

**By-Laws
and
Code of Conduct**

**Fulton, Montgomery, and Schoharie Counties
Workforce Development Board, Inc.**

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Article I: Name and Authority

Section 1: Name. The Fulton, Montgomery, and Schoharie Counties Workforce Development Board, Inc., hereinafter referred to as FMS WDB, Inc., is a 501 (c) 3 not-for-profit corporation created to carry out and administer workforce related programs as determined by the Board of Directors.

Section II: Authority. The FMS WDB, Inc. Board of Directors is governed by the By-Laws as established as a non-for-profit corporation under 501 (c) 3. The FMS WDB, Inc. is also the mandatory Fulton, Montgomery, and Schoharie Counties Workforce Development Board (Local Workforce Development Board, LWDB) pursuant to Section 107 of the Workforce Innovation and Opportunity Act (WIOA) with duties and responsibilities as outlined in the Chief Local Elected Officials Agreement between the counties of Fulton, Montgomery, and Schoharie approved by acts of the legislatures of all three counties in April, May and June, 2015 and updated and voted upon annually. The CLEO agreement is in effect annually from July 1 to June 30.

Section III: Location. The office of the Corporation shall be located within the county of Fulton, Montgomery, or Schoharie, State of New York, as the Board may direct.

Section IV: Provisions under the Chief Local Elected Officials Agreement for the FMS WDB, Inc. to Operate in Multiple Roles under WIOA.

A. Designation as the Local Fiscal Agent: The CLEOs designate FMS WDB, Inc. to serve as the Local Fiscal Agent for related and necessary activities under WIOA which are limited to accounting and funds management functions (rather than policy or service delivery). FMS WDB, Inc. may contract out some or all of the duties of the Fiscal Agent, but in either case shall remain responsible to the CLEOs for those functions.

B. Employing Local Workforce Development Board (LWDB) Staff:
The CLEOs authorize the FMS WDB, Inc. to employ LWDB staff, including the position of LWDB Executive Director, to provide LWDB support for planning, guidance, monitoring, support, oversight, and regulation, to ensure a high quality workforce development system.

C. Internal Controls to Prevent Conflict of Interest:
The CLEOs, the LWDB and FMS WDB, Inc. agree that policies related to WIOA; resolutions for expenditures of WIOA funds; and actions impacting WIOA performance or fiscal integrity, will be vetted by the LWDB Executive Director and FMS WDB, Inc. staff responsible for the fiscal agent function. This vetting process provides the needed

organizational firewalls to prevent conflict of interest between LWDB functions, LWDB staff functions, Fiscal Agent functions and other operations of FMS WDB, Inc.

Article II: Purpose and Function

The purpose and function of the FMS WDB, Inc. shall be to promote a partnership with local, regional, state, and national workforce, education, and economic development partners to improve the economic wellbeing of residents and create a vibrant business climate by providing a quality workforce for business and employment opportunities emphasizing self-sufficiency for residents. The FMS WDB, Inc. also serves as the mandatory Fulton, Montgomery, and Schoharie Counties Workforce Development Board (LWDB) in compliance with the Workforce Innovation and Opportunity Act (WIOA).

The responsibilities of the FMS WDB, Inc. include but are not limited to:

- A. Providing policy guidance and exercise oversight of activities under the Workforce Innovation and Opportunity Act for the Workforce Development Area in partnership with the units of local government, partner agencies, and businesses.
- B. Working to increase the involvement of the business community and economic development in the Workforce Development System.
- C. Working to increase private sector employment opportunities for the residents of the three counties.
- D. Creating a system that offers universal access and customer choice for all job-seekers and employers, while following a priority of service as outlined under WIOA.
- E. Reviewing plans and making recommendations to the Governor and other state/federal agencies as required.
- F. Fostering cooperation and coordination between the FMS WDB, Inc. and other groups or organizations with similar employment and training goals.
- G. Preparing and submitting such reports and/or plans that may be required by NYSDOL, USDOL, and other funding entities.

The FMS WDB, Inc. may determine the best and most appropriate ways of handling administrative and fiscal responsibilities and may subcontract some or any of these functions upon execution of appropriate agreements.

The FMS WDB, Inc. shall consider and, if advisable, apply for grants and/or implement other programs that may enhance its overall goal assisting businesses in building a skilled workforce and of increasing employment and employment possibilities within its service delivery area. In

doing so, FMS WDB, Inc. may enter strategic partnerships with other agencies and entities to achieve such goals in an effective manner.

Article III: Membership and Composition

Section 1: Membership and Composition. Membership and Composition of the FMS WDB, Inc., hereinafter referred to as the FMS WDB, Inc. Board of Directors, shall include and be composed of a maximum of 27 voting members, to be appointed equally (one-third each) by the Chief Local Elected Official (CLEO) of each county by resolution of the county legislative body. Membership nomination and appointment will follow requirements under WIOA Section 107 (b) (2).

- A. Election of a Chairperson and Vice Chairperson who must be business representatives;
- B. A majority of the members must be business representatives;
- C. 20% of the members must be workforce representatives (which must include two organized labor representatives and one apprenticeship representative; and may include representatives from Community Based Organizations and organizations with experience serving youth);
- D. One Title III Wagner-Peyser representative;
- E. One Title II Adult Education and Literacy representative;
- F. One Higher Education representative;
- G. One Economic and Community Development representative; and
- H. One Title IV Vocational Rehabilitation representative.

The Chief Local Elected Official (CLEO) from each county or his/her designee may serve as an ex-officio, non-voting member of the FMS WDB, Inc. If there is a designee, the CLEO will notify the Board in writing as to the identity of that designee.

Section 2: Representation of Membership. A simple majority of the appointed members shall be representatives of business from that county. The remaining membership shall be appointed from the public, not-for-profit or community sectors as required in WIOA, representation formula to be agreed upon by the CLEOs.

Business Members shall be owners, chief executives, or chief operating officers of their private business or shall have substantial management and policy responsibilities within their respective

organizations. All private sector members must reside in or have their principal place of business in the counties of Fulton, Montgomery, and/or Schoharie Counties.

Section 3: Decrease/Increase of Membership. The composition of the membership may be changed in the same manner as an amendment to the By-Laws, with the stipulation that the CLEOs must approve the change in the membership. (Any change in membership must meet the requirements of the WIOA Legislation.)

Section 4: Term of Membership (Tenure). Members are to be appointed equally (one-third each) by the Chief Local Elected Official (CLEO) of each county by resolution of the county legislative body. Membership nomination and appointment will follow requirements under WIOA Section 107 (b) (2).

A “term” shall be a period of three years. When the Board was first established, appointments were made for a period of one (1) year, two (2) years, or three (3) years. The Board was appointed on a “staggered-term” basis, so that insofar as is possible, one-third of the Board would be appointed each year. Each member was to serve a term of 1, 2, or 3 years that would be determined by the appointing CLEO. A Board member shall hold office until his or her successor has been appointed and qualified. If a Board member resigns, his or her successor shall be appointed to fill the unexpired period of the term.

Upon expiration of a member’s term, that member, at the discretion of the CLEO, may be reappointed by the CLEO to another designated term. The Board shall maintain an updated list of the current Board members and the expiration dates of their terms for the use of the appointing official.

Section 5: Resignation of Member. Resignation by a member from the FMS WDB, Inc. Board of Directors shall be tendered in writing to the Board’s Executive Director. The Executive Director will send a copy to the FMS WDB, Inc. Chairperson and to the appointing CLEO. Should a Board member state orally his or her resignation, but fails to deliver a written resignation, a certified letter shall be sent to the Board Member by the Executive Director confirming the resignation to take effect ten days following the delivery of the confirming letter, and the Chairperson and the CLEO will be notified.

Section 6: Conditions for Filling Membership Vacancy. The resulting vacancy created by a member’s resignation shall be filled by the appointing CLEO or his/her designee or successor from the appropriate appointing county. All appointments to fill a membership vacancy shall abide by and maintain the business majority. Non-business vacancies must be filled by representatives of the public organizations as outlined in the original *agreement between the three counties*. The Executive Director will also contact the CLEO of each county on a monthly

basis advising him/her of any new vacancies to be filled. As a part of this notification, the Executive Director will notify the said CLEO whether the vacancy was from a member representing business, or public, not-for-profit, or community sectors including, but not limited to, such organizations as organized labor, veterans, educational institutions, rehabilitation agencies, community-based organizations, economic development agencies, and the public employment service.

Section 7: Removal of Member. The CLEO of the county from which the member was appointed may remove any member of the Board of Directors for just cause. Just cause may include absence from three consecutive meetings, violation of conflict of interest requirements, or any other reason agreed to within the local area. The Board may vote to recommend that the CLEO remove a Board member. Before any member is recommended for removal, the Board Membership and Orientation Committee will contact and attempt to meet with the member to resolve issues leading to the proposed removal of the member.

Section 8: Compensation for the Board of Directors. Members shall serve without compensation, however nothing in this section shall prohibit reimbursement of a member for reasonable expenses incurred during the course of Board activities as approved by the Executive Director and subject to the availability of funds in the Board Budget. Requests for reimbursement of expenses shall be approved by the Executive Director in accordance with the Fiscal Policy adopted by the Board of Directors, and shall be subject to the availability of funds and limitations imposed by granting authorities. For travel to pre-approved conferences, Board Members will be reimbursed based on submission of a completed and signed Travel Reimbursement Form with original receipts as indicated below. Board Members will be reimbursed at the federal rate for per diem meals. Mileage will also be reimbursed at the federal rate. Receipts are not necessary for per diem and mileage. Board Members will be reimbursed for hotels at the full rate plus any taxes not covered by the FMS WDB, Inc.'s New York State lodging tax exemption with an original receipt. Miscellaneous expenses such as parking and taxis will also be reimbursed with original receipts.

Article IV: Board Committees

The following Committees shall be established by the Board:

- Executive Committee
- Accountability and Return on Investment Committee
- Board Membership and Orientation Committee
- Business Services and Employer Engagement Committee

- Workforce Systems Oversight Committee
- WIOA Partners Committee
- Ad Hoc Committees, as needed

Section 1: Executive Committee and Officer Positions. The FMS WDB, Inc. shall have the following officers who shall comprise the FMS WDB, Inc. Executive Committee: one Chairperson (from business), one Vice Chairperson (from business), one Secretary, the immediate past Chairperson, and three Executive Committee members-at-large. The members-at-large shall be elected by the majority of the Board, and shall be, possible, include one member from each of the three counties.

Qualification, Election, Duties, and Term of Chairperson. The Chairperson must be a full-time representative from the business membership and elected on a yearly basis. The Chairperson shall be elected by the Board at its annual meeting and shall hold office until expiration of the term for which he/she is elected, and until his/her successor has been elected. The Chairperson's function shall include, but not be limited to, the following:

- Limited to three consecutive one-year terms.
- Preside at all meetings of the FMS WDB, Inc. Board of Directors.
- Sign official documents and correspondence authorized by the FMS WDB, Inc. Board of Directors that has not been delegated to the Executive Director of the Board.
- Perform all duties incident to the office and such other duties as may be prescribed by the FMS WDB, Inc. Board of Directors from time to time.

Qualifications, Election, and Duties, and Term of Vice-Chairperson. The Vice-Chairperson shall be elected from the general business membership of the Board of Directors on a yearly basis. At the annual meeting of the FMS WDB, Inc. Board of Directors, the Vice-Chairperson shall be elected to hold office until expiration of the term for which he/she is elected, and until his/her successor has been elected. In the absence of the Chairperson or in the event of his/her inability to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such duties as may be assigned by the FMS WDB, Inc. Board of Directors.

Qualifications, Election, Duties, and Term of the Secretary. At each annual meeting of the FMS WDB, Inc. Board of Directors, the Secretary shall be elected to hold office until expiration of the

term for which he/she is elected, and until his/her successor has been elected. The Secretary will work with Board staff who shall keep minutes of all meetings of the Board of Directors, and the electronic copies of minutes of all Committee meetings. All Corporate books shall be kept at the FMS WDB, Inc. Administration Office.

Election and Term of Officers Classification. A Nominating Committee of three members of the Board of Directors will be nominated by the Chairperson subject to approval by the Board of Directors. At the annual meeting, the Committee will present a list of candidates for all offices. Nominations for any office may also be made from the floor at the annual meeting. Election of all officers will be held at the annual meeting of members. Officers shall be elected to hold office until the expiration of the term for which he/she is elected, and until his/her successor has been elected. The term of office shall expire at the next annual meeting of members.

Executive Committee Vacancies. A vacancy occurring on the FMS WDB, Inc. Executive Committee for any reason shall be filled by a simple majority vote of the full Board of Directors of the FMS WDB, Inc.. The convening of the Board of Directors of FMS WDB, Inc. for the purposes of filling the vacancy shall occur at the next regular meeting of the Board of Directors. An Officer elected to fill a vacancy shall hold office until the next annual meeting at which the election of Officers is the regular order of business and until his/her successor is elected. The Chairman of the Board is limited to three consecutive one-year terms.

Removal of Officers. Any or all of the Officers may be removed with or without cause by a two-thirds majority vote of the full Board.

Resignation from Executive Committee. Any Officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Executive Director or Chairperson. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty to an Officer.

Special Meetings of the Executive Committee. Special meetings of the Executive Committee may be held upon notice to the Officers of the Executive Committee. Notice of a special meeting shall be given to the Members of the Executive Committee and all Board members not less than 48 hours prior to the time of the special meeting. Notice to the Members of the Executive Committee of a special meeting may be given either orally or in writing, but in either case, notice must be communicated specifically to the Officer.

Section 1: Executive Committee: The Executive Committee is responsible for:

- The annual review of the Executive Director;

- Reviewing and making recommendations to the full Board regarding board staff position additions or reductions, and salary ranges;
- Oversight of development of Board By-Laws;
- Oversight of development of Chief Local Elected Officials Agreements; and
- Oversight of development of other policies as relevant.

Section 2: Accountability and Return on Investment Committee. The Accountability and Return on Investment Committee is responsible for providing oversight of the operations of the overall system including:

- Oversight of development, with the Workforce Systems Oversight Committee, of the local Memorandum of Understanding under WIOA.
- Review and oversight of the finances of the Board and the system,
- Establishing procedures to evaluate results of all programs, and
- Reviewing progress on meeting negotiated performance standards.

Section 3: Board Membership and Orientation Committee. This Committee is responsible for:

- Oversight of the development of an orientation package for new members of the Board;
- Ensuring that new Board Members receive the information necessary for carrying out their duties; and
- Addressing concerns of chronic absenteeism of Board Members.

Section 4: Business Services and Employer Engagement Committee. The mission of the Business Services and Employer Engagement Committee is to oversee the development and provision of quality services to businesses, and placement and training opportunities for jobseeker customers, while engaging the business customers in our area and region. This will be accomplished through activities such as:

- Increasing industry expertise by engaging and encouraging membership by local and regional businesses beyond just the members of the FMS WDB, Inc.;
- Targeting and marketing of workforce development services to business and job seekers customers in the FMS Local Workforce Development Area and regionally;
- Identification of local and regional skills gaps and training needs;

- Identification of emerging industries and technologies region-wide and related workforce needs;
- Reviewing and, when needed, assisting staff in revising training-related policies to target resources to areas of highest demand and greatest return.

Section 5: Workforce Systems Oversight Committee. The mission of this committee is to provide oversight of the structure of the workforce system as well as the individual one-stop career centers to ensure the delivery of quality customer service for the entire workforce system. It meets regularly with the One-Stop System Operator and the Career Centers' Leadership Team. The Committee is responsible for oversight of the operation of the workforce system on how it provides customer service. This includes oversight of the following items:

- Oversight of development, with the Accountability Committee, of the local WIOA Partners Memorandum of Understanding under WIOA.
- Reviewing performance, data management reports, and customer satisfaction data, recommending ways to address continuous improvement of performance.
- Developing One-Stop System Operator criteria.
- Reviewing applications for One-Stop System Operators.
- Recommending certification of Centers as meeting quality standards.
- Developing a plan for yearly re-certification of Centers.

Section 6: WIOA Partners Committee: The WIOA Partners Committee is responsible for oversight of services provided by WIOA Partners to populations as outlined in the MOU Services Memorandum of Understanding. This includes services to targeted populations under the Workforce Investment and Opportunity Act. Targeted populations include:

- Ex-Offenders
- Individuals who are Basic Skills Deficient
- Individuals who are Low Income
- Individuals with Disabilities
- Older Workers
- Out-of-School Youth, Ages 16 to 24
- Veterans

Section 7: Ad Hoc Committees. Ad Hoc Committees may be formed at the request and direction of the Chairperson to fulfill a specific and short term need.

Article V: Staff to the Board

Executive Director. The Board of Directors may hire an Executive Director. The tenure of Executive Director, while it may include a multiple year contract, shall be subject to annual evaluation and reappointment by recommendation of the Executive Committee and by a majority of the Board of Directors on a fiscal year basis of July 1 through June 30.

Additional Staff: The Executive Director shall have the authority to hire and terminate remaining staff subject to State Law and subject to positions being established or eliminated by the FMS WDB, Inc. Board of Directors. Salary ranges for staff positions are determined by the Executive Committee and approved by the full Board.

The Executive Director shall be responsible for carrying out the day-to-day operations of the corporation and for carrying out the policies of the corporation as established by the FMS WDB, Inc. Board of Directors. The Executive Director shall be responsible for preparing a Report of Operations that shall be available to all members of the FMS WDB, Inc. Board of Directors at each regular and annual meeting. The Executive Director will be subject to an annual performance review conducted in accordance with procedures established by the Board of Directors.

In accordance with WIOA sections 101(h) (3) and 107 (f) (3), the Executive Director and staff are subject to the limitations on the payment of salary and bonuses described in WIOA section 194 (15).

Article VI: Meetings

Section 1: Regular FMS WDB, Inc. Meetings. The Board of Directors of FMS WDB, Inc. shall meet 7 times per year, with the exception of the months of July, August, November, January, and March. The meeting will be held the first Wednesday of the month at the Amsterdam Workforce Career Center at 4:30 p.m. An alternate site at the Cobleskill Workforce Career Center will allow board members and members of the public to attend through videoconferencing.

Section 2: Annual Meetings of FMS WDB, Inc. A meeting of the FMS WDB, Inc. Board of Directors shall be held annually for the election of a Chairperson, a Vice-Chairperson, a Secretary, and Executive Committee Members-at-Large and the transaction of other business.

This meeting shall be during the calendar month of June or as soon as practical after the start of the new fiscal year. **Videoconferencing is not available for the Annual Meeting.**

Section 3: Agenda of Annual Meeting FMS WDB, Inc. The order of business at the annual meeting shall be as follows:

- a. Call of meeting to order
- b. Election of Officers of Executive Committee
- c. Reports of Committees
- d. Report of Executive Director
- e. Transaction of other business
- f. Adjournment

Section 4: Agenda of the Regular Meeting of FMS WDB, Inc. The order of business at a regular meeting shall be as follows:

- a. Call of meeting to order
- b. Opening, Introductions, Attendance
- c. Presentations
- d. Action Items
 - a. Resolutions
- e. Information Sharing
 - a. Committee Reports
- f. Environmental Scanning: What's new, what's of interest in our WDB, Region, State and Nation
 - a. Includes Executive Director Report
- g. Board Member Go-Around
- h. Board Member Feedback
- i. Adjournment

Section 5: Special Meetings. The Chairperson is allowed to call a special meeting anytime at his/her discretion. The Chairperson shall call a meeting of the Board of Directors whenever it is requested by a minimum of four members of the Board. This meeting shall be held within ten days of the date the request is received by the Chairperson. Special Meetings are subject to the Sunshine provisions of the Workforce Innovation and Opportunity Act, including public notice.

Section 6: Notice of Meetings. In accordance with the public notice provision of the Workforce Innovation and Opportunity Act, written notice of the annual meeting or regular meetings, stating the date, place, and hour shall be given personally, or posted on the FMS WDB, Inc. Web Site, or by e-mail, or by first-class mail not less than seven days before the date

of the meeting. Materials and Resolutions scheduled to be discussed and acted on at a meeting will be posted online before a meeting, or copies will be provided before or at the meeting, when possible.

Section 7: Quorum of Members. At any meeting of the Board of Directors (gathered together in the presence of each other or through the use of videoconferencing), the majority of the full Board, including vacancies, shall constitute a quorum for the transaction of any business. If the quorum is broken by the subsequent withdrawal of any members, any business transacted after that point that requires a quorum must be held over until the next meeting.

Section 8: Voting by Members. Every member of record shall be entitled to one vote on each matter submitted to a vote of members. A vote on a particular action or issue is only valid if the votes cast equal a majority of the total membership of the Board, including vacancies. If a quorum is present, absent members may vote by proxy. Proxy votes must be in writing, signed by the absentee member, and specifically address the exact items of business that will be voted on during that meeting. Proxies cannot be used to make up a quorum. There is no provision for a blank proxy. In the event that a member cannot attend a meeting they cannot designate an alternate person to represent him/her to act (including voting) on official business of the meeting.

Section 9: Technology: Videoconferencing between the Amsterdam and Cobleskill Career Centers is an alternative for those Board Members who are unable to travel to the Amsterdam Workforce Solutions Center to attend and participate in a Board Meeting. Availability of this medium is posted on the FMS WDB, Inc. website, along with Board Meeting times and locations, in accordance with the open meeting law. The FMS WDB, Inc. website (www.fmsworkforcesolutions.org) is regularly updated to include Board Meeting dates, agendas, related meeting materials, and minutes of previous meetings. Center closures for holidays and inclement weather are posted on the FMS Website and the FMS Face Book page.

Article VII: Code of Conduct and Conflict of Interest

A Board member may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, nor on matters of the provision of services by the member or the entity that the member represents.

- Immediate Family: Any person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.

No Board member may participate in a decision in which the member has a direct or indirect interest, particularly a financial interest, which is in substantial conflict with the discharge of the duties of the Board.

- Substantial interest: A person owns 10% or more of the voting stock, owns 10% or more or owns \$5,000 or more, of the fair market value of a business; or funds received by the person from the business exceed 10% of the person's gross income for the previous year; or if the Board member is related to a person in the first degree of affinity or consanguinity who has a substantial interest as defined previously.

A Board member shall avoid even the appearance of a conflict of interest.

Neither membership on the FMS WDB, Inc. nor being an officer, employee, or authorized agent of the FMS WDB, Inc. nor the receipt of WIOA funds to provide training and related services, by itself, violates these conflict of interest provisions.

Prospective Board members are required to provide to the Board Chair a written declaration of all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations which have received, currently receive, or are likely to receive contracts or funding from the Board.

Prior to a discussion, vote or decision on any matter before a Board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization or property that would be pecuniarily affected by any official Board action, that member shall disclose the nature and extent of the interest or relationship and shall abstain from voting on or in any other way participating in the decision on the matter. All such abstentions shall be recorded in the minutes of the Board meeting.

Violations of the Conflicts of Interest Policy

- 1) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an

actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including removal from the Board.

Article VIII: Miscellaneous Provisions

Section 1: Fiscal Year. The fiscal year of the corporation shall begin on the first day of July in each calendar year and terminate on the last day of June in the succeeding year. It is understood that program years may or may not coincide with the fiscal year, depending upon the funding streams and organizations involved.

Section 2: Report of Operations. The Executive Director shall prepare and submit to the members at each regular meeting and before the annual meeting of the members, a Report of Operations of the Corporation.

Section 3: Obligations. All checks, drafts, notes, or other obligations of the corporation shall be signed by either the Chairperson or the Vice-Chairperson or other Executive Committee Member as listed on the bank signature agreement, and shall be co-signed by the Executive Director.

Section 4: Liability and Indemnification. No Officer, Executive Director, or Member of the Corporation shall be personally liable to any person or party dealing with the Corporation for any amount arising out of any claim, charge, service, obligation, or otherwise against the Corporation; and any such person or claimant shall be paid and reimbursed out of the funds of the Corporation. Further, no Officer, Executive Director, or Member of the Corporation shall be liable for any of his/her acts or actions or omissions either to the Corporation or to anyone else in the absence of bad faith or fraud; and such Officer, Director, or Member shall be entitled to reimbursement for any and all expenses incurred by him/her in defense of any action as provided by the laws of the State of New York. The Corporation shall provide Directors and Officers Liability insurance protection against suits for all Officers, Executive Director, and Members of the Corporation.

Section 5: Fund Raising. All fund raising activities will be approved by the FMS WDB, Inc. Board of Directors prior to implementation.

Section 6: Records Maintenance and Accessibility. In accordance with WIOA Section 10(c)(13)(e), the FMS WDB, Inc. will make available to the public, on a regular basis, information regarding the activities of the Local Board including information regarding the local plan prior to submission or the plan, and regarding membership designation and certification of one-stop operators, and the awards of grants or contracts to eligible providers of youth workforce investment activities, and on request, minutes of formal meetings of the Board. All financial

records, meeting minutes, and policies are available on line at www.fmsworkforcesolutions.org. These records and others referenced above are also kept on file at the Administrative Offices of the FMS WDB, Inc. in electronic and paper form for, at a minimum, the period of time required by state, federal, and funding agency regulations and requirements.

Section 7: Amendment or Repeal of Bylaws. Bylaws may be amended or repealed by the majority vote of the full Board only at the annual meeting and/or at a meeting called for the specific purpose to amend or to repeal.

Section 8: Definition of Majority. The term “vote of the full Board of Directors” shall mean the total membership of the full Board authorized by the by-Laws (including vacancies).

Section 9: Dissolution of Board: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, notwithstanding any mandates by the original funding source(s).