

BYLAWS

Article I: General

Section 1: Name. This organization shall be known as Northwest Regional Workforce Investment Board, Inc. (the “Corporation”).

Section 2: Non-Stock Corporation. The Corporation is organized pursuant to the Non-stock Corporation Act of the State of Connecticut, Chapter 602 of the Connecticut General Statutes.

Section 3: Authority. The Corporation shall conduct and engage in activities as set forth in: (i) the Workforce Innovation and Opportunity Act, Public Law 113-128, as from time to time amended and applicable federal regulations promulgated thereunder (which Workforce Innovation and Opportunity Act as amended, and applicable regulations are referred to hereinafter collectively as “WIOA”); (ii) Connecticut General Statutes sections 31-3j through 31-3r inclusive and Connecticut Public Act 99-195, both as amended, from time to time, and regulations promulgated under those State statutes (which State statutes and regulations are referred to hereinafter collectively as the “Act”); and (iii) applicable Federal and State guidance and/or policy documents (which Federal and State guidance and policy documents, together with WIOA and the Act, and together with any and all related laws and regulations are referred to hereinafter collectively as the “Workforce Laws”); (iv) any agreements in effect from time to time between the Corporation and the chief elected officials (“CEOs”), of the Northwest Regional local workforce investment area (the “Local Workforce Investment Area”), as designated by the Governor of the State of Connecticut (“Governor”), in accordance with WIOA (the “Agreement”); (v) the agreements among the CEOs of the Local Workforce Investment Area, as they may be amended, supplemented or replaced from time to time (the “CEO Agreements”); and (vi) any

memorandum of agreement among the Corporation, State of Connecticut Department of Labor and the CEOs in effect from time to time (the “Memorandum”).

Section 4: Purpose. The Corporation shall function as the Northwest Regional Workforce Investment Board under WIOA and shall carry out the functions and duties of a local workforce investment board as set forth in the Workforce Laws, including, but not limited to, §106 of WIOA. It shall provide leadership in workforce development by assessing the needs of individuals and employers and integrating regional resources, including employment, education, training and human services, to provide the region with a productive and competitive workforce. It shall provide policy guidance for, and exercise oversight with respect to, activities under the local plan for its Local Workforce Investment Area.

Section 5: Local Workforce Investment Area. The Corporation shall conduct its business in the Local Workforce Investment Area. The Governor may modify the Local Workforce Investment Area from time to time. The Local Workforce Investment Area shall consist of Barkhamsted, Bethlehem, Bethel, Bridgewater, Brookfield, Canaan, Cheshire, Colebrook, Cornwall, Danbury, Goshen, Hartland, Harwinton, Kent, Litchfield, Middlebury, Morris, Newtown, New Fairfield, New Milford, New Hartford, Naugatuck, Norfolk, North Canaan, Prospect, Redding, Ridgefield, Roxbury, Salisbury, Sharon, Sherman, Southbury, Thomaston, Torrington, Warren, Washington, Waterbury, Watertown, Winchester, Wolcott, and Woodbury.

Section 6: Office. The Corporation’s principal office shall be located within the City of Waterbury, County of New Haven and State of Connecticut. The Corporation shall maintain such other offices and facilities as it deems necessary to the pursuit of its purpose.

Article II: Board of Directors

Section 1: Duties of the Board of Directors. The Board of Directors, on behalf of the Corporation, shall fulfill the functions of a local workforce investment board under the Workforce Laws, including but not limited to those duties set forth in WIOA §106, which duties include but are not limited to developing and submitting a local plan for the Local Workforce Investment Area to the Governor, in partnership with the consortium of CEOs of the Local Workforce Investment Area. The Board of Directors shall also establish priorities, and provide policy guidance for, and exercise oversight with respect to, activities under the local plan for the Local Workforce Investment Area. The Board of Directors may engage in such other activities as required by or as necessary and proper to carry out the purposes, duties, and responsibilities of the Corporation under the Workforce Laws, the Agreement, the CEO Agreements, and the Memorandum and may engage in other activities including, but not limited to solicitation and acceptance of contributions and grant funds from any source.

Section 2: Composition of Board of Directors. The Board of Directors shall be comprised of not more than thirty (30) and not less than twenty-four (24) members and shall be comprised of such business representatives and non-business representatives as shall be required by the Workforce Laws and the Agreement, duly appointed to the Board of Directors in accordance with the terms of the CEO Agreements and Section 5 of this Article II.

Section 3: Residence. Members of the Board of Directors shall reside in, and shall be representative of, the municipalities that constitute the Local Workforce Investment Area.

Section 4: Terms of Office. The terms of Directors shall be at the pleasure of the Executive Committee of the CEO Agreement. At each annual meeting commencing with the first annual meeting following the appointment of the initial Directors, Directors shall be appointed to succeed those Directors no longer choosing to serve. Each Director so appointed shall serve until his or her successor has been duly qualified and appointed.

Section 5: Appointment of Directors. Nominations to the Board shall be in accordance with the Workforce Laws, including but not limited to WIOA §106, and the CEO Agreements. Pursuant to the CEO Agreements, the appointments of the private sector members to the Local Workforce Investment Board shall be allocated amongst the Consortium members pursuant to the population-based methodology and each member's municipal population, as is more particularly prescribed in Exhibit A attached herein. This population-based formula shall be based upon the then current federal census data for the member municipalities. The Executive Committee of the Chief Elected Officials shall appoint private sector members to the Board based upon the submission of names for their consideration following a nomination process as required under the Workforce Innovation and Opportunity Act. Private sector members shall be from local business, local business organizations, and trade associations.

Directors appointed to the Board of Directors on or before September 1 of each year shall be eligible to vote for officers at the Board's annual meeting. Appointment to fill vacancies shall be made as soon as is practicable after a vacancy occurs. Any vacancy on the Board of Directors shall be filled in the same manner as the original appointment.

Section 6: Resignation. Any Director who wishes to resign from the Board of Directors shall do so in writing and such resignation shall become effective as of the date set forth in said written resignation. Resignations not specifying an effective date shall be effective upon receipt of such a letter

by the Secretary. Vacancies created by resignation shall be filled in the manner prescribed in Section 5 of this Article II.

Section 7: Removal. (a.) Any Director may be removed for cause by vote of (2/3)-thirds of the members of the Board of Directors present and voting at a meeting called for that purpose at which a quorum is present. Any Director(s) may present a complaint in writing to the Chair, who shall convey said complaint to the Director against whom the complaint was made. The Director complained against shall have opportunity to be heard by the Board of Directors prior to any vote on a resolution for his or her removal. If such complaint is made against the Chair, the Vice Chair shall preside over any meeting of the Board of Directors at which the removal of the Chair is deliberated.

(b.) Directors who are unable to attend to duly called meetings of the Board of Directors may send a designee in her or her stead to any meeting of the Corporation; said designee shall be entitled to vote. If a Director (or designee) is absent for three (3) consecutive regular meetings of the Board of Directors for reasons that the Board deems insufficient, such individual may be removed as a Director of the Corporation by a (2/3)-thirds vote of the Board of Directors. Vacancies created by removal shall be filled in the manner prescribed in Section 5 of this Article II.

Section 8: Mayor of City of Waterbury. For so long as the City of Waterbury is the Grant Recipient for the Northwest Regional Workforce Investment Area, the Mayor of the City of Waterbury shall be a voting member of the Corporation. He or she may send a designee in her or her stead to any meeting of the Corporation; said designee shall be entitled to vote.

Section 9: Ex-Officio Members of the Board of Directors. ADHOC members of the Youth Committee who are not members of the Board of Directors shall be ex-officio, non-voting members of the Board of Directors.

Section 10: Advisory Representatives. Advisory representatives may be appointed from time to time to advise the Board of Directors in areas of special concern.

Article III: Officers

Section 1: Officers. The Board of Directors shall elect a Chair, a Vice-Chair, and a Secretary from among those Directors who are private sector business representative Directors and shall elect a Chief Financial Oversight Officer and such other officers as the Directors from time to time deem appropriate, which officers may be either business representative Directors or non-business representative Directors.

Section 2: Executive Director. The Board of Directors shall appoint an Executive Director who shall report to the Corporation through the Chair. The Executive Director shall keep the Corporation's records, distribute announcements of meetings, disseminate information, and perform such additional duties in furtherance of the stated purposes of the Corporation as the Board of Directors may, from time to time, determine. The Executive Director may be removed at any time, either with or without cause, by majority vote of the Board of Directors.