

BY-LAWS
FOR
GREATER MEMPHIS LOCAL WORKFORCE DEVELOPMENT BOARD
Consisting of Shelby, Fayette, Tipton, and Lauderdale Counties

ARTICLE I

NAME

§ 1.1 **Name:** This body shall be known as the Greater Memphis Local Workforce Development Board; hereinafter referred to as “the Board.” The Board is established in accordance with Section 107 of the federal Workforce Innovation Opportunity Act, hereinafter referred to as “the Act” and the Tennessee Workforce Development Act of 1999¹, hereinafter referred to as the “Tennessee WDA”. The Board intends to operate in the LWDA, established by the Governor of the State of Tennessee, encompassing Shelby, Fayette, Tipton, and Lauderdale counties of Tennessee.

ARTICLE II

LOCATION

§ 2.2 **Location:** The principal office of the Board shall be:

Greater Memphis Local Workforce Development Board

100 Peabody Place, Suite 1000, Memphis, TN 38103.

ARTICLE III

MISSION STATEMENT

§ 3.1 **Mission of the Board:** The purpose of the Board is to provide policy guidance and exercise oversight with respect to activities under the Act, in partnership with the units of local government for the Local Workforce Development Area (“LWDA”). The Board is organized and shall be operated for charitable, scientific, literary and educational purposes by assisting to increase the employment opportunities, job retention, occupational skills attainment and earnings of eligible individuals, and as a result, improve the quality of the local and area wide workforce, reduce welfare dependency, increase economic self-sufficiency and enhance the productivity and competitiveness of the LWDA.

ARTICLE IV

DUTIES AND AUTHORITY OF THE BOARD

§ 4.1 **Duties and Responsibilities:** The Board shall have those duties and responsibilities specified or required to be performed by local workforce development boards

under the provisions of the Act, the Tennessee WDA and the consortium agreement with the local elected officials (LEOs) within the LWDA. In accordance with Section 107(d) of the Act, the Board is authorized to:

- a) set policy within LWDA pursuant to the Act;
- b) develop a plan in partnership with the chief elected officials within the LWDA for submission to the Governor of the State of Tennessee²;
- c) enter into memoranda of understanding with one-stop partners;
- d) designate or certify one-stop operators and terminate them for cause;
- e) select eligible providers of youth activities by awarding grants or contracts on a competitive basis based on recommendations of the Youth Council;
- f) identify eligible providers of training and career services;
- g) as appropriate, develop budgets for the purpose of carrying out the duties of the Board under the Act, subject to the approval of the chief elected officials;
- h) provide program oversight in partnership with the chief elected officials with respect to local programs of youth activities, local employment and training activities, and the One-stop delivery system within the LWDA;
- i) negotiate local performance measures in conjunction with the chief elected officials and the Governor; and
- j) perform any and all other duties required of the Board, by the duly authorized chief elected officials for the counties within the LWDA or by the Governor of the state of Tennessee acting pursuant to the Act as amended.

ARTICLE V

MEMBERS

§ 5.1 Members: The composition of the membership must comply with the provisions of Section 107 of the Act³ (subparagraph (b) (2) of which is attached as Exhibit A to these bylaws for convenience of reference), which state that, at a minimum, membership of the board must have the following composition:

² The plan shall comply with Section 108 of the Act.

³ See also 20 CFR Part 679.

(a) a majority (i.e., >50%) of the members must be representatives of business in the LWDA (“Business Representatives”), at least two (2) of whom must represent small business as defined by the U.S. Small Business Administration;

(b) at least twenty percent (20%) must be workforce representatives (i.e., representatives of labor organizations (minimum of 2), apprenticeship programs (minimum of 1), community-based organizations and youth-focused organizations) (“Workforce Representatives”); and

(c) members from organizations with the following focus: (i) adult education and literacy (minimum of 1), (ii) institution of higher education (minimum of 1), (iii) economic and community development (minimum of 1), (iv) state employment service office under Wagner-Peyser Act (minimum of 1), and (v) programs under Title I Rehabilitation Act of 1973 (minimum of 1) (“Other Representatives”).

The number of the members of the Board shall be not less than 19 nor more than the maximum allowed from time to time by Tennessee WDA and regulations and policies issued pursuant thereto, as determined from time to time by the chief elected officials within the LWDA. For convenience of reference, Exhibit B sets out numerical examples of board compositions that comply with the requirements of Section 107(b)(2) of the Act. An individual may be appointed as a representative of more than one entity if the individual meets all of the criteria for representation. All board members must be in positions of optimum policy-making authority within the entities they represent. Upon receipt and approval of an official nomination, the chief local elected officials within the LWDA shall appoint the members of the Board in accordance with the criteria established by the Governor of the State of Tennessee pursuant to the Act, as amended from time to time. The chief elected officials within the LWDA may execute an agreement that specifies the respective roles, privileges and responsibilities of the individual chief elected officials (a) in the appointment of the members in accordance with the criteria established herein; and (b) in carrying out any other responsibilities assigned to such officials under the Act.⁴ If in such agreement the chief elected officials have designated one of them to act on behalf of all of them, then the provisions of these By-Laws requiring or permitting approval, appointment or other action by the chief elected officials shall be deemed to require or permit approval, appointment or other action by the one so designated, acting alone.

§ 5.2 Board Vacancy: Any vacancy occurring on the Board may be filled by the chief local elected official or local elected official as provided in any agreed upon Interlocal Agreement. The Chairperson, Vice-Chairperson or Secretary (whichever of them shall first become aware) shall have the responsibility of promptly informing the chief local elected official of any vacancy for which they are obligated to fill. Board vacancies must be filled within a reasonable amount of time, and local elected officials shall be strongly (and repeatedly, if necessary) encouraged by the Board, the Executive Committee, and/or any Board-authorized staff to nominate candidates in a timely manner.**§ 5.3 Automatic Removal:** A board member shall automatically vacate their seat on the board if removed (a) by the local elected official who made their appointment or (b) by the Executive Committee whenever a change in employment results in the member’s lack of standing to continue representing the respective industry or

occupational area for which they were originally appointed.

§ 5.4 Removal for Cause: Any member of the Board may be removed for cause by a two-thirds (2/3) vote at a meeting, at which a quorum is present. Cause for removal shall include: (a) the member has missed three consecutive meetings without just cause, where just cause is at the discretion of the Board, (b) failure or refusal to work cooperatively with the Board, (c) failure to participate in active service on a committee of the Board, (d) failure to abide by the By-Laws, or (e) other causes as determined by the Board. Removal of a member shall also constitute removal as an officer of the Board and as a member of all committees of the Board. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting. The cause of the removal will be documented in writing and provided to members at the meeting. The decision on removal will be documented in the meeting minutes. The removed member will be notified, in writing, within 15 days of the decision and will be provided the reason for removal. A removed member may file an appeal using the following process:

- a) The appeal must be in writing and should be concise. Include any applicable attachments or exhibits.
- b) The appeal must be sent, by certified mail (return receipt), to the Board Chair care of the Greater Local Workforce Development Board administrative office located at 100 Peabody Pl, Suite 1000, Memphis, TN 38103
- c) The appeal must be received within 90 calendar days of the removal notification date.
- d) The Executive Committee shall rule on the appeal or request the Board Chair to establish a called arbitration committee.
- e) The ruling of the Executive Committee or the arbitration committee is final and will be issued within 90 days of the receipt of the appeal.

§ 5.5 Resignation: A member may resign his or her membership at any time by tendering his or her resignation in writing to the Chairperson, or in the case of the resignation of the Chairperson to the Vice-Chairperson or Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Board officer to whom it is tendered.

§ 5.6 Term Limits: Except as otherwise provided in Section 5.7, members will serve a fixed term of three (3) years from appointment. A Board member may serve one (1) successive

additional three-year term (without the necessity of reappointment by the appointing Chief Local Elected Official), after which time that member may not serve an additional term without an intervening period of not less than two years; provided, however, that upon (i) approval of a majority of the Board members present and voting at a meeting of the Board and (ii) reappointment by the Chief Local Elected Officials, a Board member may serve an additional successive three-year term beyond the limitations herein described, with the continuing privilege of the Board and Chief Local Elected Officials pursuant to the same procedure to consider such member for additional successive three-year terms.

§ 5.7 Staggered Terms: The Executive Committee shall advise the Local Elected Officials of the occurrence of circumstances in which terms of more than one-third of the board members would expire in a single calendar year, in which case the Local Elected Officials may set initial terms of new board members pursuant to the Interlocal Agreement. In case of appointment for a term other than three years, the term limit set out in Section 5.6 shall be deemed to permit board service for a total of seven (7) successive years without majority vote of the Board or reappointment by Local Elected Official authorized to make the appointment.⁵

ARTICLE VI

OFFICERS

§ 6.1 Board Officers: The officers of the Board shall include a Chairperson, Vice-Chairperson, Secretary and Treasurer to be elected by the Board. These officers shall perform the duties prescribed in these By-Laws and by the Board.

§ 6.2 Term of Office: Officers shall be elected annually by the Board and serve a one-year term. Each officer's term of office will begin on the first day of the calendar year following the Board vote and terminate in one calendar year. An officer may be reelected to any number of successive terms during his or her term on the Board.

§ 6.3 Election Process: Officers shall be elected by a majority vote of the Board members present and voting or voting by absentee ballot at the announced meeting to elect officers. The Nominating and Governance Committee will present a slate of officers to the Board members for annual elections, with a write-in opportunity for each position of office.

§ 6.4 Chairperson: The Chairperson of the Board shall be a Business Representative and have served on the Board for at least one year. The Chairperson of the Board shall preside at all

⁵ The initial appointment of Board members to be made at the time of initial adoption of these By-Laws may be for terms of 1 year up to 4 years, at the option of the Chief Elected Officials, in order to provide for staggered term expirations of Board members as set out in Section 5.8. Insofar as practical, in setting terms of service of the initial Board members after adoption of these By-Laws, the Chief Elected Officials shall take into account their prior Board service in determining the staggering of terms of Board members. Recognizing, however, the exigencies of appointing a Board that complies with the Act and Section 5.1 of these By-Laws, the determination of the Chief Elected Officials in setting such initial terms of Board members following adoption of these By-Laws shall be final and not subject to review or challenge.

meetings of the Board if present; execute instruments, when authorized by the Board, in the name of the Board; call special meetings of the Board or reschedule a regular meeting of the Board; chair the Executive Committee; exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Chief Elected Officials or the Board; and, in general, perform all the duties incident to the office of Chairperson. The Chairperson will appoint Standing Committee chairs. The Chairperson shall have the authority to appoint ad-hoc committees or task forces with specific scopes and/or time limits. The Chairperson or his/her designee is the sole spokesperson for the Board.

§ 6.5 Vice-Chairperson: The Vice-Chairperson shall be a Business Representative. In the absence of the Chairperson, The Vice-Chairperson shall perform all the duties of the Chairperson in absence of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon, the Chairperson. The Vice-Chair will chair committees on special subjects as designated by the Board. The Vice-Chairperson shall have such other powers, and perform such other duties, as, from time to time, may be prescribed by the Board.

§ 6.6 Secretary: The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board and Executive Committee meetings, sending out meeting announcements, and assuring that Board records are maintained. In the absence of the Chairperson and Vice-Chairperson, the Secretary will preside over official Board meetings.

§ 6.7 Treasurer: The Treasurer shall be responsible for the oversight and provision of financial information to the Board. The Treasurer shall assist in the preparation of the Board's operational budget, and make financial information available to the Board in cooperation with the fiscal agent.

§ 6.8 Incomplete Term of Office: In the event an officer cannot fulfill his or her term of office, the Board may elect a new officer to serve to the end of the term. The Chairperson may appoint an interim officer until such election.

ARTICLE VII

MEETINGS

§ 7.1 Regular and Annual meetings: The Board shall meet at least bi-monthly for the purpose of transacting business, at a place and time determined by the Chairperson. Meetings shall be publicly announced at <https://greatermemworkforce.com/> and shall be open and accessible to the public. The Executive Committee and all other committees shall meet with such frequency as determined necessary by the chairperson of such committee, or as business requirements demand as determined by the Executive Committee Chairperson. In no event shall any Standing Committee meet less frequently than once per quarter.

§ 7.2 Special or Called Meetings: Special meetings of the Board may be called by the Chairperson or at the request of the executive director of the Greater Memphis Local Workforce Development Board. Special meetings of the Board may also be called upon the written request of five members of the Board, shall be publicly announced at <https://greatermemworkforce.com/> and

shall be open and accessible to the public. The purpose of the meeting shall be stated in the call and no other business shall be transacted at the special meeting. The Chairperson shall fix the time and place and provide notice to all voting members at least five (5) business days prior to the meeting. The notice shall state the location, time and date of the meeting.

§ 7.3 Quorums: One-third (1/3) of the members of the Board will constitute a quorum for the transaction of business at any meeting thereof. Action of the Board must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

§ 7.4 Participation in Meetings: Each member shall be entitled to one (1) vote on any matter properly submitted for a vote to the Board. The affirmative vote of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the Board, except as may otherwise be specifically provided by law or by these By-Laws. Members of the Board absent from any meeting shall be permitted to vote at such a meeting by written proxies. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone, web based or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The members shall be promptly furnished a copy of the minutes of the meetings of the Board.

§ 7.5 Open Meeting Requirement; All meetings and actions of the Board must comply with the Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101 *et seq.*

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

§ 7.7 Expenses and Compensation: No member shall be entitled to receive compensation for services rendered to the Board, as a member of the Board or as a member of any committee thereof. However, upon prior approval by the Board, a member may be paid for reasonable expenses incurred by the member which relate directly to the affairs of the Board upon proper substantiation of such expenses. The provisions of this section shall not be deemed preclude any member from providing services in any capacity other than as member of the Board and receiving compensation therefor, subject to applicable conflict of interest principles.

§ 7.8 Vote by Proxy: Any member of the Board may proxy to another sitting board member, once per year, by completing and filing the Member Proxy Form. Duly executed proxies must be filed with the Board Chairperson or Secretary prior to the commencement of the board meeting in which the board member is to be absent. The board member appointed as proxy must be in good standing with the Board. Such proxies shall be considered valid votes in matters considered by the Board, and shall constitute member participation for all purposes.

§ 7.9 Election of Officers by Ballot: A Board member may vote by absentee ballot only for the election of officers. The member's absentee ballot must be received prior to the election during the Board meeting at which officers are elected. The member submitting an absentee ballot shall be counted as present at such board meeting for purposes of establishing a quorum, but no other business may be conducted by the Board at such meeting unless a quorum is established without counting persons submitting an absentee ballot.

ARTICLE VIII

BOARD COMMITTEES

§ 8.1 Committees: The board shall have an Executive Committee. The Chairperson shall establish, in consultation with the Executive Committee, standing Committees for those functions of the Board which are of an ongoing nature and ad hoc committee(s) for those specific functions determined to be of a temporary nature. The names, functions, and terms of the said committees shall be memorialized in the minutes of the Executive Committee and Board Meetings in which the establishment action of the Chairperson is recorded. Each member of the Board is required to serve and actively participate on one or more committees.

§ 8.2 Executive Committee: The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and all standing committee chairperson(s), as well as any additional person(s) as agreed by the Chairperson and voted by the Executive Committee. The Executive Committee shall have supervision of the affairs of the Board between its business meetings, make recommendations to the Board and have such other duties as are lawfully delegated to it by action of the Board. The Executive Committee shall be subject to the order of the Board, and none of its acts shall conflict with these by-laws or stated policies of the Board. The Board Chairperson will serve as the Chair of the Executive Committee.

§ 8.3 Standing Committees: Each Standing Committee shall be chaired by a member of the Board. If the Board or Executive Committee makes a finding or determination that a person who is not a Board member has achieved "demonstrated experience and expertise" (within the meaning of the Act) in the subject area of a committee, such person shall be appointed to that committee and additionally encouraged but not required to attend Board meetings (with no voting rights). Unless determined otherwise by the Board determines otherwise, standing committees of the Board shall be:

- a) Youth Committee to assist with planning, operational and other issues related to youth services; and to oversee youth program services.
- b) Any additional standing committees deemed appropriate and decided by the Executive Committee (i.e. Career Services, Target Populations, Local Hiring Policy, etc.); and to oversee such program services.

§ 8.4 Ad Hoc Committees: When deemed necessary or appropriate the chairperson of the Board shall have the authority to appoint temporary or ad hoc committees, as well as the chairperson of such committees, for the purpose of reviewing and advising the Board on matters coming before the Board for approval and/or for special projects.

ARTICLE IX

AMENDMENT OF THE BY LAWS

§ 9.1 Amendment of By-Laws: These By-Laws may be altered, amended, or repealed, upon the affirmative two-thirds (2/3) vote of the voting members of the Board at any regular or special meeting at which a quorum is present, provided that the amendment has been submitted to the voting members of the Board in writing not less than two weeks prior to the meeting at which the vote on the amendment is to be taken.

ARTICLE X

CONFLICT OF INTEREST

§ 10.1 Conflict of Interest: Each member of the Board must sign a Conflict of Interest Statement which must be updated whenever a change in circumstance may occur. Members and anyone serving on a Standing Committee shall adhere to the Act⁶ and the following in regard to conflict of interest:

- a) A Board member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, or on matters of the provision of services by the member or the entity the member represents.
- b) A Board member shall avoid even the appearance of a conflict of interest. Prior to taking office, Board members must provide to the Board Chair a written declaration of all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board. Such declarations shall be updated annually or within 30 days to reflect any changes in such business interests or relationships. The Board shall appoint an individual to timely review the disclosure information and advise the Board Chair and appropriate members of potential conflicts.
- c) Prior to a discussion, vote, or decision on any matter before the Board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization, or property that would be affected by any official Board action, the member shall disclose the nature and extent of the interest or relationship and shall abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions shall be recorded in the minutes of the Board meeting and be maintained as part of the official record.
- d) It is the responsibility of the Board to monitor potential conflict of interest and bring it to the Board's attention in the event the member does not make a self-declaration.

⁶ See § 107(h)(1) and (2) of the Act.

- e) A Board shall ensure that the Board, its members, or its employees do not directly control the daily activities of its workforce service providers.
- f) Board members or their organizations may receive services as a customer of a local workforce service provider.
- g) Board members or their organizations may NOT be service providers or vice versa without express written consent of the Board.
- h) Board members or their organizations may be training providers and vice versa.

Notwithstanding the foregoing, it is the responsibility of the Greater Memphis Local Workforce Development Board to establish criteria, to openly and competitively procure, and to assess and certify the one-stop operator in order to avoid inherent conflicts of interest, as set out in policies and directives of the Tennessee Department of Labor and Workforce Development.

ARTICLE XI

RULES OF ORDER

§ 11.1 Rules of Order: Board will adhere to Robert's Rules of Order; Revised. In the Event any provision of these By-Laws conflict with Robert's Rules of Order; Revised, the provisions of these By-Laws shall govern.

ARTICLE XII

COMPLIANCE WITH LAW

§ 12.1 Compliance with Law: The Board shall comply with all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards or regulations for the LWDA, the Sunshine Law, and the State Travel Regulations. The Board shall comply with regulations promulgated pursuant to the Act, as well as policies and directives from the Tennessee Department of Labor and Workforce Development and the State of Tennessee Workforce Development Board.

APPROVED AND ADOPTED the 22 day of January 2025



Ben Adams, GMLWDB Chair

EXHIBIT A

MEMBERSHIP OF BOARD OF DIRECTORS

Section 107(b)(2) of the Act: ... At a minimum—

- (A) a majority of the members of each local board shall be representatives of business in the local area, who—
- (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
 - (ii) represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
 - (iii) are appointed from among individuals nominated by local business organizations and business trade associations;
- (B) not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who—
- (i) shall include representatives of labor organizations (for a local area in which employees are represented by labor organizations), who have been nominated by local labor federations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
 - (ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - (iii) 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 that provide or support competitive integrated employment for individuals with disabilities; and
 - (iv) may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth;
- (C) each local board shall include representatives of entities administering education and training activities in the local area, who—
- (i) shall include a representative of eligible providers administering adult education and literacy activities under title II;
 - (ii) shall include a representative of institutions of higher education providing workforce investment activities including community colleges);
 - (iii) 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;
- (D) each local board shall include representatives of governmental and economic and community development entities serving the local area, who—

- (i) shall include a representative of economic and community development entities;
- (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;
- (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
- (iv) may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
- (v) may include representatives of philanthropic organizations serving the local area; and

(E) each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate. [Emphasis supplied.]

EXHIBIT B

SAMPLE COMPLIANT NUMERICAL BOARD MEMBERSHIP COMBINATIONS

The following combinations of board member categories comply with the requirements of Section 107(b)(2) of the Act within the three broad categories of Business Representatives, Workforce Representatives and Other Representatives. In addition, Section 107(b)(2) of the Act sets out specific requirements for certain members within those three broad categories.

19 Member Board composed of
 10 Business Representatives
 4 Workforce Representatives
 5 Other Representatives

23 Member Board composed of
 12 Business Representatives
 5 Workforce Representatives
 6 Other Representatives

25 Member Board composed of
 13 Business Representatives
 5 Workforce Representatives
 7 Other Representatives

29 Member Board composed of
 15 Business Representatives
 6 Workforce Representatives
 8 Other Representatives

33 Member Board composed of
 17 Business Representatives
 7 Workforce Representatives
 9 Other Representatives

FOR ILLUSTRATION PURPOSES ONLY