforce Investment Act but shall not be more than 40. Directors shall be selected and appointed by the Chairman of the Barnstable County Commissioners, or designee, in accordance with the Workforce Investment Act (WIA). Whenever possible, at least two (2) Directors shall be from Martha's Vineyard and at least one (1) Director shall be from Nantucket. Membership on the Board shall reflect the private sector and community, labor, educational and other non-private entities, as specified in the WIA. The Chairperson of the Youth Council shall, upon election, become a member of the Board.

*Section 3. Vacancies.* Any vacancy at any time existing in the Board of Directors shall be filled by the Chairperson of the Barnstable County Commissioners, or designee, in accordance with the WIA.

*Section 4. Tenure.* Members of the Board of Directors shall be appointed to staggered terms, with one-third of the initial Board members to be appointed to one-year terms, one-third to two-year terms, and one-third to three-year terms, and thereafter one-third of the Board to be

appointed to three-year terms at each annual meeting. Directors shall serve until their successors are duly appointed. Directors may be reappointed after their initial term expires.

*Section 5. Resignation.* Any Director may resign by delivering his or her written resignation to the corporation at its principal office or to the Chairperson. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

*Section 6. Removal.* A Director may be removed from office with or without cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

*Section 7. Annual Meeting.* The date, place, and time of the annual meeting of the Directors, shall be fixed by the Directors. In the event that no date for the annual meeting is established or if no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

*Section 8. Regular Meetings.* Regular meetings of the Directors shall be held at least six times each fiscal year at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given to Directors of regular meetings held at times and places so fixed. The foregoing notwithstanding, notice of all regular meetings shall be filed with the Barnstable County Commissioners in accordance with the laws of the Commonwealth of Massachusetts regarding Open Meetings, in particular, Mass. Gen. Laws c. 39, §23B, or its successors, if applicable.

*Section 9. Special Meetings.* Special meetings of the Directors may be called by the Chairperson or by any five (5) Directors, and shall be held at the place designated in the notice or call thereof.

*Section 10. Notices.* Notices of any special meeting of the Directors shall be given to each Director by the Clerk (a) by mailing to him or her, postage prepaid, and addressed to him or her at his or her address as registered on the books of the corporation, or if not so registered at his or her last known home or business address, a written notice of such meeting at least four days before the meeting or (b) by delivering such notice by hand or by telegram, telecopy or telex to him or her at least forty-eight hours before the meeting at such address, notice of such meeting or (c) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting. Such notice, if the meeting is called otherwise than by the Clerk, may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the clerk shall constitute a call of the meeting by him or her. If the Clerk refuses or neglects for more than twenty-four hours after receipt of a call to give notice of such special meeting, or if the office of Clerk is vacant or the Clerk is absent from the Commonwealth of Massachusetts or incapacitated, such notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its

commencement the lack of notice. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting. In addition, notice shall be filed with the Barnstable County Commissioners in accordance with the laws of the Commonwealth of Massachusetts regarding Open Meetings, in particular Mass. Gen. Laws c. 39, §23B, or its successor, if applicable.

*Section 11. Quorum.* A Quorum for any meeting of the Directors shall be a majority of the Directors then in office.

*Section 12. Action at Meeting.* At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

*Section 13. Committees.* The Directors shall, by vote, create an Executive, any other Standing Committees, or Task Forces and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Members and Chairperson of the standing committees and task forces shall be appointed by the Chairperson in consultation with the Executive Committee. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors.

The Executive Committee shall consist of the officers of the corporation, the immediate past-Chairperson (if still a Director) and two members recommended by the Executive Committee and elected by the Directors. The Chairperson of the corporation shall serve as Chairperson of the Executive Committee. The Executive Committee may conduct the business of the corporation during the months in which the Board does not meet or in emergency circumstances, subject to the requirements of the Massachusetts Open Meeting Laws, if applicable. The Executive Committee will recommend to the CEO individuals for appointment as Directors.

Other standing committees shall be:

- (a.) Budget and Finance
- (b.) Youth Council
- (c.) Planning & Evaluation Committee
- (d.) Human Resource Committee
- (e.) Marketing / Community Relations Committee
- (f.) Leadership Committee

Committee duties:

Budget and Finance Committee:

- (a.) Shall recommend an annual budget.

- (b.) Will review monthly financial statements and make regular reports to the Board.
- (c.) The Treasurer will serve as Chairperson of the Finance Committee.

Youth Council:

- (a.) Will develop the portions of the local plan relating to eligible youth, as determined by the chairperson of the Board.
- (b.) Subject to the approval of the Board, and consistent with section 123 of the Workforce Investment Act of 1998, the Youth Council will recommend eligible providers of youth activities, to be awarded grants or contracts on a competitive basis by the Board to carry out youth activities, and will conduct oversight with respect to the eligible providers of youth activities.
- (c.) Will coordinate youth activities authorized under section 129 of the Workforce Investment Act of 1998.
- (d.) Will assume other duties determined to be appropriate by the chairperson of the Board.

Planning & Evaluation Committee:

- (a.) Is charged with the oversight and monitoring of the Career Opportunities Centers.
- (b.) Other planning activities either state mandated or Board directed.

Human Resource Committee:

- (a.) Serves as the appeal authority for personnel grievances as set forth in the Personnel Policy Manual.
- (b.) Decisions of the Human Resource Committee will be submitted to the Executive Committee prior to final approval by the full Board of Directors.
- (c.) Review the organization's Personnel Policies and recommend changes to the Executive Committee

Marketing/Community Relations Committee:

- (a.) Will recommend and oversee the design and execution of marketing campaigns of the organization
- (b.) Will provide support to other committees of the organization with marketing efforts
- (c.) Will identify opportunities for the organization to access media outlets to publicize the efforts of the organization

Leadership Committee:

- (a.) Is composed of the Executive Committee, Chairs of all WIB committees, and others who may be appointed by the Executive Committee
- (b.) Will provide long range direction for the organization through the development of strategic plans
- (c.) Will benchmark current activities to the strategic planning documents

*Section 14. Telephone Conference Meetings.* To the extent not inconsistent with the

Massachusetts Open Meeting laws, if applicable, the Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

*Section 15. Email voting.* To the extent not inconsistent with the Massachusetts Open Meeting Laws, if applicable, the Board may vote by email.

*Section 16. Attendance.* Directors are expected to attend all regular and all properly-noticed special meetings of the Board of Directors, and all regularly scheduled meetings of the committees appointed hereunder. Failure to attend at least one-half of such Board and Committee meetings may result in removal from the Board.

*Section 17. Open Meetings.* The Board of Directors and its committees shall comply with the laws of the Commonwealth of Massachusetts regarding Open Meetings, including Mass. Gen. Laws c. 39, §23B or its successor. Non-members in attendance shall be seated apart from Directors and shall have the right to speak only when recognized by the Chairperson. After convening an Open Meeting, the Board may vote to hold an executive session in accordance with and for any purpose allowed by Mass. Gen. Laws c. 39, §23B, or its successor, where applicable.

### **ARTICLE III**

#### **Officers**

*Section 1. Enumeration.* The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Clerk.

*Section 2. Election and Vacancies.* The Chairperson, Vice-Chairperson, Treasurer and Clerk shall be elected annually by the Directors acting upon a recommendation of the Executive Committee at their annual meeting or the special meeting held in lieu thereof. All officers may be chosen by the majority vote of the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term.

*Section 3. Qualification.* All officers must be Directors. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process.

*Section 4. Tenure.* Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the Chairperson, Vice-Chairperson Treasurer and Clerk shall hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, and thereafter until a successor is chosen and qualified. Other officers shall hold office until the next annual meeting of Directors, or the special meeting held in lieu thereof, unless a shorter term is

specified in the vote choosing or appointing them. Officers may serve consecutive terms in any office.

*Section 5. Resignation.* Any officer may resign by delivering his or her written resignation to the corporation at its principal office or to the Chairperson or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

*Section 6. Removal.* The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

*Section 7. Chairperson.* The Chairperson shall be a representative of the private sector as described in the WIA. The Chairperson, when present, shall preside at all meetings of the Directors. It shall be the Chairpersons duty and the Chairperson shall have the power to see that all orders and resolutions of the Directors are implemented. The Chairperson shall report to the Directors all actions which the interests of the corporation may require to be brought to its notice. The Chairperson shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

*Section 8. Vice-Chairperson.* In the absence or disability of the Chairperson, the powers and duties of the Chairperson shall be performed by the Vice-Chairperson. The Vice-Chairperson must be a representative of the private sector as described in the WIA. The Vice-Chairperson shall have such other powers and perform such other duties as the Directors shall from time to time designate.

*Section 9. Treasurer.* The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. The Treasurer shall promptly render to the Chairperson and to the Directors such statement of his or her transactions and accounts as the Chairperson and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

*Section 10. Clerk.* The Clerk shall record in books kept for the purpose all votes and proceedings of the Directors at their meetings. The Clerk shall sign the minutes of the meetings of the Board. The Clerk shall be responsible for complying with public notice requirements of the Massachusetts Open Meeting laws. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

#### **ARTICLE IV** Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of

the Articles of Organization, By-Laws and records of all meetings of the incorporators and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office.

#### **ARTICLE V**

##### Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

#### **ARTICLE VI**

##### Fiscal Year

The fiscal year of the corporation shall be the year ending with June 30 in each year.

#### **ARTICLE VII**

##### Diversity Plan

It is the intent of the Cape and Islands Workforce Investment Board to maintain a membership that reflects the geographic, ethnic, cultural, and economic diversity of the area that we serve; the Board embraces the differences and variety in our region, and strives to harness the region's rich diversity in the makeup of the Board, as well as in its hiring, contracting, planning and customer service practices.

##### Conflict of Interest

Members of the Board may not:

- 1) Vote on a matter under consideration by the Board;
  - (a.) regarding the provision of services by such member (or by any entity that such member represents; or
  - (b.) that would provide direct financial benefit to such member or the immediate family of such a member; or
  - (c.) engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.

#### **ARTICLE VIII**

##### Indemnification

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request as a Director, officer, employee or other agent of any other organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including

amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by otherwise, no indemnification either for said payment of for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:

- (i) by a majority vote of a quorum consisting of disinterested Directors;
- (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- (iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her actions was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- (iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such actions, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his or her good faith belief that her or she has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the corporation and any allocation made in the good faith by such counsel of fees and disbursements payable by



any such indemnified person shall be final and binding upon the corporation and such indemnified person.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used in this Article the terms “person”, “Director”, “officer”, “employee”, and “agent” include their respective heirs, executors and administrators; an “interested” Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or any similar grounds is then pending.

If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

## **ARTICLE IX**

### **Amendments**

The Directors may make, amend, or repeal these By-Laws, in whole or in part by a two-thirds vote of the full Board any meeting at which a quorum is present, provided there has been a reading of the proposed changes at a regular or properly-noticed special meeting and a full statement of the proposed amendments was mailed to all Directors at least thirty (30) days prior to the vote.

As amended on September 28, 2010