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**NEWARK WORKFORCE DEVELOPMENT BOARD
 CONSTITUTION AND BY LAWS**

PREAMBLE

Workforce Investment Boards are authorized by the United States Government and in accordance with the State of New Jersey criteria established under the Workforce Innovative and Opportunity Act (WIOA) Sec. 117(b) and 117(c).

ARTICLE I — NAME

The organization shall be known as the Newark Workforce Development Board (NWDB).

ARTICLE II — RESPONSIBILITIES

The NWDB shall perform such functions and satisfy any and all broad based planning and policymaking responsibilities afforded under WIOA. As such the NWDB shall:

Section 2.01 design and develop a strategic five-year plan that coordinates local workforce policies, programs and services in the Greater Newark and vicinity labor market area

Section 2.02 endorse and forward the comprehensive five-year strategic plan to the State Employment and Training Commission (SETC) for approval to be presented to the State of New Jersey for certification

Section 2.03 facilitate the development of positive relationships with industry, labor, education, job training and community-based organizations

Section 2.04 function as a policy-making body providing Workforce Readiness System policy guidance

Section 2.05 designs, develop and provide directions to implement a One-Stop-Career Center System in Newark

Section 2.06 design a One-Stop Operation System that provides a wide range of employment training, education, and social services to individuals and the business community

Section 2.07 develop and implement quality customer service and outcome measurements

Section 2.08 review, monitors, and evaluates effectiveness of workforce development system activities for the Greater Newark area

ARTICLE III — MEMBERSHIP

Section 3.01 Appointment: All members shall be chosen by formal appointment of the Mayor of the City of Newark from among eligible nominees as hereinafter provided

Section 3.02 Number and Qualifications: There shall be no less than thirty five (35) members and no more than fifty (50) members. However, the number of members may be increased or decreased to any number by vote of the members with concurrence of the Mayor of the City of Newark (hereafter referred to as the Mayor). Any change in the number of the members shall be voted on and approved by a simple majority of the members before it becomes effective

Section 3.03 Term of Office: Members shall be appointed for fixed or staggered terms, and shall serve until his or her successor is chosen and qualified, until his or her death, until he or she resigns, or until he or she is removed in the manner herein provided

Section 3.04 The NWDB shall be an alliance between the public, not-for-profit and private sectors with an emphasis on business leadership. While no less than 51% of NWDB membership shall be drawn from the private sector, the entire membership shall reflect the gender, race and ethnic composition of the City of Newark. The membership of the NWDB shall include business/private sector, community- based organizations, organized labor, the Newark Economic Development sector, and representation from the NJ Department of Labor & Workforce Development State Employment Services, Essex County College and other institutions of higher education, State Division of Vocational Rehabilitation. Membership will also include one or more representatives from educational entities such as, Superintendent of Essex County Vocational Technical Schools, Superintendent of Newark Public Schools, and Adult Education/Literacy Representative from the Newark Public Schools

Section 3.05 Resignation: Any member may resign at any time by giving written notice to the Chairperson of the Board. The resignation shall take effect upon receipt and acceptance thereof by the NWDB

Section 3.06 Vacancies: Any vacancy in the NWDB shall be filled by formal appointment of the Mayor in the same manner as provided herein for the appointment of new members. Any member so appointed shall be representative of the same group as the resigning member, and shall hold office for the remaining term of that membership, or until his or her death, or until he or she resigns, or until he or she is removed in the manner herein provided. A vacancy shall be deemed to exist when any member resigns or is removed in the manner herein provided, or no longer represents the constituency from which such member was originally appointed

Section 3.07 Place of Meeting: The NWDB may hold its meetings at any location it chooses

Section 3.08 Annual Meeting and Elections As soon as practicable and not more than thirty (30) days after the beginning of a new fiscal year, an annual meeting shall be held, during which the members shall elect officers and conduct any other business. Notice of the annual meeting will be submitted in writing and/or electronically no less than ten (10) days prior to the meeting

Section 3.09 Quarterly Meetings Quarterly meetings of the NWDB shall be held with the time and location determined by the Board. Meetings shall be conducted in accordance with the Open Public Meetings Act

Section 3.10 Special Meetings and Notice: Special meetings may be called by the NWDB Chairperson, or by two or more of its members. Notice of special meetings shall be mailed by regular mail to each member's residence or place of business at least five (5) days before the day of the meeting, or delivered personally or by telephone, fax or email no later than (2) days before the meeting. The notice shall include the time and place of the meeting but need not state the purposes of the meeting except as otherwise provided herein and shall be conducted in accordance with the Open Public Meetings Act

Section 3.11 Quorum and Manner of Acting: Except as otherwise provided by statute or these Bylaws, one-third plus one of the entire NWDB shall be required to constitute a quorum to conduct business at any meeting, and the act of a majority of the members present at such meeting shall be the act of the NWDB. In the absence of a quorum, a majority of the members present may adjourn the meeting. Notice of any adjourned meeting need not be given

Section 3.12 Removal of Members: Any member may be removed for cause at any time, following the notification terms outlined in Section 3.10 for Special Meetings. Grounds for removal shall exist when any member fails to attend three (3) consecutive Board meetings. After being contacted by the Chairperson of the Board, should the member continue to absent himself or herself from Board meetings, the Chairperson, shall notify the Mayor for replacement

Section 3.13 Voting and Proxies: Each member shall have one vote. A member may designate an alternate to serve in his or her absence and vote on his or her behalf by proxy. Such designated alternate may participate in all official business of the Board, shall attend meetings of the Board and Committees thereof and shall have the right to vote on all matters before the Board or a Committee. The alternate must present in writing an "Alternate Designee Form" prior to any meeting in which he or she participates. Disputes concerning the voting authority of any member or designated alternate shall be resolved by the Chairperson of the Board. Furthermore, the Board instituted electronic voting procedures for urgent matters that require attention in-between formal board meetings

Section 3.14 Conflicts of Interest

- (a) **Conflicts of Interest.** As per the newly established Conflict of Interest Policy, any conflict or possible conflict of interest on the part of a member or his or her designated alternate shall be disclosed in writing to the Board or Committee thereof. Members and their designated alternates must abstain from voting on any matter in which the member has a conflict or possible conflict of interest. Notwithstanding the existence of a conflict or possible conflict of interest, a member or his or her designated alternate may otherwise participate in all matters before the Board
- (b) **Common Trusteeships and Personal Interest** Before the Board or Committee thereof authorizes or approves a contract or transaction between the NWDB and a member, or between the NWDB and a profit or non-profit entity or association whose representative is a member of the board, director, or is otherwise interested, the transaction must be fair and reasonable as to the NWDB as defined by the existing Conflict of Interest Policy; and the member's interest must be known or disclosed to the Board or Committee; and the Board or Committee must authorize or approve the transaction (1) by unanimous written consent of the disinterested member, or (2) by affirmative vote of a majority of the disinterested member

- (c) **Conflict of Interest Statement:** Upon being appointed to the NWDB, the new member shall be given the NWDB Conflict of Interest Policy and execute a Conflict of Interest Disclosure Statement. This statement will be maintained and updated in writing on an annual basis
- (d) **Additional Location/Conflict of Interest:** More information pertaining to the NWDB's Conflict of Interest statement is located in pages 33-35 of the NWDB Member Handbook and on page 9 of the NWDB Board Manual
- (e) **Board Member attendance:** The NWDB board member attendance policy may be found on page 8 of the NWDB Board Manual

ARTICLE IV — OFFICERS

Section 4.01 Number: The officers of NWDB shall be a Chairperson, and one or more Vice Chairpersons if the Board chooses, in addition to any other officers. Any two or more officers, except those of Chairperson and Vice Chairperson, may be held by the same person. The title Chairperson corresponds to the office of President. The title Vice Chairperson corresponds to the office of Vice President

Section 4.02 Election, Term of Office, Qualifications: All officers shall be elected once every two years by a majority of the membership of the NWDB. Except in the case of officers appointed pursuant to the provision of Section 4.05, each shall hold office and serve until a successor is elected and qualified, or until death, or resignation or removal in the manner herein specified. The Chairperson and one Vice Chairperson shall be elected from among those nominees who represent private sector interests. Any other Vice Chairperson shall be elected from among those nominees who represent public sector interest. Nominations will be accepted from a nominating committee and from the floor. A simple majority shall suffice to elect

Section 4.03 Resignations: Any officer may resign his or her office by giving written notice thereof to the NWDB Chairperson. Any resignation shall take effect upon receipt thereof by the NWDB or at such other time as specified in the notice. The acceptance of the resignation shall not be necessary to make it effective

Section 4.04 Removal: Any officer may be removed, with or without cause, by a vote of the majority of the entire Board at a special meeting called for that purpose, or at any other meeting of the members. Notice shall be given in writing ten (10) days prior to any such meeting, stating the purpose of the meeting. The resulting vacancy shall be filled in the manner specified herein

Section 4.05 Vacancies: A vacancy in any office shall be filled for the unexpired portion of the term in the manner prescribed in these bylaws for election or appointment to such office

Section 4.06 Chairperson: The Chairperson shall conduct the meetings of the NWDB, be its Chief Executive Officer, and exercise general management power over the business of the NWDB. When present, the Chairperson shall preside at all meetings of the members. He or she shall see that all orders and resolutions of the NWDB are carried out. The Chairperson shall have all other such duties as are normally associated with that office

Section 4.07 Vice Chairperson: Each Vice Chairperson shall have such powers and duties as may be specified in the bylaws or prescribed by the NWDB or the Chairperson. In the event of absence or disability of the Chairperson, Vice Chairperson shall succeed to his or her power and duties in the order designated by the NWDB

Section 4.08 Other Officers: The NWDB may have other officers as may be deemed necessary by the NWDB. Their appointment, duties and terms shall be determined by resolution of the NWDB

ARTICLE V — COMMITTEES

By resolution adopted by a majority of the membership of the NWDB and upon the recommendation of the Chairperson, the NWDB shall create and appoint committees and councils of the Board.

The following are the standing committees and councils:

Youth Investment Council*
Business and Economic Development Committee*
One-Stop Committee
Literacy Committee*
Disabilities Committee*

*these are joint committees comprised of NWDB and Essex County WIB members

From time to time, the Chairperson of the Board may establish ad hoc committees* to accomplish special tasks not assigned to standing committees/councils. These committees may include the following:

Strategic Planning Committee
Marketing Committee
Nominating Committee
By-laws Committee
Community and Faith Based Committee

*Ad hoc committees terminate when the function of the committee has been accomplished.

The Chairperson of the Board shall appoint the Chairperson of each committee from among its members. Meetings may be called by the Chairperson of the committee. One-third of an entire committee, or two (2) members, whichever is greater, shall constitute a quorum, except one (1) member shall constitute a quorum in any one-person committee. All committee meetings shall be documented by minutes submitted to the NWDB within 10 days of the meeting.