

BY-LAWS

The provisions of this document constitute the By-Laws of WorkNet Pinellas, Inc., a Florida not-for-profit corporation, which shall be utilized to govern the management and operation of WorkNet Pinellas, Inc. for all purposes.

ARTICLE I – NAME, SERVICE AREA, AND OFFICE LOCATION

SECTION I – Name

The name of the organization shall be WorkNet Pinellas, Inc. doing business as and hereinafter referred to as CareerSource Pinellas (or “CSPIN”).

SECTION 2 – Service Area

CareerSource Pinellas, serving as the Local Area Workforce Development Board by CareerSource Florida, Inc., the State of Florida Workforce Development Board, shall primarily serve the employers and residents of Pinellas County, Florida. ~~Other geographical areas may be served as determined by the CareerSource Pinellas Board of Directors.~~

SECTION 3 – Office Location

The official office location and mailing address shall be as determined by the ~~Executive Committee~~ Board of Directors of CareerSource Pinellas.

ARTICLE II – PURPOSE AND USE OF FUNDS

SECTION I – Purpose

The purposes for which CareerSource Pinellas is formed, and its business goals and objectives are as follows:

- A. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike.
- B. To ~~administer workforce programs and~~ act as a fiscal agent and administrative entity as defined by the Federal Workforce Innovation and Opportunity Act (WIOA), authorized by the State of Florida, the U.S. Department of Labor, and ~~as approved by in agreement with~~ the Pinellas County Board of County Commissioners serving as the Chief Elected Official ~~(CEO)~~.
- C. To enhance the provision of workforce development services; increase the

involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community.

- D. To place special emphasis on service to welfare recipients, economically disadvantaged adults and youth, dislocated workers, and individuals and employers needing workforce development services as identified in the CareerSource Pinellas strategic plan.

SECTION 2 – Use of Funds

CareerSource Pinellas 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 business community to enhance the economic well-being of the area.

ARTICLE III - BOARD MEMBERSHIP

SECTION I – Governing Body

CareerSource Pinellas shall be governed by a Board of Directors, to be appointed as provided herein.

SECTION 2 – Authority and Responsibilities of the Board

All corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of Career Source Pinellas will be managed under the Board's direction.

The Directors general functions shall include:

- A. Establishing policies for the governance, administration and operation of CareerSource Pinellas;
- B. Exercising and fulfilling the specific powers and responsibilities as required under applicable law;
- C. Discharging their duties in good faith, with the care an ordinary prudent person in a like position would exercise in similar circumstances;

The specific authorities and responsibilities of the Board shall include all authorities and responsibilities delegated to it by applicable federal, state and local laws, regulations, policies and mandates, and shall include:

- A. Adopting, amending or repealing the Articles or Bylaws;
- B. Electing and removing officers of CareerSource Pinellas;
- C. Ensuring accountable management of real and personal property of CareerSource Pinellas, including approval of the acquisition, conveyance, mortgaging, or encumbering property, and approval of material contracts on behalf of Career Source Pinellas;

- D. Establishing policies, including monetary or other limits, within which administration and staff of CareerSource Pinellas may function independently;
- E. Approving rules and regulations for the administration of CareerSource Pinellas personnel, including approval of pay/compensation plans and employee benefits;
- ~~F. Establishing and adopting policy for governance, administration and operation of the CareerSource Pinellas Board of Directors.~~
- F. Developing, ratifying and submitting or amending the local workforce plan pursuant to Public Law No. 113-128 WIOA and the provisions of Florida Statute 445.007, subject to the approval of the Pinellas County Board of County Commissioners;
- G. Coordinating agreements with the Pinellas County Board of County Commissioners that are necessary to designate the fiscal agent and administrative entity;
- H. Oversight of programs;
- I. Oversight of administrative costs;
- J. Oversight of performance outcomes;
- K. Identifying and selecting providers of training services, intensive services, youth providers and One-Stop Operators as necessary and applicable;
- L. Developing a budget, subject to the approval of the Pinellas County Board of County Commissioners, for purposes of carrying out the duties of the Board under applicable state and federal law;
- M. Oversight of the budget;
- N. Negotiating and reaching agreement on local performance measures;
- O. Coordinating the workforce investment activities with economic development strategies and developing other employer linkages with such activities; and
- P. Developing the Regional Targeted Occupations List.
- P-Q. Selecting, hiring and terminating the Chief Executive Official and General Counsel.

SECTION 3 – Authority of Individual Board Members

Board members have authority over the affairs of CareerSource Pinellas only when acting as a Board of Directors legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual Board member, except when such statement or action is taken when carrying out specific instructions by the Board of Directors of CareerSource Pinellas.

SECTION 4 - Categories of Board Membership

All the members of the Board of Directors of CareerSource Pinellas shall be appointed by

the Pinellas County Board of County Commissioners in accordance with Federal and State legislation, regulations and policies, and consistent with such policies and/or procedures as may be established by the Board of County Commissioners. Such appointments ~~and shall be made from the following categories include:~~

- ~~A. — Representatives of business. These individuals shall constitute a majority of the membership of the Board, and shall be individuals; who are owners, chief executive officers, or other individuals with optimum policymaking or hiring authority, provide employment opportunities that include high-quality, work relevant training and development in in-demand industry sectors or occupations, and are nominated for these seats by local business, professional and trade organizations.~~
- ~~B.A. Such other representatives as required or permitted by applicable federal and state law, regulations, and directives. Not less than 20 percent shall be representatives; of local labor organizations nominated by local labor federations, member of a local labor organization or training director from a joint labor-management apprenticeship program, or if no joint program exists an individual from an apprenticeship program, **MAY** include community based organizations that have demonstrated experience and expertise in addressing employment needs of individuals with barriers, including organizations that serve veterans or individuals with disabilities, and out of school youth,~~
- ~~C.B. Representatives of education and training shall include; providers administering adult education and literacy activities under WIOA title II, institutions of higher education providing workforce investment activities (including community colleges), **MAY** include local educational agencies and community based organizations with expertise in education and training of individuals with barriers to employment.~~
- ~~D.C. Representatives of governmental, and economic and community development entities; economic and community development entities, State Employment office/Wagner-Peyser Act 29 U.S.C. 720 et seq, WIOA title I of rehabilitation act of 1973, **MAY** include agencies representing transportation, housing, public assistance, and philanthropic organizations. Representatives of entities or individuals as the chief elected official determine to be appropriate.~~
- ~~E. — All representatives must have optimum policymaking authority as defined in applicable federal and state law, regulations and directives.~~
- ~~F. — An individual may be appointed as a representative of more than one agency if the individual meets all criteria for such representation. If an individual represents more than one membership area, he or she must be appropriately nominated by the organization or entity he or she will represent and must have optimum policymaking authority within each agency represented. This shall be determined by the Pinellas County Board of County Commissioners.~~
- ~~G.D. A representative with “optimum policymaking authority” is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.~~
- ~~H. — Nominees shall represent the urban and suburban nature of Pinellas County~~

~~as well as the demographic, ethnic, and gender characteristics reflective of the County.~~

- ~~I.E.~~ The Chairman of the Pinellas County Board of County Commissioners or his/her designee from the Board of County Commissioners, shall fill one of the mandatory seats on the Board as appropriate and as established by Federal and State legislation, regulations and/or policies.
- ~~J.F.~~ [An elected City official or A School Board Member appointed by the Board of County Commissioners shall fill a seat on the Board.]

SECTION 5 – Appointment of Board Members

- A. Members of the CareerSource Pinellas Board of Directors shall be appointed by the Pinellas County Board of County Commissioners subject to the provisions of WIOA and its regulations, and pursuant to the Florida Workforce Innovation Act and policies established by the Governor for the State of Florida. The maximum number of Board members and the categories of membership shall conform to Federal and State legislation, regulations and policies [but no more than 31 Directors shall be appointed to serve on the Board].
- B. The CareerSource Pinellas Board may make recommendations regarding nominations to the Pinellas County Board of County Commissioners. Such nominations shall be in accordance with the nomination process set forth in the governing statutes and the policies established by the Pinellas County Board of County Commissioners. Appointments to the Board shall be at the discretion of the Pinellas County Board of County Commissioners.
- C. Members of the Board shall serve at the pleasure of the Pinellas County Board of County Commissioners. The Pinellas County Board of County Commissioners shall have the authority to remove a Director from the Board when it determines that the best interests of the workforce program will be served.

ARTICLE IV – BOARD OF DIRECTORS

SECTION I – Terms of Membership

- A. Members of the Board shall serve for fixed and staggered terms of two years with the exceptions described within these By-Laws.
- B. In accordance with the federal law and Florida State law, whenever a mandatory seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, their term of office shall not expire except and unless the federal or state statute is amended to exclude the position.
- C. If a member resigns prior to the expiration date of his/her term in office, nominations for filling the vacancy shall be made to the Pinellas County

Board of County Commissioners in the same manner as is described within these By-Laws. Upon appointment, the new member shall serve the unexpired term of the member whose vacancy he/she is filling.

- D. The Chairman of the Pinellas County Board of County Commissioners, or his or her designee, ~~and the elected city or school board official~~ is/are not subject to the Board membership term ~~limits~~ limitations specified herein.

SECTION 2 – Resignation

A member may resign his or her membership on the CareerSource Pinellas Board at any time by submitting a resignation in writing to the Chair or ~~President & CEO~~ Chief Executive Official/Executive Director. In the case of the resignation of the Chair, a resignation shall be submitted in writing to the Chair Elect or ~~President & CEO~~ Chief Executive Official/Executive Director. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Chair.

~~After two consecutive absences, or three (3) consecutive absences~~ in a fiscal year from regularly scheduled meetings of the CareerSource Pinellas Board without an excuse approved by the Chair the Chief Executive Official shall notify the offending director to determine whether that individual wishes to resign their seat on the Board and to notify them that any further unexcused absence in the fiscal year shall constitute a de facto resignation grounds for removal of the Board member under Section 3D. The Chief Executive Official shall also notify the Board of County Commissioners of such occurrence.

For members of committees that are not defined persons identified to be members of such a committee by title or position, ~~three (3) consecutive absences~~ from regularly scheduled committee meetings of CareerSource Pinellas, without an excuse approved by the committee chair, shall constitute a de facto resignation of the committee member from that committee. De facto resignation from a committee will not impact the individuals' membership on the Board or membership on other committees.

SECTION 3 – Revocation of Membership

The ~~Executive Committee~~ Board of Directors may, by a two-thirds affirmative vote at a meeting where a quorum has been established, recommend revocation of membership to the Pinellas County Board of County Commissioners for the following reasons:

- A. Should a Board member cease to represent the category to which they were appointed to fill on the Board through change in status;
- B. Disability, illness or inability to perform their duties on the Board; ~~or~~
- C. Unethical or illegal practices or actions; or
- D. Failure to carry out duties, responsibilities, and functions of a Board member as defined in federal and state law, regulations, and these Bylaws.

SECTION 4 – Notification of Vacancies

The Chair of the Board will notify the Board of County Commissioners when vacancies occur through written correspondence with the Commissioner assigned to serve on the board of directors, the Board of County Commissioners, and any other party designated in writing by the County, and will annually submit written notification of all vacancies at the beginning of each fiscal year.

ARTICLE V - BOARD OFFICERS

The Officers of CareerSource Pinellas shall consist of a Chair, a Chair Elect, a Vice Chair, a Secretary and a Treasurer. The Chairman of the Pinellas County Board of County Commissioners, or his/her designee from the Board of County Commissioners, shall occupy the Vice Chair position.

SECTION 1- Election of Officers

The Chair, Chair Elect, Treasurer, and Secretary of the CareerSource Pinellas Board shall be elected as follows:

- A. The slate of Officers shall be recommended to the CareerSource Pinellas Board of Directors by the Ad-Hoc Nominating Committee and selected based upon a majority vote of the quorum present at the annual meeting at which the slate is presented.
- B. The annual meeting at which the slate of Officers shall be elected shall take place in June or on a date as otherwise set by the Board, and the Officers shall take office in July.
- C. The CareerSource Pinellas Chair, and Chair Elect ~~and Treasurer~~ shall be selected from among the representatives of the private sector Board members.

SECTION 2 – Duties of Officers

- A. Duties of the Chair shall include:
 - Presiding at all meetings of the CareerSource Pinellas Board of Directors;
 - Serving as chair of the Executive Committee;
 - Making all committee chair appointments;
 - Calling special meetings of the Board;
 - Establishing Ad-Hoc Committees as deemed necessary to conduct the business of the Board and make appointments thereto;
 - ~~Serving as a member of the Executive Committee;~~
 - Serving as a member of the Audit Committee: and
 - Performing all duties incident to the office of Chair.

- B. Duties of the Chair Elect shall include:
- Presiding over meetings in the absence of the Chair;
 - Serving as a member of the Executive Committee; and
 - Performing all duties incident to the office of Chair in the absence of the Chair.
- C. Duties of the Treasurer shall include:
- Serving as a member of the Executive Committee;
 - Serving as a member of the Audit Committee;
 - Serving as Chair of the Finance Committee; and
 - Making a report on the financial status at each regular meeting of the Board.
- D. Duties of the Secretary shall include:
- Serving as a member of the Executive Committee;
 - Signing all bank resolutions; and
 - Reviewing all Board minutes prior to official adoption by the Board of Directors.
- E. Duties of the Vice Chair shall include:
- Presiding over meetings in the absence of the Chair and the Chair Elect;
 - Serving on the Audit Committee; and
 - Serving on the Executive Committee.
 - ~~Ensuring compliance with the inter-local agreement.~~

SECTION 3 – Terms of Office

The term of office for the Chair, Chair Elect, Secretary and Treasurer of CareerSource Pinellas shall be for one (1) year, from July 1 through June 30.

CareerSource Pinellas Officers may serve two consecutive terms of one year each in the same office, if re-elected, provided that the time in office does not exceed the limits of their term of membership on the Board. After two consecutive terms, the Officer shall then step down from their position for a minimum of one year, although they may continue to serve as CareerSource Pinellas Board members, or in other offices.

The Vice Chair is not subject to the Officer term limits specified herein.

SECTION 4 – Vacancy in One of the Officer Positions

If a vacancy in any office but the Chair occurs due to the illness, resignation, etc. of the Officer elected, a replacement shall be elected to serve the unexpired term of office at the next regularly scheduled Board meeting. If the office of Chair becomes vacant, the Chair Elect will assume the office of Chair.

ARTICLE VI – COMMITTEES

SECTION 1 – Standing Committees

The Standing Committees of CareerSource Pinellas shall be the Executive Committee, the One Stop Committee, the Workforce Solutions Committee, the Finance Committee, ~~the Science Center Committee~~, and the Audit Committee. In addition, there may be such ad hoc committees as determined necessary by the Chair or as specified in these Bylaws.

Other than those committees required by law, CareerSource Pinellas may vote to expand or combine Committees as appropriate for the efficient operation of the business of CareerSource Pinellas.

SECTION 2 – Terms of the Executive Committee members and Committee Chairs

CareerSource Pinellas ~~Officers, at large~~ Executive Committee Members and Committee Chairs may serve in those positions for two consecutive terms of one year each, if re-elected or re-appointed and shall then step down from their position for a minimum of a year, although they may continue to serve as CareerSource Pinellas Board members, or in other offices.

SECTION 3 – General Committee Membership

- A. A committee member, with the exception of an Executive Committee member, may designate an alternate in writing who shall have the powers, including voting, of the committee member when that alternate attends committee meetings in lieu of the committee member. ~~No member or delegate may vote through proxy other proxy voting is allowed.~~
- B. CareerSource Board members shall comprise a majority of each committee except as otherwise provided in these Bylaws.
- C. The Chair of any standing committee with the exception of the Executive Committee, at his/ her discretion, may appoint board and non-board members to serve on the committee except as otherwise provided in these Bylaws.
- D. Non-board committee members shall serve for a two-year term from their appointment date. Terms are renewable for additional two-year periods at the discretion of the committee chairperson or appointing authority.

SECTION 4 – Executive Committee Membership, Duties and Responsibilities

CareerSource Pinellas shall have an Executive Committee consisting of the Officers, the Chairs of the Standing Committees, Past Chair, and up to five at-large members appointed by the Chairperson.

The Executive Committee ~~shall~~may meet; (i) only in months when the full Board of Directors does not meet and time is of the essence in taking any action; (ii) in emergency situations where the failure to act would result in irreparable harm to persons or workforce program continuity, and the full Board of Directors cannot be convened. The Executive Committee shall have and exercise the authority of the Board of Directors in the governance of the affairs of CareerSource Pinellas with the exception of (i) adopting, repealing, or amending the Articles, the Interlocal Agreement or these By-Laws; (ii) approval or modification of the annual budget; (ii) approval or amendment of the 4 year or other plans required by the WIOA; (iii) acquisition or conveyance of real estate; (iv) pledging, mortgaging, or encumbering real property, or pledging or encumbering personal property other than in the ordinary course of business for expenditures included in the line item budget and/or pre-approved by the Board of Directors; (v) staff pay or compensation plans; (vi) approval or amendment of the CSPIN administrative code/governing policies, including purchasing and financial policies; (vii) approval of the annual financial audit and responses thereto, as well as the early termination of the audit firm; (viii) hiring, disciplining, and discharging the Chief Executive Official/executive director and legal counsel.

Any items approved by the Executive Committee will appear as consent agenda items at the next meeting of the full Board of Directors. Such consent agenda items will be distributed to board members at least 72 hours prior to the Board meeting date and time.

Delegation of ~~this~~ authority to the Executive Committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed on it, or him or her, by the Bylaws or by any applicable law.

~~Duties of the Executive Committee shall also include, but are not limited to: Reviewing qualifications of individuals nominated to serve on the Board of Directors and forwarding nominations with recommendations and rationale for appointment or non-appointment to the Board of Directors for action. If approved by the Board, the nominations shall be submitted to the Pinellas County Board of County Commissioners for its consideration;~~

The Executive Committee shall also be responsible for pPlanning, conducting and/or recommending Board Member development or in-service activities.

~~Approving the early termination of a previously selected Audit firm, before the natural end date of the firm's contract.~~

SECTION 5 – One Stop Committee Membership, Duties and Responsibilities

The One Stop Committee shall be chaired by a Board Member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the committee by the One Stop Committee Chair. The One Stop Committee shall be responsible for [advising the Board of Directors on matters related to the following committee areas of oversight](#):

- Providing assistance with planning, operational and other issues relating to the one-stop delivery system;
- Providing assistance with planning, operational, and other issues relating to the provision of services to youth;
- Providing assistance with planning, operational and other issues relating to the provision of services to [individuals](#) with disabilities;
- Reviewing the plans and services of other agencies and one-stop partners with the intent to improve coordination of services;
- Reviewing customer survey feedback to ensure customer input is made part of the plan of service;
- Reviewing the enrollment and training of individuals under the Workforce Investment Act;
- Reviewing the services delivered to welfare transition customers;
- Reviewing services and programs delivered to recognized target groups;
- Reviewing the operation and performance of any grants or other funding received;
- Reviewing periodic reports on performance in accordance with the committee's annual strategic plan; and
- Planning for future changes and improvements to the one-stop system.

SECTION 6 – Workforce Solutions Committee Membership, Duties and Responsibilities

The Workforce Solutions Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the Committee by the Workforce Solutions Committee Chair. The Workforce Solutions Committee shall be responsible for:

- Reviewing and [recommending](#) [approval of](#) the services and programs delivered to employers;
- Reviewing and [recommending](#) [approval of](#) training vendor applications and other actions pertaining to training vendors;
- Reviewing periodic training vendor performance reports;
- Reviewing the region's activities related to targeted industries;
- Creating and maintaining the regional targeted occupations list; and
- Reviewing and [recommending](#) [approval of](#) the Board's partnerships with economic development organizations and other business associations in accordance with the committee's annual strategic plan.

SECTION 7 – Finance Committee Membership, Duties and Responsibilities

The Finance Committee shall be chaired by the Treasurer, and shall consist of those

members deemed appropriate and appointed to the Committee by the Treasurer. The Finance Committee shall be the Committee of the Board charged with oversight responsibilities regarding the fiscal affairs of the Agency. The Committee's responsibilities shall include, but are not limited to:

- Reviewing a draft of the annual budget and submitting the tentative annual budget, along with a recommendation, to the Board of Directors for action;
- Reviewing and recommending approval of all subsequent modifications to the budget;
- Reviewing the annual audit and accompanying management letters with agency responses and forwarding any recommendations to the Board of Directors;
- Providing financial oversight through review of financial monitoring reports and forwarding any recommendations to the Board of Directors;
- Reviewing the agency's periodic financial statements and report on the organizations financial status at each meeting of the of the Board of Directors and of the Executive Committee; and
- Serving on procurement review panels at the request of the President and CEO Chief Executive Official/executive director and/or CFO/CFO/finance director.

SECTION 8 – Audit Committee Membership, Duties and Responsibilities

The Audit Committee shall consist of the County Commissioner serving as the Vice-Chair on the CareerSource Pinellas Board of Directors, two members appointed by the Board of County Commissioners, the Chair of the CareerSource Pinellas Board of Directors, and the CareerSource Pinellas Treasurer. – No staff member of either the County or CSPIN shall serve on the Audit Committee, but may serve as staff to the Committee. CSPIN's Finance Director shall serve as primary staff to the Audit Committee. – The Audit Committee shall be responsible for:

- Arranging and procuring Making recommendations to the Board of Directors on the selection of an independent auditor, including terms of engagement and compensation;
- Overseeing the annual audit of any and all programs operated by CareerSource Pinellas in compliance with OMB Circular A-133, including the selection of an audit firm and approving annual audit plans;
- Reviewing the annual Financial audit and recommending responses to any adverse findings thereto to the Board of Directors;
- Authorizing and procuring Performance audits or Compliance audits as defined by Sec 11.45, Florida Statutes, to be performed by independent firms or the Division of Inspector General, Clerk of the Circuit Court and Controller, subject to ratification by the Board of Directors;
- Reviewing audits and reports on the monitoring of activities, operations and expenditures under the programs operated by CareerSource Pinellas and reporting findings and making recommendations on corrective actions to the Board of Directors; and
- Reviewing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of CareerSource

Pinellas programs or county staff as determined by the Audit Committee and reporting findings and making recommendations on corrective actions to the Board of Directors.

SECTION 944 – Ad-Hoc Nominating Committee Duties and Responsibilities

The Chair of CareerSource Pinellas shall appoint the Chair and members of the ad-hoc Nominating Committee from among the membership of the Board. The Vice Chair and Chair Elect shall serve as members of the Committee. The responsibilities of The Nominating Committee shall include:

- Meeting prior to the fourth quarterly or annual board meeting to select a slate of Officers to be presented to the CareerSource Pinellas Board at the annual meeting; and
- ~~Reviewing Board members' length of service and recommending renewal of membership to the Executive Committee as appropriate.~~
- May advise the Chair Elect on appropriate candidates for Executive Committee membership and Committee chairs.

SECTION 102 – Ad Hoc Science Center Committee Membership, Duties and Responsibilities

The Science Center Committee shall be chaired by a Board Member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the committee by the Science Center Committee Chair. The Science Center Committee shall be responsible for:

- Providing assistance with planning, operational and other issues relating to the Science Center of Pinellas
- Providing assistance with planning, operational, and other issues relating to the provision of STEM programs;
- Reviewing services delivered to individuals enrolled in employability skills programs
- Reviewing the operation and performance of any grants or other funding received;
- Reviewing periodic reports on performance in accordance with the committee's annual strategic plan; and
- Providing oversight of STEIG-Science Center Information Technology education programs

SECTION 113 – Ad Hoc Compensation Committee Membership, Duties and Responsibilities

The Compensation Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the Committee by the Compensation Committee Chair. The Compensation Committee shall be responsible for:

- Reviewing and evaluating employee performance review process
- Reviewing, evaluating and making recommendations to the Board of Directors relating to the approval of employee pay and compensation plans

- Reviewing and evaluating employees benefits programs and implement necessary changes and making recommendations to the Board of Directors relating to the approval of these programs
- Evaluating and approving training policies to ensure that employees meet the necessary requirements under the Workforce Investment and Opportunity Act
- Providing assistance with planning, operational and other issues relating to the provision of fair labor practices in the workplace
- Meeting at least annually and reporting findings and recommendations to the Board of Directors at the annual meeting.

SECTION 12 - Ad Hoc Chief Executive Official/Executive Director and Legal Counsel Selection Committee Membership, Duties and Responsibilities

The Ad Hoc Chief Executive Official/Executive Director and Legal Counsel Selection Committee shall be constituted whenever there is a vacancy for the CareerSource Pinellas executive director or legal counsel positions. The Committee shall consist of five members, including the Board of County Commissioner's member serving as the Vice-Chair, the CareerSource Pinellas Chair, Pinellas County Economic Development Department Board Member, ~~selected city or school board member~~, and one member ~~(or 2)~~ appointed by the Chair. The Chair shall designate the chair of the Committee. CSPIN and County staff may serve as staff to this Committee. The Committee shall be responsible for:

- Reviewing, evaluating and/or establishing, updating or revising the executive director qualifications and job description, and the legal counsel qualifications, subject to approval of the Board of Directors
- Establishing the recruitment process for these positions, subject to approval of the Board of Directors
- Screening and ranking applications for the executive director position and proposals or applications for legal counsel for submittal to the Board of Directors for final approval and hiring

ARTICLE VII - MEETINGS

SECTION 1 – Notice, Minutes, etc.

- Regular meetings of CareerSource Pinellas Board and Committees of the Board shall be held at a place to be determined by the members, at such times and as often as they may deem necessary.
- The ~~President & CEO~~ Chief Executive Official/executive director or his/her designee shall send written notice of each Board and Committee meeting to the members at such times and as often as they may deem necessary.
- The public shall be informed of Board and Committee meetings through notice(s), which shall state the purpose of the meeting, the time and the place. Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chair or by petition.
- All Board and Committee meetings shall be subject to the Sunshine and Open Meeting Laws of the State of Florida.
- The CareerSource Board may allow one or more members to participate in

Board and Committee meetings by telephone or other types of communications technology in accordance with state law and provided that access be given to the public at such meetings through the use of such devices as a speaker telephone that would allow the absent member or members to participate in discussions to be heard by other board members and the public to hear discussions taking place during the meeting.

- F. Special meetings of members may be called at any time by the CareerSource Pinellas Chair or by a petition signed by not less than twenty-five percent (25%) of the membership of the CareerSource Pinellas Board, setting forth the reason for calling such a meeting.
- G. ~~CareerSource Pinellas committees shall meet at the call of the Committee Chair, the Committee Vice Chair or the CareerSource Pinellas Board Chair.~~
- H. Minutes shall be kept of all Board and Committee meetings. Minutes shall be reviewed and approved at the next CareerSource Pinellas Board or Committee meeting as appropriate. The official minutes of meetings of the Board and Committees of the Board are public record and shall be open to inspection by the public. They shall be kept on file by the Board Secretary at the administrative office of CareerSource Pinellas as the record of the official actions of the Board of Directors.

SECTION 2 – Limitation on Participation

Participation in Board meetings and Executive Committee meetings shall be limited to members of the Board, Committees and staff with the following exceptions:

- A. Regularly scheduled agenda items that call for reports or participation by non- members.
- B. A time shall be set on the agenda for the receipt of public comment.

SECTION 3 – Parliamentary Procedures

When parliamentary procedures are not covered by these by-laws, Robert's Rules of Order, Revised, shall prevail.

ARTICLE VIII – QUORUM AND VOTING

SECTION 1 – Quorum

- A. A quorum of the Board shall consist of ~~one-third~~ forty percent (34%) ~~plus one~~ of the Board membership.
- B. A quorum of the Executive Committee, the Finance Committee, and the Ad Hoc Executive Director and Legal Counsel Selection Committee shall consist of ~~one-third~~ fifty percent (50%) ~~plus one~~ of the ~~Executive~~ Committee members.
- C. Except for the ~~Executive~~ above Committees, the number of Committee

Members present for a committee meeting shall constitute a quorum for the purpose of conducting the business of the Committee.

- D. Board members participating by telephone or other types of communications technology will be included as part of the quorum as a quorum does not have to be physically present to conduct business.

SECTION 2 – Voting and Related Party Contracts

- A. Any action that may be taken by the CareerSource Pinellas Board of Directors or a committee of the Board shall be considered the act of the Board or Committee only if the action is taken by an affirmative vote of the majority of the members in attendance at a meeting where a quorum has been established.
- B. Each member of the CareerSource Pinellas Board of Directors shall have one (1) vote when present at a meeting of the Board, whether in person or by phone or other type of communication technology. Members may not vote by proxy.
- C. Voting privileges of non-board members selected to serve on a committee are limited to that committee.
- D. A member of the Board who is present, either in person or by other communication means, at a meeting of the Board or a committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is declared and entered in the minutes of the meeting
- E. When an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and shall abstain from voting on said issue. A conflict of interest is any matter which has a direct bearing on services to be provided by that member or any organization which such member directly represents, or any matter which would financially benefit such member or any organization such member represents.
- F. Contracts awarded to members of the CareerSource Pinellas Board of Directors shall require a 2/3 affirmative vote of the quorum in attendance at the Board meeting.
- G. A Board member acting as presiding Officer at a meeting of the Board or a Committee of the Board held pursuant to these By-Laws shall be entitled to vote on the same basis as if not acting as the presiding Officer.
- H. Any item considered, voted on and approved by a committee of the CareerSource Pinellas Board of Directors, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth to the Executive CommitteeBoard of Directors for consideration at its next meeting.

SECTION 3 – 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. Any Board Member

shall have ~~five~~seven (57) business days (Monday through Friday except for CareerSource Pinellas holidays) from receipt of the minutes within which to request that an action of the Executive Committee be brought before the full Board. If no such request is made, the action of the Executive Committee shall stand. All actions of the Executive Committee are to be brought before the full board as a consent agenda at their next scheduled meeting. Consent agenda items are to be distributed to the full board at least 72 hours prior to the board meeting date and time.

ARTICLE IX - AMENDMENTS

These By-laws may be amended or replaced by vote of the CareerSource Pinellas Board, subject to approval by the Pinellas County Board of County Commissioners. Action by the CareerSource Pinellas board shall be by an affirmative vote of two-thirds of the membership of the -CareerSource Pinellas Board, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than seven~~five~~ (75) business days prior to the meeting at which such amendment or repeal is acted upon.

ARTICLE X - GENERAL PROVISIONS

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of the local elected officials or governments party to the consortium agreement.

ARTICLE XI - INDEMNIFICATION

SECTION I – Indemnification of Board Members

CareerSource Pinellas, Inc. shall~~may~~ indemnify any CareerSource Pinellas Board ~~member~~Director, staff person, Officer, or former CareerSource Pinellas Board member~~Director, staff person, or Officer~~ for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a CareerSource Pinellas Board member, staff person, or Officer, except in relation to matters in which he or she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her CareerSource Pinellas duties, or to be acting outside the course and scope of such member's duties as a CareerSource Pinellas Board member. in accordance with and as limited by Chapters 607 and 617 Florida Statutes.

SECTION 2 – Rights to Indemnification

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the

~~extent that the person to be indemnified is not insured or otherwise indemnified.~~

SECTION 32 – Indemnification Insurance

CareerSource Pinellas and the Pinellas County Board of County Commissioners shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification provisionsrequirements.

ARTICLE XII - ENACTMENT PROVISION

These By-laws shall become effective after approval by a two-thirds vote of the membership after due notice to the membership. Reasonable notice shall be given prior to the meeting at which these By-laws are enacted.

These amended By-Laws were adopted as of this _____.