

BYLAWS
OF
REGIONAL CENTER FOR WORKFORCE EXCELLENCE

ARTICLE I. NAME, SEAL AND OFFICES

SECTION 1. Name. The name of the Corporation is Regional Center For Workforce Excellence, (hereinafter referred to as the “Corporation”).

SECTION 2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal, Pennsylvania”.

SECTION 3. Offices. The principal office of the Corporation shall be located at 764 Bessemer Street, Suite 102, Meadville, PA. The offices of the Fiscal Agent shall be located at 764 Bessemer Street, Suite 102, Meadville, PA. The Corporation may have such other offices or change its principal office or fiscal office as the Directors may determine.

ARTICLE II. JURISDICTION

The area served will consist of the officially designated Local Area (“Local Area”) by the Governor of the Commonwealth of Pennsylvania for the purpose of administering employment and training programs under the Federal Workforce Investment Act (“WIA”) (hereinafter referred to as the “Act”) (Public Law 105-220, 112 Stat. 936).

ARTICLE III. PURPOSE

SECTION 1. Purpose. The Corporation is organized exclusively for non-profit purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. The purpose of the Corporation is to promote activities which prudently invest and coordinate resources that develop the workforce in the local area, including:

- (1) Participating as a legally constituted Workforce Investment Board (WIB), in job training and related activities as permitted under Federal, State and Local laws and regulations;
- (2) Approving the Budget and Plan(s) of Service, and appropriate updates and modifications, for such workforce development programs within Clarion, Crawford, Erie, Forest, Venango and Warren Counties in voting in concurrence with the Chief Elected Officials of Clarion, Crawford, Erie, Forest, Venango and Warren Counties;

- (3) Maintaining the fiduciary responsibilities for administrative and grant sub-recipient activities for such workforce investment programs through the Fiscal Committee of the Corporation;
- (4) Providing program operations, accountability, and oversight (including review, monitoring and evaluation) of all Title I activities, Department of Public Welfare activities contracted through the WIB, and any other activities deemed beneficial to the area and which are contracted through the WIB. as carried on within the Local Area's jurisdiction (referenced in ARTICLE II – JURISDICTION, herein);
- (5) Informing the private sector employers in the Local Area concerning the workforce development opportunities available; their ability and eligibility to participate in local activities being offered; and the procedures to follow to participate, and/or to have referrals made to them of those suitable for purposes of job placement;
- (6) Insuring that those served under training services are provided relevant training opportunities for which occupational demand exists or targeted occupations within emerging growth industry clusters;
- (7) Selecting, hiring, contracting with, and discharging such persons, agencies and/or business entities according to such terms and in such a manner as necessary to administer and carry out the purposes, goals, powers, and duties of the Corporation;
- (8) Receiving, holding and expending monies, properties or services necessary to facilitate the above-stated purposes;
- (9) Performing all other services or activities for any reason incidental to any of the foregoing purposes, or as the membership may determine are necessary to advance the economic, social, and civic welfare of the area within its jurisdiction and the interests of the Corporation.

SECTION 2. Non-profit.The Corporation will comply with the Pennsylvania Nonprofit Corporation Law of 1988, as amended and the Internal Revenue Code, Section 501(c)(3).

SECTION 3. No Political Campaigns.The Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for political office.

SECTION 4. Insubstantial Legislative Influence.The Corporation shall not devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise.

SECTION 5. No Private Inurement.No part of the earnings of this Corporation shall inure to the benefit of any Director, trustee, or officer of this Corporation or any private individual; and no such person shall be entitled to share in the distribution of any of the corporate assets of this Corporation upon dissolution.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Number and Appointment. The Board of Directors of the Corporation shall consist of such number of directors, but not more than forty-five (45), as may be determined from time-to-time by resolution of the Board of Directors. The Chief Local Elected Officials shall solicit private sector business nominations from chambers of commerce and/or professional business organizations. Labor representatives shall be nominated by local labor organizations and educational representatives shall be nominated by regional and/or local educational organizations. All appointments shall be made in accordance with the Act. Two (2) nominations shall be made for the area by the Pennsylvania Department of Labor and Industry – one (1) nomination from the Bureau of Workforce Development Partnership and one (1) nomination from the Office of Vocational Rehabilitation. Two (2) appointments shall be made from labor organizations representing employees within the six-County area. The other appointments shall be made, partly from the private sector business and partly from the combination of educational institutions, economic development, community-based organizations and other mandatory partners and CareerLink investors and other local individuals that the Chief Local Elected Officials determine to be appropriate. The number of private sector business directors shall constitute no less than fifty-one percent (51%) of the total composition of the Board of Directors (including the two (2) nominees from the Pennsylvania Department of Labor and Industry and the two (2) appointments from labor organizations). The County Executive from Erie County shall make one-half of the other appointments and the County Commissioners from Clarion, Crawford, Forest, Venango and Warren Counties shall appoint the other one half. The number of private sector business and non-private sector business appointments shall be allocated from time-to-time by mutual agreement between the Chief Executive of Erie County on the one hand and among the County Commissioners from Clarion, Crawford, Forest, Venango and Warren Counties on the other hand. The Executive Director shall review the participation record of Directors annually and shall provide recommendations regarding renewing or terminating of Directors to the Executive Committee and the Chief Local Elected Officials.

The appointing Chief Local Elected Official shall notify each appointed member in writing of his/her appointment and the term of the appointment and shall simultaneously deliver a copy of the appointment notice to the Secretary of the Corporation. The Secretary of the Corporation shall retain the appointment letters with the Corporation's books and records.

SECTION 2. Voting Rights Each Director shall be entitled to one (1) vote on any matter submitted to a vote of the Directors. Only a single vote will be submitted per Director. Proxy voting by Directors is not permitted.

SECTION 3. Compensation. Directors, as such, shall not receive compensation for their services, but this shall not be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation thereof, directly or indirectly, so long as the purpose and relationship is fully disclosed to the Board of Directors in a timely fashion and is in accordance with the Act and applicable provisions of state laws governing agencies of this nature. Directors may receive appropriate reimbursement of expenditures in accordance with a policy adopted by the Board of Directors, the Act and applicable federal and state laws governing agencies of this nature.

SECTION 4. Term/Removal/Vacancy.

A. Subject to the terms and provisions of Section IV.4(c) below, each Director shall hold office until the expiration of the three-year appointment in accordance with the Act. However, appointments for designated periods less than a three-year term may be made on a staggered basis to accommodate Board continuity.

B. Any Director of the Board who has failed to attend three (3) consecutive, regular Workforce Investment Board (WIB) meetings in the year may be removed from the Board by the respective Chief Elected Officials. Directors who have been appointed to a seat as a required One Stop partner may be removed if the partner refuses to execute a Memorandum of Understanding (MOU) with the WIB.

C. The Board of Directors may, by simple majority of the entire Board of Directors, declare vacant the office of any Director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than 3 months. The Board of Directors may remove any Director from office, without assigning cause, by the vote of two-thirds (2/3) of the entire Board of Directors. Notwithstanding anything herein to the contrary, if in the discretion of the Chief Local Elected Officials (“Officials”), compliance with any law, regulation, rule, agency mandate or amendment of these Bylaws requires or makes desirable a restructuring of the Board, then by majority vote of the Officials, non-private sector business Board members may be replaced or removed and vacancies filled by the Official or Officials in accordance with the terms of these Bylaws.

D. In the event of a vacancy, the Chief Elected Official (or Officials) who had appointed the Director whose seat has been vacated has the right, but not the duty, to appoint a successor. The Chief Elected Officials will use their best efforts to fill vacancies in a timely manner. In the event that a vacancy has not been filled within ninety (90) days by the Chief Elected Official or Officials who had appointed the Director whose seat has been vacated, the vacancy may be filled by a majority vote of the Chief Elected Officials.

SECTION 5. Conflict of Interest. Directors shall not discuss at any Workforce Investment Board meeting or committee meeting thereof, any matter, vote on any motion or take any action whatsoever that constitutes a conflict of interest under any law, rule or regulation applicable directly or indirectly to the Workforce Investment Act (WIA) program. When there is any doubt as to whether a director’s action is or may be construed to be a conflict of interest the Director shall abstain from acting on that issue or matter. Directors shall avoid any actual conflict of interest in the performance of their duties and additionally Directors shall avoid any action which promotes the appearance of impropriety as it relates to conflict of interest. Directors shall agree to comply with the Conflict of Interest Code as required by the Workforce Investment Act of 1998 and all Directors shall sign a Conflict of Interest Statement.

SECTION 6. Personal Liability of Directors.

A. Limitation of Liability. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (i) the Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Nonprofit Corporation Law of 1988, as amended (15 Pa.C.S.A. §§ 5711-5717) or any successor provision thereto; and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

B. Exceptions. The provisions of Section I.V.(a), above, shall not apply to:

- (i) the responsibility of a Director pursuant to any criminal statute; or
- (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

C. Conformity to Law. The provisions of this Section I.V. are intended to conform to 15 Pa.C.S.A. § 5713, as amended, and shall be construed accordingly.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Annual Organizational Meeting. An annual meeting of the Board of Directors shall be held at a time and place to be designated by the Chairperson and legally advertised in newspapers of general circulation in all six Counties, for the purpose of electing officers and for the transaction of such other business as may come before the board.

SECTION 2. Regular and Special Meetings. Additional Directors' meetings shall be held at the call of the Chairperson; three (3) of the Directors of the Executive Committee; the consent of more than 25 percent of the Directors; or at least on a quarterly basis as scheduled by the Directors.

SECTION 3. Notice. All meetings shall be duly advertised in accordance with the applicable state laws. Written notice of all meetings, when practical, shall be served on the Directors.

SECTION 4. Public Access. All meetings shall be open to the public to the extent required by the Open Meeting Law.

SECTION 5. Conduct. All meetings shall be governed by these Bylaws, Pennsylvania law, and Roberts Rules of Order. In the event of a conflict between any of these governing rules, Pennsylvania law, and then these Bylaws, shall control.

SECTION 6. Quorum. A quorum for the purpose of any meeting of the Board of Directors shall be one third of the Directors of the Corporation. A quorum for the purpose of meetings of committees of the Board shall be at least 51% of the members of the committee.

SECTION 7. Conference Telephone and Similar Equipment. A quorum for any meeting may be established by the use of a telephone conference call or similar equipment to put a non-physically present Director in contact with the others so present at the meeting site, and said

Director or Directors so contacted shall, after the meeting is called to order with an appropriate quorum, have all of the rights and privileges that would inure to a Director who is otherwise physically present at the meeting. Any Director unable to be present in person may make request to the Chairperson to be contacted via telephone conference call. In the event of committee meetings not subject to the Sunshine Act or Open Meetings Law, votes may be conducted by facsimile or other, similar means.

ARTICLE VI. OFFICERS - EXECUTIVE COMMITTEE

SECTION 1. Titles.The officers of the Corporation shall be the Chairperson, Vice Chairperson, Secretary and Treasurer.

SECTION 2. Qualifications.In addition to meeting all qualifications required by the Act, an officer must be a Director of the Corporation.

An officer should have served at least 1 year as a Director prior to the appointment to an office and officer candidates with 2 years of service on a Board Committee should be given preference by any Nominating Committee.

SECTION 3. Election and Terms of Office.The officers of the Corporation shall be elected by the Directors at the annual meeting. The regular term of office shall follow the fiscal year, however, each officer shall hold office until his or her Successor shall have been duly qualified and elected. Whenever a vacancy shall occur in any office due to death, resignation, ineligibility, or any other reason, the position shall be filled for the balance of the term by a vote of the Directors at the next meeting or as soon thereafter as is practicable. The term of office for all officers shall be limited to two consecutive one-year terms. The Vice Chairperson shall succeed the Chairperson.

SECTION 4. Removal.Any officer so elected may be removed by a two-thirds (2/3) vote of the entire Board of Directors whenever in its sole judgment the best interests of the Corporation would be served.

SECTION 5. Chairperson.The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. The Chairperson shall be a member of the Private Sector and is expected to preside at all meetings. The Chairperson may sign, with the Secretary, or any other appropriate officers, Directors, or may delegate to the President and Chief Executive Officer or his/her designee, or agents any deeds, contracts, or other instruments which the Directors have authorized to be executed. In general, the Chairperson shall perform all duties incident to the office and such other duties as may be prescribed by the Directors. The Chairperson shall be empowered to appoint additional Directors to the Executive Committee as deemed appropriate to be ratified at a meeting of the Board of Directors.

SECTION 6. Vice Chairperson.In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have the authority and power of and be subject to all other restrictions upon the office. The Vice Chairperson shall perform such other duties as may be assigned by the Chairperson or the Directors and shall also be a member of the Private Sector.

SECTION 7. Secretary.The Secretary shall review and present the minutes of such meetings of the Executive Committee and Board of Directors, and present same to the Board for approval and perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairperson or the Directors.

SECTION 8. Treasurer.The Treasurer shall be the Chairperson of the Fiscal Committee and shall perform duties and responsibilities as assigned by the Chairperson or the Directors.

SECTION 9. Other Officers.The Directors may appoint other officers such as Assistant Secretary, Assistant Treasurer or Assistant Secretary-Treasurer. The appointees pursuant to this Section 9 need not be Directors of the Corporation, shall enjoy no benefits or rights of Directors if they are not, but shall assume all responsibilities inherent in the position or determined by the Directors.

A. Chief Executive Officer. The Directors may appoint a Chief Executive Officer (CEO), who need not be a director. The CEO shall report to the Executive Committee and the Directors and perform such duties as may be assigned by the Executive Committee or the Chairperson.

B. Chief Financial Officer. The Directors may appoint a Chief Financial Officer (CFO), who need not be a director. The CFO shall work with the Fiscal Committee and perform such duties as may be assigned by the Executive Committee or the Chairperson.

SECTION 10. Executive Committee.The Executive Committee shall be comprised of, at minimum, the 4 officers specified in this, ARTICLE VI and up to 5 additional Directors. At least 51% of the members of the Executive Committee shall be from the private sector. Any committee members that are not required in this section shall be appointed by the Chairperson. The Executive Committee may act on behalf of the Board of Directors in situations where business could not reasonably be delayed until the next scheduled meeting of the Board of Directors. Such actions shall be approved by an affirmative vote of 66 2/3% of the members of the Executive Committee present and voting at an Executive Committee meeting at which a quorum is present. Quorum of the Executive Committee shall be a majority of the members of the Executive Committee.

ARTICLE VII. COMMITTEES

The Chairperson shall establish such committees as he or she shall determine necessary to the orderly conduct of business of the Corporation. The Chairperson shall appoint all members of such committees and designate one to be the Chairperson of the same.

ARTICLE VIII. FISCAL COMMITTEE

In addition to the Executive Committee and any committees established by the Chairperson, there shall be a Fiscal Committee of the Corporation, comprised of the CLEO of Erie County and 2 CLEOs from the other 5 counties and the Chairperson, Vice Chairperson and Treasurer of the Corporation.

The Fiscal Committee shall oversee the activities of the Fiscal Agent responsibilities of the Corporation and shall have the authority to:

- (1) Review and make recommendations on the budget;
- (2) Review and make recommendations on special projects;
- (3) Review and make recommendations on general financial matters; and
- (4) Review the performance of Fiscal Agent employees of the Corporation and make recommendations regarding the same to the Executive Committee.

A quorum of the Fiscal Committee shall be 5 of the 6 members.

ARTICLE IX. INDEMNIFICATION

SECTION 1. Mandatory Indemnification. The Corporation shall indemnify each of its directors, officers, agents, and employees (and his or her executor, administrator and heirs), whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director, officer, agent, or employee of the Corporation. The individual shall have no right to indemnification, however, in relation to matters as to which he or she has been adjudged: (1) liable to the Corporation for negligence or misconduct in the performance of his or her duties; or (2) derelict in the performance of his or her duties as Director, officer, agent, or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office, agency, or employment. The right to indemnification for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. Notwithstanding the foregoing, this provision shall not be construed to limit in any way the requirements of 15 Pa.C.S.A. § 5743, as amended, regarding mandatory indemnification.

SECTION 2. Discretionary Indemnification. The Corporation shall have the right to provide indemnification to any person to the fullest extent permitted under Chapter 57, Subchapter D, of the Nonprofit Corporation Law of 1988, as amended (15 Pa.C.S.A. §§ 5741-5750), or any successor provisions thereto.

SECTION 3. Rights Not Exclusive. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director, officer, agent or employee may be entitled.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE XI. NOTICE

Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, these Bylaws, or the Act, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein shall be determined equivalent to the giving of such notice.

ARTICLE XII. AMENDMENT OF BYLAWS

These Bylaws may be amended by a vote of two-thirds (2/3) of the Directors present at any annual, regular, or special meeting if at least five (5) days written notice is given of the intention to amend the Bylaws at such meeting. The actual text of the proposed Amendment shall be set forth in its entirety in the written notice of intent to amend

ARTICLE XIII. DISSOLUTION

This Corporation is organized and shall be operated exclusively for social and civic welfare purposes as previously specified and upon the event of dissolution of the Corporation the net assets of said Corporation, be they real or personal property, shall be given and distributed equitably to Clarion, Crawford, Erie, Forest, Venango and Warren Counties, if they are not required to be returned to the Commonwealth. The Directors shall review, discuss, and if required by law, concur by majority vote with the Chief Elected Officials of Clarion, Crawford, Erie, Forest, Venango and Warren Counties in the determination whether the assets of the Corporation, at the time of such dissolution, shall be distributed to the Counties in kind, or shall be converted to cash, and the cash distributed in accordance with this ARTICLE. If necessary, such disbursement shall be submitted to a Court of competent jurisdiction for approval.

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CERTIFICATE OF ADOPTION

I hereby certify that these Bylaws, as Amended, were adopted at a duly advertised and called meeting of the Corporation and as amended in accordance with ARTICLE XII at the Northwest Pennsylvania Workforce Investment Board meeting on September 11, 2009.

Title: WIB Chairperson

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