

**GEORGIA'S WORKFORCE LEADERSHIP
ASSOCIATION
BY-LAWS
As Adopted on: August 28, 2004**

I. NAME

The official name of the organization shall be "Georgia's Workforce Leadership Association," hereinafter referred to as the Association.

II. OFFICES

The principal office of the Association is located in the State of Georgia, at 7309 West Port Loop, Midland, Georgia 31820.

III. PURPOSE

The purpose of the Association is to bring together representatives of all Georgia local workforce boards in order to:

- A. Represent local area interests in the State and National levels,
- B. Provide a forum for discussing workforce policy issues and a vehicle to express the system's opinions on key issues,
- C. Promote the activities of Workforce Investment Boards in Georgia,
- D. Provide a venue for idea sharing among local areas,
- E. Provide networking opportunities for workforce professionals and local leadership, and
- F. Develop and sponsor technical assistance and training activities for all local workforce system partners.

IV. FUNCTIONS, POWERS, DUTIES AND LIMITATIONS

The function, powers, duties and limitations of the Association are:

- A. To take any and all necessary and proper actions to effectuate the purposes stated in Section III above.
- B. To hire or engage appropriate staff, employees, contract workers, or professionals to effectuate the Association's purposes.
- C. To designate a fiscal agent and in the absence of a contrary designation, the fiscal agent shall be the fiscal agent of the member's workforce board serving as Treasurer of the Association.
- D. To develop an annual budget and require an annual financial review.

The Association certifies that it adheres to 31 U.S.C. Section 1352 that prohibits entities from using federally appropriated funds to lobby the executives or legislative branches of the federal government.

- E. No federal appropriated funds have been paid or will be paid by or on behalf of the Association, to any person for influencing or attempting to

influence an office or employee of any agency, member of Congress, officer or employee of Congress, or an employee of a member of Congress in connection with the functions, roles or responsibilities of the Association.

V. MEMBERSHIP AND VOTING RIGHTS

- A. Membership shall be limited to representatives from the 20 current local Workforce Investment Areas in Georgia or the number resulting from subsequent re-designations by the Governor of Georgia under the Workforce Investment Act (WIA), or successor legislation.
- B. Each local Workforce Investment Board (WIB) chair (hereinafter referred to as “Local Chair”) or his/her designee will represent the local workforce board in the Association.
- C. Members shall be further limited to those local areas:
 - Whose WIB’s have passed a resolution to participate in the association;
 - Whose dues are paid and current;
 - Whose representatives abide by the Association’s by-laws; and
 - Whose Local Chair or his/her proxy attend at least 67% of meetings held each calendar year.
- D. Each local workforce area will have one vote, to be cast by the Local Chair.
- E. Any Local Chair may designate a proxy voting representative if he/she will not be present at an Association meeting. The proxy designation will be made in writing to the Association Secretary and signed by the Local Chair member.
- F. Any proxy designated by a Local Chair must be a business representative of the respective local WIB.

VI. NON-VOTING MEMBERSHIP

- A. Membership shall be limited to representatives from the 20 current local Workforce Investment Areas in Georgia or the number resulting from subsequent re-designations by the Governor of Georgia under the Workforce Investment Act (WIA), or successor legislation.
- B. Members shall be further limited to those local areas:
 - Whose WIB’s have passed a resolution to participate in the association;
 - Whose dues are paid and current;
 - Whose representatives abide by the Association’s By-laws; and

- Whose Local Chair or his/her proxy attend at least 67% of meetings held each calendar year.
- C. Any Local Director may designate a proxy representative if he/she will not be present at an Association meeting. The proxy designation will be made in writing to the Association Secretary and signed by the Local Director member.

VII. MEETINGS

- A. Open Meeting: The Association and its committees will conduct all business meetings in compliance with requirements of the Georgia open meeting laws.
- B. Schedule of Meetings:
1. *Regular Meetings* – The Association will meet at least once each four months throughout the year at times and places to be decided by the Association. The Association may meet more frequently, as it determines necessary.
 2. *Special Meetings* – The Chair, the Vice-Chair, or twenty (20) percent of the membership of the Association, may call a special meeting in accordance with the Open Meetings Act laws. Only the business mentioned in the call of a special meeting may be transacted at a special meeting.
 3. *Annual Meeting* – The Association will designate one of its regular meetings as the annual meeting of the Association.
 4. *Agenda* – The Chair will develop and publish a tentative agenda to all members for each regular meeting of the Association, including the annual meeting, at least ten days before the meeting date.
- C. Presiding Officer: - The Chair presides at all meetings. In the absence of the Chair, the Vice-Chair presides. In absence of both Chair and Vice-Chair, a temporary Chair chosen by Association members present, presides.
- D. Parliamentary Authority – The rules contained in the current edition of Robert's Rules of Order (Newly Revised) will govern in all cases in all meetings when they are agreeable and when they are not inconsistent with these by-laws or any special rules in order the Association may adopt.
- E. Quorum – A quorum will consist of 50% plus one of the members, including if necessary the Chair.

- F. Conflict of Interest – A member of the Association may not –
1. Vote on a matter under consideration by the Association-
 - a) Regarding the provision of services by such member (or by an entity that such member represents); or
 - b) That would provide direct financial benefit to such member or the immediate family of such member; or
 2. Engage in any other activity determined by the Association to constitute a conflict of interest as specified by action of the Association.
 3. Members shall acknowledge a conflict of interest and abstain from casting a vote.

VIII. OFFICERS

- A. Officers – The officers of the Association will be a Chair, a Vice-Chair, a Secretary, and a Treasurer. Upon incorporation, these offices will serve respectively as President, Vice-President, Secretary and Treasurer of the corporation.
- B. Election and Term – The Chair, Vice-Chair, Secretary, and Treasurer will be elected by majority vote of Association members present and voting at the annual meeting. Each officer serves a two-year term.
- C. Election Procedures:
1. Except as provided below in Section C.2, no later than four months before the annual meeting, the Chair will appoint a nominating committee to solicit nominations for officers from among its members. The nominating committee will solicit nominations from all members.
 2. The initial officers of the Association shall be nominated by the initial nominating committee and elected by majority vote of Association members present and voting at the initial meeting of the Association. The initial nominating committee members are:

<i>Aray Darden</i>	<i>Don McRae</i>	<i>Carolyn Hugley</i>
<i>Cedric Johnson</i>	<i>Howard Pendleton</i>	
<i>Pete Burke</i>	<i>Burrell Billingslea</i>	
<i>Chester Randolph</i>	<i>Al McGee</i>	

Subsequent nominating committees will be chaired by the Immediate Past Chair of the Association, or in his absence, the current Chair of the Association, and will include the four officers of the Association.

3. At the annual meeting, the membership will vote on those names submitted by the nominating committee and any nominations from the floor.

D. Chair:

1. The Chair presides at meetings, sets meetings and agendas, appoints committees, certifies the quorum, and takes other duties as the Association may assign.

E. Vice-Chair:

1. The Vice-Chair acts in absence of the Chair.

F. The Secretary :

1. The Secretary will be responsible for keeping all business records of the Association. He/she will keep minutes of all business transacted at a meeting (include records of attendance at regular and special meetings), ensure that membership rosters are kept current and available to the membership, and assist the Chair in notifying each and every meeting to encourage attendance.

G. Treasurer:

1. The Treasurer will be responsible for notifying members of dues or other assessments, collecting dues or assessments, making all disbursements, and accounting for Association funds by keeping all financial records. He or she will submit financial records for review. As required by the Association or when asked by the Chair he or she will deliver required financial records to his or her successor upon retirement from the office.

H. Vacancies –

1. Should a vacancy occur in the office of Chair, the Vice-Chair will assume the unexpired term.
2. Should a vacancy occur in Vice-Chair, Secretary, and/or Treasurer; the Chair may appoint a member to fill the unexpired term.

I. Removal –

1. Any officer may be removed from office *for cause, to include absence from two (2) consecutive association meetings*, by a two-thirds vote of the members present at the meeting following the meeting at which the motion is made to remove the officer.

IX. MEMBERSHIP DUES

- A. Association dues will be set no more than once a year by vote of the Association. Dues will be payable to the Association by August 1 of each calendar year. Revenues from dues will be forwarded to the Treasurer to pay for business, which the Association conducts. Proper financial records shall be maintained to effect accountability of funds.
- B. The annual dues may be adjusted by a two-thirds vote of Association members present at a regularly scheduled meeting when this item has been placed on the agenda for discussion.

X. COMMITTEES

- A. Executive Committee – The elected officers, the immediate past Chair of the Association, and the Chair of the Local Director’s Council (defined below) will constitute the Executive Committee. The Executive Committee has the authority to represent the Association and will take such duties and responsibilities as the Association may assign. For membership of the first Executive Committee, the current Local Chair will select another Local Chair representative to serve on the Executive Committee until such time as an immediate past Chair is available to serve.
- B. Additional Committees – The creation of additional committees and appointment of members to these committees will be at the discretion of the Chair as the need arises and as the Association may direct.
- C. Committee Size, Term, and Other Duties:
 - 1. *Size* – No committee will seat less than three (3) members. Members who are not formally appointed to a committee may volunteer to join the committee and meet with appointed members to carry out committee business.
 - 2. *Term* – Committees will be active for a necessary period of time until their objectives are met.
 - 3. *Other Duties* – Committees will submit progress reports as necessary and file a final report.

XI. LOCAL DIRECTOR’S COUNCIL

- A. All Local Directors of Association members will constitute the Local Director’s Council.
- B. The purpose of the Council is to provide a forum for board executive staff to:

1. Discuss administrative issues in the implementation of workforce services.
 2. Represent the Association and the views of its members to State agencies and State agency personnel.
 3. Plan and carry out educational activities to support the development of board and staff members throughout the state.
- C. The Council will meet on a regular basis as determined by its membership. Local area directors whose areas are not members may be invited to attend and participate in discussions.
- D. The Council will elect a Chair, Vice-Chair and Secretary.
- E. The Chair will call and organize Council meetings.
- F. The Chair of the Council will report out to the Association any recommendations for action at each regular Association meeting.

XII. AMENDMENTS

These by-laws may be amended at a regular meeting by a two-third vote of the members present provided previous notice and the proposed amendment (s) have been announced in the business agenda of the scheduled meeting to the membership, not less than 10 days before the meeting date at which time a vote is to be taken. The proposed amendments may not be in conflict with any applicable federal or state law, policy, or regulation.