

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

**(Doing Business As)**

## **CAREERSOURCE OKALOOSA WALTON**

### **BYLAWS**

**APPROVED BY  
OKALOOSA-WALTON JOBS AND EDUCATION PARTNERSHIP  
Revised December 3, 2025**

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

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# **CAREERSOURCE OKALOOSA WALTON BYLAWS**

The provisions herein constitute the Bylaws of CareerSource Okaloosa Walton's Board of Directors, which shall be utilized to govern the management and operation of CareerSource Okaloosa Walton for all purposes prescribed by law.

## **ARTICLE I: NAME, SERVICE AREA, AND OFFICE LOCATION**

### **Section 1 – Name**

The name of the organization shall be **OKALOOSA-WALTON JOBS AND EDUCATION PARTNERSHIP, INC.**, doing business as **CareerSource Okaloosa Walton**, also referred to as **CSOW**.

### **Section 2 - Service Area**

The Counties of Okaloosa and Walton are designated as part of the Local Workforce Development Area (LWDA) for the unincorporated and incorporated areas within the confines of their boundaries.

### **Section 3 – Office Location**

The official office location and mailing address shall be:

**CareerSource Okaloosa Walton**  
**Board of Directors**  
109 8<sup>th</sup> Avenue  
Shalimar, Florida 32579

### **Section 4 – Regional Planning Area**

The workforce boards in an identified planning region work together to formulate a regional plan as an addendum to each of their local plans. Once identified, planning regions will remain in effect if federal and state requirements for planning regions continue to be met. With each submission of the regional plan to the state, the respective workforce board and Chief Local Elected Official(s) will certify that the requirements to be identified as a planning region continue to be met.

### **Section 5 – Boards that comprise the Regional Planning Area - Northwest Florida Workforce Collective**

The Local Workforce Development Areas that comprise the **Northwest Florida Workforce Collective** Regional Planning Area include:

- a. Region 1- CareerSource Escarosa (Escambia and Santa Rosa Counties).
- b. Region 2-CareerSource Okaloosa Walton (Okaloosa and Walton Counties).
- c. Region 3- CareerSource Chipola (Washington, Holmes, Liberty, Jackson, and Calhoun Counties), and
- d. Region 4-CareerSource Gulf Coast (Bay, Gulf, Franklin Counties).

## **ARTICLE II: PURPOSE AND RESPONSIBILITIES OF THE BOARD**

### **Section 1 – Purpose**

CareerSource Okaloosa Walton (CSOW) is established pursuant to the Workforce Innovation and Opportunity Act (WIOA), Section 107, and Florida Statutes Section 445.007. CareerSource Okaloosa Walton sets policy provides strategic and operational oversight and ensures effective governance of the local workforce development system in partnership with the Chief Local Elected Official (CLEO).

As the regional chartered governing Board for Okaloosa and Walton counties CareerSource Okaloosa Walton will operate in accordance with **Florida's Government in the Sunshine Law**.

### **Section 2 – Responsibilities**

CSOW assist in achievement of the State's strategic and operational vision and goals. CSOW maximizes and continues to improve quality of services, customer satisfaction, and the effectiveness of services provided. The complete list of the Board's responsibilities is in Appendix A to the Bylaws and 20 CFR 679.370.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1: General Powers.**

The Business and affairs of the Corporation shall be governed and managed by its Board of Directors appointed by the Chief Elected Official.

The powers of the Board include the authority to hire a qualified executive director and staff to assist in ensuring the functions of the local board are achieved. The executive director and staff shall perform the operational and administrative functions of the Board. The Executive Director's responsibilities include:

- a. Coordinating with the CLEO(s) regarding the identification and nomination of members to the LWDB and ensuring membership is compliant with WIOA and Florida Statutes.

- b. Organizing local board meetings and ensuring meetings are held according to the Boards's bylaws and Florida's sunshine laws.
- c. Providing oversight of the competitive procurement process for procuring or awarding contracts for providers of youth program services, providers of workforce services (if applicable), and the one-stop operator as required in paragraph (i) of 20 CFR 679.370.
- d. Providing copies of all monitoring and audit reports and related materials to the Board members, LWDB chairperson, and CLEO within five business days of receipt.
- e. Developing a budget for activities of the Board.
- f. Negotiating with CLEO and required partners for the Memorandum of Understanding.
- g. Negotiating and reaching agreement on local performance measures with CLEO and FloridaCommerce.
- h. Ensuring the outcomes of local performance measures are provided to the Board members and CLEO no less than semi-annually.
- i. Developing and submitting the local and regional plan.
- j. Certifying the one-stop career centers.
- k. Conducting oversight of the WIOA adult, dislocated worker, youth programs and the entire one-stop delivery system, including development of policies and monitoring the administration of the programs; and
- l. Developing and implementing interim policy on behalf of the Board until it receives the Board's approval.

## **Section 2 – Use of Funds**

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

The Board shall direct the receipt and expenditure of funds in accordance with the approved local plans and budget, and all applicable Federal, State or Local Laws. This shall be done in ways that will most effectively satisfy the labor demand needs of the residents and the business community to enhance the economic well-being of the LWDA.

## **Section 3 - Authority of Board Members**

Members of the board who represent organizations, agencies, or other entities must be individuals with optimum policymaking authority within the organizations, agencies or entities.

## **Section 4 - Composition of the Board of Directors**

The Chief Local Elected Officials (CLEOs) should appoint members to the Board in accordance with WIOA sec. 107(b)(2) and the Interlocal Agreement between Okaloosa and Walton Counties to ensure there is appropriate and equitable representation from all counties included in the local area. The minimum required composition for recruiting, nomination, and appointment to the Board of Directors should include the following considerations:

- a. A majority of the Board members shall represent businesses in the local area, and not less than 20 percent of the members shall be representatives of the workforce within the local area.
- b. The Board shall include representatives of entities administering education and training activities in the local area.
- c. The Board shall include representatives of economic and community development as well as governmental entities serving the local area.
- d. The Board may include other individuals or representatives of entities determined to be appropriate by the CLEO in the local areas.
- e. The composition of the membership must generally reflect the racial, gender, and ethnic diversity of the community.

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 Bylaws. See **Appendix B** for a breakdown of Board composition.

## **Section 5 - Appointment of Board Members**

The CLEO is authorized to appoint the members of the Board who meet the criteria outlined in **Appendix B** to the Bylaws. When a local area includes more than one unit of local government like Okaloosa and Walton Counties, the CLEOs of the units may execute an agreement that specifies the respective roles of the individual CLEOs with regard to:

- a. The selection, appointment, removal or reappointment of the members of the local board from the individuals nominated or recommended to be such members; and
- b. In carrying out any other responsibilities assigned to such officials in accordance with WIOA.

If after a reasonable effort the CLEOs are unable to reach an agreement, the Governor may appoint the members of the local board from individuals nominated or recommended.

All members appointed to the Board must agree to comply with the Florida Government in the Sunshine Law, Conflict of Interest Disclosure, and Financial Disclosure requirements as applicable.

All members are required to complete **New Board Member Orientation** within six months of appointment and **Annual Refresher Training**. New board members completing the orientation are not required to complete the annual refresher training in the same year they become new members.

## **Section 6 - Board Member Recruiting, Vetting and Nominating**

The qualifications of Board members must be documented, align with the requirements of WIOA, and be compliant with all federal and state laws, rules and regulations, and applicable state policies. Documentation supporting the recruitment, vetting and nomination process, including names of nominating organizations and names of all candidates and their qualifications, must be retained for not less than five years.

The members of the Board must represent diverse geographic areas within the local area and must ensure appropriate and equitable representation from all counties included in the local area. The importance of minority and gender representation must be considered when making appointments to the Board.

## **Section 7 - Nomination and Appointment Procedures**

### **1. Vacancies and Nominations**

- a. When a vacancy occurs or is anticipated, the CSOW staff shall notify the appropriate appointing authority and initiate the nomination process.
- b. Business representatives shall be nominated by local business organizations, economic development organizations, or chambers of commerce.
- c. Labor representatives shall be nominated by local labor federations or other employee organizations.
- d. Other required partners shall be nominated by the respective entities as outlined in the Workforce Innovation and Opportunity Act (WIOA).

### **2. Submission and Review**

- a. Nominating organizations shall submit nominations in writing.
- b. CSOW staff shall review nominations for completeness and compliance with WIOA requirements.
- c. Nominations are presented to the Chief Local Elected Official (CLEO).



### **3. Appointment to the Board**

The CLEO review nominations and appoints qualified members to the Board of Directors.

#### **Section 8 - Term of Board Chair**

The Board Chair shall be elected by the members of the Board and must be one of the business representatives on the Board. The chairperson may serve no more than two terms in this position; each term may not exceed two years.

The Board Chair shall hold office for the term to which he/she is appointed and until a successor has been vetted and appointed or until his/her earlier resignation or removal from office.

The chairperson's duties include but are not limited to:

- a. Leading the LWDB to develop a guiding vision that aligns with the state's priorities.
- b. Acting as the lead strategic convener to promote and broker effective relationships between CLEOs and economic development, education, and workforce partners in the local area.
- c. Leading an executive committee to guide the work of the board, and ensure that committees or task forces have necessary leadership and membership to perform the work of the board.
- d. Leading the agenda setting process for the year and guiding meetings, ensuring both tactical and strategic work is completed in all meetings.
- e. Appointing members to the Education and Industry Consortium.
- f. Providing the annual performance review of the LWDB executive director to the CLEO(s) and at least once annually to the LWDB, and upon request of the LWDB; and
- g. Appearing before the state workforce development board (state board) to discuss the performance of the LWDB, upon the request of the state board.

#### **Section 9 - Term of Board Members**

Board members shall be appointed for no more than eight consecutive years, unless a representative of a governmental agency. Service before July 1, 2021, does not count toward the 8-year limitation. Board members are staggered by date and attrition to avoid a large number of board members leaving at one time.

Any member appointed to fill the remaining time of the unexpired term of an outgoing member shall be appointed to only the remaining time of the unexpired term and at the end of the unexpired term may be reinstated by the CLEO for up to eight years.

### **Section 10 - Disqualification or Removal of Board Member**

Any member may be removed from the Board for cause in accordance with procedures established by the Board's Bylaws. In the event a member is removed for cause, CSOW Board will notify the CLEO which appointed the member.

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 Bylaws of CareerSource Okaloosa Walton or any governing federal, state, or local law or rule regulating workforce development programs.

The Governor and CLEO may remove members of Board, and its Executive Director or the designated person responsible for operational and administrative functions for the board for cause.

Cause includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, documented violation of conflict of interest, failure to meet local workforce development board representation requirements, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, or lack of performance.

Board members who no longer hold the position or status that made them eligible appointees must resign or be removed by the Chief Local Elected Officials. Local workforce development board vacancies must be filled within a reasonable amount of time, but no more than 12 months from the vacancy occurrence.

### **Section 11 - Resignation from the Board**

Any member may resign from the Board by given written notice to the Board Chair.

### **Section 12 - Replacement of Board Members.**

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 without any prior coordination. For the purpose of this section, a member shall not be deemed to be absent if represented by a designee or if present by telephonic or virtual communication.

### **Section 13 - Reappointment to the Board**

Previous Board members who were not Disqualified or removed from the Board for cause, may be nominated as a new Board member and appointed by the CLEO as long as they have not served more than eight consecutive years after July 1, 2021.

#### **Section 14 - Vacancies.**

The CLEO will be notified of any open positions on the Board. Open Board positions will be announced primarily at Board meetings, Chambers of Commerce, and Economic Development Council and Association. Vacancies must be filled within a reasonable amount of time, but no more than 12 months from the vacancy occurrence.

#### **Section 15 - 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. Such meetings may be conducted virtually or telephonically, provided they are consistent with applicable State or Federal guidance.

#### **Section 16 - Special or Emergency Meetings.**

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

#### **Section 17 - 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. 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. The Secretary or his/her designee shall have responsibility for properly noticing all meetings of the Board of Directors.

All meetings of the Board of Directors shall be properly noticed in accordance with Florida's Government-in-the-Sunshine Law. The schedule of the meetings will be provided to Board members and the public.

#### **Section 18 - 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 19 - Voting and Conflict of Interest**

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 Bylaws.

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 20 - 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. Minutes will be posted on the CareerSource Okaloosa Walton's website within 15 days after approval by the Board.

# **ARTICLE IV - OFFICERS**

## **Section 1 - Composition**

The officers of the Corporation shall be Chair, Vice Chair, Secretary, Treasurer, Past Chair, and Member-At-Large representing each county, 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 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, Past Chair 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 Bylaws, 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 Bylaws, 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 Bylaws, 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 Bylaws, 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, Past Chair and one director, member-at-large from each of Okaloosa and Walton Counties.

Term of office for each elected office shall be from July 1 through June 30. The Chair may serve up to two two-year terms or a term limit that may be legislated by federal, or state legislation or policy as set by the Governor's State Policy Board, CareerSource Florida.

#### **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 - STANDING 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. The Board Chair shall appoint all members.

## **Section 2 - Finance and Audit Committee**

The Finance and Audit Committee shall be the Standing Committee of the Board. Other committees will be appointed as needed to oversee and conduct the business of the Board.

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

## **Section 3 - Standing Committees**

The Board may designate and direct the activities of standing committees to provide information and to assist the Board in carrying out its required activities, as further prescribed in WIOA sec. 107(b)(4).

## **Section 4 - Ad-Hoc Committees**

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

## **Section 5 - Duties of Committee Chairs.**

In consultation with the Board 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 6 - Meetings of Committees.**

Regular meetings of committees may be held, with proper notice, at such times and at such places 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 notice shall be as provided under Section 16 of Article III of these By Laws (pertaining to Notice of Meetings).

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

## **Section 7 - Consent Agenda**

As soon as practicable following a meeting of the Executive Committee, minutes of the meeting shall be transmitted to Members of the Board of Directors. All actions of the Executive Committee are to be brought before the full board as a consent agenda at their next scheduled meeting, except for items requiring the full Board approval. Consent agenda items are to be distributed to the full board at least 72 hours prior to the board meeting date and time.

### **Section 8 - 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 meetings.

### **Section 9 - 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 10 - Minutes of Committees.**

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

Meeting minutes must be made available publicly on the CSOW website.

## **ARTICLE VII - EDUCATION AND INDUSTRY CONSORTIUM**

### **Section 1 - Authority**

Senate Bill 240, an act relating to education, amended Section 445.007, Florida Statutes, requiring each local workforce development board to create an education and industry consortium composed of representatives of educational entities and businesses in the designated service delivery area.

### **Section 2 - Relationship to the Board**

Education and industry consortiums act as independent advisory groups. Members do not have any direct or implied authority over local workforce development boards, their membership or employees.



### **Section 3 - Board Responsibilities**

The policy requires the Board to create an education and industry consortium composed of representatives of educational entities and businesses in the designated service delivery area. The chair of the local workforce development board shall appoint the consortium members from a list of criteria described in the policy. A member of the Board shall not serve as a member of the consortium.

### **Section 4 - Composition of Consortium Members**

The membership of the education and industry consortium must meet the following requirements:

- (1) Industry representatives** such as Chief Executive Officers or presidents or other executive level staff from the top public and private employers in the local area.
  - (a) Industry representatives should reflect the priority industries in the local area.
  - (b) **Education representatives** such as superintendents, presidents, or other leadership staff from education institutions in the local area that represent both public and private education entities. Such representation should include:
    - i. K-12 education.
    - ii. District technical colleges.
    - iii. State colleges.
    - iv. Universities.
    - v. Other degree or credential granting institutions in the local area

### **Section 5 - Term of Consortium Members**

Consortium members shall be appointed for two-year terms beginning on Jan. 1 of the year of the appointment, and any vacancy on the consortium must be filled for the remainder of the unexpired term in the same manner as the original appointment.

### **Section 6 - Meetings**

Local education and industry consortiums will meet quarterly to discuss both the needs of local businesses and the associated educational offerings in the local areas.

### **Section 7 - Reporting**

The consortium will provide a quarterly report to the Board to inform the Board on programs, services, and partnerships in the service delivery area. Local education and industry consortium reports will be published on the Board's website and made available to the public.

## **ARTICLE VIII - CONFLICT OF INTEREST**

### **Section 1 - General**

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 with 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.

### **Section 2 – Related Party Contract**

All conflicts of interest must be disclosed to the local board in compliance with the procedures in section 112.3143(4), F.S., prior to any vote on a Related Party Contract. Such disclosure, indicating the nature of the conflict, must be made in written form and filed with the Board prior to the meeting in which consideration of the matter will take place.

## **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 Bylaws 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 Bylaws, notice of the proposed changes in the Bylaws must be sent to all Directors with the proper notice of the scheduled meeting.

#### **ARTICLE XI - ENACTMENT PROVISIONS**

These Bylaws 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.

These amended By-Laws were adopted as of December 3, 2025.

**APPROVED BY:**

**CareerSource Okaloosa Walton**

*Michelle Crocker*

**By:**

**Name:**

**Michelle Crocker**

**Title:**

**Chair**

**Date:**

12/16/2025

**APPROVED BY:**

**Chief Elected Official for Okaloosa and Walton Counties**

**By:**

**Name:**

**Title:**

**Date:**



## Functions of the Local Workforce Development Board

**Reference:** 20 Code of Federal Regulations (CFR) 679.370.

***As provided in WIOA sec. 107(d), the LWDB must:***

- (a) Develop and submit a 4-year local plan for the local area, in partnership with the chief elected official and consistent with WIOA sec. 108.
- (b) If the local area is part of a planning region that includes other local areas, develop and submit a regional plan in collaboration with other local areas. If the local area is part of a planning region, the local plan must be submitted as a part of the regional plan.
- (c) Conduct workforce research and regional labor market analysis to include:
  - (1) Analyses and regular updates of economic conditions, needed knowledge and skills, workforce, and workforce development (including education and training) activities to include an analysis of the strengths and weaknesses (including the capacity to provide) of such services to address the identified education and skill needs of the workforce and the employment needs of employers;
  - (2) Assistance to the Governor in developing the statewide workforce and labor market information system under the Wagner-Peyser Act for the region; and
  - (3) Other research, data collection, and analysis related to the workforce needs of the regional economy as the WDB, after receiving input from a wide array of stakeholders, determines to be necessary to carry out its functions
- (d) Convene local workforce development system stakeholders to assist in the development of the local plan under 20 CFR 679.550 and in identifying non-Federal expertise and resources to leverage support for workforce development activities. Such stakeholders may assist the LWDB and standing committees in carrying out convening, brokering, and leveraging functions at the direction of the LWDB.
- (e) Lead efforts to engage with a diverse range of employers and other entities in the region in order to:
  - (1) Promote business representation (particularly representatives with optimum policymaking or hiring authority from employers whose employment

opportunities reflect existing and emerging employment opportunities in the region) on the LWDB.

- (2) Develop effective linkages (including the use of intermediaries) with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities.
  - (3) Ensure that workforce investment activities meet the needs of employers and support economic growth in the region by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and
  - (4) Develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships), that provide the skilled workforce needed by employers in the region, and that expand employment and career advancement opportunities for workforce development system participants in in-demand industry sectors or occupations;
- (f) With representatives of secondary and postsecondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment;
- (g) Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs;
- (h) Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and job seekers, by:
- (1) Facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area.
  - (2) Facilitating access to services provided through the one-stop delivery system involved, including access in remote areas.
  - (3) Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and
  - (4) Leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.

- (l) In partnership with the chief elected official for the local area:
  - (1) Conduct oversight of and develop policies for the youth workforce investment activities authorized under WIOA sec. 129(c); adult and dislocated worker employment and training activities under WIOA secs. 134(c) and (d); and the entire one-stop delivery system in the local area.
  - (2) Ensure the appropriate use and management of the funds provided under WIOA subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and
  - (3) Ensure the appropriate use management, and investment of funds to maximize performance outcomes under WIOA sec. 116.
- (j) Negotiate and reach agreement on local performance indicators with the chief elected official and the Governor.
- (k) Negotiate with CEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with 20 CFR 678.715 of this chapter or must notify the Governor if they fail to reach agreement at the local level and will use a State infrastructure funding mechanism.
- (l) Select the following providers in the local area, and where appropriate terminate such providers in accordance with 2 CFR part 200:
  - (1) Providers of youth workforce investment activities through competitive grants or contracts based on the recommendations of the youth standing committee (if such a committee is established); however, if the LWDB determines there is an insufficient number of eligible training providers in a local area, the LWDB may award contracts on a sole-source basis as per the provisions at WIOA sec. 123(b);
  - (2) Providers of training services consistent with the criteria and information requirements established by the Governor and WIOA sec. 122.
  - (3) Providers of career services through the award of contracts, if the one-stop operator does not provide such services; and
  - (4) One-stop operators in accordance with 20 CFR 678.600 through 20 CFR 678.635 of this chapter.
- (m) In accordance with WIOA sec. 107(d)(10)(E) work with the State to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities;

- (n) Coordinate activities with education and training providers in the local area, including:
  - (1) Reviewing applications to provide adult education and literacy activities under WIOA title II for the local area to determine whether such applications are consistent with the local plan.
  - (2) Making recommendations to the eligible agency to promote alignment with such plan; and
  - (3) Replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination;
- (o) Develop a budget for the activities of the LWDB, with approval of the chief elected official and consistent with the local plan and the duties of the LWDB.
- (p) Assess, on an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.); and
- (q) Certification of one-stop centers in accordance with 20 CFR 678.800 of this chapter.

***An equal opportunity employer/program. Auxiliary aids and services are available upon request to individuals with disabilities. All voice telephone numbers on this document may be reached by persons using TTY/TDD equipment via the Florida Relay Service at 711.***

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***This project is supported by the U.S. Departments of Labor, Health and Human Services, Education, and Agriculture as part of awards totaling \$2,786,072 with 0% financing from non-governmental sources.***



## Minimum Board Membership Representation

Board Membership Representation	Okaloosa County	Walton County	At-Large Okaloosa/Walton Counties	Total Voting Members
<b><u>BUSINESS</u></b>				
• <i>Business Representatives*</i>	8	6	N/A	14
<b><u>ECONOMIC DEVELOPMENT</u></b>				
• Economic Development Organizations	1	1	N/A	2
<b><u>LABOR/APPRENTICESHIPS</u></b>				
• <i>Organized Labor/ Representative of Employees</i>	2	0	N/A	2
• <i>Labor Membership/ Apprenticeship</i>	0	0	**1	0
<b><u>EDUCATION</u></b>				
• <i>Adult Education/ Literacy</i>	0	1	N/A	1
• <i>Institutions of Higher Education</i>	1	1	N/A	2
• <i>Private Education Provider</i>	1	0	N/A	1
<b><u>COMMUNITY DEVELOPMENT - STATE</u></b>				
• <i>State Employment Representative***</i>	0	0	0	0
• <i>Rehabilitation Services</i>	0	0	1	1
<b><u>COMMUNITY DEVELOPMENT - OTHER</u></b>				
• <i>Community Services Block Grant</i>	N/A	N/A	1	1
• <i>Community Based Organization Serving Disabled Individuals</i>	N/A	N/A	1	1
<b>TOTAL VOTING MEMBERS</b>	<b>13</b>	<b>9</b>	<b>**4</b>	<b>25</b>

\* A majority of Board members shall be representatives of business in the local area

\*\*Dual roles, non-voting position

\*\*\* To be appointed by the State of Florida – currently vacant

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\*\*\*\*\*

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SIGNATURE CERTIFICATE



REFERENCE NUMBER  
0C27AB6C-B0C4-413A-BDCB-807975480BD4

TRANSACTION DETAILS	DOCUMENT DETAILS
<b>Reference Number</b> 0C27AB6C-B0C4-413A-BDCB-807975480BD4	<b>Document Name</b> Bylaws 12 03 25 combined
<b>Transaction Type</b> Signature Request	<b>Filename</b> Bylaws_12_03_25_combined.pdf
<b>Sent At</b> 12/16/2025 02:49:36 PM CST	<b>Pages</b> 24 pages
<b>Executed At</b> 12/16/2025 02:56:46 PM CST	<b>Content Type</b> application/pdf
<b>Identity Method</b> email	<b>File Size</b> 448 KB
<b>Distribution Method</b> email	<b>Original Checksum</b> bee04005dbdc34b8fe8ffcc84351f1b4dfb801cde967ee32cc7b7ad22cf39550
<b>Signed Checksum</b> fc749492dd5f675ff9cf8bbad99fd26a1b0c9402a9813ffd8b166ff5ca70712c	
<b>Signer Sequencing</b> Disabled	
<b>Document Passcode</b> Disabled	

SIGNERS

SIGNER	E-SIGNATURE	EVENTS
<b>Name</b> Michelle Crocker	<b>Status</b> signed	<b>Viewed At</b> 12/16/2025 02:55:23 PM CST
<b>Email</b> mcrocker@firstnationgroup.com	<b>Multi-factor Digital Fingerprint Checksum</b> 4f53cda18c2baa0c0354bb5f9a3ecbe5ed12ab4d8e11ba873c2f11161202b945	<b>Identity Authenticated At</b> 12/16/2025 02:56:39 PM CST
<b>Components</b> 2	<b>IP Address</b> 198.233.131.154	<b>Signed At</b> 12/16/2025 02:56:46 PM CST
	<b>Device</b> Chrome via Windows	
	<b>Typed Signature</b> 	
	<b>Signature Reference ID</b> B606A2E3	

AUDITS

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12/16/2025 02:49:36 PM CST	Michelle Crocker (mcrocker@firstnationgroup.com) was emailed a link to sign.
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