

BY-LAWS  
OF  
THE STARK TUSCARAWAS WORKFORCE DEVELOPMENT BOARD  
COUNCIL OF GOVERNMENTS

PREAMBLE

WHEREAS, the Boards of County Commissioners have entered into an Intergovernmental Agreement establishing a Regional Council of Governments pursuant to Chapter 167 of the Ohio Revised Code, known as the Stark Tuscarawas Workforce Development Board Council of Governments (STWDB COG), those charter counties participating in the Agreement being -- Stark, and Tuscarawas; and

WHEREAS, on July 1, 2015, the Workforce Innovation and Opportunity Act of 2014 ("WIOA"), went into effect, and the Boards of Commissioners for Stark and Tuscarawas Counties requested initial designation by the Governor the Counties of Stark and Tuscarawas as a Local Workforce Development Area for the purposes of implementing the Workforce Innovation and Opportunity Act, and are now designated as such; and

WHEREAS, on July 1, 2015, the Workforce Innovation and Opportunity Act of 2014 ("WIOA"), went into effect, with the Boards of Local Elected Officials and the Workforce Development Board entering into a Subgrant Agreement with the Ohio Department of Job and Family Services ("ODJFS") for the provision of WIOA workforce services within Stark and Tuscarawas Counties for Program Year 2015 and future years; and

WHEREAS, in order to be in compliance with the terms and conditions set forth within WIOA and its regulations, the Subgrant Agreement entered into with ODJFS, and ODJFS' WIOA policies, the Boards of County Commissioners for Stark and Tuscarawas Counties find it necessary to create the "STWDB COG" to employ staff to the workforce development board;

WHEREAS, the Boards which have entered into the Agreement establishing STWDB COG have duly appointed representatives to approve these By-Laws, and said representatives have met for the purpose of adopting these By-Laws in accordance with the Ohio Revised Code;

NOW, THEREFORE, the following provisions, having been duly adopted and amended by the members of the STWDB COG, shall constitute the By-Laws of STWDB COG.

#### **ARTICLE I MEMBERSHIP**

A. The membership of the STWDB COG shall be made up of Stark and Tuscarawas Counties. Each county shall have a single seat of representation on the Council. The primary representative serving in this seat, shall be one of each of the county's county commissioners. The term of the primary representative for each member county shall be for a period of two (2) years, with the starting and ending date of the term of representation to be set forth within the resolution or recorded vote passed by each Board of County Commissioners. The right of the appointed Commissioner to serve on the STWDB COG shall be recognized immediately upon the publication of the recorded vote by the board of county commissioners upon the STWDB COG staff. In all cases, when the representative commissioner elected/appointed ceases being a commissioner in their member county, their term as a representative of the STWDB COG shall also cease. Each county representative of the STWDB COG shall simultaneously serve in their capacity as a representative of the Council, and as the Local Elected Officials for the Local Area Workforce as set forth, defined, and required within the text of the Workforce Innovation and Opportunity Act of 2014. As such, the duly elected/appointed representatives of the STWDB COG shall be referred to as Local Elected Officials ("LEOs").

B. If the duly appointed county commissioner of the STWDB COG cannot attend any regular or special STWDB COG meeting or sub-committee meeting, the duly appointed representative commissioner may arrange for a proxy to serve in his or her place. One of the other members of the board of county commissioners, by invitation of the

member commissioner, may serve as a proxy to the duly appointed representative of the STWDB COG at any time without their board of county commissioners taking any special action. However, a board of county commissioners may declare by resolution which commissioner shall serve as the alternate to the Council.

C. The board of county commissioners of each county may also appoint by any recorded vote, a non-commissioner proxy representative of their choosing to serve when the representative commissioner, and/or the other commissioners of the county, are unable or unwilling to attend and participate in a regularly scheduled or special STWDB COG meeting. Upon submission of this recorded vote by the board of county commissioners to the staff of the STWDB COG, the Council shall recognize the authority of this proxy to participate in discussions and cast votes on behalf of the member county. The sole requirement for this proxy to serve is that the proxy is a registered voter and resident of the county for whom s/he serves as a representative. While serving in place of the duly appointed STWDB COG representative, the proxy representative will have all the same powers and authorities as that of the duly appointed representative commissioner of the Council.

D. Any regular or proxy STWDB COG representative may resign their position on the Council at any time by giving written notice to the board of county commissioners who made their appointment. Any regular or proxy STWDB COG representative may be removed from their position on the COG at any time, with or without cause, by recorded vote of the board of county commissioners who made their appointment. The resignation and/or removal shall take effect at the time specified therein. All representative positions shall be considered vacated upon the death of the individual. Replacements for vacancies on the STWDB COG created by removal, resignation, or death shall be addressed by the member county within forty-five (45) days after the position on the Council is vacated.

E. The STWDB COG will also provide one vote to the Chair of the local workforce development board. This vote will provide a third vote on Council matters.

**ARTICLE II**  
**MEETINGS OF MEMBERS**

- A. Member Meetings. The Chief Elected Official ("CEO") shall schedule a meeting at least annually, to review the operations, performance, and finances of STWDB COG at a time and place convenient to both Boards of county Commissioners. During this meeting, potential amendments to this Agreement, state and federal performance reports, audits, and individual county performance statistics will be reviewed. The Executive Director for the STWDB COG, shall provide an annual report to each Board of County Commissioners detailing the activity, performance, and finances of the Council to be given at the annual meeting. The Executive Director shall provide additional written and/or verbal reports to the collective or individual Board of county Commissioners as they are requested.
- B. Special Meetings. Special meetings of the members may be called by the CEO who shall designate the time and place of such meetings.
- C. Notice of Meetings. Notice of all meetings will be by telephone, electronic notification, and/or a letter of reminder mailed by the CEO or the individual chairing the meeting, or their designee(s), at least five (5) working days prior to the meeting. The notice shall contain the time, place and purpose of the meeting.
- D. Open Meetings. Pursuant to Section 121.22 of the Ohio Revised Code, STWDB COG meetings shall be open to the public, subject to the exceptions contained in Section 121.22(G). The Council shall establish a policy setting forth a reasonable method whereby any person may determine the time and place of its meetings.
- E. Quorum. A majority of the members or their authorized representatives shall constitute a quorum to transact business at any member meeting.
- F. Voting. Voting shall be done by the authorized representative from each member Board, along with the current Chair of the Workforce Development Board. Except as otherwise provided in these By-Laws, a majority vote of those present and eligible to vote on the issue under consideration at a meeting is required to approve any

action. A voting member not in attendance at a meeting may vote by proxy by providing a written authorization for a scheduled vote.

G. Rules. Meetings shall be conducted in a customary and orderly manner.

### ARTICLE III ELECTION OF OFFICERS

The Council shall organize at their first regularly scheduled meeting held on or after June 1, of each year, including holding the election of one of the LEOs as the Chief Elected Official ("CEO"), and another as Vice-Chair for a term of two years. If the elected CEO or Vice-Chair ceases to serve on the STWDB COG or resigns their position as CEO or Vice-Chair, the Council LEOs shall hold a new vote at its next regularly scheduled meeting to elect one of its members to preside as CEO, and/or Vice-Chair for the remainder of the term. The CEO shall hold all of the powers/authorities granted to the same within the text of the WIOA, its regulations, and/or federal, state, and local policies, unless this Agreement or the STWDB COG By-laws expressly provide those powers/authorities to others. Included within those powers shall be the authority to schedule, cancel, and preside over all meetings. In the event that a member county should send multiple commissioners and/or a proxy to a Council meeting and there be a dispute as to who should represent the county, the CEO will recognize the rights of one representative to speak on all issues and vote, in the following ranked order:

1. the appointed primary, representative commissioner;
2. any other commissioner from the county, recognizing of the other commissioner, the commissioners in the following order:
  - a. the commissioner appointed by the county's board as an alternate;
  - b. the commissioner invited by the member representative commissioner to serve in his/her place as noticed in writing to the STWDB COG staff or CEO;
  - c. the ranking position held by the commissioner on their respective board of commissioners (President, Vice-President, etc.).

**ARTICLE IV**  
**DUTIES OF OFFICERS**

- A. CEO. The CEO shall preside at all meetings. The CEO shall exercise, subject to the control of the members of the Council, general supervision over the affairs of the Council and shall perform generally all duties incidental to the office and such other duties as may be assigned by the Council. The CEO has the authority to create, appoint membership, and dissolve all Council committees. The CEO, or Executive Director if designated, shall sign all contracts that the STWDB COG is a party to and as authorized by Council.
- B. Vice-Chair. The Vice-Chair shall perform all duties of the CEO in his/her absence or during his/her inability to act, and shall perform such other duties as may be assigned by Council.
- C. Treasurer. The designated Fiscal Agent for the STWDB COG (Workforce Initiative Association), shall serve as Treasurer. The Fiscal Agent shall keep such books as may be required and generally perform such duties as may be assigned by the Council.

The Fiscal Agent shall also be the fiscal officer of the Council and shall have responsibility for the funds of the Council. The fiscal officer shall be responsible for the receipt, deposit, investment and disbursement of the Council funds, or the supervision thereof, as may be ordered by the membership. The fiscal officer will endorse on behalf of the Council for collection, checks, notes and other obligations. The fiscal officer shall make or supervise the making of monthly statements of Council accounts and such other statements as may be required by the Council and shall maintain a full and accurate accounting of all monies received and paid on behalf of the Council. The fiscal officer shall perform such other duties as may, from time to time, be assigned to him/her by the Council and/or the Council's Executive Director. The fiscal officer shall attend all training required by any federal oversight entities as well as the State Auditor and/or State Treasurer to ensure the safe investment of funds.

**ARTICLE V  
AUTHORITY OF THE COUNCIL**

The STWDB COG has all the powers and authority vested in regional councils of government by Chapter 167 of the Ohio Revised Code.

**ARTICLE VI  
DUTIES**

The STWDB COG may perform the following:

1. Employee an Executive Director to perform day to day activities on behalf of the Council and serve as Executive Director to the Workforce Development Board.
2. Promote cooperative arrangements and coordinate action among members as well as with other agencies and the local, Ohio and federal governments.
3. Promote cooperative agreements and contracts among members as well as with other governmental, public and private agencies.
4. Perform planning by: (a) personnel of the Council; and/or (b) contracts between the Council and other public or private planning agencies.
5. Employ staff and contract for services of consultants and experts.
6. Purchase and/or lease supplies, material, equipment and facilities deemed necessary and appropriate to carry out Council business.
7. Approve expenditures and enter into contracts in accordance with the budgets approved by Council.
8. Perform such other functions and duties as are necessary for dealing with problems of mutual concern.

**ARTICLE VII  
FINANCIAL MATTERS**

Financial support for the Council shall be based on Workforce Innovation and Opportunity Act of 2014 funds, other state and local grants, fees for services rendered, donations/contributions, and other types of financial support, including but not limited to:

1. Grants: The Council may actively pursue and apply for available grants.
2. Fees/Pricing for Purchase of Services: The Council will set and collect reasonable fees for services rendered and pricing will be assessed on an annual basis. Terms of payment shall be determined prior to the offering of any service.
3. Donations/Contributions: Individual, business, community and private agency donations/contributions will be requested and accepted when available.
4. Membership Cost: With the exception of instances in which grant monies are to be repaid as set forth within COG Agreement, it is agreed that the STWDB COG may not establish dues or a required contribution that the member counties would have to pay in order to support Council. Should the STWDB COG agree by majority vote that additional money is needed from the member counties, it will petition or request each of those member counties within a written request for the provision of the same.

#### ARTICLE VIII WITHDRAWAL FROM MEMBERSHIP

Any member may withdraw from the STWDB COG by formal action of its Board and upon submittal of ninety (90) days written notice to the Council. For withdrawal less than 90 days written notice, a 2/3 vote of Council membership is required. Upon the effective date of withdrawal, such members shall be released from all obligations and liabilities of the Council with the exception of the following: a) those obligations and liabilities stemming from a contractual arrangement when individuals from the withdrawing member's county are receiving benefits from the contract, or when the withdrawing member is a party to a contract; b) obligations and liabilities stemming from contractual or other arrangements between the withdrawing member and the STWDB COG; c) claims pending against STWDB COG at the time of the withdrawal; and d) claims arising after withdrawal, but based on events



occurring prior to withdrawal. The withdrawing member shall receive a return of its tangible personal property that can be clearly and reasonably determined to be that of such former member and loaned to the Council. The withdrawing member shall receive its share of the county's unexpended allocations and interest. Any and all other monies, including any fees, grants, and property shall remain that of the Council.

#### ARTICLE IX DISSOLUTION OF COUNCIL

(a) Vote: The STWDB COG may be dissolved by a two-thirds (2/3) vote of all Council members at any regular monthly membership meeting. Prior to any vote on dissolution, each member shall receive at least forty-five (45) days' written notice from the CEO that the matter of dissolution will be voted upon.

(b) Dissolving Council: Upon an affirmative vote to dissolve the Council, the Council shall immediately cease to do business and shall only do such acts as are required to conclude its affairs.

(c) Distribution of Assets: At the conclusion of all Council affairs, any unclaimed assets remaining on the books shall be distributed according to the following schedule:

1. All tangible personal property previously loaned or given to the Council that is clearly identified as to ownership shall be returned to the owner member.
2. All unexpended monies from federal, state and local sources for services that are not provided and will not be provided by the dissolution date will be returned.
3. All remaining assets and other intangibles shall be equally divided among all members after all liabilities, if any, have been satisfied.

#### ARTICLE X COUNCIL COMMITTEES

The STWDB COG may establish Ad Hoc Committees for any reason it deems appropriate.

**ARTICLE XI  
AMENDMENT PROCESS**

The By-Laws of the Council may be amended at any regular or special meeting of the Council at which a quorum is present. Approval of an amendment requires a two-thirds (2/3) vote of the members present at the meeting.

**ARTICLE XII  
EFFECTIVE DATE AND AMENDMENTS**

These By-Laws were duly adopted by a majority of the members of the STWDB COG, and became effective on *June 7, 2016*.

**Resolution:** To approve the By-Laws revisions as presented:

Motion by: Creighton

Second: Metzger

Commissioner Metzger: yes

Commissioner Creighton: yes

Motion carried.

Original Date of Adoption: June 7, 2016