

**CHIPOLA REGIONAL WORKFORCE
DEVELOPMENT BOARD, INC.
dba CareerSource Chipola**

BY-LAWS

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BY-LAWS
CHIPOLA REGIONAL WORKFORCE
DEVELOPMENT BOARD
A CORPORATION NOT FOR PROFIT

ARTICLE I
Name

The name of the Corporation shall be CHIPOLA REGIONAL WORKFORCE DEVELOPMENT BOARD, Inc., dba CareerSource Chipola and it is sometimes referred to in these By-Laws as the “Corporation”, the “WDB”, or the “Board”.

ARTICLE II
Purpose

1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or will inure to the benefit of its directors or officers. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The purpose of this organization is to:

A. Serve as an intermediary to assist in stimulating and providing for the involvement of the business community, including small businesses, minority business enterprises, labor and community based organizations, in the employment and training activities including all such other purposes described in the federal Workforce Innovation and Opportunity Act (WIOA) of 2014, Public

Law 113-128, and to increase private sector employment opportunities for the residents of Calhoun, Holmes, Jackson, Liberty and Washington Counties, with a special focus on economically disadvantaged persons.

B. Serve as the business and industry contact point in the local employment and training system, to present the private sector's views and recommendations for making programs more responsive to local employment needs.

ARTICLE III **Basic Policies**

The following are the basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of directors in their official corporate capacity shall not be used in any connection with a commercial concern or with any partisan interest.

ARTICLE IV **Membership**

Any individual who subscribes to the purpose and basic policies of the Corporation may be designated a member of the Corporation subject only to compliance with the provisions of the By-Laws. Membership in the Corporation shall be available without regard to sex, race, color, creed, or national origin.

ARTICLE V **Officers**

1. The elected officers of the Corporation shall consist of a Chair, a Vice-Chair, and a Secretary-Treasurer. The Board of Directors may appoint Assistant Secretaries and Assistant Treasurers as the need arises to serve at the pleasure of the Board.

2. Chair

The Chair shall conduct and preside at all meetings of the Corporation and the Board of Directors. The Chair shall be the official spokesperson of the Corporation and the Board of Directors. The Chair shall be the Chief Executive of the Corporation, and shall be vested with full power to exercise whatever functions may be necessary or incident to the full exercise of any power bestowed upon him or her by the Board of Directors not inconsistent with the provisions of the Articles of Incorporation. It shall be the duty and obligation of the Chair to furnish leadership in the accomplishment of the aims and purposes of the Corporation. The Chair shall have the authority to appoint one Board member to serve as Parliamentarian of the Board. The Parliamentarian shall have a solid understanding of Robert's Rules of Order, and shall be called upon as needed to help the membership conduct meetings according to Robert's Rules of Order. (Revised 3/9/06)

3. Vice-Chair

It shall be the duty of the Vice-Chair to render every assistance and cooperation to the Chair, and to provide the Chair with the fullest measure of counsel and advice. In the event of the absence of the Chair, or the Chair's inability to act, the Vice-Chair shall fulfill the duties of the Chair. The Vice-Chair shall familiarize himself/herself with all activities and affairs of the Corporation, and shall have such other duties as may be assigned to him or her by the Board of Directors. In the event the Vice-Chair is absent or unable to act, or in the event of his or her death, disability, or resignation, the Board of Directors shall select a private sector member as acting Vice-Chair to hold office until a successor is elected by the Board of Directors.

4. Secretary-Treasurer

The Secretary-Treasurer, and his/her assistants, if any, shall perform all duties usually required of those officers, and such other duties as may be assigned to them by the Board of Directors. All financial records shall be kept by the WDB bookkeeper and shall be available for review by the Treasurer or any member of the Board of Directors.

5. Qualifications

Only members of the Board of Directors, in good standing, shall be eligible to hold any elective office of the Corporation.

6. Election

The Board of Directors shall elect annually all of the officers of the corporation. The election shall be by non-secret written ballot when there is more than one nominee for any office. The election shall take place at the general meeting preceding the Corporation's annual meeting.

7. Nominations

Any member of the Board of Directors may be nominated as a candidate for any office of the Corporation, with the following exceptions: only private sector representatives may be nominated as candidates for the offices of Chair or Vice-Chair, and the Chair or Vice-Chair may not be from the same county.

8. Term of Office

Elected officers shall assume their official duties following the close of the annual meeting and shall serve for a term of one (1) year or until the election of their successors. A person shall not be eligible to serve more than two consecutive terms in the office as Chair or Vice-Chair.

A person having served two consecutive terms in office as Chair or Vice-Chair shall be eligible for election as Chair or Vice-Chair if a one year break in service has occurred.

Consecutive terms only apply for the individual office and do not disallow an individual from serving two terms in one office and then immediately serving two terms in another office.

9. Vacancies

A vacancy occurring in the office of Chair, Vice-Chair, or Secretary-Treasurer of the Corporation shall be filled for the unexpired term by the Board of Directors, in accordance with the provisions of these By-Laws.

ARTICLE VI
Board of Directors

1. Duties and Responsibilities

The Board of Directors, as the governing body of the Corporation, shall be vested with exclusive power and authority to formulate, fix, determine, and adopt matters of policy concerning their activities, affairs, or organization of the Corporation, subject to any limitations imposed by the United States Department of Labor, and/or the Florida Department of Economic Opportunity, and/or CareerSource Florida, or the successors of said agencies. The Board of Directors shall be charged with the duty and responsibility of enforcing and carrying into effect the provisions of the Articles of Incorporation and the accomplishment of the aims and purpose of the Corporation. The Board of Directors shall direct the manner in which all funds of the Corporation are disbursed and for the purpose therefore, and shall adopt and approve a budget for each fiscal year which begins July 1 and ends June 30 each year. The Board

of Directors shall perform all other duties imposed under the Articles of Incorporation and shall have full power to exercise such functions as may be necessary, expedient, or incidental to the full exercise of any powers bestowed upon it by the Articles of Incorporation or any amendment thereto or by these By-Laws.

The Board of Directors shall meet in accordance with the provisions set forth in Article VIII of these By-Laws. It shall be the duty and responsibility of each Board member to attend the meetings. Any member missing two consecutive meetings shall be referred to the Executive Committee for the purpose of membership review. If the Executive Committee makes a recommendation for removal of the member due to non-attendance, the recommendation will be subject to action at the next meeting of the Board of Directors. A two-thirds vote of the membership present at a duly called meeting shall be required to approve removal of a Board Member after recommendation by the Executive Committee. (Revised 9/9/10)

Attendance records for each member shall be sent to the nominating or appointing body on an annual basis. Such records shall reflect attendance at all meetings of the organization for which attendance of the member was requested. An attendance report shall also be provided to the full membership of the Board on no less than an annual basis. (Revised 9/9/10)

2. Membership

Each of the five counties in the local area will have three (3) private sector members which shall be representatives of business in the local area in accordance with Sec. 107(b)(2)(A), and which shall represent a majority of the members on the Board. Private sector vacancies shall be appointed by each of

the five county's Board of Commissioners. At large members will be nominated by the agency they represent, must meet requirements set forth by the Board and are subject to the final approval of the Chipola Regional Workforce Development Consortium. The Board's membership shall at all times remain in compliance with federal and state law either in existence or as shall be adopted in the future. The Board shall have the authority to change the membership as long as it stays within the parameters of Sec. 107 of the WIOA Law, any applicable law, and with the approval of the Consortium.

Efforts are to be made to include representation of small business, minority-owned business, businesses owned by women, and others reflective of commercial and industrial make-up of the area. Half of the industry and business positions shall be delegated to representatives of small business, with small business being defined as those employing 500 or fewer employees. Representation of minority-owned business enterprises should be consistent with their representation in the business community.

In accordance with applicable federal and/or state law, a Workforce Development Board that has been certified by the Governor may determine the need to expand its membership. Additionally, vacancies will occur on a routine basis. Any vacancy shall be filled in the same manner as the original appointment in accordance with applicable federal and/or state law. Appropriate state agencies shall be advised of any changes in membership.

3. Nominations

Nominations of WDB membership shall be as follows:

A. Private Sector Appointments. Private sector appointments shall be owners of business concerns, chief executives or chief operating officers of non-

governmental employers, or other private sector executives who have substantial management or policy responsibility in accordance with WIOA Law Sec. 107(2)(A)(i-iii). Representatives of the private sector must constitute a majority of the membership of the WDB. Private sector representatives on the Board shall be selected from among individuals nominated by the chamber of commerce in the county they are to represent and approved by that county's Board of County Commissioners.

B. At Large Appointments. At large appointments to the Board must be approved by a majority vote of the Consortium and must be in accordance with WIOA Law Sec. 107 (B-E).

4. Terms of Office

Appointments shall be for a term of three (3) years. All terms shall be staggered, and any vacancy which occurs shall be filled according to the initial county distribution and for the length of time remaining in the unexpired term. Members may not serve for more than eight (8) consecutive years unless the member is a representative of a government entity. Service in a term of office which commenced before July 1, 2021, does not count toward the 8-year limitation. (Revised 01/15/26)

5. Expenses

By resolution of the Board, the members may be reimbursed or paid their actual expenses arising out of their service as WDB members but shall not be paid compensation for their services.

6. Executive Director

The Board of Directors may hire a qualified executive director and staff to assist in ensuring the functions of the local board are achieved. The executive director

shall have the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in effectively and ethically carrying out the functions of the organization as determined appropriate by the Board of Directors. (Added 01/15/26)

ARTICLE VII

Committees

1. **Committees**

The WDB shall create from time to time such committees as it may deem advisable and necessary and shall define the powers, duties, functions, and scope of each committee. As soon as it is practicable, after each annual meeting of the Corporation, the Chair, with the advice and consent of the Board of Directors, shall appoint the members of all committees for the ensuing administrative year, and may name and designate the Chair and Vice-Chair of each committee. If the Chair of the Board does not designate the Chair and Vice-Chair of a committee, then the Executive Director of the organization shall call the first meeting of the committee and the first item of business for the committee shall be the designation of a Chair and Vice-Chair. The members of such committees shall serve for the term of the Chair appointing them except the Board of Directors may provide for members of any standing committee to serve for staggered terms beyond the current administrative year. Vacancies occurring in the membership of such committee shall be filled by the Chair, with the advice and consent of the Board of Directors. For the remainder of the unexpired term, each committee may select from its membership such officers, other than Chair and Vice-Chair of said committee, as it deems advisable, and sub-committees may be designated from the committee membership. The WDB Chair, with the

advice and consent of the Board of Directors, may appoint additional members to a committee or remove members from a committee.

With approval of the Chair, a committee may create a sub-committee with non-Board members as members of the sub-committee as long as said sub-committee is chaired by a member of the Board and as long as the sub-committee is acting only in an advisory role.

The Board of Directors may dissolve a committee or sub-committee when it deems that the work of such committee has been completed, or when it deems that a committee is no longer necessary. Each committee shall meet at such times and places as may be designated by the Committee Chair or Vice-Chair.

Each committee or sub-committee shall file with the Secretary such interim reports as desired, or as may be requested, by the Chair of the Board of Directors. Upon the termination of its duties or term, each committee shall deliver to the successor membership, if such there be, or to the Secretary, all files, reports, records and data, and information accumulated by the committee. No action, report, or recommendation of any committee shall be binding on the Corporation unless adopted and approved by the Board of Directors.

2. Standing and Special Committees

The Board of Directors, as soon as is practicable, shall determine and designate which committees shall be considered a standing committee and which committees shall be considered a special committee, and shall define the specific powers and duties thereof.

3. Executive Committee

The Executive Committee shall be charged with the duty of advising and counseling the Chair, and rendering assistance and cooperation to such officer.

The Executive Committee shall have authority to exercise the functions of the Board of Directors during the interim between meetings of the Board of Directors.

All actions taken by the Executive Committee shall be subject to the approval, confirmation, or ratification by the Board of Directors. The Executive Committee shall act as the WDB's personnel committee. They will recommend personnel policies and benefits for the administrative entity. The Executive Committee shall exercise other functions as may be delegated to it by the Board of Directors.

The Executive Committee shall be appointed by the chair with the consent of the majority of the Board of Directors. The Executive Committee shall consist of the Chair, the Vice-Chair, and one additional member from each county served by the Board. (Revised 3/9/06)

If the previous Chair is still a member of the Board of Directors, the previous Chair shall be appointed to the Executive Committee in one of the member county positions.

4. Finances of Committees

With the exception of the Executive Committee, no committee or sub-committee shall incur any debt payable by the Corporation without prior approval of the Board of Directors. Each committee shall file with the Secretary a detailed statement setting forth any funds needed or required in connection with the work of such committee during the ensuing administrative year for consideration by the Budget Committee and inclusion in the annual budget of the Corporation after approval by the Board of Directors.

ARTICLE VIII Meetings

1. Annual Meeting

The Chair shall cause a program for the annual meeting of the Corporation to be developed. Such program when approved by the Board of Directors, shall be the order of business for the annual meeting, and such order of business shall not be altered, except by consent of two-thirds (2/3) of the active members of the Board of Directors present and voting. Only the Chair, with the advice and consent of the Board of Directors, shall have the authority to extend invitations to non-members to attend the annual meeting as honored guests or speakers at the expense of the Corporation. No committee shall create any debt of the Corporation in connection with an annual meeting without prior approval of the Board of Directors. All papers, addresses, and reports read before or submitted at a meeting shall become the property of the Corporation and may be published by the Corporation.

2. Rules of Procedure

Only the Board of Directors, which comprises the entire membership of the Corporation, shall be entitled to vote at any committee or general WDB meeting. Resolutions for consideration at the annual meeting may be proposed by a member of the Board of Directors or by a Resolutions Committee, provided the same shall be presented and handled in accordance with the procedure which shall be established by the Board of Directors within a reasonable amount of time prior to each annual meeting. Resolutions may be offered by any member of the Board of Directors. The Chair shall have the authority to limit debate so that no person shall speak for more than ten (10) minutes or more than twice on any matter, except upon consent of a majority of the members of the Board of Directors present and voting at the meeting.

3. Regular Meetings

Regular meetings of the Corporation shall be held bi-monthly (Revised 1/13/05) unless otherwise decided by the Board of Directors.

4. Special Meetings

Special meetings of the Corporation may be called at any time by the Chair or by a majority of the Board of Directors or upon a petition signed by not less than one-third (1/3) of the membership of the Board of Directors.

5. Public Access to Meetings

The annual meeting and all regular and special meetings of the Board of Directors shall be open to the public. Meetings of the Board, and any committee thereof, may be held using telecommunications or other electronic means that allow for vocal participation in the meeting. Members attending by such methods shall be deemed present for the purpose of a quorum. If meetings are held in which members are allowed to attend using telecommunications or other electronic means, the public must be allowed access to the meeting by attendance in person at a location within the region. (Revised 3/9/06)

6. Quorum

Forty percent (40%) of the membership of the Board of Directors, with the majority being from the private sector (Revised 3/20/97), or a majority of the membership of the Board of Directors (Revised 11/19/98), shall constitute a quorum for the transaction of any corporate business.

7. Voting (Added 6/22/10) Unless otherwise required in the By-Laws or by generally accepted guidelines in the latest edition of Roberts Rules of Order, all matters before the Board shall be determined by a majority vote of members present at the meeting with a quorum present, with the exception of amendments to the Bylaws as noted in Article XI and related party transactions which must be

approved by two-thirds of the Board's total membership including non-voting members. Whenever a conflict of interest exists, or is thought to exist, same shall be declared in an open meeting to the entire Board or committee, by the member having such conflict, and the member shall abstain from voting as is provided herein. Proxy votes are not allowed. (Revised 01/15/26)

ARTICLE IX

Indemnification and Bonding

The Board of Directors is specifically authorized, pursuant to Florida Statute and by these By-Laws to indemnify all persons from any liability and expense incurred or arising out of activities undertaken on behalf of the Corporation.

Additionally, the Corporation is specifically authorized to provide bonding, as required, as a condition to enter into any contract. Any officer, director, or employee of the Corporation authorized to make distributions on behalf of the Corporation shall be bonded in a sum as may be determined from time to time by the Board of Directors. All premiums payable to any insurance company for any contract of insurance of indemnity or bonding may be paid from the funds of the Corporation for the benefit of any officer, director, or employee of the Corporation. Officers, directors, or employees of the Corporation may be indemnified by the Corporation for liabilities to third parties incurred in the discharge of their duties as officers, directors, and/or employees, including legal fees and out-of-court settlements, provided that the officers, directors, and/or employees acted in good faith and in a reasonable belief that their actions were in the best interest of the Corporation. The Corporation shall provide further indemnification to the officers and members of the Board of Directors by

purchasing for their benefit an insurance policy insuring said parties against any liability, and the Corporation shall be responsible for the payment of any deductible provisions contained in said insurance policies.

ARTICLE X **Rules of Procedure**

Roberts Rules of Order shall govern the conduct of all meetings of the Corporation unless such rules conflict with requirements, rules, and/or the laws of the United States and the State of Florida.

ARTICLE XI **Amendments to the By-Laws**

These By-Laws, and any amendments hereafter adopted, may be amended, modified, altered, or repealed by a two-thirds vote of the members of the Board of Directors present and voting at any meeting of the Board of Directors. All members shall be notified with written copies of the changes at least two weeks in advance of any meeting which is scheduled for the amendment, modification, and repeal of the By-Laws.

These amended By-Laws were adopted January 15, 2026, by at least a two-thirds majority vote of the Board of Directors.