

**CODE OF REGULATIONS  
OF  
CLEVELAND-CUYAHOGA COUNTY WORKFORCE DEVELOPMENT BOARD**

**SECTION 1 – THE CORPORATION**

**1.1 Name and Organizational Structure.** Cleveland-Cuyahoga County Workforce Development Board (the “Corporation”) is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

**1.2 Purpose and Tax Status.** The Corporation’s purpose is to provide a comprehensive program of workforce development and related services to individuals and businesses in Cuyahoga County, Ohio (the “County”) and the City of Cleveland, Ohio (the “City”). The area of the County and the City where the Corporation’s services are to be provided is referred to as the “Service Area.” These services are to be provided in accordance with, but not limited to, the Workforce Innovation and Opportunity Act of 2014, as currently existing and as may be amended from time to time (the “Act” or “WIOA”), regulations issued thereunder, and related rules promulgated by the State of Ohio (the “State”) to implement the Act (such Act, regulations and rules as currently existing and as may be amended from time to time referred to herein as the “Rules”). To the extent that any Rules are inconsistent with this Code of Regulations, the Rules shall control. In accordance with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any future United States internal revenue law (the “Code”), the Corporation is organized and shall be operated exclusively for the charitable and educational purposes set forth in its Articles of Incorporation (the “Articles”).

**1.3 Chief Elected Officials.** For purposes of this Code of Regulations (“Regulations”), the “Chief Elected Officials” of the Service Area are the Mayor of the City of Cleveland, Ohio (“Mayor”) and the County Executive of Cuyahoga County, Ohio (“County Executive”).

**SECTION 2 – DIRECTORS**

**2.1 Members and Directors.** The initial Board of Directors shall consist of the current members of the Cleveland/Cuyahoga County Workforce Development Board appointed by the Chief Elected Officials who were serving at the Corporation’s inception (“the prior board”), the composition of which complies with 29 U.S.C. 3122 and subsections (a) through (c) of this section below, and which assists the Cuyahoga County Executive and the Mayor of the City of Cleveland in fulfilling functions under Workforce Innovation and Opportunity Act of 2014. For vacancies on the Board of Directors subsequent to the Corporation’s inception, the Chief Elected Officials shall appoint the individuals who shall be directors (the “Directors”) and serve on the Board of Directors (“Board of Directors”) in accordance with 29 U.S.C. 3122 adhering to subsections (a)-(c) of this section below in accordance with the Rules, and shall seek certification of the Director from the Governor of the State once every two years. The Directors of the Corporation shall be the members of the Corporation as well as the members of the Workforce Development Board as further detailed in the Regulations. An individual’s membership shall terminate upon such person ceasing to be a Director of the Corporation. Notwithstanding anything else contained in these Regulations to the contrary, if and to the extent that the Rules are revised to eliminate or add requirements with respect to the composition or qualifications of members of a local board (as defined under the Act), then this Section 2.1 shall be deemed to be amended accordingly.

(a) *Requirements for Directors.* The requirements of the Board of Directors set forth in this Subsection 2.1(a) are intended to comply with the requirements of the Rules. Subject to the provisions of this Section 2.1, the Chief Elected Officials shall appoint Directors who satisfy the following criteria in the following categories (“Director Categories”):

- (i) *Business Representatives.* Representatives of business in the local area who:
  - (A) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
  - (B) 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; and
  - (C) have been nominated to serve as Directors by local business organizations and business trade associations;
- (ii) *Workforce Representatives.* Representatives of the workforce within the Service Area who:
  - (A) shall include representative(s) of labor organizations nominated by labor federations which represent employees, or the representative(s) of employees, within the Service Area;
  - (B) shall include a representative(s), who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if not such joint program exists in the Service Area, a representative of an apprenticeship program in the area, if such a program exists;
  - (C) may include representative(s) of community-based organizations within the Service Area that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that support competitive integrated employment for individuals with disabilities; and,
  - (D) may include representative(s) of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth;
- (iii) *Education and Training.* Representatives of entities administering education and training activities in the Service Area who:
  - (A) shall include a representative(s) of eligible providers administering adult education and literacy activities under title II; and,

- (B) shall include a representative(s) of institutions of higher education providing workforce investment activities (including community colleges); and
  - (C) 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; and
- (iv) *Government and Economic Development.* Representatives of governmental and economic and community development entities serving the Service Area, who:
- (A) shall include a representative(s) of economic and community development entities;
  - (B) shall include a representative(s) from the State employment service office under Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the Service Area;
  - (C) shall include a representative(s) from the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.) serving the Service Area (vocational Rehabilitation Services);
  - (D) shall include a representative each of the County Executive and the Mayor of the City of Cleveland;
  - (E) may include such other individuals or representatives of entities as the Chief Elected Officials in the local area may determine to be appropriate;
  - (F) may include representative(s) of agencies or entities administering programs serving the Service Area relating to transportation, housing and public assistance; and
  - (G) may include representative(s) of philanthropic organizations serving the local area.

(b) *Composition of the Board of Directors/Workforce Development Board.* The composition of the Board of Directors shall be determined, from time to time, by written agreement of the Chief Elected Officials, in accordance with the Act, the Rules and adhering to the following provisions:

- (i) A majority of the Directors shall be representatives (*business representatives*) described in Section 2.1(a)(i);
- (ii) At least twenty percent (20%) of the Directors shall be representatives (*workforce representatives*) described in Section 2.1(a)(ii);

- (iii) At least two Directors shall be representatives (*education and training representatives*) described in Section 2.1(a)(iii);
- (iv) At least three Directors shall be representatives (*government and economic development representatives*) described in Section 2.1(a)(iv);
- (v) Other Directors described as determined by the Chief Elected Officials;
- (vi) To the extent feasible given the mandates of the Act, the Chief Elected Officials shall make appointments in a manner that encourages appropriate geographic representation and gender, racial, and ethnic diversity.

An individual may be appointed as a Director representing more than one of the Director Categories in (a)(ii) through (a)(iv) but only as consistent with the Rules and if the individual meets all criteria for each applicable category of Director.

(c) *Appointment.* The County Executive, on the one hand, and the Mayor, on the other hand, each shall have the authority, acting separately, to appoint at least one Director satisfying each of the qualifications set forth in Sections 2.1(b)(i), (ii), (iii), (iv) and (v). One-third of Directors shall be appointed by the County Executive, one-third by the Mayor, and one-third shall be appointed jointly by the Chief Elected Officials. One-half of all other Directors, if any, shall be appointed each by the County Executive and the Mayor, respectively, except that if only one Director meeting the qualifications of one more of the Director Categories is appointed, or if there are an odd number of Directors, then the Director who qualifies and/or such odd numbered Director shall be appointed jointly by the Chief Elected Officials. The Chief Elected Officials shall establish a formal nomination and appointment process consistent with criteria established by the Governor and state under WIOA section 107(b)(1).

(d) *Terms of Directors.* Directors shall serve three-year terms and the Directors' terms shall be staggered. The initial Board of Directors shall maintain the term and group held by each Director on the prior board at the time of the inception of the Corporation. A Successor to a Director shall be appointed by the County Executive and/or Mayor who appointed the Director whose vacancy is being filled. Directors shall serve at the pleasure of the Chief Elected Officials entitled to appoint such Director, for the following term:

- (i) one-third of the Directors initially appointed by the County Executive and the Mayor, as the case may be, shall serve for a term of three (3) years ("Group I Directors");
- (ii) one-third of the Directors initially appointed by the County Executive and the Mayor, as the case may be, shall serve for a term of two (2) years ("Group II Directors");
- (iii) one-third of the Directors initially appointed by the County Executive and the Mayor, as the case may be, shall serve for a term of one (1) year ("Group III Directors"); and

- (iv) thereafter, each Director appointed by the County Executive and or the Mayor, as the case may be, shall serve for a term of three (3) years and be assigned to the Group of the Director whose vacancy is being filled;

(e) *Provided that*, each Director also shall serve until his or her successor is duly appointed in accordance with these Regulations, the Act, and the Rules, or his or her earlier resignation, removal from office, or death. If there is an even number of Directors serving, the number of Directors in Group I, Group II, and Group III, shall be as equal as practicable as determined by the Board of Directors. A Director may serve up to three complete terms in succession (excluding partial terms) and shall be eligible for reappointment after one year.

(f) *Resignation and Removal; Vacancies.* Any Director, by notice in writing to the Board Chair, Chief Elected Official(s) who appointed him or her, and Chief Executive Officer, if any, may resign at any time. The County Executive or the Mayor, respectively, with or without cause, may remove any Director who has been appointed by the County Executive or the Mayor, as the case may be. The County Executive and the Mayor acting jointly may remove any Director who was jointly appointed by them. In the event of such removal, a successor Director may be appointed by the County Executive and/or the Mayor, who removed the Director whose successor is being appointed. The appointment of such successor Director shall be ratified by the Board of Directors at their next regular meeting or at a special meeting called for that purpose and the Board of Directors shall not withhold such ratification. A removal or resignation shall result in the termination of the Director's service in all capacities in which such Director is serving under these Regulations.

**2.2 Authority of the Directors.** Except as otherwise specifically provided by applicable law, the Articles, or these Regulations, all of the corporate power and authority of the Corporation shall be vested in and shall be exercised by its Board of Directors, who shall also constitute the Workforce Development Board ("WDB") for the Service Area. The Board of Directors shall have general supervision and charge of the operation, property, affairs, and finances of the Corporation and shall administer and manage the affairs of the WDB. Without limiting the generality of the foregoing, and only to the extent permitted or not in conflict with the Rules, the Board of Directors shall have the ability to: (a) elect or remove the officers of the Corporation except as otherwise expressly provided in these Regulations; (b) fix and limit the powers and duties of all officers and fix the compensation of officers; (c) in their discretion, adopt a seal for the Corporation, which seal shall have inscribed thereon the name of the Corporation and such recitals as they deem appropriate; (d) in their discretion, enact, amend, or repeal such bylaws for their own government as may be consistent with the Articles of Incorporation and these Regulations; (e) create committees; (f) delegate authority as the Board of Directors may determine from time to time; (g) develop, as the Directors deem appropriate, policies and guidelines for mutual and consistent guidance and operation of the Corporation and with the Rules; (h) administer and manage the affairs of the WDB; (i) develop local and regional plans with the Chief Elected Officials as required by the Rules; (j) perform all other activities authorized by WIOA, Public Law No. 113-128; and (k) perform such other activities regarding the workforce system as requested by the Chief Elected Officials. The Board of Directors shall also cause a full report concerning the affairs of the Corporation to be presented at the annual meeting of the Directors. The annual report of the Board of Directors shall be filed with the records of the Corporation and an abstract entered in the minutes of the proceedings of the annual meeting of the Directors. In the case of any conflict between these Regulations and the Act and/or the Rules, the Rules shall control.

**2.3 Annual Meeting.** The annual meeting of the Board of Directors shall take place at such time and place as the Board of Directors determines. The purpose of the annual meeting shall be

to elect the officers of the Corporation, receive the report of the officers and committees of the Board of Directors, if any, and transact such other business as may properly come before the meeting. The Board of Directors may establish procedures for identification and election of candidates for officers. Consistent with the Rules, the Board of Directors must elect the Directors appointed by the Chief Elected Officials and shall ratify their appointments. To the extent the Directors appointed by the Elected Officials are not elected in an annual meeting, they must be elected at a special meeting called for that purpose. The Board of Directors may not withhold the election of or ratification of the Directors appointed by the Chief Elected Officials.

**2.4 Regular Meetings.** The Board of Directors shall meet quarterly or at such other intervals as determined by the Board of Directors.

**2.5 Special Meetings.** The Board Chair, Executive Committee, or two-thirds of the Directors may call a special meeting of the Board of Directors.

**2.6 Notice of Meetings.** Not less than two (2) nor more than twenty-one (21) days before the date fixed for any meeting of the Board of Directors, written notice stating the date, time, place and, in the case of a special meeting, the purpose or purposes of such special meeting, shall be delivered to the Directors by or at the direction of the Secretary of the Corporation or of the person or persons calling the same. Notice of meetings of the Board of Directors shall be given to the Directors personally or by U.S. certified mail return receipt requested, express mail, courier service (such as Federal Express), facsimile transmission or e-mail transmission, delivered to their respective mailing address, facsimile number, or electronic mail address as the same shall appear on the records of the Corporation. If notice is given by personal delivery, facsimile or email, the notice shall be deemed to have been given when delivered or transmitted. If notice is sent by U.S. certified mail return receipt requested, express mail, or courier service such as Federal Express, the notice shall be deemed to have been given when deposited in the mail or with the courier service.

**2.7 Place of Meetings.** All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Ohio, as the Board of Directors shall determine.

**2.8 Quorum, Voting, and Adjournment.** Except as otherwise provided in these Regulations or as required by the Articles of Incorporation or the laws of the State of Ohio, the presence of a majority of the Directors at any meeting of the Board of Directors, which has been duly called and notice of which has been duly given, shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be required to constitute the act of the Board of Directors unless otherwise expressly provided in the Articles of Incorporation or these Regulations. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors. After a quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at such meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof. Each Director shall be entitled to exercise one (1) vote on any matter properly submitted to the Board of Directors for their vote.

**2.9 Waiver of Notice.** Notice of the time, place, and purpose of any meeting of the Board of Directors may be waived in writing either before or after the holding of such meeting. The attendance of any Director at any such meeting without protesting the lack of proper notice, prior to or

at the commencement of the meeting, shall be deemed to be a waiver by such Director of notice of such meeting.

**2.10 Action Without a Meeting.** Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

**2.11 Meetings Held Through Communications Equipment.** Any meeting of the Board of Directors may be held through communications equipment if all persons participating can hear and affirmatively identify each other and participation in a meeting pursuant to this Section shall constitute presence at such meeting. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

**2.12 Order of Business and Rules of Order.** The Board Chair shall call to order the meetings of the Board of Directors and shall preside at such meetings. The order of business at all meetings of the Directors shall be as determined by the Chairman of the meeting. The Board Chair shall determine the rules of order for all meetings of the Board of Directors, which may include but shall not be required to include *Roberts Rules of Order*.

**2.13 Compensation and Expenses.** Directors shall not receive compensation for their services.

### SECTION 3 – COMMITTEES

**3.1 Board of Committees.** Subject to the provisions of these Regulations that require certain committees, the Directors may from time to time create committees of the Board of Directors consisting of one (1) or more Directors. The Board Chair shall appoint the members of committees and determine the number of committee members for each committee except as otherwise provided in these Regulations. Except as otherwise expressly provided in these Regulations or under applicable law, the Board of Directors may delegate to any such committee any of the authority of the Directors, however conferred. The Board of Directors may prescribe or limit the powers and duties of any committee of the Board of Directors.

**3.2 Executive Committee.** There shall be an Executive Committee of the Board of Directors consisting of the Board Chair, the Vice Chair, the Treasurer, the Secretary, the Director appointed by the County Executive under subsection 2.1(a)(iv)(D), the Director appointed by the Mayor under subsection 2.1(a)(iv)(D), and such other additional Executive Committee members elected by the Board after being recommended by the Board Chair. The Board Chair shall serve as the chairperson of the Executive Committee. Except as otherwise expressly provided in these Regulations or under applicable law, the Executive Committee shall have and exercise all powers of the Board of Directors between meetings of the Board of Directors and only as consistent with the Rules shall oversee the functioning of the management employees of the Corporation and staff. The Executive Committee only as consistent with the Rules shall also be responsible for (i) coordinating and overseeing activities of the Board and its other committees to ensure the satisfactory performance of functions stipulated by the Rules, these Regulations, and all pertinent statutes and regulations, (ii) monitoring and guiding the administrative management of the Board of Directors, (iii) reporting to local elected officials on matters pertaining to the Board of Directors, (iv) exercising such powers as are provided by resolution of the Board of Directors and acting on behalf of the Board of Directors

between regularly scheduled Board meetings when circumstances require, and (v) reporting actions taken by the Executive Committee to the full Board of Directors at the next full meeting thereof. In the event that the Board of Directors of the Corporation will not hold a regularly scheduled meeting within thirty (30) days of a given request requiring a documented motion and subsequent decision from the Board of Directors, the Executive Committee may act on behalf of the full Board and make such motion and decision. Such requests may include but are not limited to (i) requests to fund programs and/or projects, (ii) grant support requests requiring cash or in kind matches, (iii) approval of contracts funded through WIOA funds allocated to the Service Area. Notwithstanding the previous provisions of this section, the Executive Committee is not authorized to solely approve the budget of the Corporation. The Executive Committee may hold meetings at such place or such places and such times as it determines from time to time. Special meetings of the Executive Committee may be called by the Board Chair or by the majority of the membership of the Executive Committee. Each member of the Executive Committee is entitled to one (1) vote and any act of a majority of the members present and voting and a committee meeting constitutes an act of the Executive Committee. No proxy shall be allowed to attend or vote in a member's absence. The Vice Chair of the Corporation may attend an Executive Committee meeting on behalf of the Board Chair and may act on behalf of the Board Chair if the Board Chair is unable to attend and vote. The Executive Committee shall keep minutes of its meetings and promptly transmit copies thereof to all members of the Director. At each meeting of the Board of Directors, the Board of Directors may review any actions of the Executive Committee and may modify, ratify, or rescind any such actions, subject to the contract rights of third parties.

**3.3 Governance Committee.** The Board of Directors shall have a Governance Committee. The Board Chair shall designate the members of the Governance Committee and the Chair of the Committee. The committee shall solicit interest in serving as an officer of the Board biannually at the Board meeting preceding the Annual Meeting. The Governance Committee shall put forward a slate of officers for consideration no later than 15 days preceding the Annual Meeting. The committee will also assist the County Executive and Mayor with identifying candidates for appointment of new Directors and review these Regulations annually for additions, deletions, or revisions.

**3.4 Finance Committee.** The Board of Directors shall have a Finance Committee. The Board Chair shall designate the members of the Finance Committee, provided that the Treasurer shall be an ex officio member of the Finance Committee and shall be Chairman of the Finance Committee. The Finance Committee shall not be a separate entity and may not set policy for the Service Area. All of the Finance Committee's decisions, actions, and policies shall be approved by the Directors. The chairperson of the Finance Committee shall be the Treasurer. The Finance Committee shall approve annual budgets for submission to the Board of Directors for approval, oversee financial reporting, including all required tax filings, overseeing audits, developing internal controls, and monitoring other financial aspects of the Corporation.

**3.5 Standing Committees.** The Board shall also have the following standing committees:

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

(b) *Youth Committee.* A standing committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth, which must



include community-based organizations with a demonstrated record of success in serving eligible youth.

(c) *Disabilities Committee.* A standing committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues relating to compliance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 *et seq.*) 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.

### **3.6 Committee Limitations.**

(a) *Committee Actions.* Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Director or in making reports of the Directors, and shall be subject to the control and direction of the Directors. Except as otherwise provided by law, the Act, the Rules, the Articles, or these Regulations, each committee of the Directors shall act by a majority vote of the whole number of its members.

(b) *Limitations on Authority.* No committee shall have the authority to:

- (i) approve any action for which the approval of the Board of Director, as opposed to a committee of the Director, is required specifically by the Act or other applicable law, rule, or regulation;
- (ii) establish committees; or
- (iii) fill vacancies of the Director or any committee thereof.

**3.7 Action Without Meeting and Committee Meetings.** Any action which may be taken at any meeting of any committee of the Directors may be taken without such meeting by a writing or writings signed by all of the members of such committee. The writing or writings evidencing such action taken without a meeting shall be filed with the chairperson of such committee and inserted by the chairperson in the permanent records relating to meetings of the committee. Each committee of the Directors shall have the power to make rules and regulations for the conduct of its business; provided that, a majority of the members thereof shall be required to constitute a quorum for the transaction of business at any meeting of the committee. Except as otherwise provided herein, each committee of the Board of Directors shall act by a majority vote of its members present at a meeting at which a quorum is present. Committee members may attend and participate in any meeting of the committee through any communications equipment if all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to this provision shall constitute presence at such meeting.

## **SECTION 4 – OFFICERS AND CHIEF EXECUTIVE OFFICER**

**4.1 Designation and Election of Officers.** The Board of Directors shall elect the following officers: a Board Chair (who shall serve the role as President), Board Vice Chair, Secretary, and Treasurer. No person may hold more than one office except that the offices of Secretary and

Treasurer may be held by the same person. Officers shall be elected at an annual meeting of the Board of Directors or special meeting called for such purpose.

**4.2 Term of Office and Vacancies.** Officers shall hold office for three-year terms until their successors are elected and qualified or until their earlier resignation, removal from office, or death. The Board of Directors may remove any officer at any time with or without cause by the affirmative vote of a majority of the Board of Directors. Any vacancy in any office shall be filled by the affirmative vote of a majority of the Board of Directors for the balance of the term of the resigned, removed, or deceased officer.

**4.3 Authority.** All officers of the Corporation shall have such authority and perform such duties as customarily pertain to their respective offices and such additional authority and duties as may be prescribed by the Board of Directors. At each meeting of the Board of Directors, the officers may give a report summarizing the operations of the Corporation since the prior meeting of the Board of Directors. The enumeration of specific powers and duties set forth below shall not in any way limit the generality of the foregoing:

- (a) **Board Chair.** The Board Chair shall be elected by the Board of Directors and must be a Director who is a business representative described in subsection 2.1(a)(i). The Board Chair shall fill the role of president and have general supervision over its property, business, and affairs, subject to the supervision and control of the Directors. The Board Chair, or the Vice Chair in the absence of the Board Chair (if any), must be present at and shall preside at all meetings of Board of Directors.
- (b) **Vice Chair.** The Vice Chair shall be elected by the Board of Directors. In the event of the absence of the Board Chair, the Vice Chair (if any) shall perform all the duties of the Board Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Board Chair. Except where by law the signature of the Board Chair is required, the Vice Chair shall possess the same power as the Board Chair to sign all certificates, contracts, obligations and other instruments of the Corporation. The Vice Chair shall perform such other duties and may exercise such other powers as from time to time may be assigned to him by the Board of Directors or by the Board Chair in accordance with these Regulations.
- (c) **Secretary.** The Secretary shall be elected by the Board of Directors. The Secretary shall record and maintain the minutes of the proceedings of the Members and of the Board of Directors in books provided for that purpose. The Secretary shall maintain a record of the name, address, telephone number, facsimile number, and electronic mail of the Directors of the Corporation, and the date of election by the Board of Directors and term of office.
- (d) **Treasurer.** The Treasurer shall be elected by the Board of Directors. The Treasurer shall maintain current and complete records of account, have custody of the funds of the Corporation, the deposit all such funds in such depositories as the Directors may designate, and render to the Board Chair or the Directors, upon their request, statements of the financial condition of the Corporation.

**4.4 Delegation of Authority and Duties.** The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer or the Chief Executive Officer and generally,

to control the actions of the officers, and Chief Executive Officer, and to require the performance of duties in addition to those mentioned herein.

**4.5 Chief Executive Officer.** The Board of Directors may hire a Chief Executive Officer (“CEO”) who shall serve at the will of the Board. Subject to the supervision of the Board of Directors, the CEO shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the CEO’s supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.

## **SECTION 5 - AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint agents and representatives of the Corporation with powers to perform acts or duties on behalf of the Corporation as the Board of Directors may determine and as may be consistent with these Regulations and to the extent authorized by law.

## **SECTION 6 - INVESTMENTS**

Except as otherwise required by the Articles of Incorporation or the laws of the State of Ohio, the Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would jeopardize the tax exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder.

Unless otherwise ordered by the Board of Directors, the Board Chair shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which the Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner, the Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its discretion.

## **SECTION 7 - INDEMNIFICATION**

**7.1 Rights of Indemnification.** The Corporation shall indemnify any Member, Director, officer, employee, volunteer or agent of the Corporation to the fullest extent provided by or permissible under Section 1702.12 of the Ohio Revised Code, except as limited pursuant to this Section; and the Corporation is hereby specifically authorized to take any and all further action to effectuate any indemnification of any person, which any Ohio nonprofit corporation may have power to take, by any vote of the disinterested Directors, by any agreement, or otherwise. This Section 7.1 shall be interpreted in all respects to expand such power to indemnify to the maximum extent permissible to any Ohio nonprofit corporation with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify or the right of any individual to indemnification except as otherwise set forth in this Section.

Each Member, Director, officer, employee, volunteer, or agent, or a former member, director, officer, employee, volunteer, or agent, or any person who is serving or has served at the request of the Corporation as a member, director, partner, officer, employee, volunteer, or agent of another corporation (whether nonprofit or for profit), partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), liabilities, judgments, decrees, fines, penalties, or amounts paid in settlement reasonably incurred in connection with the defense of any pending or threatened or completed action, suit, or proceeding, whether criminal, civil, investigative or administrative, to which he/she is or may be a party by reason of being or having been in service in such capacity, provided: (a) he/she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his/her duty to the Corporation; (b) he/she is determined to have acted in good faith and in a manner in which he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation; and (c) in any matter the subject of a criminal action, suit or proceeding, he/she is determined to have had no reasonable cause to believe that his/her conduct was unlawful. The determination as to (b) and (c) and, in the absence of adjudication by a court of competent jurisdiction, the determination as to (a), shall be made by the Directors of the Corporation acting at a meeting at which a quorum consisting of Directors, who are not parties to or threatened with any such action, suit, or proceeding is present. Any Director who is a party to or threatened with any such action, suit, or proceeding shall not be qualified to vote and, if for this reason, a quorum of Directors cannot be obtained to vote on such indemnification, no indemnification shall be made unless such indemnification is approved by a court of competent jurisdiction. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled and shall inure to the benefit of the heirs, executors, and administrators of such person.

**7.2 Purchase of Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, partner or officer, employee, volunteer, or agent of another corporation (whether nonprofit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article or of the laws of the State of Ohio.

## **SECTION 8 - BOOKS, RECORDS, AND ACCOUNTS**

The Corporation shall keep correct and complete books and records of account. The Corporation shall also keep minutes of the proceedings of any meeting of any committee, the Members, and the Board of Directors. All funds of the Corporation shall be deposited in an account or accounts credited to and in the name of the Corporation, and no disbursements therefrom shall be made except upon checks or withdrawal orders bearing the signature or signatures specified in a resolution passed or adopted by the Board of Directors.

## **SECTION 9 - FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30<sup>th</sup> day of June each year or any other period as deemed appropriate by the Board of Directors.

## SECTION 10 - CONFLICTS

**10.1 Conflicts of Interest.** All Directors shall sign a Conflict of Interest Form. A Director or a member of a standing committee must neither cast a vote on, nor participate in, any decision-making capacity on the provision of services by such Director (or any organization which the Director directly represents), nor on any matter which would provide any direct financial benefit to the member, a Director of his/ her immediate family, or any organization in which he may represent. When a Director abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to a conflict of interest or potential conflict of interest.

Both governmental and non-governmental members of the Board must adhere to all the Ohio Ethics Laws O.R.C. 102, et al.

**10.2 Abstaining from a Vote.** Whenever a matter to be voted upon by a Board of Director would involve him/her in a conflict of interest; he/she shall declare the reason for the conflict of interest to the entire Board or committee at the beginning of the discussion of the topic during the meeting. Following such announcement, the Director shall withdraw from the meeting, abstain from discussion, decision-making, and voting on such matter.

**10.3 Raising Questions of Conflicts of Interest.** Whenever a Director has cause to believe that a matter to be voted upon would involve any other Director in a conflict of interest, he/she must raise such question with the Board Chair or committee Chairperson prior to the next meeting, or with the entire Board or committee during the meeting. The question so raised shall be decided by a majority vote of the Board or committee members present, excluding any Director who has been disqualified from discussion or voting on the issue because of his/her own conflict of interest. If a conflict of interest is found to exist, the Board member or committee member shall abstain from discussion and both decision-making and voting on such matter.

## SECTION 11 - AMENDMENTS

The Regulations may be amended, or a new Code of Regulations may be adopted, by the affirmative vote of sixty percent (60%) of the Directors who are present at a meeting of the Board of Directors duly called where a quorum is present and for which notice has been duly given or in a written action without a meeting as provided in this Code.

## SECTION 12 - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Member, Director, officer, agent, volunteer, employee, member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation and no net earnings or pecuniary profit shall, directly or indirectly, inure to the benefit of the foregoing persons, provided that this shall not prevent the payment to any such person of reasonable compensation (to the extent otherwise permitted in these Regulations), as shall be fixed by the Board of Directors, for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining, after all debts have been satisfied, shall be distributed in such amounts as the Board of Directors may determine and as permitted by law, or as

may be determined by a court of competent jurisdiction, upon application of the Board of Directors, exclusively to organizations involved in charitable, religious, scientific, testing for public safety, literary, or educational activities and which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder.

### **SECTION 13 - EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Regulations, no Member, Director, officer, employee, agent, volunteer, or other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken, or carried on, by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder.

### **SECTION 14 – SUNSHINE LAW**

To the extent required, the Corporation shall comply with any WIOA requirements under Section 107(e) of WIOA, the Ohio Public Meetings Act of Ohio Revised Code Chapter 121, and other applicable sunshine laws. All meetings of the Board of Directors are in public and adequate notice to the public shall be given of such meetings. The Board Chair has discretion to determine if and which non-board members present may participate in public meetings of the Board of Directors. All records and data utilized by the member in the conduct of business of the Board will, upon request to the Board Chair or CEO (if any) be made available to the public at cost. The Board Chair is authorized to designate any portion of a meeting as an “Executive Session” and closed to the public regarding internal Board business such as personnel matters. Additionally, Board and Committee meetings for the purpose of strategic planning, team building, or development of documents/projects will be made public when presented at a public meeting of the Board of Directors.

### **SECTION 15 - LIMITATIONS OF THE CORPORATION**

The Corporation shall not, without the consent of the Governor of the State, directly provide training services described in 29 U.S.C. § 3174(c)(3) or core services or intensive services described in 29 U.S.C. § 3174(c)(2). Furthermore, neither the Board of Directors nor the Corporation may designate or certify itself as a “One-stop” (as defined in the Act) or an “American Job Center” (as defined in the State) without the consent of the Governor and the Chief Elected Officials.