



SOUTHWEST GEORGIA WORKFORCE DEVELOPMENT BOARD  
CONSTITUTION & BY-LAWS  
ADOPTED REVISION BY SWGA WDB JUNE 5, 2018 MEETING

ARTICLE I  
NAME, MEETINGS

SECTION I

The name of the organization shall be the Southwest Georgia Workforce Development Board hereinafter referred to as the “WDB”.

SECTION II

The WDB shall hold regular meetings at a time and place determined by the Chairperson. There shall be a minimum of four (4) meetings per year (quarterly). The Chairperson may call a special meeting at his/her discretion.

Notice of regular meetings, specifying time, date, location and agenda, shall be provided, in writing or electronically, to board members three (3) days prior to scheduled meetings. All meetings shall be in compliance with the open meeting requirements of the Georgia Open Meeting Act 50-14-1. A record shall be made of all meetings of the WDB in accordance with the WDB By-Laws and aforementioned Georgia Open Meeting Act requirements.

The date and frequency of meetings may be revised at the discretion of the Chairperson except that meetings will not be less frequently than quarterly.

Special meetings of the WDB may be called by the Chairperson or CLEO, or by written request of a majority of WDB members. Notice of special meetings shall be provided to WDB members at least three (3) business days prior to the special meeting and shall state the purpose of the meeting.

Public notice of meetings shall be provided pursuant to the provisions of The Georgia Open Meeting Act 50-14-1 (f).

The WDB shall make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the WDB, 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 by written request, minutes of formal meetings of the WDB.

Board members are eligible to be reimbursed directly by the WDB for travel expenses to attend meetings called by the WDB Chairperson or Committee Chairperson(s) in accordance with the By-Laws. Board

members may attend other appropriate conferences, seminars, etc. that supports the WIOA and Board's agenda. These reimbursements are based on the WDB's local travel policy.

Minutes shall be kept of all WDB meetings and meeting summaries for Committee meetings and shall be available to anyone who properly requests them once they have been reviewed and approved by the WDB or WDB Committee.

## ARTICLE II AUTHORITY AND PURPOSE

### SECTION I

The purpose for which this WDB is to provide policy guidance with respect to activities provided under the Workforce Innovation and Opportunity Act.

The WDB's purpose is to:

- A. Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high-quality workforce development system in the local area and larger planning region;
- B. Assist in the achievement of the state's strategic and operational vision and goals as outlined in the Unified State Plan or Combined State Plan; and
- C. Maximize and continue to improve the quality of services, customer satisfaction, effectiveness of the services provided.

The WDB shall be responsible for providing policy guidance for and exercising oversight with respect to, the local workforce development system conducted under the Workforce Innovation and Opportunity Act in partnership with the Chief Local Elected Official (CLEO) of the Southwest Georgia area.

As a result of the Southwest Georgia Local Workforce Area composition of multiple jurisdictions, the Chief Elected Officials Consortium or "Consortium" elects a Chairperson to serve as the Chief Local Elected Official, (CLEO). The CLEO is designated to act on behalf of the Consortium in accordance with its Consortium Agreement and Consortium bylaws.

The WDB shall operate in the Local Workforce Development Area - 17 as designated by the Governor representing Baker, Calhoun, Colquitt, Decatur, Dougherty, Early, Grady, Lee, Miller, Mitchell, Seminole, Terrell, Thomas, and Worth Counties.

The WDB shall in accordance with an agreement with the CLEO:

- A. Develop and submit a 4-year local plan as a part of the regional plan.
- B. Develop and submit a regional plan in collaboration with other local areas in the same planning region as applicable.

- C. Conduct workforce research and regional labor market analysis to include requirements in Sec. 679.37(c)(1) through (c)(3) of WIOA regulations.
- D. Convene stakeholders to assist in the development of the local plan and in identifying nonfederal expertise and resources leverage support for workforce development activities.
- E. Lead efforts to engage with a diverse range of employers and other entities in the region in order to: promote business representation on the local board; develop effective linkages with employers in the region; ensure workforce activities meet the needs of employers and support economic growth by enhancing communication, coordination and collaboration among employers, economic development entities and service providers; and develop and implement proven and promising strategies to meet 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 system participants in in-demand industry sectors or occupations.
- F. With representatives of secondary and post-secondary education programs, lead efforts 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.
- G. Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
- H. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers.
- I. In partnership with the CLEO for the local area:
  - a. Conduct oversight of youth workforce activities authorized under WIOA Sec. 129(c), adult and dislocated worker employment and training activities under WIOA Sec. 134 (c) and (d); and entire one-stop delivery system in the local area;
  - b. Ensure the appropriate use and management of the funds provided under WIOA subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and
  - c. Ensure the appropriate use management, and investment of funds to maximize performance outcomes under WIOA sec. 116.
- J. Negotiate and reach agreement on local performance measures with the CLEO and the Governor.

- K. Negotiate with CLEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with § 678.715 or notify the Governor if they fail to reach agreement at the local level and will use a state infrastructure funding mechanism.
- L. Select the following providers in the local area, and where appropriate, terminate such providers in accordance with 2 CFR part 200:
  - a. Providers of youth workforce activities through competitive grants or contracts based on the recommendations of the Youth Standing Committee.
  - b. Providers of training services consistent with state requirements and WIOA Sec. 122;
  - c. Providers of career services through the award of contracts, if the one-stop operator does not provide such services; and
  - d. One-stop operators in accordance with §678.600 through §678.635.
- M. In accordance with WIOA Sec. 107(d)(10)(E) work with the state to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities. Consumer choice requirements shall be met by complying with §678.380.
- N. Coordinate activities with education and training providers in the local area, including:
  - a. Reviewing applications to provide adult education and literacy activities under Title II for the local area to determine whether such applications are consistent with the local plan;
  - b. Making recommendations to the eligible agency to promote alignment with such plan; and
  - c. Replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration and coordination.
- O. Develop a budget for the activities of the local board, with approval of the CLEO and consistent with the local plan and the duties of the local board.
- P. Assess, on an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).
- Q. Certification of one-stop centers in accordance with § 678.800.
- R. Enter into an agreement with the Chief Elected Officials (CEOs) that describes respective roles and responsibilities of the board and CEOs.

ARTICLE III  
MEMBERSHIP

SECTION I

The members of the WDB must be selected by the CLEO consistent with criteria established under WIOA Sec. 107 (b) and criteria established by the Governor and must meet the requirements of WIOA Sec. 107 (b) (2). The WDB will consist of twenty-five (25) members. *(Ga. Comp. R. & Regs. R. 159-2-1-.05(2)(b))*

Upon appointment, each Board Member shall sign and date a copy of the bylaws and the conflict of interest provision, which shall be submitted to the Georgia Department of Economic Development's Workforce Division and retained by the Board for review by the Georgia Department of Economic Development's Workforce Division. *(Ga. Comp. R. & Regs. R. 159-2-1-.05(3))*

Each Local Workforce Development Board shall create a set of bylaws, which, at a minimum, shall include the following: the total number of Board Members. *(Ga. Comp. R. & Regs. R. 159-2-1-.05(2)(b))*

An individual may be appointed as a representative of more than one entity if the individual meets all the criteria for representation, including the criteria described in paragraphs (C) through (G) of § 679.320.

The board composition shall meet the requirements stipulated in WIOA:

- A. A minimum of 51% who are representatives of business in the local area and who shall be owners, chief operating officers, chief executive officers or other individuals with optimum policy making or hiring authority; and whose businesses provide employment opportunities in in-demand industry sectors or occupations. WIOA sec. (23) A minimum of two business representatives shall represent small business.
- B. At least 20% of the total board shall be:
  - 1. A minimum of two (2) representatives of organized labor or other representatives of employees, if existing in the area.
  - 2. A representative of a joint labor-management or union-affiliated registered apprenticeship, if those programs exist or a representative of a registered apprenticeship program if one exists in the local area.
  - 3. May include one or more community-based organization qualifying for § 679.320 (c) 3.
  - 4. May be representatives of organizations with experience and expertise in addressing services to eligible youth per § 679.320 (c) 3.

- C. At least one (1) representative of providers of adult education and literacy § 679.320 (d)(1).
- D. At least one (1) representative from institutions of higher education providing workforce activities § 679.320 (d)(2).
- E. At least one (1) representative each from:
  - (a) economic and community development entities;
  - (b) State Employment Service (Wagner-Peyser Act); and
  - (c) programs under Title I of the Rehabilitation Act of 1973 other than sec. 112 on Part C of that title.
- F. The memberships of the WDB may include other representatives per § 679.320 (e) (1) through (e) (4). All representatives will have optimum policy-making authority within the entities they represent. Nominations will be from designated organizations in accordance with § 679.320 (g) (1) through (3).

ARTICLE IV  
APPOINTMENT, VACANCY/ REPLACEMENT, OR REMOVAL OF DIRECTORS

During the WIOA transition, prior members of the Southwest Georgia Workforce Board will be considered without new nomination from those categories, if the prior nomination came from organizations as cited previously above and all other membership requirements are met as provided in the WIOA. Other members no longer required or mandated by the WIOA, or State will be given the option to be Ex Officio non-voting members of the WDB. Additional non-voting members may be appointed by the Chairperson as is deemed necessary or advantageous by the WDB.

It shall be the duty of the WDB Executive/Finance Committee to recruit members to fill all vacancies. A position on the WDB is considered vacant on the date the term expires, a member becomes ineligible, a member is removed, or a member resigns or dies.

Members of the WDB shall be appointed or replaced by the CLEO with nominations solicited for appropriate organizations:

- A. Business representatives shall be appointed from among individuals who are nominated by local business organizations and business trade associations such as the local Chamber of Commerce.
- B. Labor representatives shall be appointed from among individuals who are nominated by local labor federations (or, for a local area in which no employees are represented by such organizations, other representatives of employees; and
- C. Institutions providing adult education and literacy activities under Title II and institutions of higher education providing workforce development activities as

described in WIOA 107(b)(2)(C)(i) or (ii) shall provide nominations through solicitation from those particular entities (WIOA sec 107(b)(6)).

D. Required WIOA partners and other organizations shall be requested to provide nominations for representatives.

## ARTICLE V ATTENDANCE OF MEMBERS

### SECTION I

Attendance at WDB and Committee meetings is important in order to conduct WDB business. Members of the WDB are expected to attend regular meetings of the WDB. A Local Workforce Development Board member shall be automatically removed and replaced for failing to attend three consecutive board meetings without cause as determined by the WDB. After the second consecutive missed meeting an alert will be emailed to the member(s) and a formal letter will be mailed to the member(s) as well as the appointing entity/designee. A member who will not be in attendance for the third consecutive missed meeting is required to submit written correspondence to outline the cause for the absence. Cause is defined as a circumstance or situation outside of one's scope of control. A member of the WDB may be removed for good cause at any meeting of the WDB by the affirmative vote of two-thirds of the members.

When a member fails to meet the requirements established for continued membership, the Chairperson of the WDB shall address a letter indicating the membership requirements that have not been met and will ask that the individual be removed from the membership list and a replacement be appointed.

A member of the WDB may resign at any time by filing his/her resignation with the WDB Chairperson. The WDB Chairperson, will inform the Local Elected Official from the member's county of residence of the resignation, or the recommending agency or department head for public sector members, and request a reappointment to fill the remainder of the member's term. All vacancies on the WDB shall be filled in the same manner as they were appointed.

Any member who represents a required One-Stop Partner must be able to reach agreement with other Partners in the development of the One-Stop Memorandum of Understanding (MOU) between Partners. Reaching an impasse in negotiations of the One-Stop MOU that cannot be resolved through local and state processes will result in the removal of the member or members representing the One-Stop Partner(s) from the WDB membership. Such an action will also result in the loss of incentive fund grants to the local area as long as required One-Stop Partners are not represented on the WDB.

## ARTICLE VI TERMS OF OFFICE

Initial appointments will be staggered with some members having terms of three years; and others with initial term of two years. Other than the initial period terms, the terms of office of

the directors of the WDB are determined by the CLEO as specified in the Memorandum of Agreement to be three (3) year terms. (The term limits for all WDB Members are no more than three years, subject to reappointment by the Chief Local Elected Official). Appointments begin on July 1 and end on June 30 and are based on whether the members have a one or two or three-year term. WDB Members may serve until appropriately replaced.

It shall be the duty of the CLEO to appoint members to fill all vacancies. A position on the WDB is considered vacant on the date the term expires, a member becomes ineligible, and a member is removed, resigns or dies. In the case of an appointment to fill a vacancy on the Board, the replacement member's term shall begin on the date of concurrence by the CLEO as to the member's replacement unless otherwise specified and shall end on the date designated for the original appointment for whom the replacement is selected. The CLEO shall be notified regarding board vacancies within 10 days of the notification from the member resignation, removal or death.

## ARTICLE VII OFFICERS AND DUTIES

The officers of the WDB shall consist of one (1) Chairperson and a Vice-Chairperson, and one (1) Secretary. A Chairperson and the Vice-Chairperson will be elected by the WDB from among the WDB business representative members representing the private sector. The terms of the officers shall begin in July 1, and shall be for three (3) years with opportunities for reappointment.

In accordance with O.C.G.A. Title 34 Chapter 14, the Chairperson shall serve for a term of no more than two years and shall serve no more than two terms.

The Chairperson shall have the same rights as other members to discuss any questions before the WDB, and shall have the right to relinquish the Chair to offer resolutions, to make motions, or to second motions in accordance with all Conflict of Interest requirements.

The WDB may appoint such other officers as the business of the WDB may require, each of whom shall hold office for such period and have such authority to perform duties as are provided by the By-Laws or as the WDB may determine.

The Secretary [or his/her designee(s) who may be staff member(s) of the administering entity performing Workforce Development services] shall attend and keep the Minutes of all meetings of the WDB. He/she shall have charge of the records of the WDB and shall, in general, perform all duties incident to the position of Secretary, subject at all times to the discretion and control of the WDB. The Secretary shall perform all other duties as shall be assigned by the WDB.

If any office on the WDB becomes vacant, the WDB shall elect a successor at the next regular meeting, or a special meeting to fulfill the remainder of the term.

The Board shall elect the abovementioned officers by simple majority from its membership.

Initial elections shall be through June 30, with the three (3) year term to commence July 1.



If during their term of office, the Chairperson or Vice-Chairperson should no longer be a representative of private sector, the position shall be declared vacant and be filled in accordance with these Bylaws.

The Chairperson or Vice-Chairperson shall preside at the meetings of the WDB and shall see that all orders and resolutions of the WDB are communicated to the proper persons or entities for implementation. The Chairperson or Vice-Chairperson shall execute all documents on behalf of the WDB.

The Vice-Chairperson shall perform the duties of the Chairperson in their absence and shall assume the elected Chairperson's office should the office be vacated prior to the completion of the term.

If the Vice-Chairperson is not available, the Chairperson's office shall be assumed by a private sector business representative currently holding an officer position on the WDB. If no other WDB Officer is a business representative of the private sector at the time of the Chairperson vacancy, the Chairperson's office shall be assumed by a private sector business representative currently serving as a WDB member.

## ARTICLE VIII COMMITTEES

### SECTION I

The WDB shall have an Executive/Finance Committee which shall be composed of the Chairperson, Vice-Chairperson, Secretary, and two members to be appointed from the WDB. No county shall have more than one (1) private sector business representative (non-statutory representative) on the Executive/Finance Committee. The Executive/Finance Committee may have the authority to act on behalf of the full WDB in emergency situations. The full WDB will be apprised of such situations as soon as reasonably possible.

In accordance with Section 107(b)(4): A standing committee such as an Executive /Finance Committee will include an individual who does NOT sit on the LWDB. The process for selection is as follows: Standing Committee will nominate an individual to the WDB for approval to be appointed to the standing committee. The Appointee must be determined to have the "appropriate experience and expertise" to assist the committee. The individual will serve in an advisory capacity to the standing committee as a non-voting member. Additionally, the individual will be able to call into the meetings since the individual does not have voting rights. However, the original members of the Standing Committee must have a quorum to conduct business. LWDBs shall require any non-LWDB member appointed to sit on a standing committee to complete and submit a Conflict of Interest Statement to the LWDA. While the non-LWDB member may not vote, it is important that the individual makes known any potential or actual conflict if it arises during a standing committee's meeting.

The Executive/Finance Committee shall be responsible for coordinating and overseeing the activities of the WDB and Committees to ensure the satisfactory performance of functions stipulated by the Governor, the Bylaws and all pertinent statues and regulations. The Executive/Finance Committee shall also guide the administrative management of the WDB.

The Executive/Finance Committee shall have general supervision of the affairs of the WDB in the intervals between board meetings. The Executive/Finance Committee may meet as often as it deems necessary. The Executive/Finance Committee shall make recommendations to the WDB and exercise such powers as may be delegated to it by the WDB. The Executive/Finance Committee shall act on behalf of the board between regularly scheduled board meetings. Actions of the Executive/Finance Committee shall be the actions of the WDB unless rejected by the board at its next meeting.

The Executive/Finance Committee shall act on behalf of the WDB when quorums are not established at a board meeting. When the Executive/Finance Committee acts on behalf of the board in the absence of a board quorum, the acts of the Executive/Finance Committee shall be the acts of the WDB.

The WDB shall have a standing Youth Committee to provide information and to assist with planning, operational, oversight and other issues relating to the provision of services to youth. The Youth Committee members shall include: a member of the WDB who chairs the committee, members of community based organizations with a demonstrated record of success in serving eligible youth and other individuals with appropriate expertise and experience who are not members of the WDB. The Youth Committee shall reflect the needs of the local area. Members may represent agencies such as education, training, health, mental health, housing, public assistance, and justice or be representatives of philanthropic or economic and community development organizations and employers.

The Youth Committee may also include parents, participants and youth. (WIOA sec. 129 (c)(3)(C).

The Youth Committee members may be voting members of the committee but non-voting members of the WDB. The WDB may designate the existing Youth Council if it fulfills the requirements above until the Youth Committee is designated.

## SECTION II

The Chairperson shall have the authority to appoint additional standing or special committees for any legitimate purpose, at his/her discretion. A legitimate purpose is defined as one needed to achieve the stated and approved objectives of the WDB. The term of any standing committee will expire at the conclusion of its stated mission as determined by the WDB. Likewise, the term of any special committee shall expire upon the completion of the task for which it was created.

## ARTICLE IX QUORUM

### SECTION I

The majority of the current members of the WDB shall constitute a quorum for the transaction of business at any meeting of the WDB. The members present at a meeting at which a quorum was determined to be present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to have less than a quorum.

A motion shall be passed or defeated by a majority of those members voting at a meeting where a quorum has been established. Quorums must be maintained in the event of declarations of conflict of interest and abstentions.

A simple majority, of more than one-half, shall constitute a quorum at any regular Standing Committee or Ad-hoc Committee meeting.

ARTICLE X  
VOTING

SECTION I

Each member shall be entitled to one (1) vote on each matter brought before the WDB. The member must be present in order to cast a vote.

Proxy voting is prohibited. The action of the majority of the quorum present at any meeting shall be the action of the WDB. In all voting matters members shall adhere to the WDB Code of Conduct relating to Conflict of Interest.

ARTICLE XI  
RULES OF ORDER

All meetings of the WDB shall follow rules of order established for the conduct of such meetings as set forth in the Roberts Rules of Order unless otherwise provided for by these bylaws.

ARTICLE XII  
INSURANCE

The WDB may direct its administrative entity to purchase and maintain Directors and Officers liability and or Errors and Omissions insurance on behalf of any person who is and/or was a Director, officer, employee or agent of the WDB or its administrative entity, or who is or was serving at the request of the WDB as a member, officer, employee or agent of another WDB partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such.

ARTICLE XIII  
AMENDMENTS OF BYLAWS

The By-Laws may be amended, supplemented, or superseded only by the affirmative vote of not less than a majority of the directors of the WDB present, provided there is a quorum present, and Board members were given at least ten (10) days of written notice of such proposed amendments.

ARTICLE XIV  
STAFF

SECTION I

Through the fiscal agent designated by the CLEO and the Consortium, the WDB shall have an Executive Director and appropriate staff support. Some of the duties of the staff are to develop procedures to implement locally developed policies as set by the WDB, the Governor, federal rules and regulations as set by the WIOA and associated laws, and to serve as the facilitator of workforce development service delivery for the local workforce area.

#### ARTICLE XV DEFINITIONS

“Board” shall be defined as the State Workforce Development Board, any Local Elected Official Board, or any Local Workforce Development Board.

“Board Member” shall be defined as any member of the State Workforce Development Board, any Local Elected Official Board, any Local Workforce Development Board, or any individuals serving on any councils or standing committees created under any of the aforementioned Board.

“Chief Local Elected Official” shall be defined as that individual who is elected by the Local Elected Official Board in those Local Workforce Development Areas which are comprised of more than one county or municipality. In those Local Workforce Development Areas which are comprised of one county or municipality, “Chief Local Elected Official” shall be the chief elected executive officer of a unit of general local government in that area.

“Conflict of Interest” shall be defined as the instance in which a Public Official’s private and or personal interest might prevent or appear to prevent the Public Official from exercising his or her official judgment, discretion, powers, or duties in an unbiased manner.

“Fiscal Agent” shall be defined as a city/county government, or regional commission that is responsible for administering WIOA funds for a Local Workforce Development Area.

“Immediate Relative” shall be defined as a spouse, partner, parent, grandparent, child, grandchild, brother, sister, uncle, aunt, nephew, niece, first cousin, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepparent, stepchild, stepbrother, stepsister, half-brother, half-sister, or individual residing in the same household.

“Local Elected Official Board” shall be defined as a board, group, or entity which may exist in those Local Workforce Development Areas which are comprised of more than one county or municipality, and which shall be comprised of the mayors and county commission chairpersons within that area.

“Local Workforce Development Area” shall be defined as an area that has been designated under Section 106 of Public Law Number 113-128.

“Local Workforce Development Board” shall be defined as a board established under Section 106 of Public Law Number 113-128.

ARTICLE XVI  
CONFLICT OF INTEREST AND CODE OF CONDUCT

“Conflict of Interest” shall be defined as the principle in which a Public Official’s private and or personal interest might prevent or appear to prevent the Public Official from exercising his or her official judgment, discretion, powers or duties in an unbiased manner.

“Board” shall include any Local Elected Official Board or any Local Workforce Development Board.

“Board Member” shall include any Local Elected Official Board, any Local Workforce Development Board, or any councils or standing committees created under any aforementioned board.

“Immediate Relative” shall be defined as means a spouse, partner, parent, grandparent, child, brother, sister, uncle, aunt, nephew, niece, grandchild, first cousin, father-in-law, mother-in-law, son in-law, daughter-in-law, brother-in-law, sister-in-law, stepparent, stepchild, stepbrother, stepsister, half-brother, or half-sister, or individual residing in the same household.

Policies:

1. A Board Member shall not:

a. vote on a matter under consideration by a Board if such vote:

i. involves the provision of services by such Board Member (or any entity or organization the Party represents or holds an ownership or pecuniary interest) or a Board Member’s Immediate Relative; or

ii. would provide a direct or indirect financial benefit to the Board Member (or any entity or organization the Party represents or holds an ownership or pecuniary interest) or a Board Member’s Immediate Relative; or

iii. involves in any other conduct or activity determined to constitute a Conflict of Interest.

b. Directly or indirectly accept or solicit any gratuities, favors, or anything involving more than de minimis monetary value from any person with whom the Board Member interacts in his or her capacity as a recipient of federal funds. This section includes without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider.

2. Participate in the selection, award or administration of a procurement supported by federal funds in any case where the Board Member is aware that any member of his or her immediate family, business partner, or any organization that employs or is about to employ any of those persons, has any financial or material interest in any organization that may be considered for an award of federal funds. advocate for or cause the advancement, appointment, employment, promotion, or transfer of an Immediate Relative

to any office or position administering or handling federal funds under Public Law 113-128, including without limitation, any potential or actual supplier, contractor, subcontractor, grant recipient or other service provider. A Board Member has a duty to disclose and divulge the existence of an actual or potential Conflict of Interest prior to any vote or participation in the decision-making process involving the actual or potential Conflict of Interest.

3. Such disclosure shall be expressly noted in the Board's minutes and such member shall refrain from participating in any further discussion on the matter.

**Conflict Process:** A Board member shall not vote or participate in the decision-making process on an issue involving a potential or actual Conflict of Interest unless the following steps are taken:

1. In the event that an actual or potential Conflict of Interest exists, the affected Board Member shall recuse himself or herself from voting on the impacted topic and shall also refrain from participating in any discourse involving the impacted topic other than bringing the actual or potential Conflict of Interest to the Board's attention.

- a. Additionally, in the meeting minutes, the Board shall recite the nature of the actual or potential Conflict of Interest and the recusal of the impacted Board Member with respect to the vote and discussion of the impacted topic.

2. In the event that a Board Member is uncertain whether an actual or potential Conflict of Interest exists, the Board Member shall notify the Board and the remainder of the Board shall vote to determine whether an actual or potential Conflict of Interest exists.

- a. In the event that the Board determines that an actual or potential Conflict of Interest exists, the impacted Board Member shall comply with the provisions of step 1 above.

- b. In the event that the Board determines that no actual or potential Conflict of Interest exists, the impacted Board Member shall be entitled to vote. The Board shall recite in the meeting minutes the nature of the perceived Conflict of Interest and the reasons for determining why a Conflict of Interest did not exist.

3. The Chairman or Chairperson of the Board, prior to any vote involving the following, shall inquire if a Conflict of Interest exists:

- a. the awarding or modification of a contract; or
  - b. the provision of services; or
  - c. a pecuniary interest.

A conflict of interest provision, as prescribed by O.C.G.A. § 50-7-91(a)(2) and provided by Workforce Division, shall be signed and dated by each board member, submitted to the Workforce Division and retained by the board for review.

If a Board Member and/or Board Member Immediate Relative (as defined above) is directly or indirectly affiliated with a contract for services involving WDB grant funding, prior approval is required by the WDB prior to contract execution.

#### ARTICLE XVII BYLAWS

A copy of Bylaws, shall be signed and dated by each board member, submitted to the Workforce Division and retained by the board for review. Ga. Comp. R. & Regs. R. 159-2-1-.05(3) Upon appointment, each Board Member shall sign and date a copy of the bylaws and the conflict of interest provision, which shall be submitted to the Georgia Department of Economic Development's Workforce Division and retained by the Board for review by the Georgia Department of Economic Development's Workforce Division.

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