

DRAFT

**BYLAWS FOR
EASTERN CAROLINA WORKFORCE DEVELOPMENT BOARD
A PRIVATE NOT-FOR-PROFIT CORPORATION**

ARTICLE I
NAME AND OFFICES

These Bylaws have been adopted pursuant to the Articles of Incorporation and the authority of the State of North Carolina. This organization shall use the name Eastern Carolina Workforce Development Board, Inc. For the purpose of these Bylaws, the Board or Board of Directors shall mean Eastern Carolina Workforce Development Board, Inc. The principal office of Eastern Carolina Workforce Development Board, Inc. shall be at 233 Middle Street, Suite 109, 1341 South Glenburnie Road, New Bern, North Carolina.

ARTICLE II
PURPOSE

Section 1. The purposes for which the Corporation is organized is to perform all functions of a Workforce Investment Board and Local Area as set forth in the Federal Workforce Investment Act of 1998 ("WIA") or the corresponding provision of any future United States law of related purpose and the rules and regulations promulgated thereunder, and to perform such functions in partnership with the Eastern Carolina Job Training Consortium.

Section 2. The Corporation shall encompass the counties of Carteret, Craven, Duplin, Greene, Jones, Lenoir, Onslow, Pamlico, and Wayne.

Section 3. The Eastern Carolina Workforce Development Board shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III
BOARD OF DIRECTORS

Section 1. There shall be a Board of twenty-eight (28) Directors appointed from within the local area. There shall be private sector Directors appointed from each county for a total of eighteen (18) or 64%. The Board shall be appointed by the member counties of the Eastern Carolina Job Training Consortium. Additional Directors shall be recruited, qualified and appointed who are a member or able to adequately represent one or more of the following groups: Community-based organizations and organized labor, who shall constitute not less than 15% membership of the WDB; and representatives from the following: Education agencies; vocational rehabilitation agencies; public assistance agencies; economic development agencies; and the public employment service. Over 50% must be representatives of the private sector. Directors not representing the private sector may come from any county of the region. The Directors of the WDB, by means of an Executive Committee, shall have final approval on new replacements to ensure that the above categories are maintained.

Section 2. Terms shall be for two years beginning July 1 in the appropriate year. Terms shall be staggered so that at any given time half of the members are experienced in WDB functions. A vacancy shall be filled by the procedure prescribed for all other appointments and shall be for the remainder of a term. ~~The number of consecutive terms for membership shall not exceed a total of ten years.~~

Section 3. The Board of Directors shall advise the Consortium Counties of potential Board vacancies prior to the end of the term. In the case of a midterm vacancy, an immediate replacement shall be requested of the Consortium County represented by the departing Member. The appointed director shall fill the remaining term of office.

ARTICLE IV MEETINGS

Section 1. Meetings of the Board of Directors shall be held at least bi-monthly at a date and location determined by said Board. Special meetings of the Board of Directors may be called at any time by the Chairman or any two (2) Directors. Notice of all regular meetings of the Board of Directors shall be given in a timely manner. There shall be an annual meeting to be held as soon as practical after the end of the fiscal year. The annual meeting may be held in lieu of a bi-monthly meeting.

Section 2. A quorum of at least a majority of the Board of Directors then holding office is necessary before any business shall be transacted at any meeting of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. However, ~~thea two-thirds vote of those present of two-thirds of the Directors then holding office~~ shall be required to ~~adopt, amend or repeal~~ a by-law. The Chairman shall not vote except in case of tie, in which event he/she shall cast the deciding vote.

ARTICLE V DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation, except those specified, granted, or reserved by law, or these Bylaws, shall be vested in the Directors.

Section 2. The Board of Directors may purchase and lease personal and real property, pledge and sell such property, and make contracts and agreements in prosecution of Corporation purposes and operations. The Board of Directors shall administer any contributions and requests.

Section 3. The Board of Directors shall develop and implement policies necessary for the administration and operation of the Corporation, to ensure mission accomplishment plus the safety and well being of employees and clients.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall elect for a term of two years a Chairman, a Vice Chairman, and a Secretary/Treasurer to serve no more than two (2) consecutive terms. The Chairman, Vice Chairman and Secretary/Treasurer must be from the private sector. The Executive Committee shall nominate these officers who shall be elected from the Board's membership and shall serve from their election at the annual meeting until their successors are elected and qualified or until they are no longer Directors. If an officer is unable to complete his/her term the Board shall elect a successor to complete the remaining portion of the original term. The Vice-Chairman should not be required to succeed the Chairman at the end of the Chairman's term of office.

Section 2. Chairman. The Chairman of the Board shall serve as the chief elected officer and shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chairman shall, with the advice and counsel of the Executive Committee and Executive Director determine all committees, and appoint the Chairman and members of all committees. The Chairman shall be an Ex-officio member of all Committees. The Chairman of the Board shall exercise all authority and execute all instruments authorized or directed by the Board of Directors and shall perform all customary duties of the office of Chairman of the Board and such other duties as prescribed by the Board of Directors from time to time.

Section 3. Vice Chairman. The Vice-Chairman of the Board shall succeed to the office of Chairman of the Board in the case of resignation or incapacity. In the absence of the Chairman, the Vice-Chairman shall assume his/her duties, powers, and restrictions. The Vice-Chairman shall be an Ex-officio member of all committees. The Vice-Chairman of the Board shall perform such other duties as may from time to time be assigned by the Chairman of the Board, the Executive Committee or by the Board of Directors.

Section 3. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the safeguarding of all funds received by the Board and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Secretary/Treasurer and the Executive Director or in the absence of either or both, by Board approved designees. The Secretary/Treasurer shall submit a financial report to the Board of Directors during its regular meetings. The Secretary/Treasurer of the Board shall perform such other duties as may from time to time be assigned by the Chairman of the Board, the Executive Committee or by the Board of Directors.

Section 4. Executive Director. The Board of Directors in conjunction with the CEO of the Consortium may employ an Executive Director that shall have the responsibility for the day to day management of the business and affairs of the Corporation within the Board established policies and procedures. The Executive Director shall be an Ex-officio member of the Corporation Board of Directors and all committees of the Board, without vote and shall serve as the Chief Financial Officer for the Board of Directors. The Executive Director shall be responsible for seeing to the proper keeping of the minutes of the meetings of the Board of Directors and of the Executive Committee. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws. He/she shall submit an annual budget to the Board of Directors for their approval prior to the start of any fiscal year. The Executive Director shall monitor actual financial

performance against budget programming. He/she shall be subject to all other conditions and restrictions as may be made and shall perform such duties specified by the Board of Directors or as may be required by the law.

ARTICLE VII
CONFLICT OF INTEREST

Section 1. No official or employee of the ECWDB authorized in their official capacity to negotiate, make, accept, or approve, or to take part in the negotiating, making, accepting, or approving any contract or subcontract in connection with a project; shall have directly or indirectly, any financial or personal interest in any such contract or subcontract. It shall be against the policy of the ECWDB for any employee or volunteer to directly or indirectly, corruptly ask, demand, exact, solicit, accept, receive, or agree to receive anything of value for themselves or any other person or entity in return for:

- Being influenced in the performance of their job or position.
- Being influenced to commit or aid in committing, or to collude in, or allow, any fraud, or to make opportunity for the commission of any fraud on the ECWDB.
- Being induced to do or admit to any act in violation of their official duties.

ARTICLE VIII
COMMITTEES

Section 1. The Chairman of the Board shall have the power, except as otherwise provided in this Article, to appoint the members of any Committee for a term of two (2) years. No Committee, except as elsewhere provided in this Article, shall take any action or position on behalf of the Corporation and its Board of Directors, bind the Board or exercise the authority of the Board in the management of the Corporation. The Chairmen of all the Committees shall be members of the Board of Directors. The Executive Committee of the Board of Directors shall meet at the call of the Chairman of the Board or the written request of any two (2) members of the committee. The Board's other Committees shall meet at the call of their respective Chairman or the Chairman of the Board.

Section 2. The Executive Committee in concurrence with the Eastern Carolina Job Training Consortium CEO shall have authority to act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the board for its actions. It shall be composed of one private sector representative from each county to include the Chairman, Vice Chairman, and Secretary/Treasurer.

ARTICLE IX
GOVERNING RULES

Section 1. The revised Robert's Rules of Order, shall govern meetings of the Board of Directors and the Executive Committee when not in conflict with these Bylaws or rules adopted by the Board of Directors.

Section 2. The Fiscal Year of the Corporation will be from 1 July through 30 June of the following annual year.

Section 3. The Board of Directors may authorize any officer or employee, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument or to sign checks. Such authority may be general or it may be confined to specific instances; and unless so authorized by the Board of Directors, no officer or employee shall have the power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it financially liable for any purpose or in any amount.

ARTICLE X
CHANGE OF BYLAWS

The Board of Directors shall have the power by a ~~two-thirds~~ vote ~~of those present~~ of two thirds of all the Directors to make, alter, amend and rescind the Bylaws. Ten (10) days' written notice must be given by the Secretary/Treasurer of any proposed amendments before the meeting at which it is considered.

ADOPTED THIS _____ DAY OF _____, 20013

Eastern Carolina Workforce Development Board

For the Board _____
CHAIRMAN

STATE OF NORTH CAROLINA

COUNTY OF _____

I, _____, a Notary Public, do hereby certify that _____ personally appeared before me this day and acknowledged the execution of the foregoing instrument.

WITNESS my hand and official stamp or seal, this _____ day of _____, 20013.

Notary Public

My Commission Expires: _____