

ARTICLE I  
DEFINITIONS

- (A) CLEO – Chief Local Elected Official of the county(ies) represented
- (B) LWDB – Local Workforce Development Board established under WIOA (Workforce Opportunity and Innovation Act) section 107, to set policy for the local workforce development system
- (C) Board of Directors, the Board – The governing body of the Corporation, responsible for oversight of the organization in the fulfillment of its Mission and Vision
- (D) Board Officers – Individuals appointed to the office of Chair, Vice Chair, Treasurer/Secretary
- (E) Corporate Officer – Executive Director/CEO hired or designated by the Board responsible for the overall operational and administrative functions of the Corporation
- (F) Board Staff – Employees of the Corporation, responsible for the daily management and operations as directed by the CEO
- (G) Ex-officio Member – a non-voting member of the Board of Directors

ARTICLE II  
PURPOSE

Section 1. Purpose. The Pasco-Hernando Workforce Board, Inc. dba CareerSource Pasco Hernando shall be hereafter referred to as “PHWB”. PHWB was formed in response to the Workforce Investment Act of 1998 (Public Law 105-220), Florida’s welfare reform initiative titled the “Work and Gain Economic Self-Sufficiency Act (WAGES), and an Interlocal Agreement between Pasco and Hernando Counties (“Interlocal Agreement”) and serves as the Local Workforce Development Board (LWDB).

The purpose of this Corporation shall be as stated in the Articles of Incorporation and as follows:

- (A) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt.
- (B) To serve as a catalyst in the community for promoting self-sufficiency through the development of a quality workforce.
- (C) To enhance economic development efforts of the region by providing a well-trained, high quality workforce which supports the success of local business and improves the quality of life.
- (D) To provide strategic and operational oversight, assist in achievement of the State of Florida’s strategic and operational vision and goals, and maximize and continue to improve quality of services, customer satisfaction, and effectiveness of services provided related to a diverse range of workforce services. LWDB responsibilities include, but are not limited to:

1. Developing and submitting local and, if applicable, regional plans;
2. Conducting workforce research and regional labor market analysis;
3. Convening local workforce development system stakeholders to assist in the development of the local plan and identify expertise and resources to leverage support for workforce development activities;
4. Leading efforts to engage a diverse range of employers and other entities in the region;
5. Leading efforts to develop and implement career pathways;
6. Leading efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers;
7. Conducting oversight of the Workforce Innovation and Opportunity Act (WIOA) adult, dislocated worker and youth programs and the entire workforce delivery system, ensure the appropriate use and management of WIOA funds and ensure the appropriate use, management and investment of funds to maximize performance outcomes;
8. Negotiating and reaching agreement on local performance measures with the Chief Local Elected Official (CLEO) and the state;
9. In partnership with the CLEO, establishing bylaws and codes of conduct for LWDB Directors, LWDB Chief Executive Officer and staff to the LWDB; and,
10. Establishing additional monitoring and reporting requirements if one entity fulfills multiple functions to ensure the entity is compliant with WIOA, final rules and regulations, Office of Management and Budget circulars, and the state's conflict of interest policy.
11. Such other duties as may be required by federal or state legislation and the relevant rules and regulations as may be amended from time to time.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. Function and Duties. All corporate powers, business and affairs shall be exercised by or under the authority of the Board of Directors.

Board of Directors' responsibilities include, but are not limited to:

- (A) Establish policies to promote the Corporation's Mission, Vision, and Goals for the advancement of the local area's workforce development;
- (B) Approve and adopt local and, if applicable, regional plan;
- (C) Approve and adopt an annual budget and modifications as applicable;
- (D) Discharge duties in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances;
- (E) Carry out the functions provided in the Workforce Innovation and Opportunity Act (WIOA), Section 107(d);
- (F) Actively participate in convening the workforce development system stakeholders.

Section 2. Number. The Board of Directors shall have not less than three (3) directors, and no more than the number necessary to meet the composition and representation requirements set forth in Section 3 of this Article, or as otherwise required by applicable federal, state, and local law and the Interlocal Agreement.

Section 3. Composition. The Board of Directors shall be comprised of individuals who are appointed in accordance with the requirements set forth in the Workforce Investment Act of 1998 [29 USC §2832(b)], as amended by the Workforce Innovation and Opportunity Act of 2014, and the Florida Workforce Innovation Act of 2000 (Fla. Stat. §445.007), as these laws exist from time to time, and the Interlocal Agreement, as may be entered into or amended from time to time. The composition of the local board must meet the following criteria:

(A) Business

A majority of the Directors must represent businesses in the local area as individuals who:

1. Are owners of a business, chief executives or operating officers, of businesses, or other business executives or employers with optimum policymaking or hiring authority;
2. Represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area (at least two representatives of small businesses must be included); and
3. Are appointed from individuals nominated by local business organizations and business trade associations.

(B) Labor/Apprenticeships

Not less than 20 percent of the Directors must be representatives of the workforce within the local area who:

1. Include at least two representatives of labor organizations nominated by local labor federations. For a local area in which no employees are represented by such organizations, at least two other representatives of employees will be included.
2. Include at least one representative of a labor organization or a training director, from a joint labor-management apprenticeship program. If no such joint program exists in the area, at least one representative of an apprenticeship program in the area, if such a program exists.
3. May include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or provide/support competitive integrated employment for individuals with disabilities.
4. May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives or organizations that serve out-of-school youth.

(C) Education

Each local board must include representatives of entities administering education and training activities in the local area who:

1. Include a representative of eligible providers administering adult education and literacy activities under Title II of WIOA.

2. Include a representative of institutions of higher education providing workforce investment activities (including community colleges).
3. Include a private education provider, if a public education or training provider is represented on the LWDB. The CareerSource Florida Board of Directors may waive this requirement if requested by a LWDB if it is demonstrated that such representative does not exist in the local area.
4. May include representatives of local educational agencies and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.

When there is more than one institution in each of the types of educational entities listed above, nominations are solicited from representatives of each of these entities.

(D) Governmental/Economic/Community Development

Each local board must include representatives of economic and community development as well as governmental entities serving the local area who:

1. Represent economic and community development entities serving the local area.
2. Represent Vocational Rehabilitation serving the local area.
3. May represent agencies or entities serving the local area relating to transportation, housing, and public assistance.
4. May represent philanthropic organizations serving the local area.

(E) Other Entity Representation

Each local board may include other individuals or representatives of entities determined by the Chief Elected Official in the local areas to be appropriate.

Unlike the state board, members of the local board may be appointed as representatives of more than one entity if the individual meets all the criteria for representation.

Notwithstanding these requirements, the composition of the Board of Directors may be modified in accordance with, and as is required to comply with, applicable federal and state law governing not-for-profit corporations or regional workforce boards, and any changes to the Interlocal Agreement.

Section 4. Terms.

(A) Generally.

Directors shall serve staggered terms and may not serve for more than 8 consecutive years unless the Director is a representative of a government entity. Service in a term of office which commenced before July 1, 2021, does not count toward the 8-year limitation.

(B) Staggered Terms.

In order to comply with regulations under the REACH Act of 2021, the initial appointment of the Board of Directors shall be as follows with all succeeding appointments to be for a term of 8 years. The Board of Directors shall initially consist of 12 directors to be appointed commencing on July 1, 2021. Thereafter, the Board of Directors shall have an additional 3 directors appointed within the fiscal year of 2022. Finally, the Board of Directors shall have an additional 6 directors appointed within the fiscal year of 2023. Directors who no longer hold the position or status that made them eligible appointees must resign or be removed

by the Consortium. All appointments shall be made consistent with the Bylaws, Interlocal Agreements, and the Umbrella MOU.

Section 5. Recruiting, Nominating, Vetting, and Appointing. The Board will follow a process for recruiting, nominating, vetting, and appointment Directors that complies with federal, state, and local requirements or guidance as may be amended from time to time. The process will:

- Identify and advertise vacancy;
- Provide instructions for submitting applications;
- Comply by vetting candidates per applicable criteria;
- Select candidates for presentation to CLEO for appointment.

Efforts will be made to ensure diverse geographic areas are represented. The importance of minority and gender representation shall be considered when making appointments to the local board.

Section 6. Vacancies. Director vacancies must be filled within a reasonable amount of time, but no more than 12 months from the vacancy occurrence.

Section 7. Removal, Resignation.

(A) Removal for Cause – Directors may be removed for cause by the Governor, the CLEO, or 2/3 vote of the Board present at a meeting, quorum having been established. The following shall be grounds for removal for cause:

1. Disclosure of confidential information;
2. Misuse of position;
3. Failure to comply with statutory requirements (ex: not disclosing conflict of interest, failure to file Form 1);
4. Felony conviction while a Director of the Board;
5. Failure to comply with the Board attendance policy;
6. Refusal to perform or gross neglect in performance of Board duties;
7. Other causes as may be determined by the Board or defined by the Governor.

The Governor and CLEO may remove a Director, its Chief Executive Officer, or the designated person responsible for operational and administrative functions for the board for cause.

(B) Resignations

1. Resignations shall occur when a Director, for his or her own reasons, elects to leave the Board and gives due notice of such intent.
2. Directors who no longer hold the position or status that made them eligible appointees must resign or be removed by the CLEO.

In the event a Director fails to meet the attendance requirements set forth in the board policy or is prevented from doing so due to death or disability, the Director will be deemed to have resigned.

Section 8. Permanent Designees

(A) Directors may appoint a permanent designee in accordance with the provisions of this section.

- (B) The permanent designee, once accepted by the Board of Directors, may, in the Director's absence, attend and vote at any and all meetings and such attendance and vote shall be as if the director attended and voted for all By Law attendance and voting requirements, including, but not limited to, establishing a quorum. If the alternative designee is a business representative, the alternative designee must have policy-making and hiring authority within the organization the designee represents.
- (C) Directors seeking to appoint a permanent designee shall notify the Board of Directors of the request to appoint a permanent designee so that the request may be placed on the agenda of the next regularly scheduled meeting of the Board of Directors for consideration for acceptance by the Board. Acceptance by the Board of Directors shall mean an affirmative vote to accept the permanent designee at any meeting at which a quorum is established.

## ARTICLE IV OFFICERS

Section 1. Officers and Terms. The Officers of the Board shall consist of a Board Chair, a Vice Chair and a Treasurer/Secretary, each of whom shall be elected by the Board of Directors. Elections shall be held at the annual meeting of the Board of Directors, and officers shall serve until their successors are chosen and qualified. The Board Chair and Vice Chair shall be elected from among the Board of Directors under the Business category. The Board Chair may serve a term of no more than 2 years and shall serve no more than 2 terms.

It is the intention of the Board, but not a requirement of these bylaws, that the offices of Board Chair and Vice Chair be alternated between Pasco and Hernando County where practical. Such other officers and assistant officers and agents as may be deemed necessary may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. The failure to elect a Board Chair, a Vice Chair or Treasurer/Secretary shall not affect the existence of the Board.

Section 2. Duties. The Officers of the Board shall have the following duties:

- (A) The Board Chair shall preside at all meetings of the Board of Directors and meetings of the Executive Committee. The duties of the Board Chair include but are not limited to:
  - 1. Leading the board to develop a guiding vision that aligns with the state's priorities;
  - 2. Acting as the lead strategic convener to promote and broker effective relationships between CLEOs and economic development, education, and workforce partners in the local area;
  - 3. Leading an executive committee to guide the work of the board, and ensure that committees or task forces have necessary leadership and membership to perform the work of the board; and
  - 4. Leading the agenda setting process for the year and guide meetings to ensure both tactical and strategic work is completed in all meetings.
- (B) The Vice Chair shall, in the absence of the Board Chair, or in the event of the Board Chair's death or inability or refusal to act, perform the duties of the Board Chair and, when so acting, shall act with all of the powers of and be subject to all of the restrictions on, the Board Chair. The Vice Chair shall perform such other duties as may be assigned, from time to time, by the Board Chair or the Board of Directors. A Vice Chair who succeeds to the office of Board Chair during the term of a Board Chair shall be eligible to serve a subsequent full term as

Board Chair. The Vice Chair shall ascend to the position of Board Chair and complete the term of a Board Chair unable to complete his or her term of office.

- (C) The Treasurer/Secretary shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings and whenever else required by the Board of Directors or the Board Chair, and shall perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Treasurer/Secretary shall be responsible for preparing minutes of the Board of Directors' meetings and for authenticating the records of the Corporation. The Treasurer/Secretary may utilize staff assistance in the accomplishment of the duties of the office.

Section 3. Removal, Resignation. Removal and resignation of officers shall be addressed in the same manner as the Board of Directors in Article III, Section 7.

## ARTICLE V

### CHIEF EXECUTIVE OFFICER

Section 1. Duties. The Chief Executive Officer (CEO) shall be employed by the Board of Directors to manage and supervise the day-to-day operation and administration of the Corporation. The CEO shall be responsible for the employment of staff, the designation of their duties, and shall have general supervision of their work.

Section 3. Removal of CEO. The CEO may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

- (A) Any vacancy, however occurring, in the office of the CEO may be filled by appointment by the Board of Directors.
- (B) Removal of the CEO shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment thereof shall not, of itself, create contract rights. The Governor and CLEO may remove the Chief Executive Officer, or the designated person responsible for operational and administrative functions for the board for cause.

## ARTICLE VI

### MEETINGS AND RECORDS

#### Section 1. Board and Committee Meetings

- (A) Frequency

The Board shall meet not less than annually but shall schedule quarterly meetings which may be subject to cancellations. The annual meeting of the Board of Directors shall be the last regularly scheduled Board meeting for each Program Year (July 1 – June 30). Committees will meet with such frequency as necessary to perform their duties.

- (B) Notice

Notice of all regular Board meetings shall be given at least seven days before the meeting is to occur. Notice of special board meetings must be posted at least 72 hours before the meeting is to occur.

(C) Participation

Participation in a meeting of the Board of Directors can occur by any means, provided that the public is given proper notice of the telecommunications meeting and reasonable access to observe and, when appropriate, participate. Participation by such means shall constitute the presence in person at a meeting, including for purposes of establishing a quorum.

(D) Quorum and Voting

A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum has been established shall be the act of the Board of Directors unless a different number is specified in these Bylaws. Provided, however, that approval of a contract with an organization or individual represented on the Board of Directors shall require approval by a 2/3 vote of the Board present at a meeting, a quorum having been established, and the Board Director who could benefit financially from the transaction abstains from voting on the contract.

Section 2. Record Keeping.

(A) Minutes

The Board shall keep minutes of the proceedings of its Board and Committee meetings including the number of votes of Directors or committee members (yeas, nays, and abstentions) and attendance records for each meeting. Approved minutes will be made available on the Corporation's website.

(B) Form of Records

Any books, records or minutes may be in written form or in any other form capable of being inspected or copied within a reasonable time.

ARTICLE VII  
COMMITTEES

Section 1. Committee Structure and Functions. The Board of Directors shall adopt a committee structure consistent with applicable federal and state law, and their implementing rules, regulations and policies. The Board may designate, direct and delegate to committees any duty, function, or activity which it deems necessary to provide information and to assist in carrying out the Board's duties; provided, however, the Board may not delegate the duty of electing or removing directors or officers, or adopting, amending or repealing bylaws.

The LWDB prohibits staff from serving on Board committees or subcommittees, however, staff may attend or serve as a resource to the committee upon their request.

Section 2. Standing Committees. The Board of Directors shall have the following standing committees; which committee Directors shall serve for 1 year:

Executive Committee

Audit and Finance Committee

Nominating Committee

Such other committees as the Board of Directors, by resolution, deems necessary.



Section 3. Ad Hoc Committees. The Chair of the Board of Directors may appoint ad hoc committees for specific purposes. Ad hoc committees will serve until their purpose has been accomplished.

Section 4. Committee Membership. Standing Committees shall be chaired by a director serving on the Board. Committees, whether standing or ad hoc, may include other directors of the Board, but may include other individuals appointed by the Board who are not directors. Unless otherwise provided by law, these Bylaws or by resolution of the Board, the Chair of the Board of Directors shall appoint all committee Chairs and committee Directors, except that the Chief Executive Officer, or designee, shall be an ex-officio member of all committees of the Board.

Section 5. Meeting Procedure. Unless otherwise provided in these Bylaws, meetings, quorum, notice and other procedural matters of the committees shall be the same as that of the Board.

Section 6. Executive Committee.

- (A) The Executive Committee shall consist of the Board Chair, Vice Chair, Treasurer/Secretary, and not more than 4 additional Directors nominated by the Board Chair and confirmed by vote of a majority of a quorum of Directors at any regular or special meeting.
- (B) During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Board in all cases in which specific directions shall not have been given by the Board of Directors.
- (C) All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the Directors of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the Directors of the Committee present at a meeting shall be necessary for the taking of any action.

Section 7. Audit and Finance.

- (A) It shall be composed of not less than 5 directors appointed annually by the Board Chair and shall be representative of all counties in the Region.
- (B) The Audit and Finance Committee shall serve as a direct communication link between the independent audit firm and the Board. The committee shall engage in audit planning, monitor the progress of the annual audit, maintenance and investment of Company retirements plans and shall be responsible for financial reporting oversight.
- (C) Meetings shall be held as often as is necessary to discharge the duties of the committee.

Section 8. Nominating.

- (A) It shall be composed of not less than 3 directors appointed annually by the Board Chair and shall be representative of all counties and Region.
- (B) In consultation with the CLEO, the Committee develops and implements written processes and procedures for recruiting, nominating, vetting, and appointing directors to serve on the Board of Directors.
- (C) In the event the Nominating Committee is unable to convene in a timely manner, their duties may be discharged by the Executive Committee.

ARTICLE VIII  
PARLIAMENTARY AUTHORITY

Business will be conducted to the extent feasible in accordance with Roberts' Rules of Order, as amended.

ARTICLE IX  
EXECUTION OF INSTRUMENTS AND FINANCIAL MATTERS

Section 1. Checks. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by those Officers as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, Conveyances. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation, such designation shall be established by policy or resolution of the Board. When the execution of any contract, conveyance or other instrument has been authorized without specification of the specific authorized executing officers, the Board Chair or any Vice Chair may execute the same in the name and behalf of the Corporation.

Section 3. Contracts; Voting Requirement In the Event of Potential Conflict of Interests. If the Board proposes to enter into a contract with an organization or individual represented on the Board of Directors, the contract must be approved by a 2/3 vote of the Board, a quorum having been established, and the Director who could benefit financially from the transaction must abstain from voting on the contract in accordance with F.S. §445.007(1).

Section 4. Fiscal Year. The fiscal year of the Board shall begin on July 1 and end on June 30 of the following calendar year.

ARTICLE X  
CODE OF CONDUCT AND ETHICS

Section 1. Sunshine Law and Public Records. All meetings of the Board, its committees and between Directors shall comply with Section 24, Article I of the State Constitution, the Florida Government in the Sunshine Act (Fla. Stat. §286 et seq.) and the Public Records Act (Fla. Stat. §119 et seq.).

Section 2. Conduct Standards. Directors and Officers shall be governed by Chapter 112, Florida Statutes, in their conduct.

Section 3. Conflicts of Interest. In compliance with the Board's Code of Ethics and Transparency Policy, upon discovery of an actual or potential conflict of interest involving an Officer or Director of the Board, said individual shall promptly file a formal statement of disqualification as stated in the Board Manual and shall withdraw from any further participation in the transaction involved. No Director of the Board shall cast a vote on any matter on which he or she has a conflict of interest as defined by federal or state law.

Section 4. Non Discrimination Policy. All actions taken by the Board shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status, disability or handicap, or other reason prohibited under applicable law.

Section 5. Restriction on Benefits of Net Earnings. No part of the Corporation's net earnings shall inure to the benefit of any director, staff, private individual, Corporation or other entity.

Section 6. Procurement. The Board is not a state agency, and is therefore exempt from the Chapters 120 and 287 of the Florida Statutes; however, the Board shall apply the procurement and expenditure procedures as required by applicable federal, state or local law and the rules, regulations and policies promulgated thereunder.

Section 7. Board and Officer Compensation. Neither Directors nor Officers of the Board shall receive any salary or compensation for their services, other than reimbursement for actual out-of-pocket expenses incurred in the performance of their duties as permitted under the State Travel Policy.

ARTICLE XI  
AMENDMENT

These Bylaws may be replaced or amended by a vote of 2/3 of a quorum of the Board of Directors at any regular or special meeting of the Board called for that purpose.

EFFECTIVE DATE: December 7, 2023

Adopted by the Board of Directors at its meeting on December 7, 2023

*Charles Gibbons*  
Charles Gibbons (Dec 19, 2023 14:44 EST)

Charles Gibbons, Board Chair