

**A RESOLUTION OF THE NEW YORK CITY
WORKFORCE INVESTMENT BOARD
RECOMMENDING BY-LAW CHANGE
(June 19, 2009)**

RESOLVED, that the WIB Board of Directors hereby approves the Amended and Restated WIB By-Laws attached hereto in order to change the title of the WIB Executive Director to President, effective immediately.

By-Laws of the



ADOPTED June 19, 2009

AMENDED AND RESTATED
BY-LAWS
of the
LOCAL WORKFORCE INVESTMENT BOARD
FOR THE CITY OF NEW YORK WORKFORCE INVESTMENT AREA
(As Amended and Restated at the June 19, 2009 Meeting
of the Local Workforce Investment Board)

ARTICLE I
Powers of the Board

The Local Workforce Investment Board for the City Of New York Workforce Investment Area (the "Board") shall possess functions of and powers conferred upon a local workforce investment board pursuant to the Workforce Investment Act of 1998, codified as amended at 29 U.S.C. §§ 2811 et seq. ("WIA"), and in accordance with the Memorandum of Understanding between the Mayor of the City of New York (the "Mayor") and the Board.

ARTICLE II
Members of the Board

Section 2.1. Qualifications. The members of the Board (the "Board Members") shall be appointed by the Mayor in accordance with Section 117 of the WIA.

Section 2.2. Majority. A majority of the Board shall be representatives of business described in section 117(b)(2)(A)(i) of the WIA, except where such requirement is excused pursuant to section 2.4.

Section 2.3. Duration of Term.

(a) Unless and until the term of a Board Member is earlier terminated as provided herein, Board Members shall serve for a term of three (3) years.

(b) The term of each Board Member shall terminate upon the occurrence of any the following:

(1) the death of such Board Member;

(2) the resignation of such Board Member as provided herein;

(3) the removal of such Board Member as provided herein; or

(4) an Ex-Officio Board Member ceasing to hold the federal, State or City office or other office or position by virtue of which he or she is a Board Member, or otherwise ceasing to possess any qualification necessary for Board membership.

(c) Any Board Member may resign at any time by delivering a resignation in writing to the Mayor, at City Hall, and the Chairperson of the Board (the "Chairperson") and the President of the Board (the "President"), at their addresses as they appear in the records of the Board, by hand or by first class mail. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

(d) A Board Member may be removed for just cause as determined by the Mayor. Without limiting the foregoing, the Mayor shall have just cause for removal of a Board Member in the

event that the Board Member fails to attend three (3) or more Board meetings during any 12-month period.

Section 2.4. Vacancies.

(a) If a vacancy in the Board occurs, the Chairperson shall provide written notice thereof to the Mayor, at City Hall, and to the New York State Workforce Investment Board, c/o the New York State Department of Labor or at another address provided for such purpose, within twenty (20) calendar days of the resignation, termination, or other event causing the vacancy. Such notice shall include:

(1) the name of the Board Member;

(2) the category represented by such Board Member; and

(3) the effective date of the resignation, termination, or other event causing the vacancy.

(b) (1) Vacancies in the Board required to be filled pursuant to section 117(b) of the WIA shall be filled by the Mayor in accordance with section 117 of the WIA within ninety (90) calendar days of the effective date of the resignation, termination, or other event causing the vacancy. Such vacant positions shall count as though they were filled for the purpose of determining the whole number of the Board.

(2) All other vacancies in the Board need not be filled by the Mayor, or may be filled at any time by the Mayor in accordance with section 117 of the WIA. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of the Board unless and until the Mayor fills such vacant positions.

(c) During the period of any vacancy, the Board shall be able to transact business provided a quorum is present; provided, however, that any action taken by the Board beyond the ninety (90) day period referred to in paragraph (b)(1) of this section shall be void where such vacancy is required to be filled pursuant to section 117(b) of the WIA.

Section 2.5. Chairperson.

(a) The Chairperson shall be elected by the Board from among representatives of business described in section 117(b)(2)(A)(i) of the WIA.

(b) The Chairperson shall preside at all meetings of the Board and of the Executive Committee. In the absence of the Chairperson from any meeting, the Vice-Chairperson shall preside thereat.

(c) The Chairperson shall, subject to the control of the Board, have general management of the affairs of the Board and shall perform all the duties incidental to his or her office or prescribed for him or her by these By-Laws or by the Board, and shall make and sign in the name of the Board all contracts, leases and other instruments which are authorized from time to time by the Board.

Section 2.6. Compensation. Board Members shall serve without compensation.

Section 2.7. Designees.

(a) An Ex Officio Board Member may designate in writing to the Chairperson one Designee to represent such Board Member in his or her absence.

(b) A designee may attend Board and Committee meetings on behalf of an absent Member, shall count towards a quorum at any meeting that he or she attends, and may exercise thereat the rights, powers and privileges of the absent Member.

(c) For the purposes of this section, an Ex Officio Board Member is a Board Member who holds such position by virtue of his or her federal, State or City office **or** who is appointed to the Board expressly by virtue of his or her office or position. Representatives of business, as described in section 117(b)(2)(A)(i) of the WIA, may not be appointed as Ex Officio Members.

(c) The Mayor may terminate a designation at any time, with or without cause.

ARTICLE III
Meetings of the Board

Section 3.1. Annual and Regular Meetings. The Board shall meet at least quarterly in each fiscal year for the transaction of such business as may come before the meeting. Such quarterly meetings shall be held at such places within the City of New York and at such times as the Board or the Chairperson prescribes.

Section 3.2. Special Meetings. A special meeting of the Board may be called by the Mayor, a majority of the Board or the Chairperson. Special meetings of the Board shall be held at such times and at such places in the City of New York or elsewhere as the Mayor, the Board or the Chairperson prescribe.

Section 3.3. Notice of Meetings. Written notice of each meeting of the Board shall be given by first class mail, by e-mail or by facsimile transmission and shall be mailed or transmitted, as the case may be, not less than five (5) days before such meeting. Such notice shall be directed to each Board Member at the Board Member's address, e-mail address or facsimile number as it appears in the records of the Board; provided, however, that such notice may be waived by any Board Member by signing a written waiver of notice before or after the meeting or by attending the meeting without protesting lack of notice prior to or at the commencement of the meeting. The notice shall set forth the location, date and hour of the meeting. In the case of a special meeting, the notice shall further state the nature of the business to be transacted at the meeting and at whose direction the meeting is being called. Meetings of the Board may also be held at any place and time without notice by unanimous written consent of all Board Members.

Section 3.4. Procedure. The order of business and all other matters of procedure at every meeting of the Board shall be determined by the Chairperson or other person presiding thereat.

Section 3.5. Quorum. At all meetings of the Board, a quorum shall be required for the transaction of business and shall consist of a majority of the whole number of the Board. If a quorum is not present, the Board Members present may adjourn the meeting to such time and place as they may determine, without notice other than announcement at the meeting, until a quorum is present.

Section 3.6. Voting Requirements.

(a) All questions shall be determined by vote of a majority of the whole number of the Board.

(b) At all meetings of the Board, all votes shall be viva voce or by ballot, as determined by the Chairperson.

(c) In accordance with the Open Meetings Law (Article 7 of the Public Officers Law), Board Members may participate in a meeting of the Board by means of videoconferencing. Participation by such means shall constitute presence in person at the meeting.

(d) No vote of any Board Member shall be by proxy.

ARTICLE IV
Committees

Section 4.1. Executive Committee. The Board in cooperation with the Mayor may designate an Executive Committee to consist of at least five (5) Board Members. Except as otherwise provided by the Board, the Executive Committee shall be authorized to advise and make recommendations to the Board concerning any matter relating to WIA and act on behalf of the Board in any matter that may be lawfully assigned to such committee in accordance with the WIA.

Section 4.2. Youth Council.

(a) The Board in cooperation with the Mayor shall designate a Youth Council in accordance with section 117(h) of the WIA.

(b) Members of the Youth Council who are not Board Members shall be voting members of the Youth Council and nonvoting Board Members. Such persons shall count for the purpose of determining the whole number of the Youth Council but shall not count for the purpose of determining the whole number of the Board.

(c) The duties of the Youth Council shall include those duties set forth in section 117(h)(4) of the WIA.

Section 4.3. Other Committees. The Board, in cooperation with the Mayor, may: (a) provide for one or more additional committees; (b) designate Board Members and/or persons who are not Board Members to serve as members thereof; and (c) designate a Board Member to be the chairperson thereof. Each such committee may exercise such powers as may be lawfully delegated by the Board in accordance with the WIA.

Section 4.4. Records and Reports. Each committee shall keep records of its proceedings and report the same from time to time to the Board.

Section 4.5. Meetings.

(a) Each committee shall have the power to fix the time and place of regular and/or special meetings of such committee and the method of giving notice thereof. Unless otherwise prescribed, meetings of any committee may be called in the same manner and upon the same notice to members thereof, and notice of such meeting may be waived in the same manner, as provided in these By-Laws with respect to meetings of the Board.

(b) The order of business and all other matters of procedure at every meeting of any committee shall be determined by the person presiding thereat.

(c) At all meetings of a committee, a quorum shall be required for the transaction of business and shall consist of a majority of the whole number of such committee. If a quorum is not present, the committee members present may adjourn the meeting to such time and place as they determine, without notice other than announcement at the meeting, until a quorum is present.

(d) In accordance with the Open Meetings Law (Article 7 of the Public Officers Law), members of any committee may participate in a meeting of such committee by means of videoconferencing. To the extent permitted by law, any one or more members of any advisory committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by videoconferencing or a conference telephone or similar communications equipment shall constitute presence in person at the meeting.

(e) All questions shall be determined by vote of a majority of the whole number of the committee.

Section 4.6. Authority. In addition to any other restrictions on the authority of committees contained in these By-Laws, no committee shall have authority with respect to the following matters:

(a) the amendment or repeal of these By-Laws or the adoption of new by-laws; and

(b) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 4.7. Duration of Terms of Committee Members.

(a) Unless and until the term of a committee member is earlier terminated as provided herein, committee members shall serve for the term for which he or she is appointed and until his or her successor has been appointed and qualified.

(b) The term of each committee member shall terminate upon the occurrence of any the following:

(1) the resignation of such committee member as provided herein;

(2) the removal of such committee member as provided herein; or

(3) if such committee member is a Board Member, the termination of his or her Board membership as provided in Section 2.3 of these By-Laws.

(c) Any committee member may resign at any time by delivering a resignation in writing to the Chairperson, the President and each committee member by hand or by first class mail at their addresses as they appear in the records of the Board. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

(d) A committee member may be removed with or without cause at any time by the Board.

Section 4.8. Vacancies.

(a) Youth Council.

(1) Vacancies in the Youth Council required to be filled pursuant to section 117(h) of the WIA shall be filled by the Board in cooperation with the Mayor within ninety (90) calendar days of the effective date of the event causing the vacancy. Such vacant positions shall count as though they were filled for the purpose of determining the whole number of the Youth Council.

(2) All other vacancies in the Youth Council need not be filled, or may be filled at any time by the Board in cooperation with the Mayor in accordance with section 117(h) of the WIA. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of the Youth Council unless and until such vacant positions are filled.

(3) During the period of any vacancy in the Youth Council, the Youth Council shall be able to transact business provided a quorum is present; provided, however, that any action taken by the Youth Council beyond the ninety (90) day period referred to in paragraph (a)(1) of this section shall be void where such vacancy is required to be filled pursuant to section 117(h) of the WIA.

(b) Executive Committee.

(1) Vacancies in the Executive Committee that cause the membership of such committee to be less than five (5) shall be filled by the Board in cooperation with the Mayor as soon as practicable. Such vacant positions shall count as though they were filled for the purpose of determining the whole number of the Executive Committee. During the period of any

such vacancy, the Executive Committee shall not be able to transact business.

(2) All other vacancies in the Executive Committee need not be filled, or may be filled by the Board in cooperation with the Mayor at any time. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of the Executive Committee unless and until such vacant positions are filled. During the period of any such vacancy, the Executive Committee shall be able to transact business provided a quorum is present.

(c) All Other Committees. Vacancies in any committee other than the Youth Council or the Executive Committee need not be filled, or may be filled by the Board in cooperation with the Mayor at any time. Such vacant positions shall not count as though they were filled for the purpose of determining the whole number of such committee unless and until such vacant positions are filled. During the period of any such vacancy, such committee shall be able to transact business provided a quorum is present.

ARTICLE V Officers

Section 5.1. Appointment.

(a) In addition to the election of the Chairperson as provided herein, the Board may appoint a Vice-Chairperson, Secretary, a Treasurer and such other officers that they determine to be necessary or appropriate.

(b) The Board, with the agreement of the Mayor, shall appoint a President.

Section 5.2. Duties.

(a) The Vice-Chairperson shall, in the absence of the Chairperson or in the event of his or her inability to act, perform the duties of the Chairperson, and when so acting have all the powers of and be subject to all the restrictions upon the Chairperson. He or She shall perform such other duties, as from time to time, may be assigned to him or her by the Chairperson.

(b) The Secretary shall record the minutes of all meetings of the Board and perform such other duties that usually pertain to the office.

(c) Pursuant to the budget developed by the Board and approved by the Mayor, the Treasurer shall keep a full and accurate account of receipts and expenditures and make authorized disbursements, and shall perform such other duties that usually pertain to the office.

(d) The President shall be responsible for managing the day-to-day operations of the Board and shall have such other authority and perform such other duties in the management of the affairs of Board as are provided therefor.

(e) All other officers shall have such authority and perform such duties in the management of the affairs of Board as are provided therefor.

Section 5.3. Duration of Term.

(a) Unless and until the term of an officer is earlier terminated as provided herein, officers shall serve for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

(b) The term of each officer shall terminate upon the occurrence of any the following:

(1) the resignation of such officer as provided herein;

(2) the removal of such officer as provided herein; or

(3) if such officer is a Board Member, the termination of his or her Board membership as provided in Section 2.3 of these By-Laws.

(c) Any officer may resign at any time by delivering a resignation in writing to the Chairperson by hand or by first class mail at his or her address as it appears in the records of the Board. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

(d) An officer may be removed with or without cause at any time by the Board or the Mayor.

Section 5.4. Vacancies. Officer vacancies shall be filled as soon as practicable in accordance with the appropriate appointment provisions of these By-laws.

ARTICLE VI Miscellaneous

Section 6.1. Conflict of Interest.

(a) Each Board Member and committee member shall avoid participation in the affairs of the Board or any committee thereof that would create a conflict of interest pursuant to

section 117(g) of the WIA and other applicable conflict-of-interest provisions of federal, State, and local law.

(b) A Board Member having a conflict of interest on any matter may be counted for purposes of determining the presence of a quorum at any meeting where such matter is discussed and/or voted upon, but shall not vote on, use his or her influence on, or participate in any discussions concerning such matter.

Section 6.2. Fiscal Year. The fiscal year of the Board shall end on June 30th.

Section 6.3. Amendments. These By-Laws may be added to, amended, altered or repealed (subject to the voting requirements set forth herein) at any meeting of the Board, notice of which shall have referred to the proposed action.

Section 6.4. Sunshine Provision. The Board shall make available to the public information regarding the activities of the Board in accordance with section 117(e) of the WIA.

Section 6.5. Records. The Board shall maintain and make available reports and other records with respect to programs and activities carried out under title I of the WIA in accordance with the WIA.

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