



Ad-Hoc Bylaws Committee Meeting
Wednesday, November 6, 2024
2:00 p.m.
Virtual Meeting Only
[Join Teams Meeting](#)
Call-in 1-786-600-3104
Phone Conference ID: 501 515 215 #

AGENDA

- | | |
|---|----------------|
| 1. Welcome - Call to Order - Attendance | Christina Witt |
| 2. Review - Discussion | Christina Witt |
| 3. Adjourn | Christina Witt |

BYLAWS OF SUNCOAST WORKFORCE BOARD, INC.

ARTICLE I – NAME, INCORPORATION, TAX EXEMPT STATUS, PURPOSES AND POWERS

Section 1.1. **Name.** The name of this Corporation shall be **Suncoast Workforce Board, Inc.**, dba CareerSource Suncoast also referred to herein as “the Board” and “the Corporation” and “CSS”.

Section 1.2. **Incorporation.** The Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida.

Section 1.3. **Tax Exempt Status.** The Corporation is intended to be an organization which is exempt from federal income taxation under Code Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

Section 1.4. Suncoast Workforce Board, Inc. may also do business as CareerSource Suncoast.

Section 1.5. **Mission and Purpose.**

- A. **Mission:** Identify and invest in workforce development solutions to meet the needs of Manatee and Sarasota Counties.
- B. **Vision:** A highly skilled and responsive workforce that fuels a thriving economy.
- C. **Values:** Employer Centric, Integrity, Culture of Excellence, Collaboration, and Innovation.

The purpose of the Board shall be to provide strategic and operational oversight, assist in the achievement of the state's strategic and operational vision and goals, and maximize and continue to improve quality of services, customer satisfaction, and effectiveness of services provided for the Local Workforce Development Area (LWDA) serving Manatee and Sarasota counties. For a full list of functions and responsibilities of the Board, refer to CareerSource Florida Administrative Policy 110, WIOA, Section 107(d) and 20.CFR 679.370.

Section 1.6. **Powers.** The Corporation shall have and exercise all rights and powers stated in its Articles of Incorporation, Bylaws, and as permitted by the laws of the State of Florida for not-for-profit corporations, including, but not limited to, the power to do all acts necessary or proper for the administration of its affairs and the attainment of its purposes.

ARTICLE II – OFFICES

Section 2.1. Principal Office. The principal office of this Corporation in the State of Florida shall be located in the County of Sarasota or Manatee.

Section 2.2. Other Office. The Corporation may establish additional offices, as the Board of Directors may from time to time determine.

ARTICLE III – LIMITATION ON ACTIVITIES

Section 3.1. The Corporation shall be non-partisan, non-sectional and non-sectarian and shall take no part in, or lend its influence or facilities to, the nomination, election, or appointment of any candidate for public office.

ARTICLE IV – DIRECTORS

Section 4.1. Function. The Board of Directors is vested with the management of the business and affairs of the Corporation, and all corporate powers shall be exercised by or under the authority of the Board subject to law, the Articles of Incorporation, and these Bylaws. Management of the corporation shall not be inconsistent with the provisions of the Workforce Innovation and Opportunity Act, Public Law 113-128, Chapter 445, Florida Statutes, as the same may be amended from time to time.

Section 4.2. Structure. The Chief Local Elected Officials shall be the appointing authority for the members of the Board of Directors of the Corporation. Membership and appointments must take consideration to equitable minority and gender representation reflective of the diversity of the Local Workforce Development Area. Membership and appointment shall be consistent with the applicable provisions of Pub. L. No. 113-128 Title I and Chapter 445, Florida Statutes.

a. Business

A majority of the LWDB members must represent local businesses in the local area who:

- Are owners of a business, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
- 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 (at least two representatives of small businesses must be included); and
- Are appointed from among individuals nominated by local business organizations and business trade associations.

[§ 107(b)(2)(A), WIOA]

b. Labor/Apprenticeships

No less than 20% of the members shall be representatives of the workforce within the local area, including:

- Include at least two representatives of labor organizations nominated by local labor federations. For a local area in which no employees are represented by such organizations, at least two other representatives of employees will be included.
- Include at least one representative of a labor organization or a training director from a joint labor-management apprenticeship program. If no such joint program exists in the area, at least one representative of an apprenticeship program in the area, if such a program exists.
- May include 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 provide/support competitive integrated employment for individuals with disabilities.
- May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives or organizations that serve out-of-school youth.

[§ 107(b)(2)(B), WIOA]

c. Education

Each local board shall include representatives of entities administering education and training activities in the local area, including:

- Include a representative of eligible providers administering adult education and literacy activities under Title II of WIOA.
- Include a representative of institutions of higher education providing workforce investment activities (including community colleges).
- Include a private education provider. CareerSource Florida may waive this requirement if requested by the LWDB if it is demonstrated that such representatives do not exist in the local area.
- 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.

When there is more than one institution in each of the types of educational entities listed above, nominations are solicited from representatives of each of these entities.

[§ 107(b)(2)(C), WIOA, § 445.007(1), Fla. Stat.]

d. Governmental/Economic/Community Development and Other Entities

Each local board shall include representatives of governmental and economic and community development entities serving the local areas, including:

- Include a representative of economic and community development entities serving the local area. An economic agency is defined as including a local planning or zoning commission or board, a community development agency, or another local agency or institution responsible for regulating, promoting, or assisting in local economic development.
- Include a representative of Vocational Rehabilitation serving the local area.
- May include representatives of agencies or entities serving the local area relating to transportation, housing, and public assistance.
- May include representatives of philanthropic organizations serving the local area.
- May include other individuals or representatives of entities as the Chief Local Elected Officials in the local areas determines to be appropriate.

[§ 107(b)(2)(D) & (E), § 3(17) WIOA]

Section 4.3. Appointments

The CLEOs will coordinate with the President/CEO in identifying potential Board of Director members with consideration to equitable minority and gender representation reflective of the diversity of the Local Workforce Development Area.

Individuals applying for membership to the Board of Directors must complete the application posted on the CSS website. Applicants who are a member of the Business sector must also be recommended by a local business organization or business trade association. The application is reviewed for qualifications and then presented to the Commission Coordinating Council for review and approval. Once approved by the Commission Coordinating Council, the appointment date is recorded as the date of approval.

All Commission Coordinating Council meetings are publicly posted in accordance with the grantee-subgrantee agreement and Sunshine Law. Meeting frequency shall be set as needed.

Section 4.4. Term of Office.

- A. All appointments to the Board shall be for four (4) years, subject to approval of the Chief Local Elected Officials, and shall commence upon approval of the Chief Local Elected Officials.

- B. When a Board member's term expires, they can reapply using the same process as the original procedure. Members shall serve staggered terms and may not serve for more than eight (8) consecutive years, unless the member is a representative of a government entity. Individuals who have served eight (8) consecutive years may reapply for membership after not serving as a Board member for a minimum of one year.

Section 4.5. Vacancies. A vacancy shall occur automatically when a Board member no longer meets the criteria for membership as originally appointed in accordance with their category of membership.

- A. Vacancies in Board membership created by death, resignation or disqualification shall be filled by an appointment made in the same manner as the original appointment.
- B. Vacancies must be filled within a reasonable amount of time, but no more than twelve (12) months from the vacancy occurrence.
- C. New Board members must be appointed to fill the same category of membership as that in which the vacancy occurred; however, new members do not have to be from the same organization as the members being replaced. All appointments for vacancies shall begin a new term.

Section 4.6. Removals.

- A. Absence of a member of the Board from three (3) consecutive regular meetings of the Board without a valid reason and/or prior written request shall be grounds for removal of the member from the Board upon recommendation of the Executive Committee and vote of the Board.
- B. A member of the Board may be removed when deemed to be in the best interest of the Board upon recommendation by the Executive Committee, and a two-thirds (2/3) vote of the Board members present after a quorum is seated at a meeting noticed for said purpose.
- C. Upon a motion approved by the Board the recommendation for the removal of a member shall be communicated to the appointing authority which may act to remove the member and shall then appoint an individual in the same category as the terminated member.
- D. Board members who no longer hold the position or status that made them eligible appointees must resign or be removed by the CLEO. Board members must reapply with their new position to be considered for re-appointment.

Section 4.7. Meetings. All meetings shall be open to the public and noticed in accordance with the requirements of the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes. The Board of Directors shall hold the following types of meetings:

- A. Regular Meetings. Regular meetings of the Board shall be held on a quarterly or more frequent basis if necessary. The annual meeting shall be scheduled for the month of September.
- B. Ad-Hoc Meetings. Special meetings of the Board may be called by the Chair of the Board, a majority of the Executive Committee, or by no fewer than ten (10) members of the Board.
- C. The Chair shall designate the date, time, and place of meetings, otherwise, the President/CEO may do so.
- D. All meetings shall be held in a meeting place open and accessible to the general public in accordance with the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes. All meetings will have a virtual attendance and/or call-in option available.
- E. Parliamentary procedures not otherwise governed by the Bylaws shall be guided by with Roberts Rules of Order, Revised.
- F. Participation in meetings shall be limited to members of Board, or their designated representative (who shall have no voting rights and who shall not count toward a quorum at the meeting) with the following exceptions:
 - 1. Regularly scheduled agenda items that call for reports or participation by nonmembers.
 - 2. The Chairman shall allow for public comments or other participation by nonmembers on items under consideration before the group prior to the vote. However, the Chair may limit the time allotment for those seeking to comment.

Section 4.8. Quorum and Voting.

- A. A majority of the total current membership of the Board of Directors shall constitute a quorum for a meeting of the Board of Directors.
- B. Once a quorum has been seated, a vote by a majority of the members present is required to organize and conduct the business of the Board, except when otherwise provided for herein. There shall be no alternates or proxy voting. Board members may send a representative in their place but will not be counted toward a quorum.

- C. A Board member shall not cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization which that member directly represents) nor on any matter which would provide any direct financial benefit to that member, or a member of their immediate family as defined by the Florida Statutes. A Conflict-of-Interest form must be filled out by board members having any conflict and filed with the meeting minutes.

Section 4.9. Notice of Meetings. Written or electronic notice stating the place virtual link, the day and hour of the meeting together with a written agenda of the business to be conducted shall be emailed to all members entitled to vote at least seven (7) days in advance of the meeting. But in case of an emergency the Board Chair may call a meeting on less notice. Said notice shall be delivered by electronic mail, and publicly posted on the CareerSource Suncoast Website. Items not on the agenda may be taken up subject to a two-thirds (2/3) vote of the members present and voting.

Section 4.10. Minutes. Minutes shall be prepared, documenting attendance and all formal actions of the Board and its Committees. Minutes will be posted on the corporation's website within 15 days of approval by the Board of Directors. Public postings will remain for the specific time period outlined in the Corporations Grantee-Subgrantee Agreement with the state.

Section 4.11. Powers. Except as otherwise provided in the Articles of Incorporation, Workforce Innovation and Opportunity Act, Public Law 113-128, Chapter 445, Florida Statutes, or these Bylaws, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time designate.

Section 4.12. Duties. In addition to all customary duties to be carried out by the Board of Directors, as set forth herein and as provided by law, including but not limited to the provisions of the Workforce Innovation and Opportunity Act, Public Law 113-128 Chapter 445, Florida Statutes, or these Bylaws as amended from time to time, the duties of the Board of Directors of this Corporation shall include:

- A. Annually establishing, reviewing and/or amending performance goals for the Corporation designed to fulfill the mission of the Corporation.
- B. The Board of Directors and its officers shall be responsible for the prudent use by the Corporation of all public and private funds and shall ensure that the use of each fund is in accordance with all applicable laws, Bylaws, or contractual requirements.

- C. The Board of Directors and its officers shall be responsible for selecting and hiring a President/Chief Executive Officer to perform operational and administrative functions of the corporation.
- D. In the performance of its functions and duties, the Board of Directors may establish and implement policies, strategies, and programs so long as they are not in conflict with state or federal law.
- E. Except as delegated or authorized by the Board of Directors, individual Board members have no authority to control or direct the operations of the Corporation or the actions of its officers and employees, including the President/CEO.
- F. Board Members appointed to the Board of Directors are required to participate in orientation and annual refresher training to ensure they understand the purpose of their participation on the Board to effectively serve. All new Board Members must complete the orientation within six (6) months of appointment. The Board is responsible for developing Board Member orientation.
- G. New Board of Directors Members and refresher training may be offered in-person and/or virtually at the discretion of the Board. New Board of Directors Members and refresher training may be offered in-person and/or virtually at the discretion of the Board. The Board must retain and provide attendance records of participants and the dates of completion.

Section 4.13. Common Trust Funds. The Board of Directors may duly adopt and establish one or more common trust funds for the purpose of furnishing investments to the Corporation, or to any organization for any purpose permitted exempt organizations as set forth in Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time, or to any organization, society, or corporation holding funds or property for the benefit of any of the foregoing institutions whether holding such funds or property as fiduciary or otherwise, subject to such terms and conditions as are set forth in the Articles of Incorporation of this Corporation and Bylaws.

Section 4.14. Indemnification of Officers and Directors and Bonding. The Board shall indemnify, defend, save, and hold harmless each member from personal liability to the maximum extent authorized by law as same may exist from time to time. It is specifically understood that each member is serving in a volunteer capacity and without compensation. It is the intent of this Article that no member shall have personal liability for his or her acts or omissions, except in those instances where the Board is prohibited, by law, from indemnifying, defending, saving, and holding harmless such member. The Suncoast Workforce Board, Inc. will therefore maintain Directors and Officers liability insurance for board members.

The rights accruing to any person under the foregoing provisions of this Section shall not exclude any other right to which such person may be lawfully entitled, nor shall anything herein contained, restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

The President/CEO and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set forth under State and Federal requirements and shall be protected through the purchase of Directors and Officers Liability Insurance.

ARTICLE V – OFFICERS

Section 5.1. Elected and Appointed Officers: The officers of the Corporation shall consist of a President/CEO, a Chair, a Chair-Elect, and a Treasurer designated by the Board. The Chair may also appoint at-large Board member(s). The Chair-Elect and the Treasurer may be the same person.

An at-large Board member is a Board member that does not hold a defined position within the Board of Directors.

Section 5.2. Duties. The officers of the Corporation shall have the following duties:

- A. President/CEO. The President/CEO of the Corporation shall be hired by the Board of Directors who shall determine the salary and other terms and conditions of employment, upon the recommendation of the Executive Committee.

The President/CEO is the chief administrative and operational officer of the Board of Directors and of the Corporation and shall direct and supervise the administrative affairs of the Board of Directors and any Committees of the Corporation. The Board of Directors may delegate to the President/CEO those powers and responsibilities it deems appropriate.

The President/CEO shall have the authority to assign any of the following duties or responsibilities to another CSS executive staff member to act as a designee executive in the President/CEO's stead, in the event the President/CEO is unavailable.

The President/CEO or their designee shall have authority to hire, supervise, direct, and terminate all employees, and to determine their compensation within approved budget limitations.

The President/CEO or their designee shall have the authority to enter into contracts and MOUs.

The President/CEO shall have overall responsibility for the development, planning and implementation of the workforce development program including WIOA adult, dislocated worker, youth programs and the entire one-stop delivery system for the Corporation in accordance with policies established by the Board of Directors.

The President/CEO shall establish staff policies, participate in the preparation of annual budgets, monitor the administration of the programs, engage the services of outside professionals, and otherwise attend to the day-to-day operation of the Corporation and carry out the instructions of the Board of Directors and the Executive Committee.

The President/CEO shall be ex-officio, non-voting member of the Board, Executive Committee, and all other Committees serving as the advisor to the Board Chair and all Committee Chairs and shall assemble information and data to be used to prepare reports as directed by the Board.

In coordination with the Treasurer, the President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Board, subject to approval by the Board. The President/CEO shall further be authorized to make disbursements within approved budget allocations.

The President/CEO shall report to the Board through the Executive Committee. The Executive Committee shall review the performance of the President/CEO on an annual basis.

The President/CEO shall serve as the Executive Secretary of the Corporation. The President/CEO shall keep a record of the proceedings of the Board of Directors and is the custodian of all books, documents, and papers filed with the Board of Directors, the minutes of the meetings, and all board membership records, and exhibit such records to any director of the Corporation, or to his agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand.

The President/CEO shall coordinate with the CLEOs regarding the identification and nomination of Board members to the LWDB and ensuring membership is compliant with WIOA and Florida Statutes;

The President/CEO shall organize board meetings and ensure meetings are held in accordance with the LWDB's bylaws and Florida's sunshine laws;

The President/CEO shall coordinate with the Board of Directors and CLEOs, in developing and submitting the local and regional workforce development plan;

The President/CEO shall negotiate and reach an agreement on local performance measures with the CLEOs and the state;

The President/CEO shall certify the one-stop career centers.

The President/CEO shall ensure the outcomes of local performance measures are provided to the LWDB members and CLEO no less than semi-annually. The President/CEO shall negotiate with CLEO and required partners for the Memorandum of Understanding as prescribed in Administrative Policy 106-Memorandums of Understanding and Infrastructure Funding Agreements.

The President/CEO shall provide oversight of the competitive procurement process for procuring or awarding contracts for providers of youth program services, providers of workforce services (if applicable), and the one-stop operator as required in paragraph (i) of 20 CFR 679.370;

The President/CEO shall provide copies of all monitoring and audit reports and related materials to the LWDB members, LWDB chairperson, and CLEO within five business days of receipt.

- B. Chair. The Chair shall be elected from among the members of the Board who are representatives of the private business sector and shall have been a member of the Board for at least one (1) year prior to taking office. The Chair may serve for a term of no more than two years, with service limited to two consecutive terms.

The Chair shall appoint Committee Chairs for all Committees from members of the Board. The Chair may serve on all Committees and shall perform such other duties as set forth in the Bylaws or as determined by the Board.

The Chair shall lead the board to develop a strategic plan that aligns with the state's priorities;

The Chair shall act as the lead strategic convener to promote and broker effective relationships between CLEOs and economic development, education, and workforce partners in the local area;

The Chair shall lead an executive committee to guide the work of the board, and ensure that committees or task forces have necessary leadership and membership to perform the work of the board; and

The Chair shall lead the agenda setting process for the year and guide meetings to ensure both tactical and strategic work is completed in all meetings.

The Chair shall appoint members to the Education and Industry Consortium;

The Chair shall provide the annual performance review of the President/CEO to the CLEO(s) and at least once annually to the Board of Directors, and upon request of the LWDB; and

The Chair shall, upon the request of the state board, appear before the state workforce development board (state board) to discuss the performance of the LWDB.

- C. Chair-Elect. The Chair-Elect shall be elected from among the members of the Board who are representatives of the private business sector and shall have been a member of the Board for at least one (1) year prior to taking office, and shall, in the absence of the Chair or in the event of the Chair's inability, perform the duties of the Chair and shall perform such other duties as are assigned by the Chair.
- D. Treasurer. The Treasurer shall serve on the Executive Committee and as the chair of the Finance & Performance Committee. The Treasurer is responsible to the Board for oversight of the Corporation's financial management system.

Section 5.3. Officer Nominating Committee. The Nominating Committee shall be appointed by the Chair. The Nominating Committee shall accept recommendations from the Board in assembling a slate of officers. The Nominating Committee will recommend to the full Board a slate of officers to serve on the Executive Committee.

Section 5.4. Elections. Officers shall be elected on two-year cycles. The Nominating Committee will provide the recommended slate of officers to be voted and approved by majority vote of full Board of Directors, when a quorum is established. The confirmed slate of Officers will be installed at the annual Board meeting held in September.

Officers shall serve a two-year term commencing the day of the installation at the annual meeting and ending upon the installation of a replacement at the annual meeting of the Board. The terms of the officers are limited to two (2) consecutive two-year terms in the same office. There are no limitations on the number of terms, not in sequences or in different offices.

Section 5.5. Removal. The Board of Directors may recommend to the Chief Local Elected Officials the removal of any officer when it is deemed in the best interest of the Corporation.

ARTICLE VI – COMMITTEES

Section 6.1. Executive Committee.

- A. The Executive Committee shall be composed of the Chair, Chair-Elect, Treasurer, Chairs of all Committees, and at-large Board member, with the Past Chair having the choice of serving on the Executive Committee. At least a majority of the members of the Executive Committee shall be representatives of the private business sector. The Executive Committee is empowered to act and take necessary interim action between meetings of the Board.
- B. The Executive Committee and the President/CEO shall have such additional authority as the Board of Directors lawfully delegates to it.
- C. The Executive Committee shall assist the Treasurer with financial review responsibilities and shall review the President/CEO's recommended budget and make recommendations regarding the budget to the Board. The annual audit will be reviewed by the Executive Committee when the audit report is completed.

Section 6.2. Standing Committees. The Chair may appoint committees to fulfill the Boards' responsibilities to obtain technical assistance. The Board Chair shall name a Committee Chair for each Committee from among the members of the Committee who are also members of the Board of Directors. Each Committee may meet at the call of its Chair or at the direction of the Board of Directors but shall meet at least quarterly. Standing Committees may include non-Board members, but the Chair and Vice Chair of all Committees shall be members of the Board.

- A. Finance & Performance Committee. The Finance & Performance Committee shall review the President/CEO's recommended budget and make recommendations regarding the budget to the Executive Committee. The Finance & Performance Committee shall consist of the Treasurer as the Chair of the Committee, and such members of the Board of Directors as are appointed by the Chair. The Finance & Performance Committee shall serve as the Audit Committee.

Section 6.3. Ad hoc Committees. Ad hoc Committees may be created and established by the Board of Directors. The scope and function, including any budget allocation, shall be established by the Board. Any special committee created by the Board of Directors shall automatically be abolished one (1) year after its creation unless the need for its continued existence is justified to the satisfaction of the Board of Directors. Ad- Hoc Committees may include non-Board members, but the Chair and Vice Chair of all Committees shall be members of the Board. The Board Chair will appoint committee members.

Section 6.4. Compliance with Sunshine Law. All Committee meetings shall be noticed and conducted in compliance with the requirements of the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes.

ARTICLE VII – OPERATIONS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be July 1st through June 30th of the following calendar year.

Section 7.2. Execution of Documents. The President/CEO or their designee shall have the authority to enter into contracts as the Board or Executive Committee may approve from time to time, or as approved by the Board or Executive Committee through the enactment of policies pertaining to matters of procurement and program delivery.

Section 7.3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes on the proceedings of the Board of Directors. The Corporation shall keep at its principal place of business a membership register listing the names, addresses and other details of each Board of Directors' member, and the original or a copy of its Bylaws, including amendments to date certified by the Treasurer of the Corporation.

Section 7.4. Inspection of Books and Records. All books and records of the Corporation shall be public records subject to inspection and copying as provided for in Chapter 119, Florida Statutes, as amended from time to time.

Section 7.5. Contracts. The Corporation shall have the authority to contract with public and private entities as necessary to further the purposes of the Corporation. All contracts executed by the Corporation must include specific performance expectations and deliverables.

Section 7.6. Budget. The Board of Directors of this Corporation shall adopt for each fiscal year a budget for the organization in accordance with the requirements of law. A budget shall be prepared annually prior to the commencement of the fiscal year. The President/CEO shall be responsible for preparation of the budget. The President/CEO will present the budget for review by the Finance & Performance

Committee and the Executive Committee and approval by the Board of Directors. Allocation and expenditure of the funds of the Corporation shall be governed by the budget previously approved for the current fiscal year. The budget may be amended from time to time by the Board of Directors.

Section 7.7. Gifts and Contributions. The Board of Directors is authorized to accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special purposes of this Corporation. The Board of Directors may from time to time on behalf of the Corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the Corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income thereof and devote the principal or income of such gifts to such purposes within the scope of the activities of the Corporation as the Board of Directors may determine.

The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of his gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board of Directors; and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified therein.

Section 7.8. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII – AMENDMENT

Section 8.1. Amendment. The Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of a majority of the full membership of the Board at a regular or special meeting, provided that any proposal to alter, amend or repeal Bylaws be submitted to each Board member at least fifteen (15) days prior to the meeting at which the proposal is to be considered.

ARTICLE IX – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 9.1. Prohibition Against Sharing in Corporate Earnings. No member, director, officer, or employee of or 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, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; 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, after all debts have been satisfied, remaining in the hands of the Board of Directors shall be distributed within the intendment of Section 501(c) of the Internal Revenue code of 1954 and its Regulations as they now exist or as they may be amended, and consistent with other applicable law.

ARTICLE X – EXEMPT ACTIVITIES

Section 10.1. Exempt Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, no member, director, officer, employee, or representative of this 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) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may be amended.

ARTICLE XI – DISSOLUTION OF CORPORATION

Section 11.1. Dissolution. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed to the State of Florida within the intendment of Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder.

ARTICLE XII – NON-DISCRIMINATION POLICY

Section 12.1 The members, Officers, Directors, committee members, employees, and persons served by this Corporation shall be interviewed, selected, appointed, and promoted without regard to race, color, religion, sex, national origin, age, disability, handicap, marital status, sexual orientation, or status as a veteran except as provided for in applicable federal and/or state legislation.

ARTICLE XIII – HARASSMENT POLICY

Section 13.1 It is the policy of the Corporation to strive for an environment that is free from all forms of Harassment based upon a protected category. Harassment based upon any of the categories found in Article XII, or found in any federal, state, or local law, in any manner or form is expressly prohibited. Any concerns and complaints should be brought to the attention of the Board Chair, or the President/CEO. CareerSource Suncoast also has a Whistleblower Policy with an Integrity Hotline posted on the CSS Website, which goes to the attention of the Board Chair.

WE HEREBY CERTIFY that these Bylaws have been adopted by the Board of Directors of the Suncoast Workforce Board, Inc., dba CareerSource Suncoast on the _____ day of _____, 2024, by the requisite affirmative vote of a majority of the full membership of the Board pursuant to the prior Bylaws.

David Kraft, Chair of the Board of Directors

Joshua Matlock, President/CEO/Executive Secretary to the Board of Directors

CHIEF LOCAL ELECTED OFFICIALS:

Manatee County Commissioner

Sarasota County Commissioner

Name: George Kruse

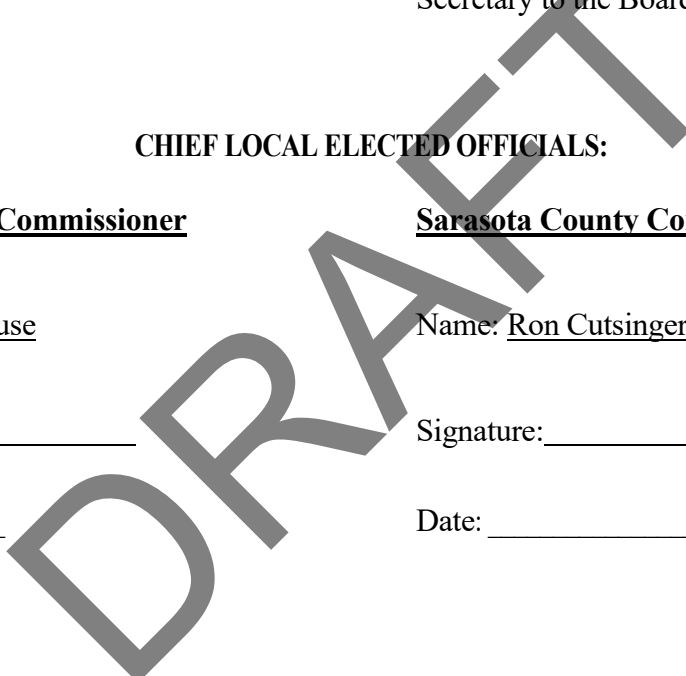
Name: Ron Cutsinger

Signature: _____

Signature: _____

Date: _____

Date: _____



BYLAWS OF SUNCOAST WORKFORCE BOARD, INC.

**ARTICLE I – NAME, INCORPORATION, TAX EXEMPT STATUS,
PURPOSES AND POWERS**

Section 1.1. Name. The name of this Corporation shall be **Suncoast Workforce Board, Inc.**, dba CareerSource Suncoast also referred to herein as “the Board” and “the Corporation” and “CSS”.

Section 1.2. Incorporation. The Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida.

Section 1.3. Tax Exempt Status. The Corporation is intended to be an organization which is exempt from federal income taxation under Code Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

Section 1.4. Suncoast Workforce Board, Inc. may also do business as CareerSource Suncoast.

Section 1.5. Mission and Purpose.

- A. Mission: Identify and invest in workforce development solutions to meet the needs of Manatee and Sarasota Counties. ~~To recruit, train and retain talent for employers on the Suncoast.~~
- B. Vision: A highly skilled and responsive workforce that fuels a thriving economy. ~~Employers will locate, expand, and flourish on the Suncoast because of our high talent workforce.~~
- C. Values: ~~Business Driven, Continuous Improvement, Integrity, Talent Focus and Purpose Driven.~~ Employer Centric, Integrity, Culture of Excellence, Collaboration, and Innovation.

The purpose of the Board shall be to provide strategic and operational oversight, assist in the achievement of the state's strategic and operational vision and goals, and maximize and continue to improve quality of services, customer satisfaction, and effectiveness of services provided for the Local Workforce Development Area (LWDA) serving Manatee and Sarasota counties. For a full list of functions and responsibilities of the Board, refer to CareerSource Florida Administrative Policy 110, WIOA, Section 107(d) and 20.CFR 679.370.

Section 1.6. Powers. The Corporation shall have and exercise all rights and powers stated in its Articles of Incorporation, Bylaws, and as permitted by the laws of the State of Florida for not-for-profit corporations, including, but not limited to, the power to do

all acts necessary or proper for the administration of its affairs and the attainment of its purposes.

ARTICLE II – OFFICES

- Section 2.1. Principal Office. The principal office of this Corporation in the State of Florida shall be located in the County of Sarasota or Manatee.
- Section 2.2. Other Office. The Corporation may establish additional offices, as the Board of Directors may from time to time determine.

ARTICLE III – LIMITATION ON ACTIVITIES

- Section 3.1. The Corporation shall be non-partisan, non-sectional and non-sectarian and shall take no part in, or lend its influence or facilities to, the nomination, election, or appointment of any candidate for public office.

ARTICLE IV – DIRECTORS

- Section 4.1. Function. The Board of Directors is vested with the management of the business and affairs of the Corporation, and all corporate powers shall be exercised by or under the authority of the Board subject to law, the Articles of Incorporation, and these Bylaws. Management of the corporation shall not be inconsistent with the provisions of the Workforce Innovation and Opportunity Act, Public Law 113-128, Chapter 445, Florida Statutes, as the same may be amended from time to time.
- Section 4.2. Structure. The Chief Local Elected Officials shall be the appointing authority for the members of the Board of Directors of the Corporation. **Membership and appointments must take consideration to equitable minority and gender representation reflective of the diversity of the Local Workforce Development Area.** Membership and appointment shall be consistent with the applicable provisions of Pub. L. No. 113-128 Title I and Chapter 445, Florida Statutes.

a. Business

A majority of the LWDB members must represent local businesses in the local area who:

- Are owners of a business, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
- 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 (at least two representatives of small businesses must be included); and

- Are appointed from among individuals nominated by local business organizations and business trade associations.

[§ 107(b)(2)(A), WIOA]

b. Labor/Apprenticeships

No less than 20% of the members shall be representatives of the workforce within the local area, including:

- Include at least two representatives of labor organizations nominated by local labor federations. For a local area in which no employees are represented by such organizations, at least two other representatives of employees will be included.
- Include at least one representative of a labor organization or a training director from a joint labor-management apprenticeship program. If no such joint program exists in the area, at least one representative of an apprenticeship program in the area, if such a program exists.
- May include 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 provide/support competitive integrated employment for individuals with disabilities.
- May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives or organizations that serve out-of-school youth.

[§ 107(b)(2)(B), WIOA]

c. Education

Each local board shall include representatives of entities administering education and training activities in the local area, including:

- Include a representative of eligible providers administering adult education and literacy activities under Title II of WIOA.
- Include a representative of institutions of higher education providing workforce investment activities (including community colleges).
- Include a private education provider. CareerSource Florida may waive this requirement if requested by the LWDB if it is demonstrated that such representatives do not exist in the local area.
- 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.

When there is more than one institution in each of the types of educational entities listed above, nominations are solicited from representatives of each of these entities.

[§ 107(b)(2)(C), WIOA, § 445.007(1), Fla. Stat.]

d. Governmental/Economic/Community Development and Other Entities

Each local board shall include representatives of governmental and economic and community development entities serving the local areas, including:

- Include a representative of economic and community development entities serving the local area. An economic agency is defined as including a local planning or zoning commission or board, a community development agency, or another local agency or institution responsible for regulating, promoting, or assisting in local economic development.
- Include a representative of Vocational Rehabilitation serving the local area.
- May include representatives of agencies or entities serving the local area relating to transportation, housing, and public assistance.
- May include representatives of philanthropic organizations serving the local area.
- May include other individuals or representatives of entities as the Chief Local Elected Officials in the local areas determines to be appropriate.

[§ 107(b)(2)(D) & (E), § 3(17) WIOA]

Section 4.3. Appointments

The CLEOs will coordinate with the President/CEO in identifying potential Board of Director members with consideration to equitable minority and gender representation reflective of the diversity of the Local Workforce Development Area. Individuals applying for membership to the Board of Directors must complete the application posted on the CSS website. Applicants who are a member of the Business sector must also be recommended by a local business organization or business trade association. The application is reviewed for qualifications and then presented to the Commission Coordinating Council for review and approval. Once approved by the Commission Coordinating Council, the appointment date is recorded as the date of approval.

All Commission Coordinating Council meetings are publicly posted in accordance with the grantee-subgrantee agreement and Sunshine Law. Meeting frequency shall be set as needed.

Section 4.4. Term of Office.

- A. All appointments to the Board shall be for four (4) years, subject to approval of the Chief Local Elected Officials, and shall commence upon approval of the Chief Local Elected Officials.
- B. When a Board member's term expires, they can reapply using the same process as the original procedure. Members shall serve staggered terms and may not serve for more than eight (8) consecutive years, unless the member is a representative of a government entity. Individuals who have served eight (8) consecutive years, may reapply for membership after not serving as a Board member for a minimum of one year.
- C. ~~Board members who no longer hold the position or status that made them eligible appointees must resign or be removed by the CLEO. Board members must reapply with their new position to be considered for re-appointment.~~

Section 4.5. Vacancies. A vacancy shall occur automatically when a Board member no longer meets the criteria for membership as originally appointed in accordance with their category of membership.

- A. Vacancies in Board membership created by death, resignation or disqualification shall be filled by an appointment made in the same manner as the original appointment.
- B. Vacancies must be filled within a reasonable amount of time, but no more than **twelve** (12) months from the vacancy occurrence.
- C. New Board **members** must be appointed to fill the same category of membership as that in which the vacancy occurred; however, new members do not have to be from the same organization as the members being replaced. All appointments for vacancies shall begin a new term.

Section 4.6. Removals.

- A. Absence of a member of the Board from three (3) consecutive regular meetings of the Board without a valid reason and/or prior written request shall be grounds for removal of the member from the Board upon recommendation of the Executive Committee and vote of the Board.
- B. A member of the Board may be removed when deemed to be in the best interest of the Board upon recommendation by the Executive Committee, and a two-thirds (2/3) vote of the Board members present after a quorum is seated at a meeting noticed for said purpose.
- C. Upon a motion approved by the Board the recommendation for the removal of a member shall be communicated to the appointing authority which may

act to remove the member and shall then appoint an individual in the same category as the terminated member.

- D. Board members who no longer hold the position or status that made them eligible appointees must resign or be removed by the CLEO. Board members must reapply with their new position to be considered for re-appointment.

Section 4.7. Meetings. All meetings shall be open to the public and noticed in accordance with the requirements of the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes. The Board of Directors shall hold the following types of meetings:

- A. Regular Meetings. Regular meetings of the Board shall be held on a quarterly or more frequent basis if necessary. The annual meeting shall be scheduled in the month of September.
- B. Ad-Hoc Meetings. Special meetings of the Board may be called by the Chair of the Board, a majority of the Executive Committee, or by no fewer than ten (10) members of the Board.
- C. The Chair shall designate the date, time, and place of meetings, otherwise, the President/CEO may do so.
- D. All meetings shall be held in a meeting place open and accessible to the general public in accordance with the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes. All meetings will have a virtual attendance and/or call-in option available.
- E. Parliamentary procedures not otherwise governed by the Bylaws shall be guided by with Roberts Rules of Order, Revised.
- F. Participation in meetings shall be limited to members of Board, or their designated representative (who shall have no voting rights and who shall not count toward a quorum at the meeting) with the following exceptions:
1. Regularly scheduled agenda items that call for reports or participation by nonmembers.
 2. The Chairman shall allow for public comments or other participation by nonmembers on items under consideration before the group prior to the vote. However, the Chair may limit the time allotment for those seeking to comment.

Section 4.8. Quorum and Voting.

- A. A majority of the total current membership of the Board of Directors shall constitute a quorum for a meeting of the Board of Directors.
- B. Once a quorum has been seated, a vote by a majority of the members present is required to organize and conduct the business of the Board, except when otherwise provided for herein. There shall be no alternates or proxy voting. Board members may send a representative in their place but will not be counted toward a quorum.
- C. A Board member shall not cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization which that member directly represents) nor on any matter which would provide any direct financial benefit to that member, or a member of their immediate family as defined by the Florida Statutes. A Conflict-of-Interest form must be filled out by board members having any conflict and filed with the meeting minutes.

Section 4.9. Notice of Meetings. Written or electronic notice stating the place virtual link, the day and hour of the meeting together with a written agenda of the business to be conducted shall be emailed to all members entitled to vote at least seven (7) days in advance of the meeting. But in case of an emergency the Board Chair may call a meeting on less notice. Said notice shall be delivered by electronic mail, and publicly posted on the CareerSource Suncoast Website. Items not on the agenda may be taken up subject to a two-thirds (2/3) vote of the members present and voting.

Section 4.10. Minutes. Minutes shall be prepared, documenting **attendance and all formal actions of the Board and its Committees. Minutes will be posted on the corporation's website within 15 days of approval by the Board of Directors. Public postings will remain for the specific time period outlined in the Corporations Grantee-Subgrantee Agreement with the state.**

Section 4.11. Powers. Except as otherwise provided in the Articles of Incorporation, Workforce Innovation and Opportunity Act, Public Law 113-128, Chapter 445, Florida Statutes, or these Bylaws, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time designate.

Section 4.12. Duties. In addition to all customary duties to be carried out by the Board of Directors, as set forth herein and as provided by law, including but not limited to the provisions of the Workforce Innovation and Opportunity Act, Public Law 113-128 Chapter 445, Florida Statutes, or these Bylaws as amended from time to time, the duties of the Board of Directors of this Corporation shall include:

- A. Annually establishing, reviewing and/or amending performance goals for the Corporation designed to fulfill the mission of the Corporation.

- B. The Board of Directors and its officers shall be responsible for the prudent use by the Corporation of all public and private funds and shall ensure that the use of each fund is in accordance with all applicable laws, Bylaws, or contractual requirements.
- C. **The Board of Directors and its officers shall be responsible for selecting and hiring a President/Chief Executive Officer to perform operational and administrative functions of the corporation.**
- D. In the performance of its functions and duties, the Board of Directors may establish and implement policies, strategies, and programs so long as they are not in conflict with state or federal law.
- E. Except as delegated or authorized by the Board of Directors, individual Board members have no authority to control or direct the operations of the Corporation or the actions of its officers and employees, including the President/CEO.
- F. Board Members appointed to the Board of **Directors** are required to participate in orientation and annual **refresher** training to ensure they understand the purpose of their participation on the Board. **The purpose of orientation and training is to provide Board Members with information that empowers them** to effectively serve. All new Board Members must complete the orientation within six (6) months of appointment ~~will complete a new Board Member orientation.~~ The Board is responsible for developing Board Member orientation.
- G. **Board Members will complete annual refresher training to remind them of the purpose of their appointment as a Member of the Board.**
- H. **New Board of Directors Members and refresher training may be offered in-person and/or virtually at the discretion of the Board. New Board of Directors Members and refresher training may be offered in-person and/or virtually at the discretion of the Board.** The Board must retain and provide attendance records of participants and the dates of completion.

Section 4.13. Common Trust Funds. The Board of Directors may duly adopt and establish one or more common trust funds for the purpose of furnishing investments to the Corporation, or to any organization for any purpose permitted exempt organizations as set forth in Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time, or to any organization, society, or corporation holding funds or property for the benefit of any of the foregoing institutions whether holding such

funds or property as fiduciary or otherwise, subject to such terms and conditions as are set forth in the Articles of Incorporation of this Corporation and Bylaws.

Section 4.14. Indemnification of Officers and Directors and Bonding. The Board shall indemnify, defend, save, and hold harmless each member from personal liability to the maximum extent authorized by law as same may exist from time to time. It is specifically understood that each member is serving in a volunteer capacity and without compensation. It is the intent of this Article that no member shall have personal liability for his or her acts or omissions, except in those instances where the Board is prohibited, by law, from indemnifying, defending, saving, and holding harmless such member. The Suncoast Workforce Board, Inc. will therefore maintain Directors and Officers liability insurance for board members.

The rights accruing to any person under the foregoing provisions of this Section shall not exclude any other right to which such person may be lawfully entitled, nor shall anything herein contained, restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

The President/CEO and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set forth under State and Federal requirements and shall be protected through the purchase of Directors and Officers Liability Insurance.

ARTICLE V – OFFICERS

Section 5.1. Elected and Appointed Officers: The officers of the Corporation shall consist of a President/CEO, a Chair, a Chair-Elect, and a Treasurer designated by the Board. The Chair may also appoint **at-large Board member(s)** ~~such other officers as the Board may deem appropriate.~~ The Chair-Elect and the Treasurer may be the same person.

An at-large Board member is a Board member that does not hold a defined position within the Board of Directors.

Section 5.2. Duties. The officers of the Corporation shall have the following duties:

- A. President/CEO. The President/CEO of the Corporation shall be hired by the Board of Directors who shall determine the salary and other terms and conditions of employment, upon the recommendation of the Executive Committee.

The President/CEO is the chief administrative and operational officer of the Board of Directors and of the Corporation and shall direct and supervise the administrative affairs of the Board of Directors and any Committees of the Corporation. The Board of Directors may delegate to the President/CEO those powers and responsibilities it deems appropriate.

The President/CEO shall have the authority to assign any of the following duties or responsibilities to another CSS executive staff member to act as a designee executive in the President/CEO's stead, in the event the President/CEO is unavailable.

The President/CEO or their designee shall have authority to hire, supervise, direct, and terminate all employees, and to determine their compensation within approved budget limitations.

The President/CEO or their designee shall have the authority to enter into contracts and MOUs, ~~as the Board or Executive Committee may approve from time to time, or as approved by the Board or Executive Committee through the enactment of policies pertaining to matters of procurement and program delivery.~~

The President/CEO shall have overall responsibility for the development, planning and implementation of the workforce development program including WIOA adult, dislocated worker, youth programs and the entire one-stop delivery system for the Corporation in accordance with policies established by the Board of Directors.

The President/CEO shall establish staff policies, participate in the preparation of annual budgets, monitor the administration of the programs, engage the services of outside professionals, and otherwise attend to the day-to-day operation of the Corporation and carry out the instructions of the Board of Directors and the Executive Committee.

The President/CEO shall be ex-officio, non-voting member of the Board, Executive Committee, and all other Committees serving as the advisor to the Board Chair and all Committee Chairs and shall assemble information and data to be used to prepare reports as directed by the Board.

In coordination with the Treasurer, the President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Board, subject to approval by the Board. The President/CEO shall further be authorized to make disbursements within approved budget allocations.

The President/CEO shall report to the Board through the Executive Committee. The Executive Committee shall review the performance of the President/CEO on an annual basis.

The President/CEO shall serve as the Executive Secretary of the Corporation. The President/CEO shall keep a record of the proceedings of the Board of Directors and is the custodian of all books, documents, and papers filed with the Board of Directors, the minutes of the meetings, and all board membership records, and exhibit such records to any director of the Corporation, or to his agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand.

The President/CEO shall coordinate with the CLEOs regarding the identification and nomination of Board members to the LWDB and ensuring membership is compliant with WIOA and Florida Statutes;

The President/CEO shall organize board meetings and ensure meetings are held in accordance with the LWDB's bylaws and Florida's sunshine laws;

The President/CEO shall coordinate with the Board of Directors and CLEOs, in developing and submitting the local and regional workforce development plan;

The President/CEO shall negotiate and reach an agreement on local performance measures with the CLEOs and the state;

The President/CEO shall certify the one-stop career centers.

The President/CEO shall ensure the outcomes of local performance measures are provided to the LWDB members and CLEO no less than semi-annually. The President/CEO shall negotiate with CLEO and required partners for the Memorandum of Understanding as prescribed in Administrative Policy 106-Memorandums of Understanding and Infrastructure Funding Agreements.

The President/CEO shall provide oversight of the competitive procurement process for procuring or awarding contracts for providers of youth program services, providers of workforce services (if applicable), and the one-stop operator as required in paragraph (i) of 20 CFR 679.370;

The President/CEO shall provide copies of all monitoring and audit reports and related materials to the LWDB members, LWDB chairperson, and CLEO within five business days of receipt.

- B. Chair. The Chair shall be elected from among the members of the Board who are representatives of the private business sector and shall have been a member of the Board for at least one (1) year prior to taking office. The

Chair may serve for a term of no more than two years, with service limited to two consecutive terms.

The Chair shall appoint Committee Chairs for all Committees from members of the Board. The Chair may serve on all Committees and shall perform such other duties as set forth in the Bylaws or as determined by the Board.

~~The Chair must be from the business community and may serve for a term of no more than two years, with service limited to two consecutive terms.~~

The Chair shall lead the board to develop a ~~guiding vision~~ strategic plan that aligns with the state's priorities;

The Chair shall act as the lead strategic convener to promote and broker effective relationships between CLEOs and economic development, education, and workforce partners in the local area;

The Chair shall lead an executive committee to guide the work of the board, and ensure that committees or task forces have necessary leadership and membership to perform the work of the board; and

The Chair shall lead the agenda setting process for the year and guide meetings to ensure both tactical and strategic work is completed in all meetings.

The Chair shall appoint members to the Education and Industry Consortium;

The Chair shall provide the annual performance review of the President/CEO to the CLEO(s) and at least once annually to the Board of Directors, and upon request of the LWDB; and

The Chair shall, upon the request of the state board, appear before the state workforce development board (state board) to discuss the performance of the LWDB.

- C. Chair-Elect. The Chair-Elect shall be elected from among the members of the Board who are representatives of the private **business** sector and shall have been a member of the Board for at least one (1) year prior to taking office, and shall, in the absence of the Chair or in the event of the Chair's inability, perform the duties of the Chair and shall perform such other duties as are assigned by the Chair.
- D. Treasurer. The Treasurer shall **serve on the Executive Committee and as the chair of the Finance & Performance Committee**. **The Treasurer is** responsible to the Board for oversight of the Corporation's financial management system.

Section 5.3. Officer Nominating Committee. The Nominating Committee shall be appointed by the Chair, ~~in consultation with the President/CEO.~~ The Nominating Committee shall accept recommendations from the Board in assembling a slate of officers. The Nominating Committee will recommend to the full Board a slate of officers to serve on the Executive Committee. ~~At the discretion of the Executive Committee, an At-Large Member may also be proposed to serve as an Officer.~~

Section 5.4. Elections. ~~Officers shall be elected on two-year cycles.~~ The Nominating Committee will provide the recommended slate of officers to be voted and approved by majority vote of full Board of Directors, when a quorum is established. The confirmed slate of Officers will be installed at the annual Board meeting held in September.

~~Officers shall serve a two-year term commencing the day of the installation at the annual meeting and ending upon the installation of a replacement at the annual meeting of the Board. The terms of the officers are limited to two (2) consecutive two-year terms in the same office. There are no limitations on the number of terms not in sequences or in different offices.~~

Section 5.5. Removal. The Board of Directors may recommend to the Chief Local Elected Officials the removal of any officer when it is deemed in the best interest of the Corporation.

ARTICLE VI – COMMITTEES

Section 6.1. Executive Committee.

- T
- A. The Executive Committee shall be composed of the Chair, Chair-Elect, Treasurer, Chairs of all Committees, ~~and at-large Board member,~~ with the Past Chair having the choice of serving on the Executive Committee. ~~All Executive Committee members shall serve one year terms except the Chair as noted in 5.2 B.~~ At least a majority of the members of the Executive Committee shall be representatives of the private **business** sector. The Executive Committee is empowered to act and take necessary interim action between meetings of the Board.
 - B. The Executive Committee and the President/CEO shall have such additional authority as the Board of Directors lawfully delegates to it.

- C. The Executive Committee shall assist the Treasurer with financial review responsibilities and shall review the President/CEO's recommended budget and make recommendations regarding the budget to the Board. The annual audit will be reviewed by the Executive Committee when the audit report is completed.

Section 6.2. Standing Committees. The Chair may appoint committees to fulfill the Boards' responsibilities to obtain technical assistance. The Board Chair shall name a Committee Chair for each Committee from among the members of the Committee who are also members of the Board of Directors. Each Committee may meet at the call of its Chair or at the direction of the Board of Directors but shall meet at least quarterly. Standing Committees may include non-Board members, but the Chair and Vice Chair of all Committees shall be members of the Board.

- A. Finance & Performance Committee. The Finance & Performance Committee shall review the President/CEO's recommended budget and make recommendations regarding the budget to the Executive Committee. The Finance & Performance Committee shall consist of the Treasurer **as the Chair of the Committee**, and such members of the Board of Directors as are appointed by the Chair. The Finance & Performance Committee shall serve as the Audit Committee.

Section 6.3. Ad hoc Committees. Ad hoc Committees may be created and established by the Board of Directors. The scope and function, including any budget allocation, shall be established by the Board. Any special committee created by the Board of Directors shall automatically be abolished one (1) year after its creation unless the need for its continued existence is justified to the satisfaction of the Board of Directors. Ad-Hoc Committees may include non-Board members, but the Chair and Vice Chair of all Committees shall be members of the Board. **The Board Chair will appoint committee members.**

~~A. Board of Directors Membership Committee. The Board of Directors membership committees shall be comprised of Board Members and/or Designees, with the Board's Chair Elect serving as the Committee Chair. The primary function of the Board of Directors Membership Committee is to recruit, vet, and nominate Board members, with consideration to equitable minority and gender representation reflective of the diversity of the Local Workforce Development Area. Meeting frequency shall be set as needed.~~

Section 6.4. Compliance with Sunshine Law. All Committee meetings shall be noticed and conducted in compliance with the requirements of the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes.

ARTICLE VII – OPERATIONS

- Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be July 1st through June 30th of the following calendar year.
- Section 7.2. Execution of Documents. The President/CEO or their designee shall have the authority to enter into contracts as the Board or Executive Committee may approve from time to time, or as approved by the Board or Executive Committee through the enactment of policies pertaining to matters of procurement and program delivery.
- Section 7.3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes on the proceedings of the Board of Directors. The Corporation shall keep at its principal place of business a membership register listing the names, addresses and other details of each Board of Directors' member, and the original or a copy of its Bylaws, including amendments to date certified by the Treasurer of the Corporation.
- Section 7.4. Inspection of Books and Records. All books and records of the Corporation shall be public records subject to inspection and copying as provided for in Chapter 119, Florida Statutes, as amended from time to time.
- Section 7.5. Contracts. The Corporation shall have the authority to contract with public and private entities as necessary to further the purposes of the Corporation. All contracts executed by the Corporation must include specific performance expectations and deliverables.
- Section 7.6. Budget. The Board of Directors of this Corporation shall adopt for each fiscal year a budget for the organization in accordance with the requirements of law. A budget shall be prepared annually prior to the commencement of the fiscal year. The President/CEO shall be responsible for preparation of the budget. The President/CEO will present the budget for review by the Finance & Performance Committee and the Executive Committee and approval by the Board of Directors. Allocation and expenditure of the funds of the Corporation shall be governed by the budget previously approved for the current fiscal year. The budget may be amended from time to time by the Board of Directors.
- Section 7.7. Gifts and Contributions. The Board of Directors is authorized to accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special purposes of this Corporation. The Board of Directors may from time to time on behalf of the Corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the Corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income thereof and devote the principal or income of such gifts to such purposes within the scope of the activities of the Corporation as the Board of Directors may determine.

The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of his gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board of Directors; and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified therein.

Section 7.8. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII – AMENDMENT

Section 8.1. Amendment. The Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of a majority of the full membership of the Board at a regular or special meeting, provided that any proposal to alter, amend or repeal Bylaws be submitted to each Board member at least fifteen (15) days prior to the meeting at which the proposal is to be considered.

ARTICLE IX – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 9.1. Prohibition Against Sharing in Corporate Earnings. No member, director, officer, or employee of or 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, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; 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, after all debts have been satisfied, remaining in the hands of the Board of Directors shall be distributed within the intendment of Section 501(c) of the Internal Revenue code of 1954 and its Regulations as they now exist or as they may be amended, and consistent with other applicable law.

ARTICLE X – EXEMPT ACTIVITIES

Section 10.1. Exempt Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, no member, director, officer, employee, or representative of this 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) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may be amended.

ARTICLE XI – DISSOLUTION OF CORPORATION

Section 11.1. Dissolution. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed to the State of Florida within the intentment of Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder.

ARTICLE XII – NON-DISCRIMINATION POLICY

Section 12.1 The members, Officers, Directors, committee members, employees, and persons served by this Corporation shall be interviewed, selected, appointed, and promoted without regard to race, color, religion, sex, national origin, age, disability, handicap, marital status, sexual orientation, or status as a veteran except as provided for in applicable federal and/or state legislation.

ARTICLE XIII – HARASSMENT POLICY

Section 13.1 It is the policy of the Corporation to strive for an environment that is free from all forms of Harassment based upon a protected category. Harassment based upon any of the categories found in Article XII, or found in any federal, state, or local law, in any manner or form is expressly prohibited. Any concerns and complaints should be brought to the attention of the Board Chair, or the President/CEO. CareerSource Suncoast also has a Whistleblower Policy with an Integrity Hotline **941-358-4200 x 1119** posted on the CSS Website, which goes to the attention of the Board Chair.

WE HEREBY CERTIFY that these Bylaws have been adopted by the Board of Directors of the Suncoast Workforce Board, Inc., dba CareerSource Suncoast on the _____ day of _____, 2024, by the requisite affirmative vote of a majority of the full membership of the Board pursuant to the prior Bylaws.

David Kraft, Chair of the Board of Directors

Joshua Matlock, President/CEO/Executive
Secretary to the Board of Directors

CHIEF LOCAL ELECTED OFFICIALS:

Manatee County Commissioner

Name: George Kruse

Signature: _____

Date: _____

Sarasota County Commissioner

Name: Ron Cutsinger

Signature: _____

Date: _____

DRAFT