BYLAWS
OF
NORTHEAST TENNESSEE WORKFORCE DEVELOPMENT BOARD, INC.

AS AMENDED OCTOBER, 2018

ARTICLE I

NAME

Section I.1 Name of Corporation. The name of the corporation is Northeast Tennessee Local Workforce Development Board, Inc. (the "Corporation").

ARTICLE II

OFFICES

Section II.1 Corporate Office. The initial registered office of the Corporation is located at 386 Highway 91 North, Elizabethton, Tennessee 37643.

The Corporation may have such other offices, either within or without the State of Tennessee, as the Board may designate or as the affairs of the Corporation may require from time to time.

Section II.2 Registered Office. The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time may, but need not, be identical with the principal office in the State of Tennessee; and the address of the registered office may be changed from time to time by the Northeast Tennessee Local Workforce Development Board.

ARTICLE III

PURPOSE AND USE OF FUNDS

Section III.1 Purpose. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes in order to increase the employment, retention, and earnings of eligible individuals, and increase occupational skill attainment by eligible individuals and, as a result, improve the quality

of the Nation's workforce and enhance the productivity and competitiveness of employers within the labor market, within the State of Tennessee and within the Nation.

The purpose of this body is to provide policy guidance and exercise oversight with respect to activities under the Workforce Innovation and Opportunity Act of 2014 (or subsequent federal law) in partnership with the units of local government for the Northeast Tennessee Local Workforce Development Area (NETLWDA).

In furtherance of such purposes, the Corporation is certified by the Governor of the State of Tennessee and operates as the Northeast Tennessee Local Workforce Development Board (WDB) for the Northeast Tennessee Local Workforce Development Area (LWDA) established by the Governor of the State of Tennessee as the NETLWDA encompassing Carter, Greene, Hancock, Hawkins, Johnson, Sullivan, Unicoi and Washington counties of Tennessee and such other areas as may from time to time be designated as NETLWDA.

The Board is established in accordance with the Workforce Innovation and Opportunity Act of 2014, Section 107.

Further, the Corporation shall execute, on an annual basis, a partnership agreement with the Consortium of Chief Local Elected Officials within NETLWDA which establishes roles, accountabilities and relationship parameters of each member of said partnership.

Within NETLWDA, the Corporation shall be authorized to:

(a) set policy within NETLWDA;

(b) develop a plan in partnership with the chief local elected officials (as defined in within NETLWDA for submission to the Governor of the State of Tennessee;

(c) enter into memoranda of understanding with one-stop partners as may be defined from time to time;

(d) designate or certify one-stop operators and terminate them for cause;

(e) select eligible providers of youth activities by awarding grants or contracts on a competitive basis based on recommendations of the Committee and/or Executive Committee, as applicable;

(f) identify eligible providers of training and intensive services;

(g) develop budgets for the purpose of carrying out the duties of the Corporation under the Workforce Innovation and Opportunity Act (WIOA), and/or other subsequent laws and regulations, subject to the approval of the chief local elected officials;

(h) provide program oversight in partnership with the chief local elected officials with respect to local programs of youth activities, local employment and training activities, and the one-stop delivery system for NETLWDA;

(i) negotiate local performance measures in conjunction with the chief local elected officials and the Governor;

(j) assist the Governor in developing statewide employment statistics systems;

(k) coordinate the workforce development activities authorized under the Workforce Innovation and Opportunity Act of 2014 and carried out in NETLWDA in conjunction with economic development strategies, as well as development of additional employer linkages to conduct such activities;

(l) lead and promote the participation of private sector employers in the statewide and local workforce development system and ensure the effective provision through the system of connecting, brokering, and coaching activities through intermediaries such as the one-stop operator within NETLWDA or through other organizations to assist employers in meeting hiring needs;

(m) develop and implement proven or innovative strategies to meet employment and skill needs of workers and employers which expand employment and career advancement opportunities in the region;

(n) perform any and all other duties required of the Corporation by the duly authorized chief local elected officials for the counties within NETLWDA or by the Governor of the State of Tennessee acting pursuant to PL 113-128, as amended from time to time (known as the “Workforce Innovation and Opportunity Act of 2014”), and/or subsequent relevant laws and regulations.

(o) perform any and all other duties required of the Corporation by the duly authorized chief local elected officials for the counties within NETLWDA or by the Governor of the State of Tennessee acting

pursuant to PL 113-128, as amended from time to time (known as the "Workforce Innovation and Opportunity Act of 2014), and/or subsequent relevant laws and regulations;

(p) engage, convene, broker and leverage resources between and among workforce system stakeholders, including non-governmental resources and expertise, to carry out the functions described herein;

(q) lead efforts in the local area to develop and implement career pathways which align employment, training, education and supportive services needed by adults and young people;

(r) maximize accessibility and effectiveness of the local workforce development system by facilitating technological improvements and connections which meet the needs of employers and individuals;

(s) coordinate activities with education and training providers in the local area, including providers of workforce development activities, providers of adult education and literacy activities, providers of career and technical education (as defined in the Carl D. Perkins Career and Technical Education Act of 2006), and applicable provisions of Title I of the Rehabilitation Act of 1973);

(t) assess physical and programmatic accessibility of all one stop centers in the local area, in accordance with §188 and applicable provision of the Americans with Disabilities Act of 1990;

(u) and, may, from time to time, enter into agreements and/or partnerships for the provision of regional services which may extend beyond the geographical boundaries of NETLWDA.

The Corporation must adhere to the Workforce Innovation and Opportunity Act of 2014, and its final regulations, and/or subsequent relevant laws and regulations concerning the provision of training services.

The Corporation may receive and accept property, whether real, personal, or mixed, by gift, grant, or bequest from any person, governmental unit, or entity; retain, administer and invest such property in accordance with the terms of this Charter and the Corporation's Bylaws; and distribute such property for the purposes herein delineated. Any such donation received and accepted by the Corporation must be utilized and/or disbursed in compliance with appropriate laws and regulations, as may be applicable.

The Corporation shall make available to the public, through electronic means and open meetings, information regarding the activities of the local Board, including information regarding the local plan, Board membership, designation and

certification of one stop operators, and the award of grants and/or contractors to applicable providers of workforce development activities, and, on request, minutes of formal meetings of the Board.

The Corporation may hire a director and other staff to assist in carrying out the functions described heretofore.

The Corporation, doing business as the Northeast Tennessee Local Workforce Development Board, may, upon receipt of a waiver granted by the Governor submitted according to §107(g)(1)(B) and §107(g)(2), provide training services and career services.

In furtherance of such foregoing purposes, the Corporation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation; provided, however, notwithstanding any other provision of this the Charter and/or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation organized as a nonprofit corporation under the laws of the State of Tennessee pursuant to Section 501(c)(3) of the Code.

Section III.2 Use of Funds. In making distributions to effectuate the purposes of the Corporation, as delineated in Section III.1 above, the Board shall have the authority to make distributions of funds in such proportions and amounts as the Board, in its discretion, determines advisable, provided that all such distributions are consistent with the Workforce Innovation and Opportunity Act of 2014 and any regulations thereunder, and all applicable federal tax laws and regulations. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its members or officers or any other private person, except as provided in Section V.12 and Article XI as reimbursement for expenses or reasonable compensation for services rendered to the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation as set forth in the Charter and Section III.1 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section III.3 Administration of Funds. In order fully to effectuate the provisions of this Section, the Corporation shall adopt such procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

Section III.4 Termination of Corporation. The Board shall have the authority to dissolve and terminate the Corporation at any time that, by a two-thirds majority vote, it deems such termination appropriate or advisable, particularly if the

Corporation fails to become certified or recertified as a local workforce development board by the Governor of the State of Tennessee. In such event, after paying, or making provision for the payment of, all liabilities of the Corporation then outstanding and unpaid, the Board shall distribute the assets of the Corporation to the State of Tennessee or the county governments comprising NETLWDA in such manner and proportions as the Board shall determine. Any assets not so distributed shall be distributed to one or more governmental units then described under Section 170(c)(1) of the Code, or to one or more organizations then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code having purposes substantially similar to those of the Corporation, as the Board shall determine. Any assets not so disposed of by the Board shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made for such charitable purposes, or to such governmental units then described under Section 170(c)(1) of the Code, or to such organization or organizations then described in Section 501(c)(3) of the Code and Section 170(c)(2) of the Code having purposes substantially similar to those of the Corporation, as such court shall determine.

ARTICLE IV

MEMBERS

Section IV.1 No Members. The Corporation shall not have members.

ARTICLE V

BOARD

Section V.1 General Powers. The business and affairs of the Corporation shall be supervised by the Board, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, these Bylaws, or the Workforce Innovation and Opportunity Act of 2014. The Board shall have the authority to receive, administer, invest and distribute property on behalf of the Corporation in accordance with the provisions set forth in these Bylaws.

Section V.2 Number, Tenure, and Qualifications. The number of the members of the Board shall be not less than the minimum number required under §107 of the Workforce Innovation and Opportunity Act of 2014, as amended from time to time. The number may be increased or decreased, but no decrease shall have the effect of shortening the term of an incumbent member or reducing the number below the minimum number required under the Act. Private sector membership shall equal or exceed 51%.

The Chief Local Elected Official, as delineated in the Interlocal Agreement ~~Chief Local Elected Official Agreement~~ ~~(Consortium Agreement),~~ shall have signatory authority for the documentation of nomination and appointment of members of the Board. The Chief Local Elected Official shall be determined by majority vote of the Consortium of Local Elected Officials, as stipulated in the Interlocal Agreement. ~~the signatory authority shall be the incumbent mayor of Sullivan County~~. ~~Such signatory responsibility shall be conferred by consensus of the members of Consortium of Chief Local Elected Officials comprised of the mayors of each of the counties encompassed within NETLWDA.~~ Appointment of the private sector members of the Board shall be done in accordance with the criteria established in §107 of the Workforce Innovation and Opportunity Act of 2014 and in accordance with criteria established by the Governor of the State of Tennessee pursuant to PL 113-128, as amended from time to time. The chief local elected officials within NETLWDA shall execute an agreement that specifies the respective roles of the Board and Local Elected Officials.

Criteria for the appointment of members of the Board shall require, at a minimum, that the membership of the Board shall include:

(a) representatives of business in the local area who (1) are owners of businesses, chief executives or operating officers of businesses, including small businesses, and other business executives or employers with optimum policymaking or hiring authority; (2) represent businesses with employment opportunities that reflect the employment opportunities of the local area; and (3) are appointed from among individuals nominated by local business organizations and business trade associations (a majority of the members shall consist of the representatives under this subparagraph (a));

(b) Not less than 20% shall be representatives of the workforce within the local area who are:

- Representatives of labor organizations (for a local area in which employees are represented by labor organizations), nominated by local labor federations, or (for a local area in which no employees are represented by such organizations, other representatives of employees;
- A member of a labor organization or a training director, representative of an apprenticeship program, if such a program exists;
- Representatives of community based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities;

- Representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education of eligible youth, including representatives of organizations that serve out of school youth;

(c) representatives of local educational entities, including representatives of local educational agencies, local school boards, entities providing adult education and literacy activities, and post-secondary educational institutions (including representatives of community colleges, where such entities exist), selected from among individuals nominated by statewide, regional or local educational agencies, institutions, or organizations representing such local educational entities;

(d) representatives of community-based organizations (including organizations representing individuals with disabilities and veterans, for a local area in which such organizations are present);

(e) representatives of economic development agencies, including private sector economic development entities;

(f) representatives of each of the one-stop partners; and

(g) representatives of eligible providers administering adult education and literacy under Title II;

(h) representative of institutions of higher education providing workforce investment activities (including community colleges);

(i) representatives of governmental and economic and community development entities serving the local area;

(h) such other (if any) individuals or representatives of entities as the chief local elected officials within NETLWDA may determine to be appropriate, e.g., philanthropic organizations serving the local area.

Members are appointed for fixed terms and in accordance with §107 of the WIOA.

Each member shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her resignation, removal from office, or death. Unless otherwise provided, a term shall be for ~~two (2)~~ three (3) years. The number of terms a member may serve shall not be limited unless the bylaws herein shall be amended to provide term limits.

Should a member resign, the designated process shall be used to appoint a successor who shall complete the original member's term.

An individual's membership may also end if the organization represented by the member withdraws that representative's name from membership, if the organization ceases to exist or if the member is no longer active with the organization and the organization submits a nomination for a successor.

Any vacancy in the membership of the Board shall be filled in the same manner as the original appointment.

The Board shall be re-certified by the Governor every two (2) years.

A member of the Northeast Tennessee Local Workforce Development Board may be removed from the WDB should said member fail to attend three (3) consecutive meetings. Said removal shall be taken through action of the Executive Committee. Upon removal, the designated nomination, appointment and approval process shall be used, according to appropriate statutory and regulatory guidelines, to fill the slot so vacated.

A Chairperson of the Board shall be elected from among the representatives listed in subparagraph (a) above in the manner provided in Section V.2 (a) hereof.

Section V.3 Advisory and Committee Members. The Board may elect advisory members from time to time, who may attend, without vote, meetings of the Board. Advisory members shall serve at the pleasure of the Board and shall advise and counsel the Board on appropriate matters.

The Northeast Tennessee Local Workforce Development Board may also appoint members to serve and perform the duties of committees, as outlined in Section 107(b)(2)(4) of the WIOA. Said members should, at a minimum, represent constituencies outlined in said section of WIOA. The Chairs of the Committees established by the Board must be members of the Private Sector segment of Board membership. Committee members who are not members of the Northeast Tennessee Local Workforce Development Board may vote on actions taken by the Committee during Committee meetings. Committee members who are not members of the Northeast Tennessee Local Workforce Development Board may also attend meetings of the NETLWDB as non-voting parties, but may participate in Board discussion. Committee members who are not members of the Northeast Tennessee Local Workforce Development Board must also execute Code of Ethics and Conflict of Interest documents and must identify any conflicts of interest prior to discussion in a meeting of the Committee and/or the Northeast Tennessee Local Workforce Development Board.

Section V.4 Annual Meeting. The annual meeting of the Board shall be held within or without the State of Tennessee at such time and date as shall be determined by the Board. The purpose of the annual meeting shall be to elect officers and transact such other business as may properly be brought before the meeting.

The purpose of the annual meeting shall be to elect officers, to review the annual report of the Board and to transact such other business as may properly be brought before the meeting.

At least two (2) weeks prior to the Annual Meeting, the Chair of the Board may appoint a nominating committee to recommend a slate of officers for the coming year. Additional nominations may be made from the floor.

If the election of officers shall not be held on the day herein designated for any annual meeting of the Board, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Board as soon thereafter as may be convenient. Such election may occur through face to face meeting, teleconference, email, or other electronic means, as appropriate. Such electronic communication shall allow for participation by members.

Section V .5. Standard, Recurring Meetings. Committee meetings, ~~including sub-committee meetings~~, shall comply with appropriate statutes, rules and regulations of the Tennessee Open Meeting Act, Ten. Code Ann. 8-44-101 *et seq.* For purposes of public notification, posting of meeting date, time and place at the official NETLWDB website, www.NETLWDB.org shall represent sufficient notice.

NETLWDB meetings shall be scheduled to occur bi-monthly. Further, the consortium of chief local elected officials shall meet jointly with the NETLWDB at semi-annually.

Section V.6 Special Meetings. Special meetings of the Board may be called by the Chairperson. The Chair shall fix the time and place of any special meeting.

Section V.7 Notices. Notice of any special meeting shall be given at least ~~three (3)~~ one (1) business days prior thereto. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board must be specified in the notice of such meeting and no other business shall be transacted at that meeting, unless agreed to by a majority of those present.

Section V.8 Quorum. One-third (1/3) of the total number of voting members in office shall constitute a quorum for the transaction of business at any

meeting of the Board. Committee members may table any item presented should questions arise.

Section V.9 Participation in Meeting. Each member, other than a committee advisory member who has no vote as set forth in Section V.3, shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board. The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these Bylaws. Representation by proxy is permitted. A NETLWDB member may assign his/her vote by proxy once annually to another member of the NETLWDB. Notification of vote by proxy must be provided to staff to the NETLWDB at least one (1) day prior to the meeting at which the proxy shall be exercised. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or other appropriate electronic communication equipment by means of which all persons participating in the meeting can communicate with one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The members shall be furnished a copy of the minutes of the meetings of the Board.

Section V.10 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Board, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board. The action must be evidenced by documentation of the action. Said documentation must also include each members' vote or abstention. All such documentation shall be filed with the minutes of the proceedings of the Board or committee. Action taken under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document. Actions taken under this section may be taken through participation in person, by means of conferencing technology, email, or other means of electronic communication, as approved by the Board.

Section V.11 Vacancies. Any vacancy occurring in the Board, including vacancies created by the removal of members without cause or for cause, may be filled by the chief local elected official in accordance with Section V. A member elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, or, if there is no predecessor, ~~until the next election of members~~ according to the methods of election as specified in Section V.2. Any membership to be filled by reason of an increase in the number of members may be filled by election or appointment as provided in Section V.2 ~~for a term of office continuing only until the next election of members.~~ If any action results in an increase in the number of members, mandated

percentage membership requirements, as described in Section V.2, must be maintained.

Section V.12 Compensation and Reimbursement of Expenses. No member shall be entitled to receive compensation for services rendered to the Corporation as a member of the Corporation or as a member of any committee thereof. However, each member may be paid his or her reasonable expenses incurred by the member directly related to the affairs of the Corporation upon prior approval by the Board and proper substantiation of such expenses. No such payments shall preclude any member from serving the Corporation in any other capacity and receiving compensation therefore.

Section V.13 Presumption of Assent. A member of the Corporation who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

Section V.14 Abstention. Any member who represents an organization which may be impacted by the vote of the Board shall abstain from participating in said vote. Such abstention shall be reflected in the Minutes of the meeting. Members who represents an organization, as described above, may speak during the discussion prior to vote and must declare his/her reason for abstention and must reiterate applicable conflict of interest issues prior to beginning discussion.

Section V.15 Removal. A member may be removed for cause or without cause upon written request by the nominating entity which the member represents, pursuant to Section V.2 hereof. Removal of a member shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board. Any member of the Board may be removed for cause by a two-thirds (2/3) vote at a meeting, at which a quorum is present, in accordance with this article. Cause for removal shall include: a) failure or refusal to work cooperatively with the Board and to abide by the By-Laws; and b) other causes as determined by the Board. A member may also be removed, upon presentation of appropriate documentation, for: a) violation of the conflict of interest policy; b) failure to meet representation requirements as described in the WIOA or c) documented proof of fraud and/or abuse. The NETLWDB Executive Committee shall be vested with the authority for outlining the process for removal for cause and for the process that is required to document proof. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting. The decision on removal will be documented in the meeting minutes. The removed member will be notified, in writing, within 15 days of the decision and will be provided the reason for removal. Should such removal occur, the member may file an appeal and/or request for arbitration to an objective ad

hoc committee established by the Executive Committee to hear such request. The appeal must be concise and include any applicable attachments or exhibits. The appeal must be sent, by certified mail (return receipt) to the Board Chair c/o the Executive Director of the Alliance for Business and Training.

Section V.16 Resignation. A member may resign his or her membership at any time by tendering his or her resignation in writing to the chairperson or, in the case of the resignation of the chairperson, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

ARTICLE VI

OFFICERS

Section VI.1 Number. There shall be a Chairperson of the Board, a Vice-Chairperson and a Secretary/Treasurer of the Corporation, each of whom shall be elected in accordance with the provisions of this Article.

Section VI.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at its annual meeting. If the election of the officers shall not be held at such annual meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a term of one (1) year expiring immediately following the annual meeting at which he or she was elected and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. Members serving in the position of Chair or Vice Chair may succeed himself or herself in his or her office, not to exceed two (2) consecutive terms.

Prior to the Annual Meeting, the Chair may appoint a nominating committee to recommend a slate of officers for the coming year. Additional nominations may be submitted from the floor.

Section VI.3 Chairperson of the Board. The Chairperson of the Board shall (a) be elected from among the members of the Board who are representatives listed in subparagraph (a) of Section V.2, (b) be designated the chief executive officer of the Corporation and shall in general perform all duties and have all authority incident to the office of the chief executive officer of the Corporation, (c) be primarily responsible for the general management of the business affairs of the Corporation and for implementing the policies and directives of the Board, (d) preside at all meetings of the Board and the Executive Committee, (e) have authority to sign, with the Secretary or any other proper officer thereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the

Board or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

Section VI.4 Vice-Chair. In the absence of the Chair or in the event of his or her death, inability, or refusal to act, the Vice-Chair or other officer shall be authorized to perform all duties afforded to the Chair.

Section VI.5 Secretary/Treasurer. The Secretary/Treasurer shall 1) see that the minutes of the proceedings of the Board are on file in one or more books provided for that purpose; 2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and 3) report, upon request by the Board or its Chair, as to the use and disbursement of WIOA funds and/or other resources.

Section VI.6 Removal. Any member of the Board removed from Board service pursuant to Section V.2 shall be automatically removed as an officer. The Board may, by a two-thirds (2/3) vote at a meeting at which a quorum is present, remove any officer when, in its judgment, the best interests of the Corporation will be served thereby.

Section VI.7 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, shall be filled according to the nomination and approval process outlined in §107of the WIOA, and in accordance with requirements of the State Workforce Development Board. Said member shall serve the remainder of the unexpired term of the member being replaced.

Section VI.8 Resignation. An officer may resign his or her office at any time by tendering his or her resignation, in writing, to the Chair or, in the case of the resignation of the Chair, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

ARTICLE VII

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section VII.1 Appointment of Executive Committee the Executive Committee shall consist of the officers of the Workforce Development Board, immediate past chair, and the chairpersons of WDB sub-committees. Each member of the Executive Committee shall hold office until the next annual meeting of the Board following his or her designation and until his or her successor has been appointed and qualified. The designation of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

Section VII.2 Authority of Executive Committee. The Executive Committee, when the Board is not in session, may exercise the authority of the Board. All action taken by the Executive Committee shall be subject to ratification by the Board.

~~The Executive Committee shall serve as the liaison between the WDB and the Career Center Consortium~~. ~~As such liaison,~~ The Executive Committee shall convene, at least quarterly, to receive reports from the WDB Committees concerning operation and administration of the ~~Career~~ American Job Center System; shall evaluate the One Stop ~~Career Center~~ System in NETLWDA; and shall serve as the initial mediation point in the event of a dispute between ~~Career~~ American Job Center partners. If said dispute is not resolved, the disputed issue may be presented to the full WDB.

The Executive Committee shall not have the authority of the Board with respect to filling any vacancy on the Board; amending or repealing any resolution of the Board which by its express terms is not so amendable or repealable; amending or repealing the Charter or the Bylaws of the Corporation; adopting a plan of merger or consolidation; selling, leasing, or otherwise disposing of all or substantially all the property and assets of the Corporation other than in the usual and regular course of its business; or voluntarily dissolving the Corporation or revoking a voluntary dissolution.

Section VII.3 Meetings of Executive Committee. Regular meetings of the Executive Committee may be held at such times and places as the Executive Committee may from time to time fix. Special meetings of the Executive Committee may be called by any member upon a concurrence of a majority of the members of the Executive Committee upon not less than three (3) business days' notice prior thereto. The notices provided for in this Section shall state the place, date, and hour of the meeting, and the business proposed to be transacted at the meeting.

Minutes of the Executive Committee shall reflect actions discussed, whether passed or not.

Section VII.4 Quorum of Executive Committee. One third of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Executive Committee must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

Section VII.5 Action of Executive Committee without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting in accordance with the provisions of Section V.9 of these Bylaws.

Section VII.6 Executive Committee Procedure. The Executive Committee may fix its own rules of procedure, provided such rules are not inconsistent with these Bylaws. The Executive Committee shall keep regular minutes of its

proceedings and report its proceedings to the Board for its information at the next meeting of the Board held after such proceedings.

Section VII.7 Vacancies, Resignation and Removal. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the voting members of the Board. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the voting members of the Board. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Chairperson of the Board or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section VII.8 Standing Committees. The Board may maintain such standing committees as it may determine from time to time to be necessary or desirable for its proper functioning. Such committees shall consist of three (3) or more members, shall be under the control and serve at the pleasure of the Board, shall have charge of such duties as may be assigned to them by the Board or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board, which shall ratify the actions of each committee. The Chairperson of the Board, or his or her designee, shall serve on each committee as an ex-officio member. Such standing committees shall have such authority as the Board may stipulate, except that no committee shall have the authority of the Board with respect to those matters delineated in Section V.2 above. For purposes of the execution date of these bylaws, as amended, the standing committees shall be:

- Executive Committee
- Integrated Planning and Operations Committee
- Disability Services/Targeted Populations Committee
- Committee for Youth and Young Adult Programming

Section VII.9 Ad Hoc Committees. The Chairperson of the Board, with the approval of the Board, may from time to time create such ad hoc committees as the Chairperson of the Board believes necessary or desirable to investigate matters or advise the Board. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by resolution of the Board. Such committees shall operate until their tasks have been accomplished or until earlier discharged by the Board.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS

Section VIII.1 Contracts and Employment of Agents. The Board may authorize any member, officer, or agent to enter into any contract, or execute and

deliver any instrument, in the name of and on behalf of the Corporation. The Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

Section VIII.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section VIII.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board.

Section VIII.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositaries as the Board may from time to time select.

Section VIII.5 Investment Authority. The Board shall be authorized to retain assets distributed to the Corporation, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the of the Corporation.

ARTICLE IX

STANDARDS OF CONDUCT

Section IX.1 Standards of Conduct. A member or an officer of the Corporation shall discharge his or her duties as a member or as an officer, including duties as a member of a committee:

(a) In good faith;

(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

Section IX.2 Reliance on Third Parties. In discharging his or her duties, a member or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation whom the member or officer reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the member or officer reasonably believes are within the person's professional or expert competence; or

(c) With respect to a member, a committee of the Board of which the member is not a member, as to matters within its jurisdiction, if the member or officer reasonably believes the committee merits confidence.

Section IX.2 Bad Faith. A member or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section IX. 2 unwarranted.

Section IX.3 No Liability. A member or officer is not liable for any action taken, or any failure to take action, as a member or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article. No repeal or modification of the provisions of this Section IX.4, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification. The Grant Recipient/Fiscal Agent/Administrative Entity, the Alliance for Business and Training, shall, on behalf of the NETLWDB carry Directors and Officers insurance which indemnifies members from any liability or claim thereof resulting from the lawful execution of the duties of Board member. In addition, the Alliance for Business and Training shall ensure that Executive Director and fiscal and/or other appropriate staff are bonded.

Section IX.4 Prohibition on Loans. No loans or guarantees shall be made by the Corporation to its members or officers. Any member who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE X

CONFLICTS OF INTEREST

Section X.1 General. Members of the NETLWDB shall stipulate intention to avoid any and all conflict of interest and/or appearance thereof. A conflict of interest transaction is a transaction with the Corporation in which a member or officer of the Corporation has a direct or indirect interest. No member shall participate in the selection, award or administration of a contract, or in the review or vote on any NETLWDB issue, if a real or apparent conflict of interest would be involved. Such a conflict would arise when the member or any member of his or her immediate family, his or her partner, or an organization in which the member has a financial or other interest in the firm selected for an award. In such matter, the member must acknowledge the potential conflict of interest prior to the discussion of the award or other issue and must abstain from voting in the award of a contract. Said abstention shall be reflected in the official minutes of the meeting.

Further, each member of the WDB must sign a Conflict of Interest Statement, and provide, on an annual basis, a written statement which identifies any business or organization with which the member has a relationship which may result in a conflict of interest, whether real or perceived. A Board member shall avoid even the appearance of a conflict of interest. Prior to joining the Board, members must provide to the Board Chair a written declaration of all substantial business interests or relationships they, or their immediate families, have with all business or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board. Such declarations shall be updated annually or within 30 days to reflect any changes in such business interests or relationships. The Executive Committee of the Board shall review the disclosure information and advise the Board Chair and appropriate members of potential conflicts. Said review shall be conducted at least annually, or within 30 days of any declarations of the aforementioned change in business interests or relationships by members.

Membership on the NETLWDB does not preclude any organization represented from participating in programs and services provided under the Workforce Innovation and Opportunity Act of 2014, provided that such participation occurs as a result of adherence to lawful policies and procedures and provided that such participation is acknowledged through abstention from voting on relevant actions and that such abstention is reflected in the official minutes of the meeting at which said action occurred.

The NETLWDB stipulates, and shall ensure henceforth, that the NETLWDB, its members, do not directly control the daily activities of its workforce service providers.

It is the responsibility of the Board to monitor potential conflict of interest matters and bring to the Board's attention in the even the member does not make a self-declaration.

Section X.2 Quorum Requirements.

A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of a member with a direct or indirect interest in the transaction does not affect the validity of any action taken if the transaction is otherwise approved.

ARTICLE XI

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section XI.1 Mandatory Indemnification of Members and Officers. To the maximum extent permitted, the Corporation shall indemnify to any person who is or was a member or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a member or officer of the Corporation; and

(b) The member or officer conducted himself or herself in good faith, and he or she reasonably believed (I) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the member or officer did not meet the standard of conduct herein described.

(c) The Grant Recipient/Fiscal Agent/Administrative Entity, the Alliance for Business and Training, shall, on behalf of the NETLWDB carry Directors and Officers insurance which indemnifies members from any liability or claim thereof resulting from the lawful execution of the duties of Board member. In addition, the Alliance for Business and Training shall ensure that Executive Director and fiscal and/or other appropriate staff are bonded.

Section XI.2 Permissive Indemnification of Employees and Agents. The Corporation may, to the maximum extent indemnify any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section XI.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in subsection XI.1(b) above. The Corporation may also indemnify in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board.

Section XI.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections XI.1 and XI.2 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a member, officer, employee, or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section XI.4 Non-Limiting Application. The provisions of this Article shall not limit the power of the Corporation to pay or reimburse expenses incurred by a member, officer, employee, or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section XI.5 Prohibited Indemnification. Notwithstanding any other provision of this Article XI, the Corporation shall not indemnify or advance expenses to or on behalf of any member, officer, employee, or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

(a) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

(b) In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or

(c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section XI.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article XI, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE XII

NOTICES AND WAIVER OF NOTICE

Section XII.1 Notices. The notices provided for in these Bylaws shall be communicated in person, by telephone, facsimile, e-mail transmission, website (www.NETLWDB.org) or other appropriate social media, telegraph, teletype, or by mail or private carrier. Written notice is effective at the earliest of (a) receipt, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, (d) twenty (20) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed, or (e) in the case of facsimile or e-mail transmission, when successfully sent to the fax number or e-mail address shown on the records of the Corporation, (f) upon posting to official NETLWDB website, or other appropriate social media platform. Whenever any notice is required to be given to any member, officer, or committee member of the Corporation under the provisions of the Charter, these Bylaws, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

FISCAL YEAR

Section XIII.1 Fiscal Year. The fiscal year of the Corporation shall end on the last day of June, or on such other date as may be fixed from time to time by the Board.

ARTICLE XIV

RULES OF ORDER

Section XIV.1 Rules of Order. The Board will adhere to Robert's Rules of Order, Revised. In the event any provision of these By-Laws conflict with Robert's Rules of order, Revised, the provision of these By-Laws shall govern.

Section XIV.2 Compliance with Law. The Board shall comply with all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards or regulations for the LWDA, the Sunshine Law, and the State of Tennessee Travel Regulations. The Board shall comply with the WIOA regulations as well as policies and directives from the TDLWD and State Workforce Development Board.

ARTICLE XV

AMENDMENTS

Section XV.1 Amendments. These Bylaws and the Charter may be altered, amended, or repealed, and a new Charter or Bylaws adopted, upon the affirmative vote of a majority of the voting members of the Board at any meeting at which a quorum is present, except to the extent that such alteration, amendment, or repeal is inconsistent with Article XV hereof.