



BYLAWS of the

BUCKS COUNTY WORKFORCE DEVELOPMENT BOARD, Inc.

Approved: December 16, 1999
Revised: April 18, 2006
Revised: March 5, 2007
Revised: June 20, 2007
Revised: March 11, 2009
Revised: June 10, 2009
Revised: June 9, 2010
Revised: September 8, 2010
Revised: September 14, 2011
Revised: September 10, 2014
Revised: April 21, 2017
Revised: December 19, 2019

Table of Contents:

Article I – Name, Purpose and General Authority	Page 2
Article II – Membership	Pages 3-4
Article III – Officers	Pages 4-5
Article IV – Committees	Pages 5-7
Article V – BCWDB Board	Pages 7-8
Article VI – Remuneration	Page 9
Article VII – Liability and Indemnification	Pages 9-12
Article VIII – Conflict of Interest	Page 12
Article IX – Parliamentary Authority	Page 12
Article X – Auditing of Accounts	Page 12
Article XI – Adoption and Amendment to Bylaws	Page 13

ARTICLE I - Name, Purpose and General Authority

Section 1: Name

The name of this organization shall be the Bucks County Workforce Development Board, Inc., hereinafter referred to as the "BCWDB."

Section 2: Purpose

The BCWDB is responsible for serving as the **Bucks County Local Area Workforce Development Board** as authorized through the Workforce Innovation and Opportunity Act of 2014 (WIOA), Public Law 113-128, and enacted July 22, 2014", heretofore referred to as "WIOA". The BCWDB provides the strategic management of all workforce development programs in Bucks County, Pennsylvania. The BCWDB operates as the Fiscal Agent for federal, state, and local workforce investment and development funds as designated by the Bucks County Board of Commissioners (the "Chief Elected Officials"). Its goal is to ensure that the Bucks County workforce system, covering numerous agencies and multiple disciplines, meets both employers' needs for skilled workers and workers' career and economic advancement. The BCWDB strives to provide high-quality services to jobseekers and employers throughout the county, More specifically, the BCWDB will:

- Develop the mission, strategic vision and policies governing workforce development activities for the Bucks County Workforce Development Area, heretofore known as the LWDA
- Act as the Fiscal Agent for all PA Department of Labor and Industry, PA Department of Human Services and Federal funds allocated to the Bucks County Workforce Development Board
- Conduct labor market analysis to identify workforce and economic development needs as it relates to business retention, expansion, and attraction.
- Develop a four -year comprehensive workforce development plan and other plans as required
- Procure, award and designate the provider(s) of the one stop PA CareerLink® system in Bucks County
- Develop Memorandum of Understanding (MOU) with required one stop PA CareerLink® workforce system partners
- Negotiate with the PA Department of Labor and Industry performance measures for workforce development programs and services
- Develop accountability measures to assess program performance and customer satisfaction
- Conduct evaluation, program oversight and monitoring activities
- Disseminate information on BCWDB and State certified programs
- Govern the BCWDB Committees and Councils as described herein

Furthermore, the BCWDB shall exercise such powers and perform such functions and duties as are necessary and appropriate to fulfill its mission, subject to requirements and limitations imposed upon the BCWDB under the terms of relevant Federal and State laws and regulations as they may be amended from time to time.

Section 3: Area

The BCWDB is certified by the Commonwealth of Pennsylvania to serve the "Bucks County Workforce Development Area". The BCWDB, is the Fiscal Agent designated by the Chief Elected Officials to serve the "Bucks County Workforce Development Area."

ARTICLE II - Membership

Section 1: Required Appointments

In accordance with the requirements under the WIOA, and under agreements between the BCWDB and the Chief Elected Officials, the BCWDB shall consist of:

A majority, not less than 51% of Board Members of the BCWDB will be representatives from the business sector who are owners, chief executive officers, chief operating officers or other individuals with optimum policy making or hiring authority who represent businesses that reflect the local labor market with job opportunities. Included in that count, a minimum of at least two small businesses must be appointed. At least twenty percent of the membership of the Board shall be comprised of appropriate representatives of the workforce including labor organizations and apprenticeship programs. The remaining Board Members will include representatives of organizations administering education and training (including one representative of Adult Education and institutions of higher education) and representatives of governmental and economic and community development organizations serving the Bucks County local workforce development area.

To ensure compliance with federal and state regulations, Ex-Officio Members, by virtue of the constituent group requiring representation, shall maintain membership and voting privileges on the Board.

Section 2: Nomination and Appointment Process:

The Chief Elected Officials are responsible for the appointment of individuals to the Board of Directors. Nominations for private sector members will be solicited from area economic development partners, business organizations and current Board Members. PA CareerLink® Bucks County workforce system Partners and other required appointments will be solicited from the appropriate government agency, organized labor, education institutions and community-based agencies.

Section 3: Terms of Office

Workforce Development Board Members shall serve staggered three (3) year terms. Members shall be eligible to serve up to three consecutive terms on the Board, thereby serving no more than nine consecutive-years on the Board.

Following at least a one-year sabbatical, a former Board Member who served three consecutive terms may be reappointed for one additional three-year term. Board Members identified as Ex-Officio shall be eligible for Board membership until an appropriate representative of the constituent group is elected as Past-chairs of the Board who have completed their term limits are considered lifetime Ex-Officio Board Members.

Section 4: Vacancies

A Board Member shall be deemed to have resigned and a vacancy shall be deemed to exist when the Board Member (a) no longer represents the constituency group from which originally selected, as determined by the Board, (b) submits a written resignation to the Chair or (c) fails to attend, without good cause as determined by the Board, one of four duly-called Board or assigned Committee meetings. A Board Member may also be removed from the Board for cause by a two-thirds (2/3) vote of the Board, at a meeting that meets or exceeds quorum, after proper notice and opportunity to be heard have been provided to the Board Member. Resignation or vote for removal will result in a recommendation by the Board to the Chief Elected Officials for removal of such Board Member from the Board.

The Chief Elected Officials will be notified of vacancies on the BCWDB Workforce Development Board in writing by the BCWDB Chair. Vacant Board positions shall be filled in no less than 90 days. Subject to applicable laws, the Board may from time to time revise the entities represented thereon; provided that termination of a category of representation shall not terminate the status of any person as a Board Member before the end of her/his term of office.

A Board Member appointed to fill a vacancy created due to causes other than expiration of a Board Member's term shall serve the balance of the unexpired term.

ARTICLE III - OFFICERS

Section 1: Officers

The Officers of the BCWDB shall be a Chair, Vice Chair/Chair, Secretary/Treasurer and Assistant Secretary/Treasurer who shall be elected from among the BCWDB membership. The Chair must represent the private sector. The Chair shall preside at all meetings of the Executive Committee and Board and shall be an Ex-Officio member of all Standing Committees of the BCWDB.

Subject to the Executive Committee's prior approval, the Chair shall execute on the BCWDB's behalf contracts entered into in the normal course of business, except when contracts are required or permitted by law to be otherwise executed and except when the Board has expressly delegated such powers to another Officer or agent.

The Vice Chair shall perform all the duties and exercise the powers of the Chair whenever the Chair is absent or otherwise unable to act. The Vice Chair shall maintain the official roll of attendance of all Board Members and shall maintain the adherence to BCWDB membership requirements including the percentage of private sector members. The Vice Chair may have such other duties as may be assigned from time to time by the Board and the Chair.

The Secretary/Treasurer shall record all votes and the minutes of all proceedings of the Board in a book to be kept for that purpose and ensure that notices of meetings are given in accordance with law and these Bylaws. Workforce Development Board meeting minutes, complete with voting item outcomes, shall be placed on the company website (www.bucksworks.org), are open to the public to view. Workforce Development Board Meeting agendas shall also be placed on the company website no less than three (3) business days before the scheduled meeting.

The Secretary/Treasurer shall be responsible for review and implementation of the annual budget and any/all amendments to the annual budget.

Section 2: Election and Terms of Office

The term of office for the Officers shall be for two (2) years from the date of appointment. An Officer may be elected in the same Office for up to two additional terms of two years. No Officer shall serve in the same position for more than three terms (a maximum of six (6) consecutive years). A minimum of a one-year sabbatical is required before a Board Member may be elected into an alternate Officer position with the exception of an Assistant Secretary/Treasurer being elected to the Treasurer position. No sabbatical period shall be required when an Assistant Secretary/Treasurer is elected to the position of Treasurer; in this case, however, the Treasurer position may be held by such person for only one two-year term.

The Board shall elect Officers upon the termination of an Officer's term. The Executive Committee shall nominate persons to serve as Officers. Additional nominations may be made from the floor during the Board meeting considering the election of an Officer.

Section 3: Officer Vacancies/Removal from Office

An Office shall be deemed vacant upon receipt by the Board of an Officer's written resignation or when an Officer ceases to be a Board Member for any reason. Vacancies occurring during a term of Office shall be appointed by the Executive Committee for the unexpired term of the Office.

Based on the best interest of the BCWDB, the Board may remove any Officer. Removal shall be affected by a two-thirds (2/3) vote of the BCWDB Board Members in attendance at a properly noticed Board meeting at which a quorum is present.

ARTICLE IV - COMMITTEES

Section 1: Organization and Duties

The BCWDB shall have an Executive Committee (chaired by the Chair), and Standing Committees including Finance, One-Stop Committee and a Youth Council. Special Committees and Task Forces shall be formed as needed. The Chairs of the Standing Committees will be appointed by the Chair.

The Chair shall appoint members of Standing and Special Committees, which may include both Board Members and other interested parties having knowledge and abilities which may assist the Committee in its work, being mindful to avoid the potential for or the appearance of conflicts of interest.

Each Board Member will be responsible for accepting assignment to a minimum of one Committee/Council and/or executing full participation in activities and planning inherent in the Committee/Council mission.

When accepting appointment to a Committee, non-Board members shall acknowledge in writing that even though they are not members of the Board, they are, nevertheless, subject to the policies and restrictions of the BCWDB, including, without limitation, policies regarding conflicts of interest. Committee members serve at the pleasure of the Chair and shall serve until their successors are appointed or until the task of the Committee is completed, or the member resigns or is removed.

Each Committee shall develop and maintain a current description of its mission and shall report to the Board on its activities. All Standing and Special Committee actions are subject to the approval of the Executive Committee prior to being effective.

The Board Chair serves as an Ex-Officio member of each identified standing Committee/Council. As such, the Chair is afforded a vote; however, his/her vote is not required to establish a quorum.

Section 2: Executive Committee

The Executive Committee shall be composed of the current Officers of the Board plus the immediate past Chair of the Board. Additionally, the fiscal agent will serve as a non-voting member. The immediate past Chair of the Board shall remain a member of the Executive Committee for two years after her/his term expires if he/she also continues to be a BCWDB Board Member during that time, and for so long as he/she is the immediate past Chair. If the past Chair is unable/unwilling to serve in this capacity, the Executive Committee will make a recommendation, based on current Board needs, for the fifth voting member who must be a current standing Committee/Council Chair. The recommendation will be brought to the full Board for approval.

The Executive Committee shall meet on a regularly scheduled basis established by the Committee. With the exception of those powers expressly reserved to the full BCWDB Workforce Development Board under these bylaws or by law, the Executive Committee may act in all respects for the BCWDB; provided that all actions of the Executive Committee must be subsequently presented to the full Board for ratification. The Executive Committee shall oversee the WIOA and BCWDB budgets and make the final determination of proposals for funding, subject to ratification of the full Board.

Section 3: Standing Committees

The Board shall have permanent Standing Committees with Chairpersons appointed by the Chair annually at the May Board meeting. These Committees shall be:

Executive Committee, whose mission is described above in Section 2 of this Article.

Finance Committee, whose mission shall be budgeting and fiduciary oversight of the BCWDB public grants/funding streams including: Workforce Investment Act Title I (Adult, Dislocated Worker, and Youth), WIOA, Rapid Response, Industry Partnership(s), Incumbent Worker, Department of Human Services, and any other specific grants applied for by or on behalf of the Workforce Development Board. The committee will also ensure appropriate and allowable activities are planned and executed in accordance with each funding stream's inherent policies. The Committee will also be responsible for reviewing budget and financial information contained in proposals received through the Request for Proposal process and making recommendations of awards to the BCWDB. The Finance Committee shall act on behalf of the BCWDB and approve training contracts to be executed in accordance with federal, state, and local legislative and governing policies and intent. The Committee shall also recommend a budget for the BCWDB full Board as well as oversee the organizations Audit.

One-Stop Committee, whose missions shall be to provide programmatic oversight related to common measures and to assist with operational issues relating to the provision of services to all individuals and businesses. The Committee will work to ensure physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff. Specifically related to serving individuals with disabilities or from targeted populations, the Committee will be responsible for ensuring appropriate accommodations and services to aid individuals in finding employment opportunities. Additionally, this Committee will focus on developing effective linkages with employers in the region to support employer utilization of the local workforce development system to meet the needs of employers and support economic growth.

Youth Council, whose mission shall be the development of a comprehensive workforce strategy for youth programs and services. The Council will identify youth programs, develop requests for proposals and make recommendations to the Board on the allocation of funds for youth services. This Council will also oversee the performance of youth programs and services including targeted services to youth with barriers to employment and/or disabilities. Additionally, this Council shall participate in efforts in the local area to develop and implement career pathways by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.

The BCWDB Chair shall appoint Co-Chairs to each committee Membership on the Committees may include: members of the BCWDB who have a special interest or expertise; representatives of agencies with shared goals, contracted provider staff, private industry, and educators (this list is not intended to be all-inclusive).

Section 4: Special Committees

The Chair shall appoint such Special Committees as is deemed necessary to further the objectives of the BCWDB.

ARTICLE V - BCWDB BOARD

Section 1: Frequency of Meetings

The BCWDB Board shall hold regular meetings at a time and place determined by the Executive Committee or Chair. Board Members are expected to give three (3) days advance prior notice if they are unable to attend any Board meeting. Board Members will be afforded a minimum of one-week written notice prior to Board meetings. A general public notice of the meeting will be given in advance of the scheduled meeting, in compliance with applicable laws. Board Members are required to maintain attendance at a minimum of 75% scheduled Board meetings and assigned Committee meetings.

Section 2: Procedures

Board meetings, except as otherwise necessary and permitted by law, will be open and accessible to the public. A quorum of two-fifths (2/5) of the current number of Board Members must be assembled in order to transact business requiring a vote. Minutes will be kept of all BCWDB Board meetings and Committee meetings and will be available to anyone who requests to see them.

To the extent permitted by applicable laws, any action required or permitted to be taken at a meeting of the BCWDB Board may be taken without a meeting if three (3) members of the Executive Committee agree that emergency or immediate action must be taken and if thereafter all the Board Members entitled to vote are polled by the Chair or her/his designee by telephone, email or other such means; provided that, upon achieving a majority vote of the entire Board the action taken will be valid even if some BCWDB Members cannot be contacted. Any action so taken without a meeting shall be communicated in writing to all BCWDB Board Members with a list by name of all Board Members, vote taken, and certification of a reasonable attempt to reach each one; action so taken shall be reported at the next Board meeting.

Section 3: Voting

Upon appointment, each voting Board Member shall be entitled to cast one (1) vote on each issue presented for Board action; provided that the Chair may vote only to make or break a tie vote. Proxies shall not be permitted and no Board Member may designate an individual to vote on his or her behalf. A majority vote of those in attendance at a meeting will prevail. Disputes over the voting authority of any Board Member shall be resolved by the Chair.

Voting shall normally occur by voice vote; provided that any Board Member may request voting by a show of hands, by roll call, or by ballot, which request shall be honored and the resulting vote recorded in official Board Minutes. Electronic and/or teleconferencing voting is permissible and shall only be utilized when timing of meetings and in-person votes will interrupt normal business activities. In the case of electronic vote submission, each Board Member shall receive details of the motion/item to be voted upon via electronic mail. Responses shall be tallied and a quorum of 2/5 of the current Board Members' responses shall be required.

Board Members shall abstain from discussing or voting on any matter before the Board in which the Board Member has an actual or potential conflict of interest, in accordance with applicable laws and regulations and the Conflict of Interest policy described in Article VIII.

Section 4: Committee Voting

A quorum of two fifths (2/5) of the current members of a Committee must be assembled in person in order to transact business requiring a vote. The Chair, serving in ex-officio capacity on each Committee/Council, is entitled to a vote; however, a vote from the Chair is not needed to assemble a quorum.

Only BCWDB Board Members who are in attendance at a Committee meeting may vote thereat and may cast one (1) vote on each issue. Provisos shall not be permitted, and matters shall be decided by a majority vote, with the Chairperson voting only as a deciding vote. Subject to the Conflict of Interest policy described in Article VIII, non-BCWDB Board members may participate fully in Committee deliberations but may not vote.

ARTICLE VI - REMUNERATION

Board Members may incur and receive reimbursement for expenses which are directly related to official BCWDB business such as conference or training registration and travel expenses. Reimbursement shall be subject to formal action by the Executive Committee on the appropriate recommendation presented to it by the Director in advance of the expense.

ARTICLE VII – LIABILITY AND INDEMNIFICATION

Section 1: General Rule A BCWDB Board Member shall not be personally liable for monetary damages as a Board Member for any action taken, or any failure to take any action, unless:

(a) the Board Member has breached or failed to perform the duties of a director in accordance with the standard of conduct contained in Section 5712 of the Pennsylvania Nonprofit Corporation Law of 1988 and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Board Member pursuant to any criminal statute or (b) the liability of a Board Member for the payment of taxes pursuant to local, state or federal law.

Section 2: Indemnification The BCWDB shall indemnify any member, Officer, employee, representative, Committee member or Board Member of the BCWDB who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the BCWDB) by reason of the fact that such person is or was a representative of the corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the BCWDB, and, with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided further, however, in instances of a claim by or in the right of the BCWDB, 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 BCWDB unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the BCWDB is located 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, such person

is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 3: Procedure Unless ordered by a court, any indemnification under Section 2 of this Article or otherwise permitted by law shall be made by the BCWDB only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by the Board by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.

Section 4: Advancement of Expenses Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section 2 above, and may, in any other case, be paid by the BCWDB in advance of the final disposition of such action, suit or proceeding upon receipt of an obligation by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the BCWDB.

Section 5: Continuing Right to Indemnification The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer, employee, Committee member or Board Member of the BCWDB and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6: Other Rights This Article shall not be exclusive of any other right which the BCWDB may have to indemnify any person as a matter of law.

Section 7: Insurance and Other Indemnification:

The BCWDB shall have the power to purchase liability, fidelity and bond insurance covering its Officers, Board Members, staff and others to the extent that the power to do so has been granted by law, and to give other indemnification to the extent not prohibited by law.

ARTICLE VIII - CONFLICT OF INTEREST

Section 1: Purpose The purpose of the conflict of interest provisions in these bylaws is to protect the BCWDB's interest when it is contemplating entering into a transaction or arrangement that may benefit the private interest of an Officer or Board Member, or may result in a possible excess benefit transaction. These provisions are intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Section 2: Definitions.

(a) Interested Person - Any Board Member, Officer or member of a Committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest -A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the BCWDB has a transaction or arrangement,

(2) A compensation arrangement with the BCWDB or with any entity or individual with which the BCWDB has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the BCWDB is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3 (b), a person who has a financial interest may have a conflict of interest only if the Board or appropriate Committee decides that a conflict of interest exists.

Section 3: Procedures

(a) Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or to the members of any Committee that has power delegated to it by the Board to consider the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members or Committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

(1) An interested person may make a presentation at the Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The BCWDB Chair or Committee Chair may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or Committee shall determine whether the BCWDB can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the BCWDB's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

(1) If the Board or Committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings.

The minutes of the Board and all Committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- (a) A Board Member who receives compensation, directly or indirectly, from the BCWDB for services is precluded from voting on matters pertaining to that Member's compensation.
- (b) A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the BCWDB for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the BCWDB, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements.

Each Board Member, Officer and member of a Committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy set forth in these bylaws,
- (b) Has read and understands the policy set forth in these bylaws,
- (c) Has agreed to comply with the policy in these bylaws, and

- (d) Understands that in order for the BCWDB to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Additionally, each board member must complete and submit a Statement of Financial Interest on an annual basis.

Section 7: Periodic Reviews

To ensure the BCWDB operates in a manner consistent with tax exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Executive Committee. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the BCWDB's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further its purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

When conducting the periodic reviews, the BCWDB may use outside advisors, if deemed necessary. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order Revised" shall govern this BCWDB in all cases to which they are applicable and not inconsistent with these Bylaws or applicable Federal and State laws and regulations.

ARTICLE X – AUDITING OF ACCOUNTS

An annual audit or review of the BCWDB's finances shall be conducted by an independent public accounting firm. The annual audit or review shall be coordinated with the corporation's Finance Committee.

ARTICLE XI - ADOPTION AND AMENDMENT TO BY-LAWS

These Bylaws may be amended upon written submittal of the amendment by the Chair, Executive Committee or two or more Board Members, whereupon the proposal shall be distributed to all Board Members at least ten (10) days prior to the meeting at which it is to be considered for adoption. An affirmative vote of two-thirds (2/3) of the total current Board Members shall be required to amend these Bylaws. A Board Member may vote on a Bylaws amendment by written ballot submitted to the Chair prior to the meeting scheduled for such action.

APPROVED & ADOPTED by the Bucks County Workforce Development Board, Inc., effective, December 18, 2019 subject only to certification of the Board by the Commonwealth of Pennsylvania pursuant to its criteria for workforce development board membership statewide.

CHAIR: Dennis Jones

VICE CHAIR: J.P. "Pete" Krauss

ATTEST: _____
SECRETARY-TREASURER: Kenneth Heydt