



**WORKFORCE DEVELOPMENT BOARD OF ROCKLAND COUNTY**  
**BY-LAWS**

**ARTICLE I**  
**NAME AND AUTHORITY**

**Section 1. Name**

The name of the Board will be called Workforce Development Board of Rockland County or Rockland Workforce Development Board (hereinafter referred to as “Rockland WDB” or “WDB”), which is certified by the Governor of the State of New York. Pursuant to the Workforce Innovation and Opportunity Act of 2014, (hereinafter referred to as WIOA).

**Section 2. Authority**

The direction and objectives of the Rockland WDB shall be to act on behalf of the Rockland Workforce Development Area (hereinafter referred to as “Rockland WDA” or “WDA”) and to provide policy guidance for and oversight of the WDA as set forth in WIOA, as determined by the Chair of the WDB and confirmed by the other members of the WDB.

**Section 3. Principal Location**

The address of the principal office of the WDB is: 14 Liberty Square Mall, Stony Point, Ny 10980

**ARTICLE II**  
**PURPOSE AND FUNCTIONS**

**Section 1. Purpose**

Proposed regulation § 679.300 states the purpose of the WDB. The WDB represents a wide variety of individuals, businesses, and organizations throughout the local area. The WDB serves as a strategic convener to promote and broker effective relationships between the chief elected official (CEO) and economic, education, and workforce partners.

The WDB must develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth. WDB members must establish a platform in which all members actively participate and collaborate closely with the required and other partners of the workforce development system, including public and private organizations. This is crucial to the WDB's role to integrate and align a more effective, job-driven workforce investment system.

**Section 2. Functions**

Pursuant to § 679.370 of the proposed regulations, functions of the WDB shall include:

- Development and approval of a Local Plan consistent with WIOA Sec. 108;
- Workforce research and regional labor market analysis;
- Development and approval of a budget for the activities of the WDB and WDA, consistent with the WDA Local Plan and duties of the WDB, subject to approval of the County Executive;

- Approval of procurement awards budgeted in the WDA Local Plan, including grants and contracts with One Stop Operators and direct service providers.
- Convening, brokering and leveraging local workforce development stakeholders;
- Leading efforts to engage with a diverse range of employers and entities in the region;
- Negotiation of local performance measures;
- Leading 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;
- Identifying and promoting proven and promising practices;
- Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers;
- Designating, with agreement of the CEO, of the Career Center operator, youth providers and identification of eligible training providers;
- Provision of program oversight and consumer choice requirements, in partnership with the Chief Elected Official;
- Coordination with education providers;
- An annual assessment of the physical and programmatic accessibility in accordance with WIOA Sec. 188 and the Americans with Disabilities Act of 1990 of all one-stop centers in the local area; and
- Certification of one-stop centers.
- Collaboration as needed on regional, local and state initiatives; and
- Approval of plans for the implementation of goals and objectives for the WDB, including realization of efficiencies, cost savings, synergies, best practices, conservation of resources and pooling of complementary resources.

### **ARTICLE III MEMBERSHIP**

#### **Section 1. Composition**

(I) The composition requirements for membership of the WDB was established as stipulated in the Workforce Innovation and Opportunity Act of 2014.

(II) Representation required under WIOA Sec. 107(b)(2).

- Election of a Chairperson, who shall be a business representative (business representatives must be owners, CEOs, or other business executives or employers with optimum policymaking or hiring authority);
- A majority of the members must be business representatives;
- 20% of the members must be workforce representatives (which must include two organized labor representatives nominated by local labor federations and one apprenticeship representative; and may include representatives from Community Based Organizations and organizations with experience serving youth);
- One Title III Wagner -Peyser representative;

- One Title II Adult Education and Literacy representative;
- One Higher Education representative;
- One Economic and Community development representative; and
- One Title IV Vocational Rehabilitation representative.

WIOA allows optional and discretionary appointments, and allows members to represent multiple, required representation slots.

All members shall be nominated and appointed in conformance with WIOA Sec 107(b)(1) and (2).

**Section 2. Terms of Office, Removal, Vacancies**

The Grant Recipient Chief Elected Official (CEO) of Rockland County will nominate the WDB Chair and WDB members through the following process.....

(I) WDB members are appointed for a fixed two (2) year term, renewable bi-annually. Prospective candidates for board membership are reviewed by the Nominating Committee, and the Committee's recommendations are then presented to the full board for approval at its next regularly scheduled meeting. Successful nominees are forwarded to the County Executive for appointment in the County Executive's discretion. To stagger terms to ensure that only a portion of membership expire in a given year, initially half of the members will be assigned and additional one (1) year term.

(II) Vacancies in the positions of WDB members created by death, resignation, disqualification or any other reason shall be reported to the County Executive and New York State DOL within 30 calendar days of such event. Any WDB member may also be removed at the sole discretion of the County Executive.

(III) The resignation of a WDB member shall be effective upon receipt of written notice to the Chairperson, with a copy to the County Executive. If a resignation is verbally given by a WDB member, the Chairperson shall confirm the resignation in writing.

(IV) The officers of the WDB shall hold office for a fixed two (2) year term, renewable bi-annually, or until a successor has been duly elected and qualified. Officers must be members of the WDB.

(V) Any officer elected pursuant to this Article may be removed by the WDB for cause, in consultation with the County Executive, whenever in the WDB's judgment the best interest of the WDB would be served thereby. Removal shall be affected by two-thirds (2/3) vote of WDB members attending a meeting called for this purpose where there is a quorum. Any officer may also be removed at the sole discretion of the County Executive.

(VI) A vacancy in any office other than Chair may be filled by the WDB, in consultation with the County Executive, for the unexpired term of the office so vacated, at any meeting of the WDB, wherein proper notice of such proposed action has been given to the WDB members. Any vacancy may also be filled at the sole discretion of the County Executive. The Chair's position may be filled only by appointment of the County Executive.

**Section 3. Compensation**

In accordance with WIOA 101(h)(3) and 107(f)(3), the WDB director (and staff) are subject to limitations on the payment of salary and bonuses described in WIOA section 194(15). In addition, members of the WDB shall serve without compensation.

#### **Section 4. Rights and Powers of Members**

Members shall have and may exercise the following powers, in addition to the powers and functions set forth in Article I.2, such as approval and interpretation of the statement of mission and philosophy of the WDB, and to require the WDB to operate in conformance with such statement.

### **ARTICLE IV OFFICERS**

#### **Section 1. Selection**

(I) The Chair is appointed by and serves at the request of the County Executive with a vote and approval by the WDB and shall be a representative of a business in the local area.

(II) The Chair shall be the executive officer of the WDB and shall in general supervise and control all of the business and affairs of the WDB. The Chair shall:

- (i) Preside at all meetings of the WDB and advise the other WDB members on matters of general policy;
- (ii) Provide leadership to the WDB in carrying out its collective responsibility to develop a broad community wide base of voluntary support and cooperation in delivering the basic objectives of the WDB

(III) The WDB shall elect other officers for the WDB (vice chair, secretary and treasurer) from among the WDB members. A WDB member may serve in two or more offices at the same time but will only be allowed one vote.

(IV) The vice chair shall be a representative of a business in the local area. The vice chairperson shall perform other duties as from time to time may be assigned by the chair or by the WDB.

(V) The secretary shall certify the minutes of the WDB and the minutes of any special meetings, issue any necessary correspondence and notices as may be assigned by the WDB, maintain all records of the WDB, issue any necessary correspondence and notices, and perform other duties as may be required.

- (i) All such WDB documents shall be maintained at the Rockland WDB Office. The WDB staff shall assist the secretary in execution of these duties.
- (ii) In the event the secretary is absent or refuses to perform such duties, the Chair or other member calling a meeting may direct any person to perform such duties.

### **ARTICLE V MEETINGS**

#### **Section 1. Schedule of Meetings**

(I) The WDB shall hold regular meetings at a minimum of four (4) per calendar year, at a time and place to be determined by the chairperson.

(II) Special meetings may be called upon request of the chair. Prior to the meeting, such a request shall state in writing, the subject to be discussed at the special meeting.

**Section 2. Notice**

(III) WDB meetings will be planned for the full year and written notice of the time and place of every meeting of the WDB shall be given to the WDB members. Once a year, the WDB will hold a meeting inviting the business community and other stakeholders to attend and discuss the strategic plans/direction of the WDB.

(IV) Regular meetings shall be open and accessible to the public. A general public notice of regular WDB meetings shall be posted in the One-Stop websites.

**Section 3. Sunshine Provision**

(V) In compliance with open meetings regulations for entities receiving WIOA Title I funds, the WDB shall conduct its business in an open manner and make activities of the WDB available to the public through posting of materials to the WDB's websites, including the development of the local plan, specific policies and the minutes of formal WDB meetings upon request.

**Section 4. Quorum, Proxies, and Voting**

(VI) A majority of the total membership of the WDB, including vacancies of the required member representatives shall constitute a quorum for the transaction of business at any WDB meeting, but a less number may adjourn.

(VII) Each WDB member shall have one vote.

(VIII) If a quorum is present, only absent ex-officio members may vote by proxy. Proxy votes must be in writing, signed by the absentee member, and specifically address the exact items of business that will be voted on during that meeting (attached By-Laws Form 1).

(IX) Unless otherwise required by law or these by-laws, the vote of a majority of the WDB members present shall constitute an act of the WDB, provided that a quorum is present at the time of the vote and that the votes cast in favor of such action shall at least be equal to the quorum.

(X) Any action of the WDB will be voted upon at a meeting via the adoption of a resolution authorizing the action in accordance with the sunshine provision of the Act. The resolution and the record of the voting results shall be duly filed with the minutes of the proceedings of the WDB.

(XI) For circumstances in which the chairperson determines it is prudent for the WDB to make a tentative decision prior to the formal WDB vote, electronic voting (e.g., via email) will be permitted. Such provisional electronic voting may be used where delaying a vote may have significant negative impact or other unintended detrimental outcome, and shall not be binding until a formal vote by the WDB (as per Section 4.VI to XI above) ratifying the electronic votes is taken by the WDB.

**Section 5. Attendance**

(XIII) A WDB member who has more than two (2) unexcused absences for WDB meetings in a given calendar year, and who continues such absences after being notified by the WDB chairperson, may be deemed to have resigned from the WDB. The WDB may advise the County Executive and recommend that such WDB member be removed and replaced.

**Section 6. Use of technology**

WIOA Sec. 107(d)(7) requires boards to develop strategies for the use of technology to maximize the accessibility and effectiveness of the local workforce development system. Technology will also be used to

promote WDB Member participation. Technology shall be used to improve WDB functions, broker relationships with stakeholders, and any other conditions governing appointment or membership on the WDB as deemed appropriate by the CEO. Specifically, email, conference calls, webinars, and websites may be used to maximize accessibility and effectiveness. Further, the WDB must make available to the public, on a regular basis, information regarding the activities of the WDB through electronic means, as required by WIOA Sec. 107(e).

## **ARTICLE VI COMMITTEES**

### **Section 1. Executive Committee of the WDB**

(I) The chairperson, with the approval of the WDB, may appoint from among the WDB members an Executive Committee of the WDB.

(II) The Executive Committee shall be comprised at a minimum of the Chair, Vice Chair, Secretary and Treasurer, in addition to the Executive Director of the WDB and Liaison to the County Executive, both of whom shall be non-voting members of the Executive Committee.

(IV) The Executive Committee shall identify major policy issues, develop WDB policy positions and provide program oversight.

(V) The Executive Committee shall have and may exercise all the authority of the WDB, except the authority of the WDB with respect to: the election of Officers or WDB members; the adoption, repeal or amendment of these by-laws; the adoption of a plan of merger, consolidation, dissolution of the WDB, or a revocation thereof; or the sale, lease, exchange or other distribution of substantially all the property or assets of the WDB other than those done in the ordinary and regular course of business.

(VI) The Executive Committee shall conduct the business of the WDB in the interim between WDB meetings as necessary. Executive Committee functions include the following for making recommendations to the WDB as appropriate:

- (i) Reviewing WDB meeting attendance and member replacement as described in Article V.
- (ii) Establishing ad hoc committees of the WDB as deemed necessary.
- (iii) Appointing Executive Committee members and nominating other committee members
- (iv) Revising of WDB by-laws
- (v) Reviewing WDB administration
- (vi) Approving budgets and procurements between WDB meetings subject to later approval by the WDB.

(VII) Executive Committee meetings shall be conducted in accordance with Article V.3, Sunshine Provision of these By-Laws.

(VIII) At the option of the Chairperson, a notice may be sent to WDB members identifying the need for the Executive Committee to meet on specified issues. Executive Committee meetings will be open to all WDB members.

### **Section 2. Other Committees**

Proposed regulation § 679.360 establishes the roles and responsibilities of standing committees within the WDB structure. Such committees are optional under WIOA, and may be used to assist the WDB in carrying out its responsibilities as outlined in WIOA sec. 107.

(IX) The chairperson may, with the approval of the WDB, appoint other committees for such particular purposes as may be deemed necessary or desirable to enhance or assist the WDB in carrying out its duties and furthering the objectives of the WDB. These committees may be comprised of the WDB members or

the community at large as long as a majority of committee members are WDB members. Any committee so appointed shall have such powers and authority as are explicitly delegated by the chairperson subject in all cases to the limitations enumerated hereinabove with respect to the Executive Committee.

## **ARTICLE VII STAFF**

### **Section 1. Staff**

(I) The WDB may employ staff as necessary to carry out the functions and purposes of the WDB and the employment and training activities in Rockland County.

(II) Executive Director: The Executive Director shall be recommended for hire by the County Executive and voted in by the WDB as per Article V.4.

(III) The duties of the Executive Director include:

- (i) Reporting to the Chair of the Rockland WDB.
- (ii) Advising the WDB on the management, development and implementation of employment and training activities in Rockland County.
- (iii) Providing on-going technical assistance for job development and training activities under the Workforce Innovation and Opportunity Act.
- (iv) Consulting with cooperating agencies to coordinate efforts and define areas of cooperation.
- (v) Developing program activities to serve customers of the agency and the One-Stop system in Rockland County.
- (vi) Monitoring and overseeing all of the activities of the Rockland County Career Center and the cooperating partner agencies.
- (vii) Preparing budgets to control costs and to allocate funds in accordance with applicable law and regulations.
- (viii) Oversight in the hiring, terminating and instructing of partner agency staff, interns and volunteers in the skills required to provide services.
- (ix) Reporting to the WDB on the activities and progress of the employment and training activities in Rockland County.

## **ARTICLE VIII CONFLICT OF INTEREST**

### **Section 1. Standards**

(I) WIOA §107 (h) stipulates that a member of a local board, or a member of a standing committee, may not (1) vote on a matter under consideration by the Local Board (A) regarding the provision of services by such member (or by an entity that such member represents); or (B) that would provide direct financial benefit to such member or the immediate family of such member; or (2) engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan. The Rockland WDB shall avoid conflicts of interest by observing the following requirements:

- (i) Maintain a code of standards of conduct, which will govern the performance of its officers, members, employees, or agents in contracting with or otherwise procuring supplies, equipment, construction or services with state or federal funds under a Department of Labor grant or agreement.

(II) These standards shall provide that no officer, member, employee or agent shall:

- (i) Neither cast a vote\*, nor participate in decision-making, on the provision of services by that officer, member, employee or agent or any organization that said officer, director, employee or agent directly represents.

- (ii) Solicit or accept gratuities, favors or anything of monetary value from suppliers or potential suppliers;
- (iii) Participate in the voting\*, selection, decision-making, or award (or administration of a procurement) where, to the individual's knowledge, any of the following has any financial interest (money, stocks, bonds, company ownership, real estate holdings and other assets), or other substantial interest in any organization which may be considered for award:
  - (a) The officer, member, employee, or agent;
  - (b) Any member of an officer, member, employee or agent's immediate family;
  - (c) The partner or a person of an officer, member, employee or agent of an organization that employs any of the above or has an arrangement concerning prospective employment.

\* Voting pertains to officers and members only

(III) For the purpose of Article VIII. Section 1.II above:

- (i) Immediate family is defined as any person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.
- (ii) A person has a substantial interest:
  - (a) in a business entity if:
    - i. the person owns 10% or more of the voting stock or shares of the business, owns 10% or more, or owns \$5,000 or more, of the fair market value of a business; or
    - ii. funds received by the person from the business exceed 10% of the person's gross income for the previous year;
  - (b) in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more; or
  - (c) if someone in the person's immediate family has a substantial interest as defined in subparagraph (a) or (b) of this paragraph.

(IV) All WDB officers, member, employees and agents, upon appointment, shall sign, and shall submit annually thereafter, an Annual Conflict of Interest Disclosure Form as adopted and prescribed by the WDB.

## **Section 2. Voting Under Such Circumstances**

(V) A WDB member is expressly prohibited from voting on a matter under consideration by the WDB regarding the provision of services by that particular member, or an entity that the member represents.

(VI) Where such a conflict of interest (or potential conflict of interest) exists, an officer or member must make written notice to the WDB or so note the same during a duly convened WDB meeting and abstain from voting on such procurement contract or agreement with regard to the purchase of goods, services or educational and training programs.

(VII) Failure to disclose such conflict of interest (or potential conflict of interest) may result in appropriate penalties (e.g. censure, suspension or removal as an officer, member or employee) to be determined by a Special Committee (comprised of WDB member) named and convened by the WDB.

(VIII) Civil action, consistent with the state, local or federal law may be instituted in order to recover any misappropriated or improperly allocated monies. The necessity of such civil action will be determined by the above Special Committee, and that Committee shall be able, with WDB approval, to secure legal counsel in determining the need for that action or to represent the WDB during such action.

(IX) The intent of this article is to provide WDB, officers, members, employees or agents with proper advance knowledge of a standard of conduct that is consistent with rules and regulations governing all procurement arrangements as set forth by the United States and New York State Departments of Labor.



**ARTICLE IX  
INDEMNIFICATION**

**Section 1. Indemnification**

(I) The WDB shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative, or investigative by reason of the fact that such person is or was an authorized WDB member, officer, or employee, or a member of the WDB as an authorized WDB member, officer, or employee against reasonable expenses (including attorney's fees) judgments, fines and amounts paid in settlements actually and reasonably incurred by such person in connection with such action, suit or proceeding to the extent that such is not insured or otherwise indemnified and the power to so indemnify has been or may be granted by law. For this purpose the WDB may, and upon request of any such person shall be required to, determine in each case whether applicable legal standards have been met, or such determination shall be made by independent legal counsel if the WDB so directs or if the WDB is not empowered by statute to make such determination.

(II) The foregoing indemnification clause shall not be deemed exclusive of any other right to which one indemnified by the WDB may be entitled, both as to action in an official capacity and as to action in another capacity, and shall inure to the benefit of the heirs, executors and administrators or any such person.

**ARTICLE X  
LIABILITY**

**Section 1. Liability**

The WDB shall have the power to purchase and maintain such fidelity bond, director and officers, error and omission and other appropriate liability insurance coverage on such WDB members, officers or employees to the extent that power to do so has been granted by statute, and give other indemnification to the extent not prohibited by statute. The WDB shall maintain a current Directors and Officers and liability insurance for the protection of its members.

**ARTICLE XI  
AMENDMENTS OF BY-LAWS**

**Section 1. Amendments**

(I) These by-laws may be altered, amended or repealed by a whole number of two-thirds (2/3) supra majority vote of the entire WDB.

**ARTICLE XII  
MISCELLANEOUS**

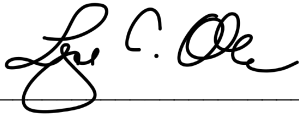
**Section 1. Transparency**

WIOA Sec. 107(e) requires the Board to make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the Board, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the Board.

**SIGNATORIES**

The WDB of Rockland County convened on June 10, 2021, with quorum present and by way of vote agreed to adopt the by-laws expressed herein.

The effective date of these by-laws shall be June 10, 2021.



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Lynne C. Allan, Chairperson

June 10, 2021

Date

This herein constitutes the by-laws of  
Workforce Development Board of Rockland County