

**BY-LAWS OF THE
GUAYNABO-TOA BAJA
WORKFORCE DEVELOPMENT BOARD**

The mission of the Guaynabo-Toa Baja Workforce Development Board (WB) is to accomplish the following in the four municipalities of the Workforce Investment Area:

- Support the alignment of workforce investment, education, and economic development activities in support of a comprehensive, accessible, and high-quality workforce development system;
- Increase for individuals, particularly those with barriers to employment, access to and opportunities for the employment, education, training, and support services they need to succeed in the labor market;
- Improve the quality and labor market relevance of workforce investment, education, and economic development efforts to provide workers with the skills and credentials necessary to secure and advance employment with family-sustaining wages and to provide employers with the skilled workers the employers need to succeed in a global economy;
- To promote improvement in the structure of and delivery of services through the workforce development system to better address the employment and skill needs of workers, jobseekers, and employers.

ARTICLE I

Name and Location of the Principle Office

- 1.1 The Board shall be known as the Guaynabo-Toa Baja Workforce Development Board (WDB).
- 1.2 The Board maintains its principle office at the fifth floor of the Guaynabo City Hall, in Guaynabo, Puerto Rico; and has established field offices at such other places as it has deemed necessary and appropriate.
- 1.3 There are four municipalities in the Local Area: Guaynabo, Toa Baja, Toa Alta and Cataño.

**ARTICLE II
 LOCAL WORKFORCE DEVELOPMENT BOARDS**

- 2.1 APPOINTMENT AND CERTIFICATION OF BOARD.— APPOINTMENT OF BOARD MEMBERS AND ASSIGNMENT OF RESPONSIBILITIES.— The chief elected official in a local area is authorized to appoint the members of the local board for such area, in accordance with the State criteria established under subsection (b).
- 2.2 Section 107 (b)(2) COMPOSITION.—Such criteria shall require that, at a minimum—

Minimum Required Membership	Category
Section 107 (2) A.	A majority shall be representative of business in local area;
10 Members	51% Private
Section 107 (2) B.	Not less than 20% represent workforce of local area, who
4 Members	(i) shall include representatives of labor organizations
0 N/A	(ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists
1 Member	(iii) may include representatives of <u>community based organizations</u> that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve <u>veterans</u> or that provide or support competitive integrated employment for <u>individuals with disabilities</u> ; and
3 Members	(iv) may include representatives of <u>organizations</u> that have demonstrated experience and expertise in addressing the employment, training, or <u>education needs of eligible youth</u> , including representatives of <u>organizations that serve out-of-school youth</u>

Section 107 (2) C.	shall include representatives of entities administering education and training activities in the local area, who
1 Member	(i) shall include a representative of eligible providers administering adult education and literacy activities under title II
1 Member	(ii) Shall include a representative of institutions of higher education providing workforce investment activities (including community colleges)
0	(iii) <u>may</u> 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;
Section 107 (2) D.	each local board shall include representatives of governmental and economic and community development entities serving the local area, who
1	(i) shall include a representative of economic and community development entities
1	(ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act
1	(iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Ac.
1	(iv) <u>*may</u> include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance
0	(v) may include representatives of philanthropic organizations serving the local area
Total Minimum Membership = 19	*WIOA provides that the Temporary Assistance for Needy Families (TANF) program is a mandatory local “one-stop” partner, whereas the Governor will not expressly opt-out of this provision. Thus the local board must include a TANF representative.

ARTICLE III Committees
3.1 STANDING COMMITTEES:

IN GENERAL.—The local board may designate and direct the activities of standing committees to provide information and to assist the local board in carrying out activities under this section. Such standing committees shall;

- be appointed by the Chair and approved by the Board,
- be chaired by a member of the local board, and
- may include other members of the local board.

At a minimum, the local board may designate each of the following:

a. One-Stop/Workforce System Committee:

- (i) A standing committee to provide information and assist with operational and other issues relating to the one-stop delivery system, which may include as members representatives of the one-stop partners.

b. Youth Committee:

- (ii) A standing committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth, which shall include community-based organizations with a demonstrated record of success in serving eligible youth.

c. Disabilities Committee:

- (iii) A standing committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

d. Employer Engagement/Sector Strategies Committee: The committee shall consist of a minimum of 5 members and will meet as needed to promote business representation from employers whose employment opportunities reflect existing and emerging employment opportunities in the region on the local board; to develop effective linkages with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities; to ensure that workforce

investment activities meet the needs of employers and support economic growth in the region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and to develop and implement proven or promising strategies for meeting 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 development system participants in in-demand industry sectors or occupations.

e. Executive Committee: The Executive Committee shall consist of the officers. The only power the Executive Committee shall have is what is empowered to them by the full Board or by-laws, i.e, Local Plan Modifications required by the state may be "signed off" by the Chairperson who has authority to sign the approval letter without a special called meeting or conference call.

3.2 ADDITIONAL COMMITTEES: The local board may designate additional committees in addition to the standing committees specified in Article 3.1. There may be other committees of the Board designated as needed.

3.3 TERMS OF OFFICE

Initial appointments will be staggered with one third of the members having terms of three years; one third having an initial term of two years; and the remaining having a one year term. Other than the initial period terms, the terms of office of the directors of the board are determined by the CCEO as specified in their MOU (Agreement) to be three years term.

It shall be the duty of the Executive Committee of the CCEOs to appoint directors to fill all vacancies. A position on the workforce development board is considered vacant on the date the term expires, a director becomes ineligible, a director is removed or a director re-signs or dies. In case of an appointment to fill a vacancy on the workforce development board, the replacement director's term shall begin on the date of concurrence by the Executive Committee of the Chief Elected Officials as to the director's replacement unless otherwise specified by the Executive Committee, and shall end on the date designated for the original appointment for whom the replacement is selected. A Director shall be automatically removed and replaced for failing to attend three consecutive board meetings without cost us that are mine by the WDB.

ARTICLE IV
Functions of the Board

Consistent with Section 107(d), as authorized by Public Law 113-128, the functions of the local board shall include the following:

- 4.1 **LOCAL PLAN.**—The local board, in partnership with the chief elected official for the local area involved, shall develop and submit a local plan to the Governor that meets the requirements in Section 108. If the local area is part of a planning region that includes other local areas, the local board shall collaborate with the other local boards and chief elected officials from such other local areas in the preparation and submission of a regional plan as described in Section 106(c)(2).
- 4.2 **WORKFORCE RESEARCH AND REGIONAL LABOR MARKET ANALYSIS.**—In order to assist in the development and implementation of the local plan, the local board shall—(A) carry out analyses of the economic conditions in the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities (including education and training) in the region described in Section 108(b)(1)(D), and regularly update such information; (B) assist the Governor in developing the statewide workforce and labor market information system described in Section 15(e) of the Wagner-Peyser Act (29 U.S.C. 491-2(e)), specifically in the collection, analysis, and utilization of workforce and labor market information for the region; and (C) conduct such other research, data collection, and analysis related to the workforce needs of the regional economy as the board, after receiving input from a wide H. R. 803–37 array of stakeholders, determines to be necessary to carry out its functions.
- 4.3 **CONVENING, BROKERING, LEVERAGING.**—The local board shall convene local workforce development system stakeholders, assist in the development of the local plan under Section 108 and in identifying non-Federal expertise and resources to leverage support for workforce development activities. The local board, including standing committees, may engage such stakeholders in carrying out the functions described in this subsection.
- 4.4 **EMPLOYER ENGAGEMENT.**—The local board shall lead efforts to engage with a diverse range of employers and with entities in the region involved—(A) to promote business representation (particularly representatives with optimal

policymaking or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the local board; (B) to develop effective linkages (including the use of intermediaries) with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities; (C) to ensure that workforce investment activities meet the needs of employers and support economic growth in the region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and (D) to develop and implement proven or promising strategies for meeting 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 development system participants in in-demand industry sectors or occupations.

- 4.5 CAREER PATHWAYS DEVELOPMENT.—The local board, with representatives of secondary and postsecondary education programs, shall lead 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.
- 4.6 PROVEN AND PROMISING PRACTICES.—The local board shall lead efforts in the local area to—(A) identify and promote proven and promising strategies and initiatives for meeting the needs of employers, and workers and jobseekers (including individuals with barriers to employment) in the local workforce development system, including providing physical and programmatic accessibility, in accordance with Section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), to the one-stop delivery system; and (B) identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
- 4.7 TECHNOLOGY.—The local board shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers, by—(A) facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area; (B) facilitating access to

services provided through the onestop delivery system involved, including facilitating the access in remote areas; (C) identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and (D) leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.

- 4.8 PROGRAM OVERSIGHT.—The local board, in partnership with the chief elected official for the local area, shall—(A)(i) conduct oversight for local youth workforce investment activities authorized under Section 129(c), local employment and training activities authorized under subsections (c) and (d) of Section 134, and the one-stop delivery system in the local area; and (ii) ensure the appropriate use and management of the funds provided under subtitle B for the activities and system described in clause (i); and (B) for workforce development activities, ensure the appropriate use, management, and investment of funds to maximize performance outcomes under Section 116.
- 4.9 NEGOTIATION OF LOCAL PERFORMANCE ACCOUNTABILITY MEASURES.—The local board, the chief elected official, and the Governor shall negotiate and reach agreement on local performance accountability measures as described in Section 116(c).
- 4.10 SELECTION OF OPERATORS AND PROVIDERS.—(A) SELECTION OF ONE-STOP OPERATORS.—Consistent with Section 121(d), the local board, with the agreement of the chief elected official for the local area—(i) shall designate or certify one-stop operators as described in Section 121(d)(2)(A); and (ii) may terminate for cause the eligibility of such operators. (B) SELECTION OF YOUTH PROVIDERS.—Consistent with Section 123, the local board—(i) shall identify eligible providers of youth workforce investment activities in the local area by awarding grants or contracts on a competitive basis (except as provided in Section 123(b)), based on the recommendations of the youth standing committee, if such a committee is established for the local area under subsection (b)(4); and (ii) may terminate for cause the eligibility of such providers. H. R. 803—39 (C) IDENTIFICATION OF ELIGIBLE PROVIDERS OF TRAINING SERVICES.—Consistent with Section 122, the local board shall identify eligible providers of training services in the local area. (D) IDENTIFICATION OF ELIGIBLE PROVIDERS OF CAREER SERVICES.—If the one-stop operator does not provide career services described in Section 134(c)(2) in a local area, the local

board shall identify eligible providers of those career services in the local area by awarding contracts. (E) CONSUMER CHOICE REQUIREMENTS.— Consistent with Section 122 and paragraphs (2) and (3) of Section 134(c), the local board shall work with the State to ensure there are sufficient numbers and types of providers of career services and training services (including eligible providers with expertise in assisting individuals with disabilities and eligible providers with expertise in assisting adults in need of adult education and literacy activities) serving the local area and providing the services involved in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.

- 4.11 COORDINATION WITH EDUCATION PROVIDERS.—(A) IN GENERAL.—The local board shall coordinate activities with education and training providers in the local area, including providers of workforce investment activities, providers of adult education and literacy activities under title II, providers of career and technical education (as defined in Section 3 of the Carl D. Perkins Career and Technical Education Act of 2006 (20 U.S.C. 2302)) and local agencies administering plans under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than Section 112 or part C of that title (29 U.S.C. 732, 741).
- (B) APPLICATIONS AND AGREEMENTS.—The coordination described in subparagraph (A) shall include—(i) consistent with Section 232—(I) reviewing the applications to provide adult education and literacy activities under title II for the local area, submitted under such section to the eligible agency by eligible providers, to determine whether such applications are consistent with the local plan; and (II) making recommendations to the eligible agency to promote alignment with such plan; and (ii) replicating cooperative agreements in accordance with subparagraph (B) of Section 101(a)(11) of the Rehabilitation Act of 1973 (29 U.S.C. 721(a)(11)), and implementing cooperative agreements in accordance with that section with the local agencies administering plans under title I of that Act (29 U.S.C. 720 et seq.) (other than Section 112 or part C of that title (29 U.S.C. 732, 741) and subject to Section 121(f)), with respect to efforts that will 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 H. R. 803–40 efforts with employers, and other efforts at cooperation, collaboration, and coordination.

- 4.12 BUDGET AND ADMINISTRATION.—(A) BUDGET.—The local board shall develop a budget for the activities of the local board in the local area, consistent with the local plan and the duties of the local board under this section, subject to the approval of the chief elected official. (B) ADMINISTRATION.—(i) GRANT RECIPIENT.—(l) IN GENERAL.—The chief elected official in a local area shall serve as the local grant recipient for, and shall be liable for any misuse of, the grant funds allocated to the local area under Sections 128 and 133, unless the chief elected official reaches an agreement with the Governor for the Governor to act as the local grant recipient and bear such liability.
- 4.13 ACCESSIBILITY FOR INDIVIDUALS WITH DISABILITIES.—The local board shall annually assess the physical and programmatic accessibility, in accordance with Section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), of all one-stop centers in the local area.

ARTICLE V Meetings

- 5.1 Meetings of the Board, and all committees advising the Board, shall be open and public meetings. Notice of all meetings, including closed meetings, shall be duly posted, with at least 24 hours advance notice.
- 5.2 Meetings of the Board shall be held quarterly.
- 5.3 Members of the Chief Local Elected Officials will be welcome to attend all Board meetings but will only be able to participate in their (CLEO) meetings or during special meetings called according to the by-laws of the Chief Local Elected Officials and the by-laws of the Board.
- 5.4 Public accessibility to meetings: Every effort will be made to ensure that meeting rooms and building entrances are American with Disabilities Act compliant.
- 5.5 Special meetings of the Board may also be called by the Chairperson at such time and place and for such purpose that the Chairperson shall designate. The business conducted at any special meeting shall be limited to the stated purposes of that meeting.
- 5.6 Written notice of regular and special meetings of the Board shall be mailed, emailed or faxed to each member ten (10) calendar days prior to the date of

the meeting. A courtesy phone reminder may precede the meeting to determine if there will be a quorum.

- 5.7 Each member of the Board shall have one vote on all matters voted upon. Proxy voting is permitted. Members shall declare conflict of interest, leave the room and refrain from voting when matters under consideration appear to involve real or apparent personal fiduciary interest. In any circumstances on which the Board is voting the award or distribution of funds for goods or services, Board members must abstain from voting or persuading votes in their direction if:
- a. The member is a vendor for the goods or services;
 - b. The member is a subcontractor or vendor for the goods or services;
 - c. The member serves in a Board capacity for any such vendors or contractors.

All declarations of conflict of interest and abstentions shall be recorded by name in the minutes.

- 5.8 A quorum shall be deemed to be present when at least a simple majority of the membership is present at a meeting or present by telephone connection or Proxy and at least 51% of the attendees are Private Sector members. Each and every decision of the majority of the members present at any regular or special meeting, where there is such a quorum, shall be valid as the binding act of the Board.
- 5.9 If the aforementioned quorum is not met and there is less than a simple majority of the members present, the Chairperson shall adjourn without any action or deliberations being entered into. In that case, they may call for another reunion, and the quorum for such meeting shall be 25% of the number of members from the private sector of the Board.
- 5.10 The minutes of each meeting shall be prepared and distributed to the Board at least ten (10) calendar days prior to the next meeting. Members will be expected to bring their minutes to the meetings having been reviewed prior to the meeting for any corrections.
- 5.11 The board in exercising the aforementioned responsibilities will take into account all "sunshine provisions" under WIOA. Ergo, shall make public on a regular basis through electronic means and open meetings, information regarding all activities of the local board (Section 107(e)) particularly; designation and certification of the one stop, award of grants or, contracts to eligible providers of each program component or, minutes of formal meetings of the local board, etc. to assure the required transparency.

ARTICLE VI OFFICERS

- 6.1 The officers of the Board, to be chosen by the members of the Board, shall be a Chairperson, Vice Chairperson and Secretary. The Chairperson and Vice Chairperson must be private sector members of the Board. The Secretary may be any member of the Board, however, if from the public sector, they may not assume the responsibilities of Chairperson or Vice Chairperson in their absence.
- 6.2 All officers of the Board shall be elected every two years in the even years, and shall serve for a twoyear period. Nominations may be taken from the floor for any of the officer positions. Officers will be elected by a simple majority of the votes present at the meeting.
- 6.3 Any officer elected by the members of the Board may be removed at any time, with cause, by the vote of a two-thirds majority of Board members. The Chairperson, with the simple majority approval of the Board, shall fill any vacancy occurring in any office for the unexpired term. If the Chairperson's position should become vacant, the Vice Chairperson would fill the unexpired term. The Board will elect a private sector member to fill the vacant Vice Chairperson position for the unexpired term.
- 6.4 Duties of the Chairperson: The Chairperson shall preside at all meetings of the Board, be designated as an authorized signatory on instruments for and on behalf of the Board, and perform all duties as may be prescribed by the Board from time to time. The Chairperson shall be entitled to vote on all matters coming before the Board, and any committee providing there is not a conflict of interest.
- 6.5 Duties of the Vice Chairperson: The Vice Chairperson shall act in place of the Chairperson and preside at meetings when the Chairperson temporarily vacates the Chair. In the absence of the Chairperson, the Vice Chairperson shall have all the powers and be subject to all the restrictions of the Chairperson. The Vice Chairperson shall be designated as an authorized signatory on the instruments for and on behalf of the Board.
- 6.6 The officers and employees who handle funds, or who are custodians of property, shall be bonded in an amount to be determined by the Board.

- 6.7 Any officer and/or the Executive Director may sign checks. The Chairperson or Vice Chairperson will review all transactions and approve by initialing and dating the document.
- 6.8 In the event that the Chairperson and Vice Chairperson are unable to attend and conduct the Board meeting and if the Secretary is not from the private business sector then the group meeting that day will by majority vote select a temporary Chairperson from the private members attending for that day only.

6.9 **EXECUTIVE DIRECTOR OR THE LOCAL BOARD**

The Council of Mayors of the Local Area shall appoint the Executive Director of the Local Board who shall be responsible for the day-to-day direction of operations and affairs of the Local Board, including program planning and development, and administrative duties.

The Executive Director Represent and assist the Local Board, its Chairperson and the Executive Committee, and shall perform such other duties as may be assigned to him/her by the Chairperson or the Local Board in carrying out the purposes and objectives of the Local Board. The Executive Director of the Local Board shall also:

- 1) Keep the acts of all meetings and official proceedings of the Local Board;
- 2) See that all notices are duly given in accordance with these By-Laws or as required by law;
- 3) Be custodian of the official Local Board records and its seal as applicable;
- 4) In general, perform all the duties as from time to time may be assigned by the Chairperson, the Executive Committee, or the Local Board.

ARTICLE VII
Fiscal

- 7.1 Fiscal Year: The Fiscal year of the Board shall be from July 1 to June 30.
- 7.2 Audit Requirements: The financial statements, books and records of the Board shall be examined as of the end of each fiscal year by an independent certified public accountant licensed to practice in Puerto Rico. Audited financial

statements, appropriate disclosures, and such compliance or management advisory reports shall be submitted, along with an opinion letter, to the full Board not later than ninety (90) days subsequent to the close of the fiscal year or within thirty (30) days after receipt of the reports. Bids to secure audit proposals will occur and staff will pre-evaluate for compliance and recommendation to the Executive Committee.

- 7.3 Indemnification, Insurance and Bonds: All members of the Board may be indemnified by the Board against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a part by reason of being or having been such Board member, except in relation to matters that they shall be adjudged to be liable for negligence or misconduct in the performance of duty. Such expenses shall include reasonable settlements; except that no amounts shall be paid hereunder in connection with any such settlements; unless the Board is advised by legal counsel that such person was not derelict in the performance of his/her duty and that such settlement is in the best interest of the Board. The Board is authorized to issue Requests for Proposals for appropriate insurance coverage's to protect the members against liability claims including action in tort. Any member of the Board with the custodial care of cash, checks or negotiable securities, or empowered to authorize the disbursements of same, shall be bonded in an amount to be determined by the Board.
- 7.4 Annually and at least 30 days prior to the end of the fiscal year, the Administrative Entity shall prepare a preliminary budget for consideration by the Board. The preliminary budget will be used until final budget is approved. The proposed budget will be presented to the Board and the Chief Local Elected Officials for final approval prior to implementation.
- 7.5 Dissolution Clause: In the event of dissolution of the Workforce Board and its Board of Directors (board members), all assets shall be turned over to the Workforce Development agency.

ARTICLE VIII **General Provisions**

- 8.1 Board members shall be given a per diem in the performance of their duties upon the approval of the Chairperson.
- 8.2 Any Board member who is absent from three consecutive Board meetings, either regular or special, shall be considered for expulsion. Expulsion of any

member shall require the affirmation vote of two-thirds of the membership present and constituting a quorum.

- 8.3 Vacant positions on the Board shall be filled as soon as possible in order to remain in compliance with the Act and operating as a Workforce Board.
- 8.4 The Workforce Board shall negotiate, subject to ratification of the Board, a working agreement with the Chief Elected Officials to operate and execute the duties and responsibilities under Public Law.
- 8.5 In recognition of potential "Conflict of Interest", no Board member will vote on issues or budgets if the member or a member's relative within the fourth degree, whether by affinity or consanguinity: a. is employed by the bidder b. works for the bidder c. is a general member of the bidder d. is a member of the bidder's governing body; or e. has a financial interest in the bidder.

ARTICLE IX Amendments

- 9.1 The By-Laws of the Board may be amended by a simple majority vote of the members present and constituting a quorum at any regular or special meeting of the Board, provided that the notice of such regular or special meeting shall include a draft of the proposed amendment. No other method of amendment shall be permitted.

ARTICLE X Parliamentary Authority

- 10.1 Meetings of the Workforce Board shall be conducted according to the procedures contained in Reece Bothwell's Parliamentarie Procedures and Rules.

ARTICLE XI Civil Rights

- 11.1 The Organization shall be an Equal Opportunity Employer and shall assure that this organization and its subcontractors shall conform to applicable laws, regulations and Executive Orders applying to employment opportunities as found in the provisions of the Civil Rights Act of 1964 (amended), Americans with Disabilities Act of 1990, and all other related laws and regulations.

**ARTICLE XII
CONFLICT OF INTEREST**

(1) Board Membres 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 Board Member represents, or in which he or she 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 Board Member represents, or in which he or she holds an ownership or pecuniary interest) or a Board Member's immediate Relative; or

iii. Involves 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 the minimum 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;

c. 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;

d. 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.

- (2) A Board Member shall disclose and divulge the existence of an actual or potential Conflict of Interest prior to any vote or participation in the decision making process and such disclosure shall be expressly noted in the Board's minutes.
- (3) 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.

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.

- (4) In the event that a Board Member is uncertain as to 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 follow 159-2-4.04(3) and recuse himself or herself from voting and participating in the decision making process.
 - 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 and participate in the decision making process. 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.
- (5) The Chairman of the Board shall inquire as to whether a Conflict of Interest exists among Board Members prior to any vote involving the following:
 - a. the awarding or modification of a contract; or
 - b. the provision of services; or
 - c. a pecuniary interest.

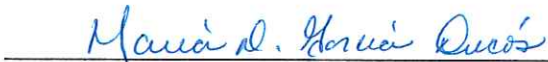
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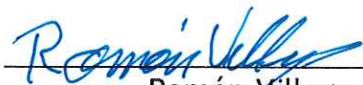
These By-Laws have been adopted by the Board on this 18 day of March, 2016,
attested by the Officer signature below.



Oriel Ramírez Rodríguez
Chairperson, Workforce Development Board



María García Ducos
Vice Chairperson, Workforce Development Board



Ramón Villegas
Secretary, Workforce Development Board