



Pasco-Hernando Workforce Board, Inc.

Conference Call Information
Access Number: 1-800-750-4065
Participant Code: 96282794#

July 1, 2011; 9.00 a.m.

Board Meeting – Conference Call

Welcome and call to order Lex Smith, Chair

Agenda

Action Items

- Action Item 1: Contract Extension with the Pasco Economic Development Council Page 1-1
- Action Item 2: Contract Extension with the Greater Hernando Chamber of Commerce (Services) Page 2-1
- Action Item 3: Approval to Renew Contract with The Arc Nature Coast, Inc. Page 3-1
- Action Item 4: Lease Extension with the Greater Hernando Chamber of Commerce Page 4-1
- Action Item 5: Nomination of Scott Morreale..... Page 5-1
- Action Item 6: Revision of Bylaws ** requires 2/3 vote Page 6-1

Public Comments

Adjournment

Next Board Meeting: Thursday, August 18, 2011; Career Central – Spring Hill

3185 Premier Drive, Brooksville, Florida 34604

Phone: 352-593-2222 • Fax: 352-593-2200 • www.CareerCentral.jobs



ACTION ITEM - 1

Contract Extension with the Pasco Economic Development Council (PEDC)

BACKGROUND

The Workforce Florida, Inc. (WFI) Executive Committee took action at the May 13, 2010 meeting to require that any contract exceeding \$25,000 between a regional workforce board and a member of that board that has any relationship with the contracting vendor must be reviewed by the Agency for Workforce Innovation (AWI) and approved by WFI. This requirement extends to any renewal or modification of such contract

PHWB entered an agreement dated July 1, 2010 with the PEDC for the provision of Business and Economic Development Services Activities. The amount of the contract was \$99,321.85 for the period of July 1, 2010 through June 30, 2011.

This contract requires a two-thirds vote of the Board since John Hagen, the President/CEO of the PEDC is also a member of the PHWB.

JUSTIFICATION/REASON

The original agreement contained a provision to renew the contract for two additional one-year contracts. The current manner in which Business Services are conducted is under review, and an RFP will be issued to solicit proposals for those services. The Board staff wishes to extend this contract for a period of ninety (90) days to allow time for the RFP review and selection of providers. The proposed extension is for services through September 30, 2011 in the amount of \$23,360.28.

The following is a synopsis of the services to be provided:

- Community coordination and Outreach to Youth through Pasco County Career Academies and Leadership Pasco Youth Business and Industry Day.
- Presentations to the Professional Placement Network or assistance in recruiting guest speakers.
- Recruitment of sponsors for the State of the Economy/Workforce Event in September 2011.
- Outreach to Pasco County employers by placing the Career Central banner on the PEDC website, weekly E-B lasts, including workforce articles in newsletter as appropriate.
- Obtaining job orders and job placements by referring Pasco County employers.
- Contacts to key accounts to build strong client relationships and ascertain workforce and training needs.
- Conducting a quarterly survey of existing industries to include employment and training trends and needs.
- Entrepreneur classes and programs to aid in the development of business plans.

RECOMMENDATION

Staff recommends extension of the contract with Pasco Economic Development Council for a ninety-day period through September 30, 2011.

ACTION ITEM 2

Contract Extension with the Greater Hernando Chamber of Commerce (GHCCC) for Business Services

BACKGROUND

The Workforce Florida, Inc. (WFI) Executive Committee took action at the May 13, 2010 meeting to require that any contract exceeding \$25,000 between a regional workforce board and a member of that board that has any relationship with the contracting vendor must be reviewed by the Agency for Workforce Innovation (AWI) and approved by WFI. This requirement extends to any renewal or modification of such contract.

The PHWB entered an agreement dated July 1, 2010 with the GHCCC for the provision of Business and Economic Development Services Activities. The amount of the contract was \$99,000.00 for the period of July 1, 2010 through June 30, 2011.

This contract requires a two-thirds vote of the Board since Randy Woodruff, Treasurer of the GHCCC is also a member of the PHWB.

JUSTIFICATION/REASON

The original agreement contained a provision to renew the contract for two additional one-year contracts. The current manner in which Business Services are conducted is under review, and an RFP will be issued to solicit proposals for those services. The Board staff wishes to extend this contract for a period of ninety (90) days to allow time for the RFP review and selection of providers. The proposed extension is for services through September 30, 2011 in the amount of \$21,850.

The following is a synopsis of the services to be provided:

- Community coordination and outreach in Hernando County with organizations and businesses currently partnering with the GHCC.
- Presentations to the Professional Placement Network or assistance in recruiting guest speakers.
- Outreach to Hernando County employers by placing the Career Central banner on the GHCCC website, monthly article or ad in the Business Edge, including PHWB as a presenter at the Annual Honor Student Banquet.
- Obtaining job orders and job placements by referring Hernando County employers.
- Advise PHWB in the development of a business./economic development webpage.
- Conducting a quarterly survey of existing industries to include employment and training trends and needs.
- Entrepreneur classes and programs to aid in the development of business plans.

RECOMMENDATION

Staff recommends extension of the contract with the Greater Hernando Chamber of Commerce for a ninety-day period through September 30, 2011.

ACTION ITEM –3

Approval to Renew Contract with The Arc Nature Coast, Inc.

BACKGROUND

The Workforce Florida, Inc. (WFI) Executive Committee took action at the May 13, 2010 meeting to require that any contract exceeding \$25,000 between a regional workforce board and a member of that board that has any relationship with the contracting vendor must be reviewed by the Agency for Workforce Innovation (AWI) and approved by WFI. This requirement extends to any renewal or modification of such contract

Pasco-Hernando Workforce Board (PHWB) entered an agreement dated September 7, 2010 with The Arc Nature Coast, Inc. for the provision of Education and Outreach Activities to enhance the employment of individuals with disabilities. The amount of the contract was \$30,000.

This contract requires a two-thirds vote of the Board since Mark Barry, the Executive Director of The Arc Nature Coast, Inc. is also a member of PHWB.

JUSTIFICATION/REASON

The original agreement contained a provision to renew the contract for two additional one-year contracts. The Board staff believes this contract enhances the services provided in the One-Stop Centers and should be renewed for an additional year. The ARC Nature Coast, Inc. may bill up to twelve (12) benchmarks of \$2,500 each for a total renewal amount of \$30,000.

The following is a synopsis of the services to be provided:

The Arc Nature Coast will provide education and marketing activities in a consistent and professional manner that will result in increased employment opportunities for individuals with disabilities as well as develop greater diversity in the workforce of participating employers. The Arc Nature Coast will utilize the Success Through Employment Program (STEP) to provide educational and outreach activities that will result in increased employment opportunities while maximizing new sustained placements for individuals with developmental disabilities. This is a collaborative effort of the Arc Nature Coast in Hernando County and The Center for Independence in Pasco County.

An Employment Specialist from both agencies will conduct general education and marketing activities with employers in Hernando and Pasco counties and surrounding areas as a means of increasing employment opportunities for individuals with disabilities. The Arc Nature Coast recognizes that Job Coaches, do not have the time or skill-set necessary to consistently provide general education and marketing to local employers on the value and benefits of diversifying a workforce by employing individuals with disabilities.

Education and marketing activities will include on-site presentations, business mentoring through a

“business partnership network” of participating employers, topical workshops, speaker bureau activities, use of public service information opportunities, etc.

The Employment Specialist, in addition to general employer education and marketing activities, will undertake the referral of individuals, as well as referral receipt from and collaboration with entities that are engaged in the task of employing persons with disabilities, including Career Central, Vocational Rehabilitation, Abilities, The Harbor, Hernando and Pasco County Schools, Developmental Services, Med-Waiver Support Coordinators, etc.

RECOMMENDATION

Staff recommends renewal of the contract with The Arc Nature Coast, Inc. for a one-year period through June 30, 2012.

ACTION ITEM - 4
Extension of Lease with
Greater Hernando County Chamber of Commerce (GHCCC)

BACKGROUND

PHWB entered an agreement dated September 21, 2006 with the GHCCC to lease space at 15588 Aviation Loop Drive. Addendums to the Lease have been executed with the most current being Addendum 4, which would extend the lease from June 30, 2011 thru September 30, 2011.

This contract, totaling \$3,027, requires a two-thirds vote of the Board since Randy Woodruff, Treasurer of the GHCCC, is also a member of the PHWB.

JUSTIFICATION/REASON

The space leased at the GHCCC is for use by our Business Services staff. The current manner in which Business Services are conducted is under review, and an RFP will be issued to solicit proposals for those services. The Board staff wishes to extend this lease for a period of ninety (90) days to allow time for the RFP review and selection of providers.

RECOMMENDATION

Staff recommends extension of the lease of space at the GHCCC for a ninety-day period through September 30, 2011.

ADDENDUM 4 TO LEASE DATED SEPTEMBER 21, 2006

Pasco Hernando Workforce Board Lease Agreement

June 30, 2011 through September 30, 2011

Lease Addendum 4 is to the existing master lease dated September 21, 2006. This lease between the parties will remain in force under the following terms. The space designated as "tenant space", as per the attached floor plan shall be the space occupied by the tenant. (Offices of 15588 Aviation Loop Drive, Brooksville) The common area use is permitted as part of the lease fee, but not calculated as a separate fee. (Training Room, Conference Room, Break Room, Lobby/Reception Area). The flat rate amount for the lease, taxes and insurance shall be \$1024.00 per month to be continued for an additional 92 days past the last day of current lease agreement (June 30, 2011) through September 30, 2011. The lessee (Pasco Hernando Workforce Board) shall be responsible for 23% of the utilities as presented "monthly" by the lessor (the Greater Hernando County Chamber of Commerce). Said expenses shall be payable as additional rent each and every month. Utilities include: water/sewer, garbage, electric, internet service, and janitorial service.

The lessee retains the right to renew each year but, either party can terminate the lease after 60 days from the renewal anniversary date. Each year the rental rate will remain continuous unless either party requests to renegotiate at least 60 days prior to the anniversary date of this addendum.

The lessor (Chamber of Commerce) requests to be named as an additional insured on the lessee (PHWB) insurance policy.

LESSOR:

Greater Hernando County Chamber of Commerce

By: 

Printed Name: Patricia Crowley

LESSEE:

Pasco Hernando Workforce Board

By: 

Printed Name: Jerome Salatiello

ACTION ITEM - 5
Nomination of Scott Morreale – Saint Leo University

INFORMATION:

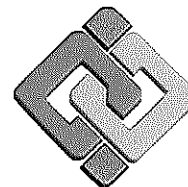
Tamara DiSi has served on the Board, representing Saint Leo University. With a change to her job duties, Ms. DiSi has decided to resign from the Board but has suggested Mr. Scott Morreale as her replacement.

Mr. Morreale has completed the Board Membership Application which was reviewed recently by the Nominating Committee. Mr. Morreale's role at Saint Leo University involves recruiting prospective candidates for their Undergraduate and Graduate programs. His interaction with the local community will be an asset to the Board.

RECOMMENDATION:

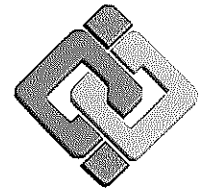
The Nominating Committee Chair recommends the appointment of Scott Morreale to the Board to replace Tamara DiSi.

**PASCO-HERNANDO WORKFORCE BOARD, INC.
APPLICATION FOR BOARD MEMBERSHIP**



Applicant Information		
Applicant Name: SCOTT MORREALE		Contact Number: 813-404-0067
Job Title: ASSISTANT DIRECTOR		Employer/Organization: SAINT LEO UNIVERSITY
Business Address: 33701 STATE ROAD 52		SAINT LEO, FLORIDA 33574
Estimated Annual Revenue: \$124 million		E-Mail: SCOTT.MORREALE@SAINTLEO.EDU
Please choose the industry sector that best fits your business/organization:		
<input type="radio"/> Accounting/Finance <input type="radio"/> Agriculture <input type="radio"/> Arts and Culture <input type="radio"/> Bio Tech <input type="radio"/> Communications <input type="radio"/> Construction	<input checked="" type="radio"/> Education <input type="radio"/> Government <input type="radio"/> Healthcare <input type="radio"/> Hospitality/Tourism <input type="radio"/> Insurance <input type="radio"/> Manufacturing	<input type="radio"/> Social Services <input type="radio"/> Real Estate <input type="radio"/> Retail <input type="radio"/> Utilities <input type="radio"/> Union <input type="radio"/> Wholesale <input type="radio"/> Other _____
Please rank the following skill sets according to your experience level with 1 being the most experience and 11 being the least experience.		
4 <input type="radio"/> Event Planning 8 <input type="radio"/> Finance 7 <input type="radio"/> Fundraising 11 <input type="radio"/> Grant Writing 6 <input type="radio"/> Human Resources 9 <input type="radio"/> Information Technology	10 <input type="radio"/> Legal Matters 3 <input type="radio"/> Public Relations / Marketing 1 <input type="radio"/> Recruitment of Board Members 2 <input type="radio"/> Recruitment of Volunteers 5 <input type="radio"/> Strategic Planning	
<ul style="list-style-type: none"> • Attach a brief summary of why you want to serve on the Pasco-Hernando Workforce Board, Inc., Board of Directors and what you hope to accomplish as a Board Member. • Attach a biography that includes pertinent employment and educational information, as well as information about other activities in which you are engaged, such as serving on other boards, chambers of commerce, hobbies, etc. • Complete the Self-Evaluation on Page 2 of this form. • Return the completed form and attachments to Heather Harter at hharter@CareerCentral.jobs or Fax to 352-593-2202. 		

**PASCO-HERNANDO WORKFORCE BOARD, INC.
SELF-EVALUATION**



Place a checkmark next to each description that applies to you. You may check more than one description.	
<input checked="" type="checkbox"/>	Mission Cheerleader - promotes the organization, creates excitement, sells ideas, brings other people on board, willing to be in the public eye.
<input type="checkbox"/>	Effective Fundraiser - comfortable asking donors; can easily articulate the purpose and mission, understands the dynamics of community giving.
<input type="checkbox"/>	Donor Contacts - deep roots in the community, connected to philanthropic groups, organizations, rich social contacts.
<input type="checkbox"/>	Leadership Giver - has given substantial gifts (\$1,000 or more) to organizations or other like groups.
<input type="checkbox"/>	Government Relations - connected to elected officials, understand governmental relationships, aware of political landscape, strong connection to government agencies.
<input checked="" type="checkbox"/>	Management/ Administration - experienced in organizational management, human resources, non-profit structure.
<input type="checkbox"/>	Business / Finance - connected to banks, auditors; excellent business skills, brings "best practices" to the organization.
<input type="checkbox"/>	Legal Expertise - either a lawyer or knowledgeable in legal matters and law making processes.
<input checked="" type="checkbox"/>	Decision Maker - able to make major decisions for their organization.
<input checked="" type="checkbox"/>	Major Funding Partner - employed by a company which gives \$1,000.00 or more yearly to a similar organization.
<input checked="" type="checkbox"/>	Impact Area - experienced in aspects of priority impact areas: education, income, employment, and/or health.

Scott Morreale
Saint Leo University
Office: (352) 588-7452
Cell: (813) 404-0067
scott.morreale@saintleo.edu

Employment:

Assistant Director of Graduate Admission
Saint Leo University
2011 to Present

Director of Personnel Development
Finish Line, Inc.
1994-2010

Education:

Bachelor of Science, Canisius College (Buffalo, NY)
MBA Candidate, Saint Leo University (Saint Leo, FL)

Board Member/Organizations:

1. Wesley Chapel Chamber of Commerce
2. Rotary Club of Ybor City
3. Tampa Bay Higher Education Alliance (TBHEA)
4. Society of Human Resource Managers (SHRM)
5. HR Tampa
6. West shore Alliance
7. Leadership Tampa

Personal Interests:

1. Golf
2. Running
3. Weight Training
4. Baseball/Football

Summary:

Being allowed to serve on the Pasco/Hernando Workforce Board gives me a unique opportunity to serve my Pasco County community, of which I have been a part of since purchasing my home in 2005. In 1997 I moved to Florida for an employment advancement opportunity and have called the Greater Tampa area my home for over 14 years.

In my previous professional experience as Director of Personnel Development, I had a unique opportunity as a Leadership Development Professional with over 15 years of experience to provide strategic talent management to a billion-dollar, publicly held corporation. My specialized expertise was in the areas of Organizational Development, Targeted Employment Selection, Leadership Improvement, and Motivational Public Speaking.

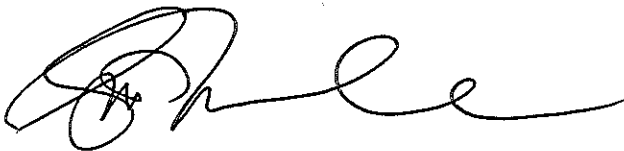
I was consistently recognized for a unique ability to forge professional relationships that provide respectful feedback, inspired maximum performance, and increased loyalty-based retention.

In my new opportunity as a Director within the Admission department at Saint Leo University, I will be allowed to utilize transferable skills from my previous career to assist me in developing a dedicated department responsible for recruitment of prospective candidates for degrees in both our Undergraduate and Graduate Programs.

It would be my pleasure to serve on the board on behalf of Saint Leo University, and the community I am so very proud to be a part of.

Thank you in advance for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'Scott Morreale', with a stylized initial 'SM' at the beginning.

Scott Morreale

ACTION ITEM - 6
Revision to Bylaws

BACKGROUND:

The current Bylaws were put into effect as of Feb. 18, 2010. Recent changes to the State law as well as required compliance with Federal law and regulations prompted a meeting of the Bylaws Committee who have suggested the following changes seen below.

JUSTIFICATION/REASON:

Following the recent Florida Legislative session which concluded in May 2011, certain State-imposed laws governing the structure and operation of workforce boards was removed. This caused a reviewed of the existing Bylaws to determine what revisions should be made in order to maintain compliance. The changes from the Legislative session include:

- Removal of the 2/3 vote requirement of the entire board (except when the item involves a contract with an organization or individual represented on the Board). See page 3 of 9.
- Removal of certain areas no longer having mandated representation on the boards:
 - a representative from a nonpublic postsecondary educational institution that is an authorized training account provider
 - a representative from a nonpublic postsecondary educational institution individual training account provider
 - three representatives of organized labor

With the State-imposed requirements removed, the structure of workforce boards defaults back to the applicable Federal guidelines. Guidance was sought from our Board Attorney Al Torrence in the modification to the existing Bylaws to produce the revised Bylaws.

Suggested changes from the Bylaws Committee include changing the number of Board of Directors from 33 to a minimum of 25, see page 2 of 9; the requirement of the Chair and Vice Chair to alternate between counties is now a recommendation, see page 4 of 9; the structure of the Executive Committee is now redefined, see page 5 of 9; the establishment of a Youth Committee is added per Federal guidelines, see page 6 of 9; and the removal of a Nominating Committee as a standing committee.

RECOMMENDATION:

Staff recommends approval of the revised Bylaws.

NOTE: Underline = new wording. **Highlight** = for discussion

**BYLAWS OF
PASCO-HERNANDO WORKFORCE BOARD, INC.**

ARTICLE I. PURPOSE AND POWERS

Section 1. Purposes. The purposes of this Corporation are as follows:

- (A) The Pasco-Hernando Workforce Board, Inc. shall be hereafter referred to as “The Board.” The Board was formed in response to the Workforce Investment Act of 1998 (Public Law 105-220), Florida’s welfare reform initiative titled the “Work and Gain Economic Self-Sufficiency Act (WAGES), and an Interlocal Agreement between Pasco and Hernando Counties
- (B) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt.
- (C) The duties and responsibilities of The Board include:
 - 1. Developing and evaluating the region’s strategic workforce development plan and its subsequent implementation.
 - 2. Reporting to the Board of Directors of Workforce Florida, Inc. as required, regarding its functions, duties and responsibilities.
 - 3. Soliciting, accepting, receiving, investing and expending funds from any public or private source.
 - 4. Contracting with public and private entities as necessary to further the directives of the workforce development strategy.
 - 5. Approving an annual budget.
 - 6. Overseeing and monitoring activities under its jurisdiction in accordance with the Workforce Investment Act of 1998, the Florida Workforce Innovation Act of 2000 and any subsequent enabling legislation.

Section 2. Prohibited Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, The Board shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE II. MEMBERS

The Corporation shall have no members and shall be governed by the Board of Directors.

ARTICLE III. DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2. Composition and Number. The Board shall be comprised of directors who are appointed by the respective County Commissions of Pasco and Hernando County as set forth in the Workforce Investment Act [29 USC §2832(b)], Florida Workforce Innovation Act of 2000 (F.S. §445.007) and the Interlocal Agreements between the respective Commissions as they exist from time to time. This Corporation shall have a minimum of 25 directors which shall be its fixed number until changed by resolution of the Board. 51% of the Board members shall be representatives of businesses and industries in the Region. The categories of representation required by the foregoing Statutes and Agreements include the following:

- (A) Representatives of local educational entities, including the local school boards, entities providing adult education and literacy activities, post secondary educational institutions (which shall include representatives of community colleges); and
- (B) Representatives of economic development agencies, including private sector economic development agencies; and
- (C) Representatives from each mandatory one-stop partner; and
- (D) Representatives of labor organizations; and
- (E) Representatives of Community-based organizations (including organizations representing individuals with disabilities and veterans); and
- (F) Representatives of business in the local area who are owners or chief operating officers representing businesses that reflect the employment opportunities in the Region; and
- (G) The Chair of the Pasco and Hernando County Commissions, or their designee, who shall be an elected commissioner.

Section 3. Election and Term. Directors appointed by the respective County Commissions shall be confirmed by The Board and shall hold office for a term of four (4) years running from the date of appointment, and until a successor shall have been elected and qualified or until an earlier resignation, removal from office or death. Directors are eligible to serve for three consecutive four

BYLAWS
PASCO-HERNANDO WORKFORCE BOARD, INC.

year terms and shall be required to have a break-in-service of one year before again becoming eligible for appointment to the Board. The terms of Directors serving at the time these Bylaws are adopted shall not count against their three term limit. A Board member shall be entitled to complete an appointed term regardless of whether he or she continues to meet the condition or classification under which first appointed unless removed earlier by the appointing Commission.

Section 4. Board Membership. A member who resigns, or is removed by an appointing County Commission, or otherwise fails to serve shall be replaced by an appointment of the responsible County Commission. The Executive Committee of The Board may make recommendations to the respective County Commissions on Board replacements.

Section 5. Quorum and Voting. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a different number is specified in these bylaws. Provided, however, that approval of a contract with an organization or individual represented on the Board of Directors shall require approval by a two-thirds vote of the Directors present, a quorum having been established, and the Board member who could benefit financially from the transaction must abstain from voting on the contract.

Section 6. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held on dates designated by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by personal delivery, regular mail, e-mail or facsimile transmission at least two days before the meeting.

- (A) Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- (B) Meetings of the Board of Directors other than those regularly scheduled may be called by the Chair of the Board or by any five (5) Directors.
- (C) Members of the Board of Directors may participate in a meeting of such Board by means of a conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute the presence in person at a meeting.

Section 7. Annual Meetings. The annual meeting of the Board of Directors shall be the last regularly schedule Board meeting for each Program Year.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of The Board shall consist of a Board Chair, a Vice-Chair, a **Secretary** and a Treasurer, each of whom shall be elected by the Board of Directors to serve terms of two (2) years. Elections shall be held at the annual meeting of the Board of Directors, and officers shall serve until their successors are chosen and qualified. The Chair and Vice-Chair shall be elected from the business and industry (private sector) Board members. It is the intention of the Board, but not a requirement of these bylaws, that the offices of Chair and Vice-Chair be alternated between Pasco and Hernando County where practical. Such other officers and assistant officers and agents as may be deemed necessary may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. The failure to elect a Board Chair, a Vice Chair, **Secretary** or Treasurer shall not affect the existence of The Board.

Section 2. Duties. The officers of this Corporation shall have the following duties:

- (A) The Chair shall preside at all meetings of the Board of Directors and meetings of the Executive Committee. The Vice-Chair shall ascend to the position of Chair and complete the term of a Chair unable to complete his or her term of office. In no event shall the Chair serve for more than two terms of two years each.
- (B) The Vice-Chair shall, in the absence of the Chair, or in the event of the Chair's death or inability or refusal to act, perform the duties of the Chair and, when so acting, shall act with all of the powers of and be subject to all of the restrictions on, the Chair. The Vice-Chair shall perform such other duties as may be assigned, from time to time, by the Chair or the Board of Directors. A Vice-Chair who succeeds to the office of Board Chair during the term of a Chair shall be eligible to serve a subsequent full term as Board Chair.
- (C) The **Secretary** shall have custody of, and maintain all of the corporate records except the financial records; shall record the minutes of all meetings of the Board of Directors, send all notices of meetings out, and perform such other duties as may be prescribed by the Board of Directors or the Chair. The **Secretary** shall have authority to delegate to staff duties relating to public notice, recording and keeping minutes of meetings and security of records.
- (D) The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings and whenever else required by the Board of Directors or the Chair, and shall perform such other duties as may be prescribed by the Board of Directors or the Chair. The **Secretary** shall have authority to delegate to staff duties relating to finance.

Section 3. Chief Executive Officer. The Chief Executive Officer shall be employed by the Board of Directors to manage and supervise the day to day operation and administration of The Board. The Chief Executive Officer shall be responsible to the Board of Directors and shall act on its behalf in the conduct of The Board's business. The Chief Executive Officer shall have such additional duties

and responsibilities as may be designated by the Board of Directors.

Section 4. Staff. The Chief Executive Officer shall be responsible for the employment of all other members of the staff in accordance with the policies and procedures set forth by the Board of Directors, and as specified in adopted policies and procedures and shall designate their duties and have general supervision of their work.

Section 5. Removal of Officers. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

- (A) Any vacancy, however occurring, in any office may be filled by the Board of Directors.
- (B) Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 6. Staff. The Chief Executive Officer shall be an ex-officio member of all committees of the Board.

ARTICLE V: COMMITTEES

The Board shall have the standing committees identified below. In addition, the Chair may appoint ad hoc committees for specific purposes. Standing committees shall serve for one (1) year. Ad hoc committees will serve until their purpose has been accomplished. The Chair shall appoint all committee Chairs and committee members.

Section 1. Executive Committee.

- (A) The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and not more than four additional members nominated by the Chair and confirmed by vote of a majority of a quorum of Directors at any regular or special meeting.
- (B) During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of The Board in all cases in which specific directions shall not have been given by the Board of Directors.
- (C) All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action.

- (D) The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules, and it shall also meet at the call of its Chair or of any member of the Committee.

Section 2. Audit and Finance.

- (A) Composition. It shall be composed of not less than five (5) directors appointed annually by the Chair and shall be representative of all counties in the Region.
- (B) Duties.
1. It shall serve as a direct communication link between the independent audit firm and The Board.
 2. The committee shall engage in audit planning, monitor the progress of the annual audit, maintenance and investment of Company retirements plans and shall be responsible for financial reporting oversight.
- (C) Meetings. Meetings shall be held as often as is necessary to discharge the duties of the committee.

Section 3. Legislative Advisory.

- (A) Composition. It shall be composed of not less than four (4) directors appointed annually by the Chair and shall be representative of all counties in the Region.
- (B) Duties. The Committee shall provide options and implications for the consideration of the Board of Directors regarding long term legislative and regulatory effects to be achieved by The Board.

Section 4. Youth Council.

(A) The Chair in cooperation with the Chief Elected Official of Pasco and Hernando County shall appoint a Youth Council consisting of six members composed of representatives of the Board of Directors having a special interest or expertise in youth policy; representatives of youth service agencies including juvenile justice and local law enforcement agencies; representatives of local public housing authorities; parents of eligible youth seeking assistance; individuals and representatives of organizations with experience relating to youth activity and representatives of the Job Corps, as appropriate.

(B) Youth Council members who are not members of the Board shall nonetheless be voting members of the Council, but shall not become voting members of the Board unless otherwise so appointed.

(C) The duties of the Council shall include:

1. Developing the portions of the local plan relating to eligible youth, as determined by the Chair of the Board;

2. Subject to Board approval and consistent with 29 USC §2843, recommending eligible providers of youth activities, to be awarded grants or contracts on a competitive basis by the Board to carry out youth activities and conducting oversight with respect to the eligible providers of youth activities;

3. Coordinating youth activities authorized under 29 USC §2854 in the local area; and

4. Such other duties as are assigned by the Chair.

ARTICLE VI. BOOKS AND RECORDS

Section 1. The Board shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees of Directors.

Section 2. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. The fiscal year of The Board shall begin on July 1 and end on June 30th of the following calendar year.

ARTICLE VII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the year of incorporation.

ARTICLE VIII. COMPENSATION

Neither Directors nor officers shall receive any salary or compensation for their services, other than reimbursement for actual out of pocket expenses incurred in the performance of their duties. No part of the Corporation net earnings shall inure to the benefit of any director, staff, private individual, Corporation or other entity.

ARTICLE IX. EXECUTION OF INSTRUMENTS

Section 1. Checks. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by those officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, Conveyances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president of any vice president, and the secretary or assistant secretary, may execute the same in the name and behalf of the Corporation and may affix the corporate seal to the document. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

Section 3. If The Board proposes to enter into a contract with an organization or individual represented on the Board of Directors, the contract must be approved by a two-thirds vote of the entire Board, and the member who could benefit financially from the transaction must abstain from voting on the contract in accordance with F.S. §445.007(1).

ARTICLE X. CODE OF CONDUCT AND ETHICS

Section 1. All meetings of The Board, its committees and between members shall comply with the Florida Government in the Sunshine Act and the Public Records Act.

Section 2. Upon discovery of an actual or potential conflict of interest, a member of the Board of Directors or Officer shall promptly file a written statement of disqualification and shall withdraw from any further participation in the transaction involved. No member of the Board of Directors shall cast a vote on any matter on which he or she has a conflict of interest as defined by federal or state law.

Section 3. All actions taken by The Board shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status, disability or handicap, or other reason prohibited under applicable law.

ARTICLE XI. INDEMNIFICATION

The Board of Directors may by resolution indemnify any person 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, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith with the care of an ordinarily prudent person in a similar position and in a manner he or she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. This obligation shall not extend to any

BYLAWS
PASCO-HERNANDO WORKFORCE BOARD, INC.

claim, issue, or matter as to which such person derived an improper personal benefit, directly or indirectly; or as to which such person's actions constituted recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE XII. AMENDMENT

These Bylaws may be replaced or amended by a vote of two-thirds (2/3) of a quorum of the Board of Directors.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order as Revised, except for the rules of Disciplinary Proceedings, shall govern the Board of Directors, officers and chair of various committees, in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws in effect of the State of Florida.

EFFECTIVE DATE: _____, 2011.

Adopted by the Board of Directors at its
meeting on _____, 2011.

Secretary

S:\Clients\Pasco Hernando Workforce Board, Inc\Workforce ByLaw Project\Workforce proposed bylaws 6-6-11.doc