

**BY-LAWS**

**ARTICLE I  
NAME, SERVICE AREA, OFFICE LOCATION**

**SECTION 1**

The name of the organization shall be WorkNet Pinellas, Inc. doing business as and hereinafter referred to as WorkNet Pinellas.

**SECTION 2**

WorkNet Pinellas shall serve the residents of Pinellas County, Florida.

**SECTION 3**

The official office location and mailing address shall be as determined by the Executive Committee of WorkNet Pinellas.

**ARTICLE II  
PURPOSE**

**SECTION 1**

WorkNet Pinellas shall strive to enhance the provision of workforce development services, increase the involvement of the business community, including small and minority business in workforce development activities, to increase private sector employment opportunities, and to ensure the economic health in and for Pinellas County, Florida. Special emphasis shall be placed on service to welfare recipients, economically disadvantaged adults and youth, dislocated workers, individuals and employers needing workforce development services as identified in the WorkNet Pinellas two year strategic plan.

## **SECTION 2**

WorkNet Pinellas shall use available funding in ways that will most effectively satisfy the labor demand needs of the residents and business community of Pinellas County to enhance the economic well being of the community.

## **ARTICLE III BOARD AND BOARD MEMBERSHIP**

### **SECTION 1**

WorkNet Pinellas shall be governed by a Board of Directors, to be appointed as provided in this Article III. The Board shall:

- (A) Set policy for the Workforce System in Region 14;
- (B) Be responsible for oversight of programs;
- (C) Be responsible for oversight of administrative costs;
- (D) Be responsible for oversight of performance outcomes;
- (E) Be responsible for identifying providers of training services, intensive services, youth providers and One-Stop Operators; and
- (F) Develop a budget, subject to the approval of the Pinellas County Board of County Commissioners, for purposes of carrying out the duties of the Board under applicable state and federal law.

### **SECTION 2**

All the members of the Board of Directors of WorkNet Pinellas shall be appointed by the Pinellas County Board of County Commissioners in accordance with the following categories:

- (A) Representatives from the private sector, who shall constitute a majority of the membership of the Board and who shall be owners of businesses, chief executives or

chief operating officers of non-governmental employers, employees of business which create jobs in Pinellas County, or other private sector executives who have optimal management or policy responsibility.

Such representatives shall represent the urban, suburban and rural nature of Pinellas County as well as the demographic, ethnic, and gender characteristics reflective of the County. Nominations for these seats shall be made by business, professional and trade organizations in Pinellas County as required by law.

- (B) Representatives of education, labor, economic development and of organizations identified as one stop partners in the Workforce Investment Act of 1998 section 117 and the Florida Workforce Innovation Act at Section 445.07, Florida Statutes. Nominations for members from the public sector shall be made by the public entity by whom such representative is employed. Representatives from the One-Stop Partners shall be the highest ranking representative of the partner agency or his or her designee. Any designee must be a senior or high ranking individual within the partner agency.
- (C) Such other individuals as may be appointed by the Pinellas County Board of County Commissioners.
- (D) One Stop Partner members may be appointed to represent multiple partner funding streams where the funding streams are administered by the member's agency or organization. This shall be determined by the Pinellas County Board of County Commissioners.
- (E) The Pinellas County Board of County Commissioners shall appoint such individual(s) as are appropriate to represent the three Workforce Investment Act

funding streams and the Welfare to Work funding stream.

### **SECTION 3**

- (A) Members of WorkNet Pinellas Board shall be appointed by the Pinellas County Board of County Commissioners subject to the provisions of Workforce Investment Act, of 1998 and its regulations, and pursuant to the Florida Workforce Innovation Act and policies established by the Governor for the State of Florida. The maximum number of Board members shall be forty- five (45).
- (B) Members of the Board shall serve for fixed and staggered terms of one and two years. The initial term of office for a member shall be determined by WorkNet Pinellas. Thereafter terms shall be for two years.
- (C) In accordance with the federal law and Florida State law, whenever a seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution their term of office shall not expire except and unless the federal or state statute is amended to exclude the position.
- (D) If a member resigns prior to the expiration date of his/her term in office, nominations for filling the vacancy shall be made to the Pinellas County Board of County Commissioners in the same manner as was made for the resigning member. Upon appointment, the member shall serve the unexpired term of the member whose vacancy he/she is filling.
- (E) The WorkNet Pinellas Board may make recommendations regarding nominations to the Pinellas County Board of County Commissioners. Such nominations shall be in accordance with the nomination process set forth in the governing statutes. Appointments to The Board shall be at the discretion of the Pinellas County Board

of County Commissioners.

- (F) Members of The Board shall serve at the pleasure of the Pinellas County Board of County Commissioners.

#### **SECTION 4**

Three (3) consecutive absences from regularly scheduled meetings of WorkNet Pinellas without an excuse approved by the Chair shall constitute a de facto resignation of the Board member. Three (3) consecutive absences from regularly scheduled committee meetings of WorkNet Pinellas, without an excuse approved by the committee chair, shall constitute a de facto resignation of the committee member from that committee. De facto resignation from a committee will not impact the individuals' membership from the Board or membership on other committees.

Should a Board member cease to represent the category to which they were appointed to fill on the Board through change in status, or otherwise become disabled, ill or unable to perform their duties on the Board, they shall be removed upon recommendation of the Executive Committee to the Pinellas Board of County Commissioners.

#### **ARTICLE IV BOARD OFFICERS AND COMMITTEES**

The slate of officers shall be presented to WorkNet Pinellas by an ad-hoc Nominating Committee.

The officers of WorkNet Pinellas shall consist of the Chair, a Chair Elect, a Vice Chair, a Secretary and a Treasurer. The Chairman of the Pinellas County Board of County Commissioners, or his/her designee from the Board of County Commissioners, shall occupy the Vice Chair position.

## **SECTION 1**

WorkNet Pinellas shall have a Chair who shall be selected from among the representatives of the private sector. The Chair and the slate of officers shall be elected as follows:

- (A) The slate of officers shall be recommended to the WorkNet Pinellas Board of Directors and selected based upon a majority vote of the quorum present at the annual meeting at which the slate is presented.
- (B) The annual meeting at which the slate of officers shall be elected shall take place in May or on a date as otherwise set by the Board, and the officers shall take office in July.
- (C) The Chair shall preside at all meetings of the WorkNet Pinellas Board of Directors, and shall, in general, perform all duties incident to the office of Chair.

## **SECTION 2**

- (A) WorkNet Pinellas shall have a Chair Elect and a Vice Chair.
- (B) The Chair Elect from the private sector shall preside over meetings in the absence of the Chair, and shall, in general, perform all duties incident to the office of Chair in the absence of the Chair.
- (C) The Vice Chair, who shall be the Chairman of the Pinellas County Board of County Commissioners, or his/her designee from the Board of County Commissioners, shall preside over meetings in the absence of the Chair and the Chair Elect and shall oversee the work of the Committees.

### **SECTION 3**

The term of office for the Chair, Chair Elect from the private sector, Secretary and Treasurer of WorkNet Pinellas shall be for one (1) year. If an officer resigns his/her position on the Board, a replacement shall be elected to serve the unexpired term of office. The Chairman of the Pinellas County Board of County Commissioners, or his/her designee, shall serve as the Vice Chair during his/her membership on the Board of Directors. The Chairman of the Pinellas County Board of County Commissioners, or his/her designee, is not subject to the term limits specified in Article IV, Section 6 contained herein.

### **SECTION 4**

WorkNet Pinellas shall have an Executive Committee consisting of the Officers, the Chairs of the Standing Committees, Past Chair, and five at-large members appointed by the Chairperson.

The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the affair of WorkNet Pinellas. However, this authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed on it, or him or her, by the Bylaws or by any applicable law.

A supermajority (majority plus one) of the Executive Committee shall constitute a quorum.

Approval of matters coming before the Executive Committee shall require a vote of at least 75% of the Executive Committee members present.

As soon as practicable following a meeting of the Executive Committee, minutes of the meeting shall be transmitted to Members of the Board of Directors. Any Board Member shall have five (5) days from receipt of the minutes within which to request that an action of the Executive Committee be brought before the full Board. If no such request is made, the action of the Executive Committee shall stand.

## **SECTION 5**

- (A) WorkNet Pinellas shall have the standing committees described in Section 7 herein and such ad hoc committees as determined necessary by the Chair. The composition of the Executive Committee shall be as provided in Section 4 immediately above.
- (B) The Chair of WorkNet shall appoint the Chair and members of the ad-hoc Nominating Committee from among the membership of the Board. The Nominating Committee will meet prior to the fourth quarterly or annual board meeting to select a slate of officers to be presented to the WorkNet Board at the annual meeting.
- (C) The Chair shall select all Committee Chairs from among the membership of the Board.
- (D) A committee member, as described in Article III Section 2(B), may designate an alternate in writing who shall have the powers, including voting, of the committee member.
- (E) Except for the Executive Committee, the number of Committee Members present for a meeting shall constitute a quorum for the purpose of conducting the business of the Committee.

## **SECTION 6**

WorkNet Pinellas Officers, Executive Committee Members and Committee Chairs may serve in those positions for two successive terms and shall then step down from their position for a minimum of a year, although they may continue to serve as WorkNet Pinellas members, or in other offices.

## **SECTION 7**

The Standing Committees of WorkNet Pinellas shall be the Executive Committee, the



Youth Economic Opportunity Committee (which shall be the Youth Council), the Business and Economic Development Committee, the Finance Committee, Public Relations Committee, and the Compensation Committee. WorkNet Pinellas shall also have a One-Stop Consortium, as described in the WIA, composed of public and private partners as determined by the WorkNet Pinellas Board, to provide oversight to the One-Stop Delivery System. In addition, there may be such ad hoc committees as determined necessary by the Chair.

Other than those committees required by law, WorkNet Pinellas may vote to combine Committees as appropriate for the efficient operation of the business of WorkNet Pinellas.

## **SECTION 8**

The members of the Youth Economic Opportunity Committee shall be selected and appointed in accordance with the Workforce Investment Act of 1998, Pub. L. No. 105-220. The Chairperson of the Youth Economic Opportunity Committee and Business and Economic Development Committee at his/her discretion may appoint board and non-board members to serve on their committee. WorkNet Board members shall comprise a majority of each committee. The Nominating Committee members shall be appointed as provided in Section 5(B) herein. Voting privileges of non-board members selected to serve on a committee are limited to that committee. Non-board committee members shall serve for a two-year term from their selection date. Terms are renewable for additional two-year periods at the discretion of the committee chairperson. The members of the Compensation Committee shall consist of the Past Board Chair, the Current Board Chair, the Chair Elect and four additional members of the Executive Committee.

## **ARTICLE V MEETING PROCEDURES, VOTING RIGHTS**

### **SECTION 1**

- (A) Regular meetings of WorkNet Pinellas shall be held at a place to be determined by the members, at such times and as often as they may deem necessary.
  
- (B) The WorkNet Board may allow one or more members of the Board to participate in meetings by telephone or other types of communications technology provided that access be given to the public at such meetings through the use of such devices as a

speaker telephone that would allow the absent member or members to participate in discussions to be heard by other board members and the public and to hear discussions taking place during the meeting. Board members participating by telephone or other types of communications technology will be included as part of the quorum and a quorum does not have to be physically present to conduct business.

- (C) Committee meetings shall be noticed and conducted in the same manner and with the same formality as regular WorkNet Pinellas meetings.
- (D) All Board and Committee meetings shall be subject to the Sunshine and Open Meeting Laws of the State of Florida.
- (E) The Executive Director shall send written notice of each meeting to the members at such times and as often as they may deem necessary.
- (F) WorkNet Pinellas committees shall meet at the call of the Committee Chair, the Vice Chair or the WorkNet Pinellas Chair. Minutes shall be kept of all meetings and shall be available in the WorkNet Pinellas Administrative Entity Office for anyone who requests to see them, and shall be reviewed and approved at the next WorkNet Pinellas or Committee meeting as appropriate.
- (G) Special meetings of members may be called at any time by the WorkNet Pinellas Chair or by a petition signed by not less than twenty-five percent (25%) of the membership of WorkNet Pinellas, setting forth the reason for calling such a meeting.
- (H) The public shall be informed of meetings through notice(s) which shall state the purpose of the meeting, the time and the place. Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chair or by petition.

- (I) A quorum shall consist of one-third (33%) of the Board membership.

## **SECTION 2**

- (A) Each member of the WorkNet Pinellas Board of Directors shall have one (1) vote. Members may not vote by proxy.
- (B) When an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and shall abstain from voting on said issue. A conflict of interest is any matter, which has a direct bearing on services to be provided by that member or any organization which such member directly represents, or any matter which would financially benefit such member or any organization such member represents. Contracts awarded to members of the WorkNet Pinellas Board of Directors shall require a 2/3 vote of the quorum in attendance.

## **ARTICLE VI AMENDMENTS**

These By-laws may be amended or replaced by an affirmative vote of two-thirds of the membership of the WorkNet Pinellas Board, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than five (5) days prior to the meeting at which such amendment or repeal is acted upon.

## **ARTICLE VII GENERAL PROVISIONS**

### **SECTION 1**

When parliamentary procedures are not covered by these by-laws, Robert's Rules of Order, Revised, shall prevail.

## **SECTION 2**

Meetings of the WorkNet Pinellas Board of Directors, Standing Committees and ad hoc committee, shall be subject to Florida's Sunshine Law.

## **SECTION 3**

Participation in Board meetings and Executive Committee meetings shall be limited to members of the Board and Committee, respectively, with the following exceptions:

- (A) Regularly scheduled agenda items that call for reports or participation by non-members.
- (B) A time shall be set on the agenda for the receipt of public comment.

## **SECTION 4**

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of the local elected officials or governments party to the consortium agreement.

### **ARTICLE VIII ENACTMENT PROVISION**

These By-laws shall become effective after approval by a two-thirds vote of the membership after due notice to the membership. Reasonable notice shall be given prior to the meeting at which these By-laws are enacted.

### **ARTICLE IX INDEMNIFICATION**

## **SECTION 1**

WorkNet Pinellas, Inc. shall indemnify any Workforce Pinellas, Inc. Board member, staff person, officer, or former Workforce Pinellas, Inc. Board member, staff person, or officer for expenses actually and reasonably incurred by him in connection with the defense of any action,

suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a WorkNet Pinellas member, staff person, or officer, except in relation to matters in which he was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his WorkNet Pinellas duties.

## **SECTION 2**

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

## **SECTION 3**

WorkNet Pinellas and the Pinellas County Board of County Commissioners shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

Adopted as of this 21st day of September 2011.