



NORTHERN REGION

VIRGINIA CAREER WORKS – NORTHERN

BY-LAWS

(Updated on March 7, 2019)

ARTICLE I- NAME AND LOCATION

SECTION 1 The name of this organization shall be the Virginia Career Works – Northern, hereinafter referred to in these by-laws as the “VCWN”.

SECTION 2 The official location will be Virginia Career Works – Northern, 8300 Boone Blvd., Suite 450, Vienna, Virginia 22182.

ARTICLE II- PREAMBLE

VCWN was established pursuant to the Consortium Agreement among the Counties of Fairfax, Loudoun, and Prince William and the Cities of Fairfax, Falls Church, Manassas and Manassas Park in connection with and to fulfill the requirements of the Federal Workforce Innovation and Opportunity Act of 2014 (P.L. 113-128) (WIOA). It is the purpose of VCWN, in partnership with the Chief Local Elected Officials (CLEOs) of the above-identified jurisdictions (the "Jurisdictions"), to seek to develop a workforce development system for the Northern Virginia Workforce Development Area (the "Area") by marshaling resources for workforce development from public and private sources and integrating those resources and services in implementing a workforce development system consistent with the vision, mission and strategic goals.

ARTICLE III - FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

SECTION 1 In partnership with the CLEOs, VCWN shall fulfill the requirements of the WIOA), including the following:

- Provide responsible oversight and stewardship of all financial resources available to VCWN in implementing the Area's workforce development system (the "System")
- Develop a three (3) year strategic plan that connects all investments in workforce development
- Conduct strategic oversight to the workforce delivery system

- Oversee the One Stop Delivery System
- Develop and enter into a Memorandum of Understanding with workforce development system partners for the implementation and operation of the service delivery system in the local area
- Certify one-stop center operators and affiliate sites
- Promote quality in customer service
- Provide continuous accountability and evaluation through customer satisfaction surveys and other performance outcomes.

SECTION 2 In designing, implementing and overseeing the Area's System, VCWN and its committees shall endeavor to adhere to the following principles and strategic goals:

A. Fundamental Principles for the System

CUSTOMER SERVICE means always providing the customer with service of the highest quality and value and at the same time continuously improving the level of service.

PARTNERSHIP is essential to the success of the System. In an effort to achieve common goals, such as universal access, organizations will work together in a cooperative effort. Each agency is committed to achieve the goals identified for the System.

REGIONALIZATION is essential to the success of the System. Serving the needs of the business customer requires thinking globally and regionally while acting locally.

CONTINUOUS IMPROVEMENT AND QUALITY is essential to growth. In addition, VCWN and its committees must embrace ongoing innovation and change for achieving continuous improvement and growth. Individuals within the System must be provided with opportunities for progressive development.

RESULTS are what matters. Measurable results must be obtained by attending to the process of getting the work done as well as the product. Results are obtained by focusing on customer expectations, by providing a return on investment, and by ensuring future economic growth.

B. Strategic Goals for the System

Strategic Goal 1: Ensure that the Virginia Career Work Northern's impact is sustainable over the long term.

Strategic Goal 2: Build and support a comprehensive system of training and placement matched to the ongoing needs of employers, business and industry in the region.

Strategic Goal 3: Continue to build awareness and enhance communication with

employers.

ARTICLE IV- BOARD MEMBERSHIP; RESPONSIBILITIES OF MEMBERS

SECTION 1 The size of the VCWN Board shall consist of no more than 59 voting members, comprised and appointed as set forth in the Consortium Agreement. In addition, the VCWN Board shall also have as non-voting members those members of the Youth Committee (See Article VII, Section 8 of these Bylaws) not appointed to the VCWN Board by a Jurisdiction.

SECTION 2 Any vacancy or new position among the voting members of the VCWN Board shall be filled by appointment by the Chief Local Elected Officials (CLEOs) pursuant to the Consortium Agreement. For purposes of guidance regarding any recommendations that VCWN may advance to the CLEOs for filling vacancies among the voting VCWN Board members, the recommendation of the Report regarding the profile of VCWN Board members is provided below:

VCWN Board Member Profile

The WIOA clearly identifies the criteria for all membership to each board, including the following for business membership:

- Owners of businesses, chief executives, or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority, and
- Businesses with employment opportunities that reflect the employment opportunities of the local area.

Business representatives are to be appointed from among individuals nominated by local business organizations and business trade associations. High growth industry sectors should be represented as well as representation of small, medium and large employers who meet the criteria listed above. Furthermore, all members appointed to the VCWN Board should have the following skills and attributes:

- Demonstrate interest and knowledge in workforce issues
- Commit to the time and level of effort required
- Represent the business or organization at a senior level of management, and
- Have a regional perspective.

Overall, the VCWN Board and its leadership should be diverse.

SECTION 3 VCWN Board terms shall be four years each. Any vacancy in the membership of the VCWN Board shall be filled in the same manner as the original appointment, and vacancies resulting from resignations or removal of mandatory Members, as defined

under the WIOA, shall be filled within 90 days pursuant to the requirements of Virginia Board of Workforce Development Policy #200-02 (Establishment and Membership of Local Workforce Development Boards).

- SECTION 4 (a) Membership on the VCWN Board of voting members shall cease when:
- 1) the member offers his/her resignation to the Chairperson of the Board and the member's respective CLEO;
 - 2) the member is not re-appointed after completion of the term; or
 - 3) the organization or activity sector the member represents ceases to exist, or the member is no longer with the organization or sector activity (unless said member continues to meet necessary criteria for membership or his or her continuing service is ratified by the appointing LEOs), or the CLEO of the appointing jurisdiction withdraws that representative's name from membership.

(b) Membership on the VCWN Board of non-voting members shall cease when such member no longer serves on the Youth Committee, or when the procedures of Section 11 below are invoked.

SECTION 5 Each voting and non-voting member of the VCWN Board shall serve on at least one standing committee of the VCWN Board.

SECTION 6 Each voting member of the VCWN Board shall be entitled to one vote during any regular or special meeting of the VCWN Board at which said member is present and which meeting has been duly called at which a quorum is present and acting throughout, except where a real or perceived conflict of interest occurs. Only the appointed member of the VCWN Board shall be allowed to vote; proxy voting shall not be allowed.

SECTION 7 Conflict of interest, real or perceived, will not be tolerated. Any duality of interest or real or perceived conflict of interest on the part of any VCWN Board member shall be disclosed to other VCWN Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of VCWN Board action. Any VCWN Board member having a duality of interest or conflict of interest, real or perceived, on any matter shall not vote or use his/her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting. The conflict of interest policy shall be reviewed annually for the information and guidance of VCWN Board members. Any new members of the VCWN Board shall be advised of the policy upon entering the duties of his/her office. There shall be an annual submission of disclosure regarding possible conflict of interest.

SECTION 8 Summary Notes of each VCWN Board meeting shall be distributed to all VCWN Board members.

SECTION 9 All voting and non-voting VCWN Board members are obliged to attend meetings of the VCWN Board, participate in Committee work, abide by VCWN Board bylaws and standing rules, abide by majority rule, and present their views and opinions.

SECTION 10 If a VCWN Board member misses three (3) regularly scheduled meetings of the VCWN Board during any one calendar year, the Board may, at its discretion, recommend to the appointing Jurisdiction that this member be dropped from the VCWN Board. The Executive Committee, upon review of the attendance record of VCWN Board members, may make such recommendations to the VCWN Board for consideration.

SECTION 11 If a VCWN Board member, whether a voting or a non-voting member, misses two (2) meetings of any committee of the VCWN Board on which such member serves, the Chairperson, of the VCWN Board shall in a letter to the member emphasize the importance of committee attendance and participation and propose a discussion with such member to resolve any issues. If failure to attend committee meetings persists, the Chairperson (a) in the case of a voting member, may seek a recommendation of the VCWN Board to the appointing Jurisdiction that the member be dropped from the VCWN Board or (b) in the case of a non-voting member, may ask such non-voting member to resign from the Youth Committee and thereby the VCWN Board.

ARTICLE V- OFFICERS

SECTION 1 The VCWN Board shall elect from among its membership a Chairperson who shall be a representative of the business sector, a Vice Chairperson, a Secretary, a Treasurer and a Parliamentarian. The VCWN Board may establish criteria regarding sector representation for the offices of Vice Chairperson, Secretary and Treasurer. All officers shall serve for two-year terms, commencing on July 1 and concluding on June 30, or shall serve such shorter period of time if their term as a member of the VCWN Board expires sooner. Officers may serve no more than two (2) consecutive two-year terms in each office.

SECTION 2 Duties and responsibilities of said officers shall be as follows:

1) **Chairperson**

- a) shall preside at all meetings of the VCWN Board;
- b) shall establish agendas for each regular VCWN Board meeting;
- c) shall sign, on behalf of the VCWN Board, all necessary legal documents;
- d) shall appoint ad hoc committee(s), as determined necessary;
- e) shall be the official representative of the VCWN Board, as required;
- f) may call special meetings of the VCWN Board;
- g) shall call special meetings of the Executive Committee when a quorum of the full Board cannot be met, as described in Article VII, and
- h) other responsibilities as determined by the VCWN Board.

2) **Vice-Chairperson**

- a) shall assume all responsibilities of the Chairperson, noted herein, in his/her absence and shall perform such duties as may be specified by the Board or as may be necessitated by the absence of the Chairperson.

3) **Secretary**

- a) shall, with the assistance of staff support, keep the minutes of

the meetings of the VCWN Board, give and serve all notices of and to the VCWN Board, be the custodian of the records of the Board, and perform all other duties incident to the office of Secretary.

4) Treasurer

- a) shall monitor the control, receipt, and custody of all assets, if any, of the VCWN Board;
- b) shall monitor the disbursements, if any, as authorized by the Executive Committee;
- c) shall report the receipt, use, and disbursement of all assets, if any, of the VCWN Board;
- d) shall exercise the powers and perform such other duties usually incidental to the office of treasurer; and
- e) shall exercise such powers and perform such other duties as may be assigned by the Chairperson or Executive Committee.

5) Parliamentarian

- a) shall provide guidance to the Chairperson and VCWN Board regarding the procedures and conduct of meetings;
- b) shall assist the VCWN Board and officers in the interpretation and enforcement of these Bylaws; and
- c) as may be requested and be appropriate provide general guidance to the VCWN Board and officers regarding specified contractual or other matters having procedural or structural implication for the VCWN Board and its affairs.

SECTION 3 Said officers shall be elected by a majority vote of the members present at the last VCWN Board meeting of the fiscal year.

ARTICLE VI- NOMINATING COMMITTEE

SECTION 1 The VCWN Board Chairperson shall appoint a Nominating Committee consisting of three (3) Board members for the purpose of nominating officers for the next term.

SECTION 2 The Committee shall, at the final meeting of the fiscal year, submit to the VCWN Board a slate of officers for election, who shall assume office on the first day of July following their election.

SECTION 3 The Committee shall nominate VCWN Board members representing the private sector for the office of Chairperson, and, consistent with any criteria regarding sector representation that the VCWN Board may have adopted, shall nominate Board members for the offices of Vice Chairperson, Secretary, Treasurer and Parliamentarian.

SECTION 4 The Secretary shall direct staff who provide support to the VCWN Board to mail to all Board members, not less than twenty (20) days prior to the date of the annual election, a list of nominees recommended by the Nominating Committee.

ARTICLE VII-COMMITTEES

The following shall be the standing committees of the VCWN Board. Such other ad hoc committees or task forces may be established by the Chairperson as deemed necessary and appropriate. The Chairperson shall be an ex-officio (non-voting) member of all committees. Committee members shall be selected from among the voting members of the VCWN Board, with the exception of the Youth Committee which may have both voting Board members and other members from the community not otherwise appointed to the VCWN Board by a Jurisdiction. Each committee Chairperson shall be so appointed by the Chairperson of the VCWN Board. Terms of service on each standing committee shall be one (1) year.

SECTION 1 Executive Committee

- 1) The Executive Committee shall be made up of officers of the VCWN Board, the Chief CLEO and the chairpersons of each of the standing committees. The Executive Committee shall: provide leadership and connectivity for all work of the Board; manage transition into full implementation of WIOA for VCWN; and perform such specific responsibilities as the VCWN Board may delegate.
- 2) The Executive Committee will, at the end of each year, perform the following functions for the VCWN Board:
 - a) nomination of committee appointments;
 - b) review of meeting attendance as described in Article IV, making recommendations to the VCWN Board as appropriate;
 - c) review of VCWN Board by-laws, making recommendations to the VCWN Board as appropriate;
 - d) review of VCWN administration, making recommendations to the Board as appropriate;
 - e) review of the Consortium Agreement and MOU, making recommendations to VCWN as appropriate.
- 3) In the event the Chairperson must call a special meeting of the full VCWN Board, the Board will be polled and if a quorum of the Board cannot be assembled in a timely manner, the Chairperson will then call upon the Executive Committee to meet and act on items needing immediate attention. Any action taken by the Executive Committee will then be brought to the full VCWN Board for ratification at the next regularly scheduled meeting or special meeting.
- 4) Special meetings of the Executive Committee may be called for any proper purpose by the Chairperson or by five (5) members of the Executive Committee.

SECTION 2 Policy and Program Committee

The Policy and Program Committee shall be composed of a representative group from

the full voting membership of the VCWN Board and possess the skills necessary to carry out the functions of the committee. Functions and responsibilities of the committee shall include:

- a) collecting data on customer requirements and utilizing it for continuous process improvement;
- b) investigating how money is spent in relationship to results produced;
- c) establishing and implementing a customer satisfaction system for the System;
- d) continually researching best practices and benchmarking current practice for program effectiveness;
- e) developing the yearly consumer report card;
- f) conducting labor market research (possibly through contracting); and
- g) using employer customer data and developing linkages with the region's economic development efforts to design services for employers, including labor market information; and
- h) validating industry-skill standards.

SECTION 3 Quality Assurance Committee

The Quality Assurance Committee shall be composed of a representative group from the full voting membership of the VCWN Board and possess the skills necessary to carry out the functions of the committee. The functions and responsibilities of the committee include:

- a) developing the "blueprint" for the infrastructure needs of a world-class one-stop system;
- b) developing the Quality Standards required to become certified as a one-stop or an affiliate;
- c) designing the process for receiving a charter as either a one-stop or an affiliate;
- d) reviewing applications and renewals; and
- e) ensuring that facilities meet the quality standards before being certified as a one-stop or affiliate site.

SECTION 4 Youth Committee

The Youth Committee shall be composed of a representative group from the full voting membership of the VCWN Board and other appropriate community members and possess the skills necessary to carry out the functions of the committee. The functions and responsibilities of the committee include:

- a) youth planning for the System;
- b) recommend and oversee providers of youth services;
- c) coordinate Youth Workforce Development Activities.

ARTICLE VIII - MEETINGS

SECTION 1 There will be quarterly meetings of the VCWN Board, to be held in: March, June, September and December. The date, time and location of regular meetings shall be determined by the Executive Committee. Board members shall be notified in writing at least seven (7) days in advance of the time, place and agenda of the meeting.

SECTION 2 Special meetings may be called at the discretion of the Chairperson and shall be called by the Chairperson upon the written request of at least eight (8) voting Board members. Notice of a special meeting shall be given in writing not less than seven (7) days before the date of the meeting, specifying the time, place and purpose of the meeting.

SECTION 3 All committees shall meet at least four (4) times per year.

SECTION 4 Special committee meetings may be called at the discretion of the Committee Chairperson or by a majority of the membership of any committee.

SECTION 5 The presence in person of one-third of the voting members of the VCWN Board shall constitute a quorum of the Board for conducting business. The presence in person of a majority of Committee members shall constitute a quorum for Committee meetings, with the exception of the Executive Committee for which a quorum shall require the presence in person of at least two-thirds of its members.

SECTION 6 Resolutions, actions and authorizations, with the exception of amendment of these bylaws, shall be passed by a vote of a majority of members entitled to vote who are present at a meeting at which a quorum is present and acting throughout.

SECTION 7 Meetings of the VCWN Board and of its committees shall be open to the public and shall otherwise be subject to applicable provisions of the Virginia Freedom of Information Act (FOIA).

SECTION 8 Phone- and web-based meetings and other use of appropriate technology may be used to promote and enhance VCWN Board member participation in conjunction with face-to-face, in-person meetings when applicable. The agenda may state the means of connection to the meeting if participation via phone or other electronic means is being utilized. VCWN Board members participating in a telephone conference call or other electronic means shall be clearly identified in the minutes.

The use of technology, such as phone and web-based meetings, for meetings of the Board's committees, subcommittees, special committees, ad hoc committees, task forces, or similarly designated groups is permitted under 20 CFR § 679. J OO(d)(5). VCWN may use technology to improve board functions such as distributing meeting agenda, attachments, and minutes with electronic mail to improve communication.

ARTICLE IX-AMENDMENT

These bylaws may be amended by a two-thirds vote of those voting members present at a regular or special meeting of the VCWN Board, provided that a quorum is present and acting throughout and provided further that prior written notice of not less than twenty (20) days of any proposed amendment(s), including the text of any such amendment(s), shall have been given. Amendments approved by the VCWN Board shall be effective immediately, unless otherwise provided therein.

ARTICLE X – STAFF SUPPORT

The staff support roles for VCWN shall be as described in the Consortium Agreement and the Memorandum of Understanding.

ARTICLE XI- CONDUCT OF MEETINGS

It is the intent of VCWN that meetings shall be conducted in an informal atmosphere in order to encourage a free exchange of ideas. The Chairperson will have the authority to control the meeting, with the right reserved to the majority to overrule the Chairperson. If necessary, Robert's Rules of Order may be invoked by the Chairperson or the majority of the members at the meeting.

ARTICLE XII- FISCAL YEAR

The fiscal year of VCWN shall be the period of July 1 to June 30.

ARTICLE XIII- REIMBURSEMENT

If deemed necessary and appropriate by the VCWN Board, each member of the Board, officer, and committee chairperson, including past Board members and officers, may be reimbursed by the Board for any and all expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceedings in which he or she is made a party by reason of being or having been a member of the Board or officer of the Board, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his or her duties as such Board member or officer; and such reimbursement shall not be deemed exclusive of any other rights to which he or she may be entitled under any by-laws, agreement, vote of members or otherwise. Such reimbursement by the Board may be provided by means of D&O liability coverage or other similar insurance coverage, pursuant to paragraph 8 of the Workforce Innovation and Opportunity Act Consortium Agreement.

ARTICLE XIV- EFFECTIVE DATE

These Bylaws shall become effective as of the date of adoption by the VCWN Board. Such adoption shall require a vote of a majority of the voting Board members present at a duly-convened meeting at which a quorum is present and acting throughout.