

**OKALOOSA-WALTON
JOBS AND EDUCATION PARTNERSHIP, INC.**

(Doing Business As)

CAREERSOURCE OKALOOSA WALTON

BY-LAWS

**APPROVED BY
OKALOOSA-WALTON JOBS AND EDUCATION PARTNERSHIP
Revised August 2, 2017**

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BY-LAWS**

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BY-LAWS
(Revised October 2, 2013)

ARTICLE I: NAME

The name of this organization shall be OKALOOSA-WALTON JOBS AND EDUCATION PARTNERSHIP, INC., Doing Business As (DBA) CareerSource Okaloosa Walton, also referred to as CSOW.

ARTICLE II: STATEMENT OF PURPOSE

CareerSource Okaloosa Walton will function as the workforce development organization for Okaloosa and Walton counties. The purpose of this organization is to design, establish, and oversee the workforce development system for the residents and business communities of Okaloosa and Walton counties. As the chartered governing regional board for Okaloosa and Walton counties by the Florida Enterprise Jobs and Education Partnership, and Workforce Florida, Inc. CSOW will operate in accordance with Florida's Government in the Sunshine Law.

CareerSource Okaloosa Walton has specific responsibility as the governing board for federal and state employment and training programs, including, but not limited to the Workforce Florida Act of 1996, Workforce Florida 2000, and the Workforce Innovation and Opportunity Act and any replacement or amended legislation affecting workforce development.

ARTICLE III: BOARD OF DIRECTORS

Section 1: General Powers.

The Business and affairs of the Corporation shall be managed by its Board of Directors

Section 2: Composition of the Board of Directors.

The composition of the Board of Directors will be in accordance with any federal or state legislation governing local workforce development boards and in accordance with the Interlocal Agreement between Okaloosa and Walton Counties.

Future amendments to the provisions of federal or state legislation or the Interlocal Agreement regarding membership requirements for local or regional boards may be implemented without prior amendment to these By-laws.

Section 3: Appointment and Terms of Directors.

Directors shall be appointed to the Board in accordance with the Interlocal Agreement between Okaloosa and Walton Counties and in accordance with any federal or state legislation governing workforce development boards.

Directors shall be appointed for terms of two years except that the initial Board members shall be appointed for staggered terms as provided in the Interlocal Agreement between Okaloosa and Walton Counties. Each Director shall hold office for the term to which he/she is appointed and until a successor has been appointed and qualified or until his/her earlier resignation, removal from office, or death.

Section 4: Vacancies.

Vacancies on the Board will be filled in the same manner as original appointments

Section 5: Regular Meetings.

Regular meetings of the Board of Directors will be held not less frequently than quarterly at a time and place designated by the Board.

Section 6: Special Meetings.

Special meetings of the Board of Directors may be called by the Chair of the Corporation as necessary to conduct the business of the Board. The Chair shall fix the place, time, and date for holding any special meeting of the Board of Directors consistent with the provision of these By-laws.

Section 7: Notice of Meetings

Written notice of regular meetings of the Board shall be sent not less than seven (7) days prior to the scheduled date of the meeting. The Secretary or his/her designee shall have the responsibility for properly noticing all meetings of the Board of Directors.

Special meetings may be called as necessary by the Chair. Notice of special meetings shall be reasonable and necessary based on the circumstances. Telephone and faxed communications may be used to notify Directors of special called meetings.

All meetings of the Board of Directors shall be properly noticed in accordance with Florida's Government-in-the-Sunshine Law.

Section 8: Quorum.

Forty-percent (40%) plus one (1) voting Directors must be in attendance in person or by an electronic means of communication which allows all participating Directors to be heard simultaneously to constitute a quorum for all board meetings. Representatives of Directors shall not be considered in establishing a quorum. No business can be conducted unless a quorum exists.

Section 9: Voting.

All members of the Board of Directors, except ex-officio Directors, shall have the right to vote and to offer motions and to second motions on all issues except where a conflict of interest exists. Each Director has a duty and obligation to disclose any conflict of interest and abstain from voting on any issue where a conflict of interest exists. The abstention from voting and the conflict of interest declaration must be noted and recorded in the official minutes. Approval of any motion requires the affirmative vote of a simple majority of those Directors present and voting for passage unless specified elsewhere in these By-laws.

Proxy voting is not permitted. Persons attending any meeting of the Board of Directors in the absence of and as representatives of Directors may not offer motions or seconds or vote.

Section 10: Minutes

The Secretary or his/her designee shall have responsibility for maintaining accurate minutes of all Board meetings. Copies of all minutes for the preceding meeting shall be sent to all Directors prior to the next scheduled meeting. Minutes will be presented to the Board of Directors by the Secretary for approval.

Minutes of all meetings will be maintained by the designee of the Secretary and made available for public inspection and copying.

Section 11: Replacement of Directors.

The Chair is authorized to request a replacement appointment for any member of the Board of Directors who has voluntarily resigned from the Board or who has been absent for three or more consecutive meetings of the Board. For the purpose of this section, a Director shall not be deemed to be absent if represented by a designee or if present by telephonic communication.

The Chair is authorized to request a replacement appointment for any member of the Board of Directors for cause upon 2/3 vote of those Directors present and voting at a regular or special meeting of the Board at which such matter is included on the agenda. The term "cause" includes violations of the By-laws of CareerSource Okaloosa Walton or any governing federal, state, or local law or rule regulating workforce development-programs.

ARTICLE IV: OFFICERS

Section 1: Number.

The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Chair shall serve as Chairperson of the Board of Directors. The Chair and Vice-Chair shall be representatives of the private sector. All officers must be members of the Board of Directors.

Section 2: Election and Term of Office.

The Officers of the Corporation shall be elected annually at a regularly scheduled meeting of the Board of Directors which has been duly noticed for that purpose. Term of office shall be for a period of one year from July 1 through June 30. Election of officers shall be held at least 15 calendar days prior to the end of the term for current officers.

Section 3: Procedures for Election of Officers.

The Chair shall appoint a nominating committee and its chair to include representatives from both Okaloosa and Walton Counties. The Nominating Committee will present a slate of nominees for the positions of Chair, Vice-Chair, Secretary, Treasurer, and an Executive Committee Member-at-Large from each county. The Secretary or his/her designee will provide written notice of the slate of nominees to the membership of the Board a minimum of seven (7) calendar days prior to the scheduled election.

Section 4: Removal.

Any officer elected or appointed by the Board of Directors may be removed by majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.

Section 5: Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6: Duties of Officers.

(A) Duties of the Chair

The Chair shall be the Chief Executive Officer of the Corporation and preside as Chairperson at all meetings of the Board of Directors and Executive Committee. The Chair shall also serve as the principal representative and spokesperson of the Corporation and the Board of Directors for public information. The Chair shall appoint the chairpersons of all standing committees. The Chair may also appoint ad-hoc committees as necessary to conduct the business of the Board. The Chair shall have such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these By-laws, or as may be assigned from time to time by the Board of Directors.

(B) Duties of the Vice Chair

In the absence of the Chair, the Vice Chair shall preside at all meetings of the Board of Directors and the Executive Committee. The Vice Chair shall represent the Board on those occasions when the Chair is unable to do so. The Vice-Chair shall have such additional powers and duties

specifically conferred by law, by the Articles of Incorporation, by these By-laws, or as may be assigned from time to time by the Board of Directors.

(C) Duties of the Secretary

The Secretary or his/her designee shall record all meetings of the Board of Directors, distribute copies of the minutes in a timely manner and ensure accountability for the maintaining of official files for the Board and shall have the authority to authenticate records of the Corporation. The Secretary will ensure that minutes are available for inspection and copying by the public in accordance with the Florida Public Records Law.

The Secretary or his/her designee will ensure that notices of all meetings are provided to the membership and the public in a timely manner in accordance with the notice of meetings requirements of Florida's Government in-the-Sunshine law. The Secretary shall have such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these By-laws, or as may be assigned from time to time by the Board of Directors.

(D) Duties of the Treasurer

The Treasurer shall oversee the fiscal management and financial reporting functions of the Corporation. The Treasurer shall have such additional powers and duties specifically conferred by the law, by the Articles of Incorporation, by these By-laws, or as may be assigned from time to time by the Board of Directors.

Section 7. Delegation of Duties.

In the absence of or disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate such officer's powers or duties to any other officer or to any other Director for the time being.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1: Membership and Terms.

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and one (1) director member-at-large from each of Okaloosa and Walton Counties. Executive Committee members-at-large shall be elected by the Board of Directors.

Term of office for each elected office shall be for a period of one (1) year from July 1 through June 30 annually. The Chair may serve no more than a total of three (3) years or any term limit that may be legislated by federal or state legislation or policy as set by the Governor's State Policy Board, Workforce Florida, Inc.

Section 2: Power to Act.

The Executive Committee shall have the power to act on behalf of the Board of Directors on all matters between meetings of the Board when time is of the essence. The actions of the Executive Committee are subject to ratification by the full Board of Directors. The Executive Committee shall also have such other powers as authorized by the Board of Directors.

ARTICLE VI: COMMITTEES

Section 1: Appointments.

The Chair of the Board shall appoint the chairpersons for all committees. The chair of the committee, in consultation with the Chair of the Board, shall recommend committee appointments which shall be subject to the approval of the Executive Committee.

Section 2: Standing Committees

The Executive Committee and the Finance and Audit Committee shall be the Standing Committees of the Board. Other committees will be appointed as needed to oversee and conduct the business of the Board. Standing committees will also be appointed as may be required by federal or state legislation or by state policy as set by the Governor’s Policy Board, Workforce Florida, Inc.

(A) Finance and Audit Committee

The Finance and Audit Committee shall have oversight of all fiscal management and operations including budgeting, financial reporting, and audits.

Section 3: Ad-Hoc Committees.

The Chair shall appoint Ad-Hoc Committees as necessary to conduct the business of the Board.

Section 4: Duties of Committee Chairs.

In consultation with the Chair, the committee chair shall recommend committee membership to the Executive Committee for approval.

The chair of each committee or his/her designee shall be responsible for properly noticing the committee meetings and for maintaining minutes of the committee meetings. The chair of the standing and ad-hoc committees shall report to the Executive Committee.

Section 5: Meetings of Committees.

Regular meetings of committees may be held, with proper notice, at such time and at such place as shall from time to time be determined by the Committee Chair. Special meetings of the

committees may be called by the committee Chair upon two (2) days notice to each of the other members of the committee; or on such short notice as may be required by the circumstances. The form and method of notices shall be that as provided for under Section 7 of Article III of these By Laws (pertaining to Notice for Board of Directors Meetings).

All committee meetings shall be properly noticed in accordance with Florida's Government-in-the-Sunshine Law.

Section 6: Quorum.

A majority of the members of a committee must be in attendance in person or by an electronic means of communication which allows all participating members to be heard simultaneously to constitute a quorum for such meeting.

Section 7: Voting.

The vote of a majority of the committee members present at any meeting at which there is a quorum shall be the act of such committee. Proxy voting is not permitted. Persons attending any Committee meeting in the absence of and as representative of Directors may not offer motions or seconds or votes.

Section 8: Minutes of Committees.

The Chair of each committee shall ensure that regular minutes of their proceedings are kept and the same shall be reported to the Board of Directors when required.

ARTICLE VII: AUTHORITY

The Board is authorized to commit funds as necessary to conduct the business of the Corporation.

ARTICLE VIII: CONFLICT OF INTEREST

Each member of the Board of Directors has the responsibility to disclose any conflict of interest on any issue before the Board. A conflict of interest exists when a Director or a member of his/her immediate family stands to gain financially from the action contemplated by the Board or as may otherwise be established by law.

In accordance with legislation, a Director must abstain from voting or offering any motions on any issue where a conflict exists. The conflict and abstention must be noted in the minutes of Board or committee meetings.

Each Director shall be provided annually a copy of the Conflict of Interest policy and shall acknowledge receipt and willingness to comply with the policy standards. Each director shall be expected to complete a Disclosure Statement indicating potential financial sources of conflict of interest.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS

The Corporation shall maintain a policy of Errors and Omissions insurance coverage to provide for the indemnification of the Directors. The Corporation shall and does hereby indemnify any person made a party to an action, suit or proceeding, whether civil or criminal or otherwise, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of Director or Officer of the Corporation, or for any other corporation which he or she served as such at the request of the Corporation, against judgments fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director or officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal or other action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he or she had reasonable ground for belief that such action was unlawful.

The foregoing rights of indemnification shall apply to the heirs and personal representatives of any such Director or officer and shall not be exclusive of other rights to which any provision of the Articles of Incorporation, these bylaws: or any agreement, may otherwise apply.

The Board of Directors shall approve the coverage of such errors and omissions policy on an annual basis.

ARTICLE X: AMENDMENTS

Any portion of these By-laws may be amended, modified, or repealed by an affirmative vote of a majority of those Directors present at a duly scheduled meeting of the Board of Directors. Before any vote can occur on any amendment to the By-laws, notice of the proposed changes in the By-laws must be sent to all Directors with the proper notice of the scheduled meeting.

ARTICLE XI: ENACTMENT PROVISIONS

These By-laws shall become effective upon the affirmative vote of a simple majority of voting members at a duly constituted and properly announced meeting of the Board of Directors.