

**BYLAWS OF
PASCO-HERNANDO WORKFORCE BOARD, INC.**

ARTICLE I. PURPOSE AND POWERS

Section 1. Purposes. The purposes of this Corporation are as follows:

- (A) The Pasco-Hernando Workforce Board, Inc. shall be hereafter referred to as “The Board.”
The Board was formed in response to the Workforce Investment Act of 1998 (Public Law 105-220), Florida’s welfare reform initiative titled the “Work and Gain Economic Self-Sufficiency Act (WAGES), and an Interlocal Agreement between Pasco and Hernando Counties
- (B) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt.
- (C) The duties and responsibilities of The Board include:
 - 1. Developing and evaluating the region’s strategic workforce development plan and its subsequent implementation.
 - 2. Reporting to the Board of Directors of Workforce Florida, Inc. as required, regarding its functions, duties and responsibilities.
 - 3. Soliciting, accepting, receiving, investing and expending funds from any public or private source.
 - 4. Contracting with public and private entities as necessary to further the directives of the workforce development strategy.
 - 5. Approving an annual budget.
 - 6. Overseeing and monitoring activities under its jurisdiction in accordance with the Workforce Investment Act of 1998, the Florida Workforce Innovation Act of 2000 and any subsequent enabling legislation.

Section 2. Prohibited Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, The Board shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE II. MEMBERS

The Corporation shall have no members and shall be governed by the Board of Directors.

ARTICLE III. DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2. Composition and Number. The Board shall be comprised of directors who are appointed by the respective County Commissions of Pasco and Hernando County as set forth in the Workforce Investment Act [29 USC §2832(b)], Florida Workforce Innovation Act of 2000 (F.S. §445.007) and the Interlocal Agreements between the respective Commissions as they exist from time to time. This Corporation shall have a minimum of 33 directors which shall be its fixed number until changed by resolution of the Board. 51% of the Board members shall be representatives of businesses and industries in the Region. The categories of representation required by the foregoing Statutes and Agreements include the following:

- (A) Representatives of local educational entities, including the local school boards, entities providing adult education and literacy activities, post secondary educational institutions (which shall include representatives of community colleges); and shall include at least one representative from a nonpublic postsecondary educational institution that is an authorized individual training account provider in the region which confers certificates and diplomas, and one representative from a nonpublic postsecondary educational institution that is an authorized individual training account provider in the region which confers degrees; and
- (B) Representatives of economic development agencies, including private sector economic development agencies; and
- (C) Representatives from each mandatory one-stop partner; and
- (D) Representatives of three labor organizations; and
- (E) Representatives of Community-based organizations (including organizations representing individuals with disabilities and veterans); and
- (F) Representatives of business in the local area who are owners or chief operating officers representing businesses that reflect the employment opportunities in the Region; and
- (G) The Chair of the Pasco and Hernando County Commissions, or their designee, who shall be an elected commissioner.

Section 3. Election and Term. Directors appointed by the respective County Commissions shall be confirmed by The Board and shall hold office for a term of four (4) years running from the date of appointment, and until a successor shall have been elected and qualified or until an earlier resignation, removal from office or death. Directors are eligible to serve for three consecutive four year terms and shall be required to have a break-in-service of one year before again becoming eligible for appointment to the Board. The terms of Directors serving at the time these Bylaws are adopted shall not count against their three term limit. A Board member shall be entitled to complete an appointed term regardless of whether he or she continues to meet the condition or classification under which first appointed unless removed earlier by the appointing Commission.

Section 4. Board Membership. A member who resigns, or is removed by an appointing County Commission, or otherwise fails to serve shall be replaced by an appointment of the responsible County Commission. The Executive Committee of The Board may make recommendations to the respective County Commissions on Board replacements.

Section 5. Quorum and Voting. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a different number is specified in these bylaws.

Section 6. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held on dates designated by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by personal delivery, regular mail, e-mail or facsimile transmission at least two days before the meeting.

- (A) Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- (B) Meetings of the Board of Directors other than those regularly scheduled may be called by the Chair of the Board or by any five (5) Directors.
- (C) Members of the Board of Directors may participate in a meeting of such Board by means of a conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute the presence in person at a meeting.

Section 7. Annual Meetings. The annual meeting of the Board of Directors shall be the last regularly schedule Board meeting for each Program Year.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of The Board shall consist of a Board Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors to serve terms of two (2) years. Elections shall be held at the annual meeting of the Board of Directors, and officers shall serve until their successors are chosen and qualified. The Chair and Vice-Chair shall be elected from the business and industry (private sector) Board members. The positions of Chair and Vice-Chair shall rotate every two years between Pasco and Hernando Counties. Such other officers and assistant officers and agents as may be deemed necessary may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. The failure to elect a Board Chair, a Vice Chair, Secretary or Treasurer shall not affect the existence of The Board.

Section 2. Duties. The officers of this Corporation shall have the following duties:

- (A) The Chair shall preside at all meetings of the Board of Directors and meetings of the Executive Committee. The Vice-Chair shall ascend to the position of Chair and complete the term of a Chair unable to complete his or her term of office.
- (B) The Vice-Chair shall, in the absence of the Chair, or in the event of the Chair's death or inability or refusal to act, perform the duties of the Chair and, when so acting, shall act with all of the powers of and be subject to all of the restrictions on, the Chair. The Vice-Chair shall perform such other duties as may be assigned, from time to time, by the Chair or the Board of Directors. A Vice-Chair who succeeds to the office of Board Chair during the term of a Chair shall be eligible to serve a subsequent full term as Board Chair.
- (C) The Secretary shall have custody of, and maintain all of the corporate records except the financial records; shall record the minutes of all meetings of the Board of Directors, send all notices of meetings out, and perform such other duties as may be prescribed by the Board of Directors or the Chair. The Secretary shall have authority to delegate to staff duties relating to public notice, recording and keeping minutes of meetings and security of records.
- (D) The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings and whenever else required by the Board of Directors or the Chair, and shall perform such other duties as may be prescribed by the Board of Directors or the Chair. The Treasurer shall have authority to delegate to staff duties relating to finance.

Section 3. Chief Executive Officer. The Chief Executive Officer shall be employed by the Board of Directors to manage and supervise the day to day operation and administration of The Board. The Chief Executive Officer shall be responsible to the Board of Directors and shall act on its behalf in the conduct of The Board's business. The Chief Executive Officer shall have such additional duties and responsibilities as may be designated by the Board of Directors.

Section 4. Staff. The Chief Executive Officer shall be responsible for the employment of all other members of the staff in accordance with the policies and procedures set forth by the Board of Directors, and as specified in adopted policies and procedures and shall designate their duties and have general supervision of their work.

Section 5. Removal of Officers. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

- (A) Any vacancy, however occurring, in any office may be filled by the Board of Directors.
- (B) Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 6. Staff. The Chief Executive Officer shall be an ex-officio member of all committees of the Board.

ARTICLE V: COMMITTEES

The Board shall have the standing committees identified below. In addition, the Chair may appoint ad hoc committees for specific purposes. Standing committees shall serve for one (1) year. Ad hoc committees will serve until their purpose has been accomplished. The Chair shall appoint all committee Chairs and committee members.

Section 1. Executive Committee.

- (A) The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, the immediate Past Chair and the Chairs of the Standing Committees.
- (B) During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of The Board in all cases in which specific directions shall not have been given by the Board of Directors.
- (C) All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Committee present at a

meeting shall be necessary for the taking of any action.

- (D) The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules, and it shall also meet at the call of its Chair or of any member of the Committee.

Section 2. Nominating Committee.

- (A) Composition. It shall be composed of seven (7) directors appointed annually by the Chair and shall be representative of all counties in the Region.
- (B) Duties:
 - 1. It shall propose a slate of officers to be voted upon at the appropriate annual meeting of The Board. Names for each office shall be submitted to the Board of Directors at least one (1) month prior to the annual meeting.
 - 2. It shall propose Board candidates for appointment to the Executive Committee.
 - 3. It shall propose to the Executive Committee candidates to fill any open officer's position, except that where available, the Vice-Chair shall automatically succeed to the office of Chair for the remainder of a vacancy in the Chair's position.
- (C) Meetings. Meetings shall be held as often as is necessary to discharge the duties of the committee.

Section 3. Audit and Finance.

- (A) Composition. It shall be composed of not less than four (4) directors appointed annually by the Chair and shall be representative of all counties in the Region.
- (B) Duties.
 - 1. It shall serve as a direct communication link between the independent audit firm and The Board.
 - 2. The committee shall engage in audit planning, monitor the progress of the annual audit, maintenance and investment of Company retirements plans and shall be responsible for financial reporting oversight.
- (C) Meetings. Meetings shall be held as often as is necessary to discharge the duties of the committee.

Section 4. Legislative Advisory.

- (A) Composition. It shall be composed of not less than four (4) directors appointed annually by the Chair and shall be representative of all counties in the Region.
- (B) Duties. The Committee shall provide options and implications for the consideration of the Board of Directors regarding long term legislative and regulatory effects to be achieved by The Board.

ARTICLE VI. BOOKS AND RECORDS

Section 1. The Board shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees of Directors.

Section 2. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. The fiscal year of The Board shall begin on July 1 and end on June 30th of the following calendar year.

ARTICLE VII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the year of incorporation.

ARTICLE VIII. COMPENSATION

Neither Directors nor officers shall receive any salary or compensation for their services, other than reimbursement for actual out of pocket expenses incurred in the performance of their duties. No part of the Corporation net earnings shall inure to the benefit of any director, staff, private individual, Corporation or other entity.

ARTICLE IX. EXECUTION OF INSTRUMENTS

Section 1. Checks. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by those officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, Conveyances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or vice president, and the secretary or assistant secretary, may execute the same in the name and behalf of the Corporation and may affix the corporate seal to the document. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

Section 3. If The Board proposes to enter into a contract with an organization or individual represented on the Board of Directors, the contract must be approved by a two-thirds vote of the entire Board, and the member who could benefit financially from the transaction must abstain from voting on the contract in accordance with F.S. §445.007(1).

ARTICLE X. CODE OF CONDUCT AND ETHICS

Section 1. All meetings of The Board, its committees and between members shall comply with the Florida Government in the Sunshine Act and the Public Records Act.

Section 2. Upon discovery of an actual or potential conflict of interest, a member of the Board of Directors or Officer shall promptly file a written statement of disqualification and shall withdraw from any further participation in the transaction involved. No member of the Board of Directors shall cast a vote on any matter on which he or she has a conflict of interest as defined by federal or state law.

Section 3. All actions taken by The Board shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status, disability or handicap, or other reason prohibited under applicable law.

ARTICLE XI. INDEMNIFICATION

The Board of Directors may by resolution indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith with the care of an ordinarily prudent person in a similar position and in a manner he or she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. This obligation shall not extend to any claim, issue, or matter as to which such person derived an improper personal benefit, directly or indirectly; or as to which such person's actions constituted recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE XII. AMENDMENT

These Bylaws may be replaced or amended by a vote of two-thirds (2/3) of a quorum of the Board of Directors.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order as Revised, except for the rules of Disciplinary Proceedings, shall govern the Board of Directors, officers and chair of various committees, in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws in effect of the State of Florida.

EFFECTIVE DATE: February 18, 2010.

Adopted by the Board of Directors at its meeting on February 18, 2010.


Secretary CHAIR