

**BYLAWS**  
**OF**  
**LANCASTER COUNTY WORKFORCE**  
**INVESTMENT BOARD**

**LCWDB Approved 8.17.23**

**BY-LAWS**  
**of**  
**Lancaster County Workforce Investment Board**

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**BYLAWS**  
**OF**  
**LANCASTER COUNTY WORKFORCE INVESTMENT BOARD**  
(a Pennsylvania Nonprofit Corporation)

**ARTICLE I - Name, Offices, Composition and Purpose**

**Section 1. Name.** The name of the Corporation is Lancaster County Workforce Investment Board (“LCWIB”). It is a Pennsylvania non-profit corporation. The LCWIB was incorporated on June 2, 1980, and by reason of a determination of the Internal Revenue Services dated April 13, 1981, is exempt from Federal Income Taxes, as an organization described in Section 501(C)(3) of the Internal Revenue Code.

**Articles of Incorporation.** The LCWIB shall conduct its business as authorized by its Articles of Incorporation (herein the “Articles”). The LCWIB shall further undertake the functions mandated by the Workforce Innovation and Opportunities Act (“WIOA”), the regulations promulgated thereunder, and any and all successor and amended legislation and regulations. All such legislation and regulation shall be collectively referred to as the “Act” if it is the law then in effect.

**Workforce Development Board.** The LCWIB shall also be known as the Lancaster County Workforce Development Board pursuant to a fictitious name filed September 1, 2015, and such other fictitious names as may be adopted from time to time.

**Section 2 Offices.** The registered office of the LCWIB in the Commonwealth of Pennsylvania shall be located at an appropriate location within the area designated as the Lancaster County Local Workforce Development Area (herein the “Area”) for the LCWIB. The LCWIB may have such other offices as it may determine from time to time.

**Section 3 Membership Composition.** The LCWIB shall be composed of the following membership:

- A. The LCWIB shall have no less than the number of Members required by the Act and to the extent possible at least twenty-one (21), but no more than forty (40) members.
- B. The representatives of businesses in the workforce development area covered by the LCWIB shall represent no less than fifty-one (51%) percent, or more than sixty (60%) percent of the LCWIB membership.
- C. Within these general parameters, membership shall be as provided by the requirements of Sections 107(b)(1) and 107(b)(2) of the Act

#### **Section 4      Purpose.**

- A.      The LCWIB was established in accordance with the requirements of the Act, including Section 107 of WIOA. The LCWIB shall conduct its business to increase employment, retention and earnings of participants, increase the occupational skill attainment of participants and improve the quality of the workforce in the Area. Business to be conducted by the LCWIB business shall include, but not be limited to, the following:
  - i.      Development of the mission, strategic vision, and policies and priorities for the Area.
  - ii.     Advice and assistance to the Lancaster County Board of Commissioners by setting policies to promote effective workforce development programs in the Area.
  - iii.    Support the development and maintenance of a skilled and competitive workforce in alignment with the broader economic development efforts to attract, retain and grow business in Lancaster County.
  - iv.    Identification of the long-term, strategic workforce development needs of the Area.
  - v.     Development of a comprehensive workforce development plan, and other plans and strategies as may be required, to address Area workforce development needs.
  - vi.    Building partnerships to align resources in support of development plans and strategies.
  - vii.    Recommending providers of workforce development and training to the Commonwealth for certification.
  - viii.   Development of accountability measures to assess program performance, business engagement, and customer satisfaction.
  - ix.    Conducting evaluation, program oversight, and monitoring activities.
  - x.     Promoting private sector participation in the local workforce development system.
  - xi.    Developing and approving the LCWIB budget and related budgets.
  - xii.   Administering additional federal, state, and other workforce funds as an integrated system.
  
- B.      The LCWIB shall exercise such decision-making powers and perform such functions and duties as are necessary and appropriate to fulfill its mission, subject to requirements and limitations imposed upon the LCWIB under the terms of the Act and all Federal and State laws, regulations, rules and directives as they may be adopted and amended from time to time.
  
- C.      LCWIB shall comply with the requirements issued by the Pennsylvania Department of Labor and Industry from time to time. All amendments or alterations to its requirements shall be incorporated herein, without further amendment of these Bylaws.

- D. LCWIB shall comply with all duties and responsibilities set forth in the Chief Elected Official and Local Workforce Development Board Partnership and Fiscal Agreement with the Lancaster County Board of Commissioners, as amended and restated from time to time.

**Section 5      Certification.** LCWIB is certified by the Commonwealth of Pennsylvania, Department of Labor and Industry, to serve the workforce development needs of Lancaster County, Pennsylvania.

**Section 6      Fiscal Year.** The Fiscal Year of the LCWIB shall commence on July 1 and end June 30th.

## **ARTICLE II - Management and Composition of Board**

**Section 1      Appointment of Members.** LCWIB Members shall be appointed by the Lancaster County Board of Commissioners (“Commissioners”), the chief elected officials under the Act. The nomination process to be used by the Commissioners shall be in accordance with the Act and pursuant to the requirements of the current Workforce System Policy promulgated by the Pennsylvania Department of Labor & Industry, Bureau of Workforce Development Administration (herein “Pa Workforce System Policy”), without further amendment of the Bylaws, any and all amendments or alterations to Pa Workforce System Policy regarding membership shall be incorporated into these Bylaws.

### **Section 2      Board of Directors**

- A. The Members appointed to the LCWIB shall act as its Board of Directors (herein the “Board”).
- B. The business affairs of the LCWIB shall be managed by the Board subject to certain delegations that may be made to the Executive Committee, as set forth herein.
- C. Composition of the Board shall be in accordance with the Act and any other subsequent legislation or regulations as may be adopted or amended, and directives of which shall be incorporated into these Bylaws by this reference without further amendment of adoption.
- D. The Board shall act in compliance with the Act, as well as all policies and directives of the Pennsylvania Department of Labor and Industry and the Pennsylvania Workforce Development Board in the execution of its business.
- E. Members shall not be permitted to delegate any Board duty to any proxy or alternate.

### **Section 3      Terms and Term Limits**

- A. Members will be appointed for a term of three (3) years.
- B. The term of a Member shall run from July 1 to June 30. In the event a Member is appointed on a date other than July 1, except in the case of vacancy appointment, the term shall commence upon appointment and terminate on June 30 of the third year following the Member's appointment.
- C. Members shall be appointed for staggered terms so that the membership terms of approximately one-third of the Board expire at the end of each Fiscal Year.
- D. Members may be re-appointed for more than one term, but no Member may serve more than three (3) consecutive 3-year terms. Former Members are again eligible for nomination for membership on the date that is one (1) year following the end of their third consecutive 3-year term.
- E. If the term of an LCWIB Officer extends beyond their Member term limit, upon reappointment by the Commissioners, the Officer's term shall be extended to enable the Member to complete their term of office, but in no case shall such Officer's current membership term be extended to more than four (4) years.

### **Section 4      Vacancies and Removals**

- A. Vacancies must be filled within ninety (90) days of the expiration of an outgoing Member's term. Vacancies shall be filled by appointment of the Commissioners. The Chairperson of the LCWIB shall notify the Commissioners within fifteen (15) days of any vacancy. In the event the Pennsylvania Department of Labor & Industry requires a different process, such process shall be incorporated into these Bylaws without further amendment.
- B. Members who retire or no longer hold the position that made them eligible for LCWIB membership may not continue to serve as a Member. However, the Executive Committee may recommend that such individuals be appointed by the Commissioners as individuals who are, as determined by the Commissioners, qualified and appropriate for LCWIB membership.
- C. The Member appointed to fill an unexpired term of a Member shall serve the balance of the outgoing Member's term.
- D. The Executive Committee *shall* recommend the removal of Members if there is evidence or documentation of:

- i. Violation of the Lancaster County Workforce Investment Board Conflict of Interest Code set forth in Article IX and attached hereto as Exhibit B;
  - ii. Failure to meet local workforce development board representation requirements defined in the Act; or
  - iii. Proof of fraud or abuse
- E. The Executive Committee *may* recommend the removal of Members to the Commissioners for cause, which shall include but not be limited to:
  - i. Failure to accept the appointment of LCWIB membership by the Commissioners within 60 days of such notice
  - ii. Unexcused absence from three (3) or more consecutive Board meetings
  - iii. Breach of a Member's fiduciary duty to LCWIB , which shall include a Member's failure to act in good faith and in the best interest of the LCWIB
  - iv. Failure to timely file all documents and disclosures required of Members
  - v. The arrest or allegation of criminal activity or other act of a Member which is detrimental to the reputation, effectiveness, or status of the LCWIB within the community; and
  - vi. Such other cause as the LCWIB shall certify as sufficient cause for removal.
- F. The Chairperson shall notify the Commissioners of the Executive Committee's recommendation for removal, together with the reason(s) therefore, in writing as soon as practicable following the Executive Committee's action.

### **ARTICLE III - Meetings**

#### **Section 1      Meetings**

- A. Regular meetings of the LCWIB shall be held pursuant to a schedule published annually by the LCWIB and may be rescheduled at the call of the Chairperson.
- B. Special meetings of the LCWIB shall be called by the Chairperson whenever deemed necessary or upon written request signed by five (5) Members.



- C. There shall be a minimum of two (2) LCWIB Meetings during the fiscal year.
- D. All meetings of the LCWIB, including, but not limited to, regular meetings, special meetings, and committee meetings may convene via teleconference, videoconference, and other electronic means to which public access is provided (herein a “Remote Meeting”), or convened in a hybrid of both Remote Meeting and in-person attendance (herein a “Hybrid Meeting”). All business conducted at Remote Meetings and Hybrid Meetings must be audible to both in-person and remote attendees with the ability to speak and participate as if the meeting were in-person. Attendees of Remote Meetings and Hybrid Meetings shall have all participation rights of in-person attendees, including but not limited to, the right to public comment, to make motions, and to vote. Remote attendees of Hybrid Meetings shall be included in a quorum for conducting LCWIB business.
- E. Votes on matters before the LCWIB or any LCWIB Committee may be cast in person, by voice vote, written ballot, mail, email, text, or any other generally accepted manner of commercial communication.
- F. All meetings of a quorum of Members of the LCWIB or of a quorum of members of any LCWIB committee for official action or deliberation of LCWIB business are subject to the Sunshine Act and shall be open to the public unless otherwise closed pursuant to the provisions of the Sunshine Act. Members of the public shall be afforded an opportunity to present comments to the LCWIB and all of its committees whether a meeting is in-person, a Remote Meeting, or a Hybrid Meeting.

**Section 2**      **Place of Meetings.** Meeting of the LCWIB may be held at such place as is from time to time designated in the Notice of the Meeting.

**Section 3**      **Notice of Meetings.** Each Member of the LCWIB or any committee thereof shall receive not less than three (3) days written notice of regular or special meetings of the LCWIB by mail, fax, or email. LCWIB shall give public notice of its first regular meeting and first committee meetings of each year not less than three (3) days in advance of the meeting and shall give public notice of the schedule of all remaining regular and committee meetings for the year. LCWIB shall give public notice of each special meeting or rescheduled meeting at least twenty-four (24) hours in advance of the start of the meeting. LCWIB shall post an agenda, which shall include all matters that may be the subject for deliberation or official action at the meeting, for all meetings on the LCWIB website and at the location of the meeting, no later than twenty-four (24) hours in advance of the start of the meeting. Amended agendas shall be posted on the LCWIB website not later than the first business day following the meeting at which the agenda was amended.

## ARTICLE IV - Officers

### Section 1 Officers and Duties of Officers

- A. **Officers.** The Officers of the LCWIB shall be a Chairperson, Vice-Chairperson, and Secretary/Treasurer.
- B. **Duties of Chairperson.** The Chairperson shall be responsible for directing day-to-day affairs of the LCWIB and for maintaining a liaison with the Commissioners. The Chairperson must be a representative of the business sector. The Chairperson shall preside at all LCWIB meetings as well as all Executive Committee meetings and shall appoint the chairpersons and members of each committee. The Chairperson shall further have the authority to sign and execute all documents, contracts and agreements authorized by the LCWIB or otherwise desirable, convenient, and in the best interests of the LCWIB. The Chairperson shall have such other duties that are necessary or desirable, which may be assigned from time to time.
- C. **Duties of Vice Chairperson.** The Vice Chairperson shall be vested with all the powers and shall perform all duties of the Chairperson during the absence of the former and shall have such other duties as may from time to time be determined and assigned by the LCWIB. The Vice Chairperson shall have the authority to perform all duties of the Chairperson when the Chairperson is absent or otherwise unavailable to act. The Vice Chairperson must be a representative of the business sector.
- D. **Duties of Treasurer.** The Treasurer shall be responsible for overseeing and maintaining all LCWIB financial records, which shall be kept at the LCWIB offices. The Treasurer shall cooperate with the Fiscal Agent of the Area to secure and maintain adequate financial records regarding WIOA and all other state and federal program funds, including financial records required pursuant to Section 501(c)(3) of the Internal Revenue Code.
- E. **Duties of Secretary.** The Secretary shall be responsible for overseeing the maintenance of the official documents and records of the LCWIB, which shall be kept at the LCWIB office. The Secretary shall further confer with the LCWIB staff to maintain a complete record of all meetings.
- F. **Assistant Secretary.** The Chairperson may appoint an Assistant Secretary who need not be a Member who may be a member of the staff of the LCWIB.

## **ARTICLE V - Elections of Officers**

### **Section 1 Elections**

- A. The Officers shall be elected from among the membership of the LCWIB.
- B. The election of the Officers of the LCWIB shall be majority vote of a quorum of the LCWIB, as defined in Article VIII.

### **Section 2 Nominations**

- A. A Nominating Committee will be appointed by the Chairperson prior to the meeting at which the election is to be held and shall consist of no less than three (3) Members.
- B. The Nominating Committee shall identify and present candidates to the LCWIB who are willing and able to serve as Officers of the LCWIB.
- C. The Nominating Committee shall evaluate each candidate and make its recommendation to the LCWIB at or prior to the meeting at which the election shall be held.
- D. Nothing in this section shall preclude additional nominations as provided herein.

**Section 3 Additional Nominations.** Any three (3) Members may make additional nominations which shall be in writing and communicated to the Chairperson no less than fifteen (15) days prior to the meeting at which the election is to be held.

**Section 4 Terms.** The Officers specified shall serve a term of two (2) years commencing July 1 and extending until their successors are duly chosen and qualified.

**Section 5 Term Limitations.** Officers may be elected for two (2) consecutive terms, and thereafter may be nominated for and elected to serve in another office. Following a period of one (1) year, a former Officer may be nominated for and elected to the office formerly held by the Officer.

### **Section 6 Officer Vacancies**

- A. If there is a vacancy for any reason in the office of any Officer, the Chairperson shall appoint a successor who shall hold office for the unexpired term of the office in which the vacancy occurred. In the event of a vacancy of the office of Chairperson, the Vice Chairperson shall automatically succeed to the office of Chairperson for the unexpired term of the Chairperson and shall remain entitled to automatic succession following expiration of the vacated Chairperson's term per the provision of Section 7 herein. If the Vice Chairperson is unwilling or unable to succeed

to the office of Chairperson, then the Chairperson, along with any other vacant offices existing at the time of the Chairperson vacancy, shall be elected pursuant to the nomination procedures set forth in this Article V.

- B. Officers may be removed by a majority vote of the Executive Committee for cause, which may include, but is not limited to the reasons set forth for the removal of Members. The Officer under consideration for removal is prohibited from voting on his or her removal.

**Section 7**     **Vice Chairperson Succeeds to Chair.** Upon the expiration of the Chairperson's term as set forth herein, the Vice Chairperson shall automatically succeed to the office of Chairperson. In the event that the Vice Chairperson is unwilling or unable to succeed to the office of Chairperson, then an alternate Chairperson shall be elected pursuant to the nomination procedures set forth in this Article V.

## **ARTICLE VI - Committees**

### **Section 1     General Provisions and Membership**

- A. There shall be such standing and special committees as are required by WIOA, by Pa Workforce System Policy, and as may be determined from time to time by the LCWIB or at the direction of the Chairperson.
- B. Committees, with the exception of the Executive Committee, may include non-members who may bring specialized knowledge and skills to contribute to the purposes of the committee. Non-members shall have no voting rights.
- C. All committee chairpersons shall be a LCWIB Member and will also serve on the Executive Committee.
- D. A quorum for conducting the business of a committee shall be a majority of the committee members assigned to the committee being present.
- E. Matters put to a vote in a committee shall be decided by a simple majority.
- F. Committee members serve at the pleasure of the Chairperson and shall serve on the committee until either:
  - i. Their successors are appointed;
  - ii. The task of the committee is completed; or
  - iii. The Member resigns, their term expires, or is removed from the committee.

## **Section 2. Committee Meetings**

- A. All committee meetings shall be conducted in conformance with Article III.
- B. The frequency of committee meetings will be determined as necessary to complete the task(s) of the committee but, at a minimum, standing committees will meet twice per fiscal year.
- C. Each committee shall keep regular minutes of its activities and report such to the Executive Committee and LCWIB as determined necessary or desirable.

## **ARTICLE VII – Standing Committees**

**Section 1 Standing Committees.** The LCWIB may create any number of committees as may be necessary or desirable and shall have the following standing committees:

- A. Executive Committee
- B. Finance Committee
- C. Youth Committee

## **Section 2 Executive Committee**

- A. The Executive Committee shall consist solely of Members, and shall include the Chairperson, Vice-Chairperson, Secretary/Treasurer, standing committee chairs, and not more than six (6) other Members as may be appointed by the Chairperson.
- B. The Chairperson of the LCWIB shall be the chairperson of the Executive Committee.
- C. The Executive Committee shall have and exercise all the powers and authority of the LCWIB with the exception of the following:
  - i. Disbursement of funds for Workforce Development Activities, submission of the Local Plan, selection of training providers, or actions otherwise restricted to the LCWIB
  - ii. The adoption, amendment, or repeal of the By-Laws
- D. The Executive Committee shall have the exclusive jurisdiction of all Executive and staff personnel actions including, but not limited to, hiring, discipline, termination, and any and all other appropriate personnel actions, some or all of which may be delegated by the Executive Committee to the LCWIB Executive Director from time to time.

- E. The following items will be vetted through the Executive Committee and forwarded to the Board for approval:
  - i. Approval of workforce development program contracts and providers
  - ii. Procurement and certification of the One Stop Operator
- F. The Executive Committee shall assist the Chairperson in the administration of the LCWIB.
- G. The Executive Committee shall make recommendations for the effective coordination of all programs and services.
- H. The Executive Committee shall, in the absence of a regularly scheduled meeting of the LCWIB, conduct all business of the LCWIB.
- I. The Executive Committee's actions may but need not be ratified by the LCWIB.

**Section 3 Finance Committee.** The Finance Committee shall assist with fiduciary responsibilities of the LCWIB by reviewing financial reports, budgets, expenditures, and internal controls. It shall review the annual audit. The committee shall provide fiscal guidance to the LCWIB and its staff, as well as other duties as determined to be appropriate by the Chairperson. The chairperson of the Finance Committee shall be a LCWIB Member appointed by the LCWIB Chairperson. The Finance Committee may be combined with the Executive Committee.

**Section 4 Youth Committee**

- A. The Youth Committee provides a forum for interested parties who provide youth leadership, expertise, and who actively engage in setting goals for youth activity and youth programs.
- B. Membership on the Youth Committee shall include Members with a special interest or expertise in youth policy and such other individuals who are not Members and who are members of community-based organizations with a demonstrated record of success in serving eligible youth and young adults, and non-Members with special interest or expertise in youth policies. The Chairperson of the Youth Committee shall be a LCWIB Member appointed by the LCWIB Chairperson.
- C. Members of the Youth Committee who are not LCWIB Members shall be entitled to vote as Members of the Youth Committee, but not on any other LCWIB matters.

**Section 5**      **Ad Hoc Committees.** Ad Hoc Committees may be established from time to time by the Chairperson to conduct the business for which they are established. Upon completion of their assignment and report to the LCWIB, the Ad Hoc Committee will cease existence.

## **ARTICLE VIII - Quorum and Majority Vote**

**Section 1**      **Quorum.** The presence of fifty-one (51%) percent of its Members shall constitute a quorum of the LCWIB and any committee; provided, however, that in no event shall a quorum consist of less than three Members. The Members present at a duly-organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of Members, which results in less than the presence of a quorum.

**Section 2**      **Majority Vote.** Action by the LCWIB or any of its committees will require a majority vote by a quorum of the Members. The majority shall be deemed to have acted when more than one-half of the Members present shall have voted a given alternative; provided however that amendment of these Bylaws as provided herein, shall require the majority vote of all Members.

**Section 3**      **Tie Breaker.** In the event of a tie vote on any matter, the vote of the Chairperson shall be deciding and shall be noted in the minutes.

## **ARTICLE IX - Conflict of Interest**

**Section 1**      **Conflict of Interest Code.** LCWIB Members are to provide responsible stewardship for and oversight of publicly funded workforce programs. The roles and responsibilities of the LCWIB must be executed in a manner that demonstrates strong integrity, accountability and transparency in order to preserve the public trust. All voting and non-voting LCWIB Members and staff are subject to the provisions of state and local conflict of interest policies.

A.      **Required Activities.** LCWIB Members must:

1.      Recuse themselves from their official duties if there is a real or perceived conflict of interest
2.      Advise the Board of any potential or perceived conflicts of interest
3.      Ask the board for guidance if there is any doubt as to whether a specific situation involves or constitutes a real or perceived conflict of interest

B. **Restricted Activities.** LCWIB Members must not:

1. Cast a vote on nor participate in any decision-making capacity on the provision of services by such Member (or by an organization that such member directly represents)
2. Cast a vote on nor participate in any matter that would provide any direct benefit to such Member or the immediate family of such Member
3. Engage directly or indirectly in any business transaction or private arrangement for profit (including any third-party transactions) that develops from or is based upon the Member's official title or authority on the LCWIB
4. Participate in the negotiation of or decision to award contracts or grants, the certification of any eligible providers, or the selection of any one-stop (PA CareerLink®) operator with or for any entity in which the Member has a financial or personal interest
5. Use LCWIB equipment, supplies or properties for the Member's own private gain or for any reason other than official designated purposes
6. Represent or act as an agent for any private interest, either for compensation or not, in any transaction:
  - a. in which the LCWIB has a direct and substantial interest
  - b. which could be reasonably expected to result in a conflict between a private interest of the Member and his/her/their official board responsibility

LCWIB Members (or specific entities represented by Members) who participate in the development of contract specifications or standards are prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive the contract if it would create a conflict of interest for the LCWIB Member who participated in this manner.

C. **VIOLATIONS OF THE CONFLICT OF INTEREST CODE**

1. If, after an investigation, the LCWIB believes that this code has been violated, it may recommend to the Governor of the Commonwealth of Pennsylvania or the Lancaster County



Commissioners that the individual who has violated this Code be removed from LCWIB membership.

2. The Governor of the Commonwealth of Pennsylvania, or the Lancaster County Commissioners, has the authority to remove a Member of the LCWIB for a violation of this Code, even if the LCWIB has not made such a recommendation.

**Section 2**     **Applicable Laws & Forms Required.** A Member of the LCWIB shall comply with all regulations, policies, directives, workforce system guidance, including, but not limited to Public Official and Employee Ethics Act, and PA Management Directive 205-10 Ethics Act Financial Disclosures as now in effect or hereafter amended, and all other duly promulgated or adopted instructions of the Commonwealth of Pennsylvania, Department of Labor and Industry or other governmental authority.

- A. Members prior to taking office, and annually thereafter, must execute a Conflict of Interest Form, a copy of which is made a part hereof and marked Exhibit “B” as may hereafter be amended.
- B. Members shall annually complete a Statement of Financial Interests.
- C. Conflict of Interest Forms shall be maintained by the LCWIB for review by the Commonwealth of Pennsylvania, Department of Labor and Industry.

**Section 3**     **Nepotism.** LCWIB staff may not hire family members, or businesses owned, in full or part, by members of family of LCWIB staff.

## **ARTICLE X – Remuneration and Reimbursements**

**Section 1**     **General Provisions**

- A. LCWIB members shall receive no monetary compensation for their service to the LCWIB.
- B. LCWIB Members may incur and receive reimbursement for expenses which are directly related to official LCWIB business such as conference or training registration and travel expenses, for which they have received written approval prior to any costs or expenses being accrued.
- C. Any costs or expenses which are reimbursed to LCWIB members shall be disclosed at the next regularly scheduled LCWIB meeting.

## **ARTICLE XI – Indemnification**

- Section 1 Third Party Actions.** The LCWIB shall indemnify any Member, Officer, and/or employee, or any former Member, Officer, and/or employee, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the LCWIB) by reason of the fact that such person is or was such representative of the LCWIB, against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the LCWIB, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the LCWIB, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.
- Section 2 Derivative Actions.** The LCWIB shall indemnify any Member, Officer, and/or employee who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending or completed action or suit by or in the right of the LCWIB to procure a judgment in its favor by reason of the fact that such person is or was a Member, Officer, and/or employee of the LCWIB, against amounts paid in settlement and expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the defense or settlement of, or serving as a witness in, such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the LCWIB. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the LCWIB, unless and only to the extent that the court having jurisdiction over the LCWIB or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court deems proper.
- Section 3 Presumption.** Except as may be otherwise ordered by a court, there shall be a presumption that any Member, Officer, and/or employee is entitled to indemnification as provided in this Bylaw unless either a majority of the Board who are not involved in such proceedings (“disinterested Members”), or, if there are less than three disinterested Members, then one third of Members of LCWIB determine that the person is not entitled to such presumption by certifying such determination in writing to the Secretary of the LCWIB. In such event the disinterested Members or, in the event of certification by the Members, the Secretary of the LCWIB shall request of independent counsel, who may be the outside general counsel of the

LCWIB, a written opinion as to whether or not the parties involved are entitled to indemnification under this Bylaw.

**Section 4      Mandatory Indemnification.** To the extent that an authorized representative of the LCWIB has been successful on the merits or otherwise in defense of any action or proceeding or in defense of any claim, issue or matter for which indemnification is available under these Bylaws or the Pennsylvania Nonprofit Corporation Law of 1988, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

**Section 5      Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the LCWIB in advance of the final disposition of such action, suit or proceeding, which amounts shall be repaid by the Member, Officer, and/or employee to the LCWIB in the event that it is determined that such individual is not entitled to be indemnified by the LCWIB.

**Section 6      Non Exclusivity.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of the Members, or disinterested Members, or otherwise, both as to action in such individual's official capacity while serving as a Member, Officer, and/or employee, or as to any action in another capacity while holding such office. The Board may, by resolution, provide for additional indemnification or advancement of expenses to or for any Member, Officer, and/or employee of the LCWIB provided said indemnification is not inconsistent with the provisions of these Bylaws, the Articles, the Pennsylvania Nonprofit Corporation Law of 1988, the Act, or other applicable provisions of law. The indemnification provided by this Article shall continue as to a person who has ceased to be a Member, Officer, and/or employee and shall inure to the benefit of the heirs and personal representatives of such person.

**Section 7      Securing Obligation to Indemnify.** The LCWIB may, by act of the Board, create a fund to secure or insure its indemnification obligations under these Bylaws, the Articles, any resolution of the Board or agreement or vote of the Members as authorized in by this Bylaw, and applicable provisions of the Pennsylvania Nonprofit Corporation Law of 1988.

**Section 8      Officers and Directors Liability Insurance.** The LCWIB shall maintain Officers and Directors Insurance in an amount sufficient to protect its Members, Officers, and employees from individual liability for actions taken on behalf of the LCWIB.

## **ARTICLE XII – Local Governance Agreements**

**Section 1      General Provisions.** The LCWIB will enter into appropriate local governing agreements with the Lancaster County Board of Commissioners and other partners

as necessary to conduct business and as may be required by applicable laws and regulations.

#### **ARTICLE XIV - Bylaw Adoption and Amendment**

**Section 1**     **Bylaw Adoption and Amendment.** These Bylaws and any amendment hereto shall become effective by majority vote of the LCWIB, provided, that after their initial adoption, a copy of the Bylaw sections to be amended or adopted is mailed, faxed, or emailed to each member of the LCWIB at least five (5) days prior to the date of the meeting at which they are to be adopted or amended.

#### **ARTICLE XV - Dissolution**

**Section 1**     **Dissolution.** Upon the dissolution of the LCWIB, the Executive Committee, after paying or making provision for the payment of all the liabilities of the LCWIB, the assets of LCWIB shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of LCWIB is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **EXHIBIT “A”**

### Nomination Process

The Commissioners must contact the appropriate entities in the Lancaster County Local Workforce Development Area for nominations to appoint Members or fill vacancies. Representatives of business; labor organizations; adult education and literacy; and higher education are required to be nominated prior to appointment to the LCWIB. Nominating organizations must submit an official letter to the Commissioners, which:

- shall be submitted on the appropriate nominating agency’s letterhead;
- shall designate the appropriate category or categories for which the member is being nominated;
- shall acknowledge the nominee’s optimum policy-making and/or hiring authority for the category or categories to be represented;
- shall include a narrative supporting the qualifications of the nomination, which shall include, but not be limited to, a description of how the business member employer provides high-quality work, relevant training and development in an in-demand industry sector(s) or occupation(s);
- shall be signed by an official of the nominating entity; and
- may include additional documentation (e.g. resume, etc.) supporting the qualifications for nomination.

## **EXHIBIT “B”**

### **CONFLICT OF INTEREST CODE**

I, \_\_\_\_\_, Lancaster County Workforce Development Board member, agree to the terms and conditions contained herein.

Local workforce development board members and staff are to provide responsible stewardship for and oversight of publicly funded workforce programs. The roles and responsibilities of the local board must be executed in a manner that demonstrates strong integrity, accountability and transparency in order to preserve the public trust. All voting and non-voting local board members and board staff are subject to the provisions of state and local conflict of interest policies.

#### **REQUIRED ACTIVITIES**

Local workforce development board members must:

- Recuse themselves from their official duties if there is a real or perceived conflict of interest;
- Advise the board of any potential or perceived conflicts of interest by disclosing those employers, organizations and/or entities that the member or immediate family may be associated with in an attachment to this executed form; and
- Ask the local board for guidance if there is any doubt as to whether a specific situation involves or constitutes a real or perceived conflict of interest.

Conflict of Interest includes, but is not limited to:

- A direct or indirect financial interest in the award of the contract to any entity;
- The member or immediate family member is currently employed by, or is a consultant to or under contract to the entity seeking the award;
- The member is negotiating or has an arrangement regarding future employment or contracting with any entity seeking the award; and
- The member has an ownership interest in, or is an officer or director of, any entity seeking the award.

#### **RESTRICTED ACTIVITIES**

Local workforce development board members must not:

- Cast a vote on or participate in any decision-making capacity on the provision of services by such member (or by an organization that such member directly represents);
- Cast a vote on or participate in any matter that would provide any direct benefit to such member or the immediate family of such member;
- Engage directly or indirectly in any business transaction or private arrangement for profit (including any third-party transactions) that develops from or is based upon the member’s official title or authority on the board;

- Participate in the negotiation of or decision to award contracts or grants, the certification of any eligible providers, or the selection of any one-stop (PA CareerLink®) operator with or for any entity in which the member has a financial or personal interest;
- Use board equipment, supplies or properties for the member's own private gain or for any reason other than official designated purposes; or
- Represent or act as an agent for any private interest, either for compensation or not, in any transaction:
  - In which the board has a direct and substantial interest; or
  - Which could be reasonably expected to result in a conflict between a private interest of the board member and his/her/their official board responsibility

Local workforce development board members (or specific entities represented by members) who participate in the development of contract specifications or standards are prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive the contract if it would create a conflict of interest for the board member who participated in this manner.

Note: The local workforce development board shall adopt in its bylaws a conflict of interest policy meeting the minimum standards set forth in the state's conflict of interest document.

I, \_\_\_\_\_, have the following conflict of interest to report:

Self/Family Member Name	Relationship	Organization/company	Position(s) Held

\*Please add separate sheet for additional declarations

#### **VIOLATIONS OF THE CONFLICT OF INTEREST CODE**

- If, after an investigation, the board believes that this code has been violated, it may recommend to the Governor or the Chief Elected Official(s) of the local workforce development area that the individual who has violated the code be removed from board membership.

- If, during oversight by L&I, a suspected violation of this code has been violated, a recommendation will be made to the LWDB to conduct an investigation. A report of the results of that investigation and any corrective action must be provided to L&I within 10 days.
- The Governor, or the Chief Elected Official(s) of the local workforce development area, has the authority to remove a member of the board for a violation of this code, even if the board has not made such a recommendation.

Member Signature: \_\_\_\_\_ Date: \_\_\_\_\_