

**NC ASSOCIATION OF WORKFORCE DEVELOPMENT BOARDS, INC.
BYLAWS**

January 1991

(with amendments approved November 3, 1997)
(with amendments approved November 16, 1999)
(with amendments approved October 17, 2007)
(with amendments approved May 10, 2013)
(with amendments approved November 14, 2019)

**ARTICLE I
Name and Location**

Section 1. NAME

The organization shall be called the North Carolina Association of Workforce Development Boards, a nonprofit corporation incorporated in the State of North Carolina, and hereafter referred to as “the Association.”

Section 2. LOCATION

The principal office for the Association shall be located in Raleigh, North Carolina.

**ARTICLE II
Purpose**

Section 1. GENERAL PURPOSE

The Association exists to strengthen the role and insure the proper functioning of the Workforce Development Boards (WDBs) of North Carolina as initially established under the Job Training Partnership Act of 1982 (Public Law 97-300) and continued under the Workforce Investment Act of 1998 (Public Law 105-220), continued under the Workforce Investment and Opportunity Act (Public Law 113-128), and any subsequent federal or State legislation that expands or amends that role.

Section 2. SPECIFIC PURPOSES

The specific purposes of the Association include:

- A. To provide an effective forum and vehicle that facilitates communication among the WDB members and Workforce Development Boards of North Carolina.
- B. To foster and promote programs that create a business climate that insures jobs for the unemployed/underemployed adults, dislocated workers, and disadvantaged youth of North Carolina.

- C. To support employers with a highly skilled, motivated and productive workforce.
- D. To augment the support and involvement of corporate America and the business community in publicly funded programs and public policy making in job training and related issues.
- E. To assist in guiding the efforts of public and community resources.
- F. To increase public awareness and recognition of the Workforce Development Board and WDB programs throughout the State.
- G. To develop and maintain active, involved, and well-informed participation of WDB members and Directors statewide.
- H. To act as a major conduit between national, state, and local levels to achieve a more effective partnership.
- I. To assist in developing and maintaining the highest level and quality of functioning of local Workforce Development Boards, Directors, and staff.
- J. To promote training and education programs to help advance the needs of workers and employers in North Carolina.
- K. To facilitate cooperation and coordination of resources and related agencies to enhance North Carolina's workforce capabilities.
- L. To address governmental policy and legislative concerns, when necessary.
- M. To serve as an advocate for our member workforce systems.

ARTICLE III
Membership

Section 1. TYPES OF MEMBERSHIP

Membership in the Association shall open to the following:

- A. Regular Members: Workforce Development Boards in North Carolina and all its members.
- B. Affiliate Members: Directors of North Carolina Workforce Development Boards.

Section 2. CURRENT MEMBERS

Current members of the Association shall consist of all regular and affiliate members whose Workforce Development Boards have paid membership fees for the current membership year.

Section 3. MEMBERSHIP FEES

Membership fees for North Carolina Workforce Development Boards to be in the Association shall be established by the Board of Directors. No membership fees shall be refunded to any member for any reason. The membership year shall run from July 1 through June 30.

ARTICLE IV **Association Board of Directors**

Section 1. BOARD OF DIRECTORS

The Association shall be governed by a Board of Directors, hereafter referred to as “the Association Board,” which shall consist of the Chairs of the Workforce Development Boards who are regular and current members of the Association, (or private-sector board member duly authorized to act on behalf of its Board Chair in his/her absence), four elected officers of the Association (President, Vice-President, Secretary/Second Vice-President and Treasurer), the past president of the Association, and three elected representatives of the WDB Directors Council (President, Vice-President and Secretary). The Board may adopt such rules for the conduct of its business, as it deems advisable and may delegate certain duties of its authority and responsibility to an Executive Committee. All members of the Association Board are voting members.

Section 2. TERMS OF SERVICE

Board members serve at the pleasure of their local Boards. However, to insure continuity in Association leadership, in cases where a Board member is an officer, such officer shall serve his or her current term of office on the Association Board until it expires, regardless of his or her standing on the local WDB.

Section 3. EX OFFICIO DIRECTORS

The President of the Association may appoint at his or her discretion former members of the Association Board to serve on the Association Board in a nonvoting capacity.

Section 4. PERSONNEL

The Association Board may employ or contract for personnel necessary to

carry out the functions of the Association.

ARTICLE V Officers

Section 1. OFFICERS

The officers of the Association Board shall consist of a President, Vice President, Secretary/Second Vice President and Treasurer. The officers of the Association are also the officers of the Association Board

Section 2. ELECTION OF OFFICERS

The officers of the Association shall be elected in the second quarter of the calendar year in which elections are held. Officers shall be elected from among ~~existing~~ current member Workforce Development Boards' private-sector Board members. Board members may file a Nomination form with the Nominating Committee thirty (30) days prior to the election. The Nominating Committee shall consist of ~~the~~ two or more members of the Executive Committee and such other members of the Association Board ~~of directors~~ in good standing as designated by the President of the Board. The Nominating Committee will present a slate of candidates for consideration by the Association Board prior to the time elections are held. The Chair of the Nominating Committee will open the floor for additional nominations for each office. Officers shall be elected by ballot, with one vote per Workforce Development Board, which is a regular and current member of the Association, submitted by their Board Chair. Any nominee receiving the most votes cast for that office will be elected. At the discretion of the President, balloting for election of officers may be by electronic voting.

Section 3. TERMS OF SERVICE

Terms shall be for two years and shall begin July 1 following the election and end June 30 of the two-year term. An officer may serve a maximum of three two-year terms to the office to which he/she is elected.

Section 4. VACANCIES

Vacancies in any office (including failure to attend 50% of meetings during any twelve-month rolling period) shall be filled for the balance of the term by Presidential appointment, except a vacancy in the representative of the WDB Directors Council shall be filled by election by the WDB Directors Council.

Section 5. DUTIES OF OFFICERS

A. President: The President shall preside at all meetings of the Association

and Association Board, direct the administration of the business of the Association and Association Board, and strive to uphold the objectives of the Association and Association Board. The President shall be responsible for planning and conducting meetings of the Association and Association Board.

- B. Vice President: The Vice President shall act for the President in the President's absence at all meetings of the Association and Association Board and shall be responsible for agenda preparation and meeting logistics.
- C. Secretary/Second Vice President: The Secretary/Second Vice President shall insure that accurate minutes are kept of all meetings and shall be responsible for transmitting a record of the minutes to all Association Board members. The Secretary/Second Vice President shall be responsible for the proper recording of all business of the Association and the Association Board, except financial, and shall make such records available within reasonable time frame upon written request.
- D. Treasurer: The Treasurer shall be responsible for the financial reports to the Association Board. The Treasurer shall submit the financial records for audit as required by the Association or when requested by the President, or by a vote of the Association Board majority, and shall deliver all required financial records to his or her successor upon retirement from the office.

ARTICLE VI **Association Meetings and Voting**

Section 1. REGULAR MEETINGS

The Association shall hold a regular meeting at least once each calendar year for the purpose of conducting such business as may properly come before the Association and for fulfilling its stated purposes and goals. These meetings will be held at a date and time selected by the President.

Section 2. SPECIAL MEETINGS

Special meetings of the Association may be called at any time, as needed. Special meetings may be called by the President or upon written request to the President by a minimum of twenty percent (20%) of the Association Board members. Meetings and official action may be in person or ~~via~~ by telephonic or electronic means as determined by the President of the Association.

Section 3. NOTICE

Written notice of any full meeting of the Association shall be conveyed at least

fifteen (15) days in advance of such meeting to its current members (both regular and affiliate). A statement of the purpose(s) or agenda for the meeting shall be included with the notice. All business meetings of the Association shall be open to the public. Interested parties who wish to be notified of the Association's meetings should make such requests in writing to the Association's Secretary/Second Vice President.

Section 4. QUORUM

40% of the Association Board shall constitute a quorum for the transaction of business.

Section 5. VOTING

All voting rights shall be restricted to the Association Board members or duly authorized designee. Each current Workforce Development Board has one vote.

Section 6. CANCELLATION OF MEETINGS

The President will notify the Association Board when there are meeting cancellations.

Section 7. PARLIAMENTARY AUTHORITY

The rules in Robert's Rules of Order, Revised, shall govern in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order adopted by the Association.

ARTICLE VII **Committees**

Section 1. COMMITTEES

The President of the Association may designate Committees to carry out the purposes and goals of the Association and will designate the Chair for each committee established. The President of the Association shall be a member of all committees.

Section 2. EXECUTIVE COMMITTEE

A. The Executive Committee shall be composed of the duly elected officers of the Association Board (President, Vice President, Secretary/Second Vice President and Treasurer) and the officers of the WDB Directors Council (President, Vice President and Secretary), and the immediate past President of the Association. All members of the Executive Committee are

voting members.

- B. The Executive Committee shall be empowered and shall act on behalf of the full Association Board between meetings and as is necessary for the Association to function or on such matters as the full Association Board may direct and delegate to the Executive Committee. Actions of the Executive Committee shall be reported to the Association Board.
- C. Fifty percent (50%) of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. Meetings and official action may be in person or ~~via~~ by telephonic or electronic ~~media~~ means as determined by the Association President.

Section 3. WDB DIRECTORS COUNCIL

- A. The Directors of the North Carolina Workforce Development Boards shall elect a President, Vice President, and Secretary who will be voting members of the Association Board and the Executive Committee of the Association.
- B. The Council shall meet at the call of its President or of the President of the Association.

ARTICLE VIII **Conflict of Interest**

Section 1. CONFLICT OF INTEREST

No members of the Board of the Association shall cast a vote on any action of the Association, which provides direct or indirect financial benefit to that member.

ARTICLE IX **Amendments**

Section 1. AMENDMENTS

These Bylaws may be amended at any meeting of the Association with a quorum present, by a two-thirds (2/3) vote of the Association Board members or by a two-thirds (2/3) vote of the Association Board members at a meeting of the Association Board with a quorum present, provided that the amendment has been submitted in writing to each Association Board member at least thirty (30) days prior to that meeting. Voting may be in person or by telephonic or electronic means as determined by the President. The

amendments may be proposed by presenting it in writing to either the President or the Secretary/Second Vice President of the Association. No amendment may be adopted which is contrary to applicable federal, State, or local laws or regulations.

ARTICLE X
Dissolution

Section 1. DISSOLUTION

In the event of the dissolution of the Association, the President shall, as directed by the Board, after paying or making a provision for the payment of all liabilities of the Association, dispose of all assets exclusively for the purposes of the Association, or as otherwise indicated in the Articles of Incorporation.