



# CAPE AND ISLANDS WORKFORCE BOARD

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## **By-Laws OF MassHire Cape & Islands Workforce Board**

### **ARTICLE I. Membership**

The Corporation shall have no members. No person now or hereafter designated by the Corporation as a “member” for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the Corporation for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule, or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the Directors of the Corporation.

### **ARTICLE II. Purpose**

The purpose of MassHire Cape & Islands Workforce Board shall be to function as the regional coordinator of the workforce development system of the Cape & Islands region, while providing guidance and oversight of the components of the workforce development system to procure the development and alignment of strategic planning initiatives, program development and performance review that employ continuous quality improvement methodologies. In all instances the workforce board shall operate in accordance with the Workforce Innovation and Opportunity Act of 2014 (WIOA).

### **ARTICLE III. 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.

**Section 2. Board Composition.** The Board of Directors shall reflect the demographic and business composition of the Cape & Islands Workforce Development Area. The Board shall consist of a minimum of 19 voting Directors.

If possible, at least (1) Directors shall be from Martha's Vineyard and at least one (1) Director shall be from Nantucket. Membership on the Board of Directors shall reasonably reflect 51% private sector business, labor, education, non-profit, community, labor, and other non-private entities, as specified in WIOA Section 107(b). This includes:

- Individuals who are owners of businesses, chief executives, or operating officers of business, and other business executives with optimum policy making or hiring authority as outlined in WIOA Section 107(b)(2)(A).
- At least two (2) business members must meet the requirements of a small business as defined by the Small Business Administration.

Members of the Board shall constitute at least 20 percent (20%) of Workforce Representatives which includes:

- Two (2) representatives of labor organizations, where such organizations exist in the local area. Where labor organizations do not exist, representatives must be selected from other employee representatives;
- May include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of individuals with barriers to employment, including organizations that serve Veterans or provide support competitive integrated employment for individuals with disabilities; and
- May include one or more representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

The balance of the Board membership must include representatives from Education and Training per WIOA sec. 107(b)(2):

- At least one WIOA Title II provider administering adult education and literacy activities.
- At least one representative from an institution of high education providing workforce activities; and
- At least one representative from each of the following governmental and economic community development entities:
  - Economic and community development entities
  - The State employment service office under Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area; and
  - The programs carried out under Title I of the Rehabilitation Act of 1973, other than sec. 112 or part C of that Title.

In addition, membership on the Board may include individuals or representatives of other appropriate entities in the local area, including:

- Entities administering education and training activities who represent local education agencies or community-based organizations with demonstrated expertise in addressing the education or training needed for individuals with

barriers to employment.

- Governmental and economic and community development entities who represent transportation, housing, and public assistance programs;
- Philanthropic organizations serving the local area; and
- Other appropriate individuals as determined by the chief elected official.

**Section 3. Vacancies.** Any vacancy occurring on the Board shall be filled in the same manner as the original appointment. The majority (at least 51%) of the Board must satisfy the membership composition requirements of WIOA Section 107(b)(2).

**Section 4. Terms of Appointments.** Appointments to the Board of Directors shall be for a period of three (3) years. The term of membership of the Board of Directors shall be staggered so that each year approximately one-third of the membership of the Board of Directors is up for election or re-election. In the event of a resignation, removal, a new member shall be nominated and appointed in accordance with the procedures set forth in the by-laws. To promote continuity and minimize transitional problems it is expected that members of the Board of Directors will continue to serve until their term expires.

**Section 5. Resignation.** Any Director may resign by delivering his or her written resignation to the Executive Director. 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. Failure of a Director to attend three consecutive meetings shall constitute a resignation by that Director from the Board. The Executive Committee will review such cases where attendance has become an issue.

**Section 6. Removal.** A Director may be removed from office with or without cause by majority vote 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 6.A No Longer Affiliated with an Organization.** When a Director is no longer affiliated with an organization and has expressed an interest in remaining on the MassHire Cape & Islands Workforce Board, they will be permitted to serve until June of the current fiscal year. The Directors who are in good standing and wish to remain on the MassHire Cape & Islands Board, may have the option to complete their term as a non-voting member.

**Section 7. Annual Meeting.** The date, location, and time of the annual meeting of the Directors shall be determined by the Directors. If 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.** Directors will participate in no less than (4) full board meetings each fiscal year. In addition, each member will be encouraged to serve on a standing committee. Meetings are open to the public. Due to extenuating circumstances, there may be instances in

which Board meetings and Committee Meetings may occur by virtual participation.

**Section 9. Special Meetings.** Special meetings of the Board of Directors may be held at any time and at any time and place designated by the Chair, the majority of the Executive Committee or five or members of the Board of Directors.

**Section 10. Notices.** Notice of full board meetings shall be given at the beginning of the fiscal year and shall state the date, time, and place of meetings. If it is necessary to change the date of a full Board meeting, ten (10) days' notice is required. All Directors will receive electronic written notice of each meeting along with the necessary materials prior to each meeting. Minutes and materials of each Board and Committee meeting shall be kept and made available to all Directors. All meetings are open to the public.

**Section 11. Quorum.** A quorum for any meeting of the Directors shall be a majority of the Directors then in office. A quorum of the Board shall exist when at least fifty-one percent (51%) of the voting members are present at any Board meeting.

**Section 12. Action at Meeting.** At any meeting of the Directors at which quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority (at least 51%) of those present, unless a different vote is required by law the Articles of Organization or these By-Laws.

**Section 13. Committees.** An Executive Committee and such other standing committees as deemed necessary by the Directors shall be formed and the Directors may, by vote, delegate thereto some or all their powers except those which by law, the Articles of Organization, or these By-Laws, they are prohibited from delegating. The Chairperson from among the Directors shall appoint the members and chairpersons of each committee, except that the Chair may appoint persons who are not Directors to serve on any committee other than 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 conduct as nearly as may be the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or to disband, any such committee. Each Director shall serve on at least one committee.

**Section 14.1 Executive Committee.** The Executive Committee shall consist of officers of the Corporation. The Executive Committee shall have the authority to conduct the business of the Corporation as to matters that a) shall require action before the next regular meeting or special meetings of the Board and b) shall be delegated to the Executive Committee by vote of the Board of Directors. At any meeting of the Executive Committee, a majority (at least 51%) of the members of the Executive Committee shall constitute a quorum for the transaction of business. At any meeting of the Executive Committee at which a quorum is present, the action of the members of the Executive Committee on any matter brought before the meeting shall be decided by vote of a majority of those present. Vacancies shall be filled in the same manner as the original appointment.

***Section 14.2 MassHire Cape & Islands Committees.***

- Finance and Audit Committee
- Youth Council
- Executive Youth Council
- Human Resource Committee
- Marketing Committee
- Age Forward Committee
- WIOA Committee

***Section 15. Directors Attendance Requirements.*** Attendance is required at regularly scheduled board meetings. A director who is unable to attend a Board meeting should inform the Executive Director prior to a meeting that he or she is unable to attend the meeting. Directors are required to attend 2/3 of all meetings within a fiscal year.

**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 Directors at their annual meeting or the special meeting held in lieu thereof shall elect the Chairperson, Vice-Chairperson, Treasurer, and Clerk based upon recommendations of the Executive Committee. All officers may be chosen by the majority (at least 51%) vote of the Directors at such meetings. 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.*** The Chairperson and Vice-Chairperson of the Board shall be selected from among the Board's business representatives. Officers of the Board shall serve for a one-year term and may be re-elected at the Annual Meeting.

***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 the Directors or the special meeting held in lieu thereof, and thereafter until their successors are qualified and duly elected.

***Section 5. Resignation.*** Any officer may resign by delivering a written resignation to the Corporation at its principal office or to the Chairperson, 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 the 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, when present, shall preside at all meetings of the Directors and the Executive Committee. It shall be the Chairperson's 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 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 the 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 statements 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 the public notice requirements of the Massachusetts Open Meetings Laws. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

#### **ARTICLE IV. Staff**

The MassHire Cape & Islands Workforce Board shall appoint an Executive Director to serve as the Chief Executive Officer of the Workforce Board at the pleasure of the Workforce Board. The qualifications, salary, expenses, and duties of the Executive Director shall be determined by the Executive Committee. The Chair shall have the general oversight responsibility for the Executive Director subject to the approval of the Executive Committee. Available funds for payment of such salary or benefits, if any must be available, as determined by the Executive Committee.

The Executive Director of the Board shall, subject to the direction of the Board, oversee the operation of the organization. Including the hiring and directing of staff and other consultants or employees of the MassHire Cape & Islands Workforce Board. The Executive Director will be responsible for personnel actions relative to the staff and will exercise other administrative actions and overall financial management as appropriate to the responsibilities of the office.

At any time when the Executive Director shall be away for an extended period, the Chairperson will be notified.

The Executive Director is hired through a hiring process that involves a MassHire Cape & Islands Board lead hiring committee with the final decision requiring Board approval.

#### **ARTICLE V. 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 VI. 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, officers, 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 VII. Fiscal Year**

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

#### **ARTICLE VIII. Diversity Plan**

The MassHire Cape & Islands Workforce Board is committed to a policy of nondiscrimination. Educational experiences and employment opportunities are available to all regardless of race, religion, color, creed, sex, age, national origin, marital status, sexual orientation, disability, or veteran status. The Board recognizes value and respects the diverse cultures and life experiences of all individuals and encourages and desires their presence on our staff and Board of Directors. A concerted effort shall be made to seek out individuals with diverse backgrounds.

#### **ARTICLE IX. Conflict of Interest**

All members of the Board of Directors and all employees, consultants or others dealing with the workforce board shall familiarize themselves with the Massachusetts Conflict of Interest statute and agree to abide by the letter and spirit of said statute. A signed Conflict of Interest Statement for each member of the Board shall be kept on file.

## **ARTICLE X. 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 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 a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification thereof 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 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 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 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 compromised payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, 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 he 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 expense 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 judgement 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 good faith by such counsel of fees and disbursements payable under this paragraph by the Corporation versus fees and disbursements payable by any such indemnified person shall be final and binding upon the Corporation and such indemnified person.

The right of the 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, and an “interested” Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or 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 which it is held invalid or unenforceable, shall be affected thereby, and each provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

#### **ARTICLE XI. Open Meeting Law**

The MassHire Cape & Islands Board of Directors will comply with the Open Meeting Law of the Commonwealth of Massachusetts whenever possible. All meetings of the Board of Directors, its Executive Committee and other Standing Committees shall be open to the public and shall be called and conducted in compliance with the Open Meeting Law whenever possible.