



BYLAWS (Revised April 18, 2023)

ARTICLE I - NAME

The name of this corporation, approved by the full Board of Trustees on December 16, 2015, and amended by the New Jersey State Treasurer on February 23, 2016, shall be the Camden County Workforce Development Board, Inc., hereinafter referred to as the "Corporation."

ARTICLE II - MISSION

To create the BEST customer driven delivery system for employment, training and education-related programs and services by providing strategic management, planning, implementation and evaluation in order to enhance the regions long term economic success for all citizens and organizations.

- To provide leadership in all workforce issues.
- To provide a holistic delivery of services.
- To continually improve the quality of services for all customers.
- To empower customers to make informed choices and take control of their careers.
- To provide and guarantee universal access to employment opportunities.
- To provide quality workers for all of the regions employers.
- To create partnerships and collaboration in the government, private and non- profit stakeholders.

ARTICLE III - POWERS AND RESPONSIBILITIES

SECTION 1 - CHARITABLE CLAUSE: The Corporation shall be organized and operated exclusively for charitable, educational, and related purposes pursuant to N.J.S.A. 15A: 1-1, et seq. It shall have no authority to issue capital stock and shall not be conducted for profit. No part of the net earnings of the Corporation shall inure to the benefit of any Trustee or other individual having a personal interest in the activities of the Corporation. The Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Service Code or corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal code.

SECTION 2 - POWERS: The Corporation shall exercise such powers and perform such functions and duties as are necessary and appropriate to fulfill its mission, subject to requirements and limitations imposed upon the Corporation under the terms of relevant Federal and State laws and regulations as they may be amended from time to time.

ARTICLE IV - MEMBERSHIP

The Corporation shall have no voting membership.

ARTICLE V - BOARD OF TRUSTEES

SECTION 1 - POWERS: The business and affairs of the Corporation shall be controlled and administered by its Board of Trustees, through an Executive Director hired by the Board and serving at its pleasure. The Board shall review, amend as appropriate and adopt the Corporation's budget and its policies and procedures. Within those constraints, the Executive Director shall have the authority and responsibility to act for the Board with respect to all personnel matters, and to coordinate and manage the Corporation's day-to-day business affairs, subject to applicable laws and to the oversight of the Executive Committee and the Chair.

SECTION 2 - COMPOSITION OF THE BOARD: The Board shall be composed of no less than thirty-three (33) Trustees. The number of Trustees may be changed by a two-thirds vote of the full Board, provided that no such reduction in the number of Trustees shall serve to terminate the status of any person as a Trustee before the end of her/his term of office.

The Trustees shall represent entities specified by relevant Federal and State law, including without limitation private sector business concerns, organized labor and public and private agencies serving the community. Subject to applicable laws, the Board may from time to time revise the entities represented thereon; provided that termination of a category of representation shall not terminate the status of any person as a Trustee before the end of her/his term of office.

SECTION 3 - NOMINATION AND APPOINTMENT: The Chief Elected Official or designee of Camden County, with the approval of the County Board of Chosen Freeholders, shall appoint Trustees in sufficient numbers to fill all Board vacancies. Appointments shall be made from among those persons nominated by a Nominating Committee consisting of four (4) persons, of who two (2) shall be appointed by the Chief Elected Official and two (2) shall be Trustees appointed by the Corporation. At least one of the Chief Elected Official's appointees to the Nominating Committee shall be a Freeholder. The Nominating Committee shall make its nominations for each category of representation in such numbers so as to comply with applicable Federal and State laws and regulations (including without limitation the requirement that the number of private sector nominees be equal to at least 150% of the number of vacant private sector Trustee positions, for so long as that requirement is contained in Federal law), and to permit the Chief Elected Official to so comply in making appointments.

SECTION 4 - TERMS OF OFFICE: Trustees shall serve one (1) three year term commencing July 1 after their appointment and ending June 30 of the third year of their appointment. Any Trustee may be appointed to serve successive terms without limitation.

A Trustee shall remain on the Board until their replacement has been duly appointed.

SECTION 5 - VACANCIES: A Trustee shall be deemed to have resigned and a vacancy shall be deemed to exist when the Trustee (a) no longer represents the constituency group from which originally selected, as determined by the Board, (b) submits a written resignation to the Chair or (c) within any six (6) month period fails to attend half of the duly-called meetings of the Board and of each Committee of which the Trustee is a member. A Trustee also may be removed from the Board for good cause by a two-thirds (2/3) vote of the full Board of Trustees after proper notice and opportunity to be heard.

Any vacancy in the Board shall be filled in the same manner as the original appointment was made. A Trustee appointed to fill a vacancy created due to causes other than expiration of a Trustees term shall serve the balance of the unexpired term. Wherever possible, said Trustee shall be a representative of the same constituency group as the Trustee whose absence created the vacancy.

SECTION 6 – COMPLETION OF THE FINANCIAL DISCLOSURE STATEMENT: The Local Government Ethics Law requires all local government officers to annually file a Financial Disclosure Statement due April 30th of each year to be included in public records. The Local Government Ethics Law defines a “local government officer” as a member of an independent municipal, county or regional authority. All Trustees are required to comply with the Local Government Ethics Law by completing a Financial Disclosure Statement and submitting it to the County Board of Freeholders on or before the stated deadline.

ARTICLE VI - OFFICERS

SECTION 1 - CORPORATE OFFICERS: The Officers of the Corporation shall be a Chair, a Vice-Chair and a Secretary/Treasurer. At least the Chair and the Vice-Chair shall be chosen from among the private sector representatives.

The Chair shall be the chief executive officer of the Corporation, shall preside at all meetings of the Executive Committee and Board of Trustees and shall supervise all business affairs of the Corporation. The Chair shall be an ex-officio member of all Standing Committees of the Corporation. Subject to the Executive Committee's prior approval, the Chair shall execute on the Corporation's behalf contracts in the normal course of business, except when contracts are required or permitted by law to be otherwise executed and except when the Board has expressly delegated such powers to another Officer or agent.

The Vice Chair shall perform all the duties and exercise the powers of the Chair whenever the Chair is absent or otherwise unable to act. The Vice Chair may have such other duties as may be assigned from time to time by the Board and the Chair.

The Secretary/Treasurer shall maintain the official roll of Trustees; record all votes and the minutes of all proceedings of the Board in a book to be kept for that purpose; ensure that notices of meetings are given in accordance with law and these Bylaws; have the custody of the corporate funds and records and make them available upon request to Trustees; direct all the financial affairs of the Corporation, including the deposit and disbursement of all monies in the name of the Corporation as ordered by the Board and upon proper vouchers; and render accounts to the Board of the financial state of the Corporation; provided that any or all of these duties may be performed on a day-to-day basis by one or more Assistant Secretaries or Assistant Treasurers designed as such by the Board, under the overall guidance of the Secretary/Treasurer. In addition, the Secretary/Treasurer shall perform all the duties and exercise the powers of the Chair whenever the Chair and Vice Chair are absent or otherwise unable to act.

SECTION 2 - ELECTION AND TERMS OF OFFICE: The Officers shall be elected by the Board at its final meeting of each program year. A slate will be prepared at least 30 days prior to the meeting by a Nominating Committee appointed by the Chair and consisting of no fewer than three (3) Trustees not wishing to serve as Officers in the coming year. Additional nominations may be made from the floor. Each Officer shall hold office for one year commencing July 1 and ending June 30 of the next calendar year. Any Officer may succeed her/himself without limitation. No person shall hold more than one office at the same time.

SECTION 3 - VACANCIES: An Office shall be deemed vacant upon an Officer's written resignation, when an Officer ceases to be a Trustee for any reason or, in the case of the Chair or Vice Chair, when (s)he ceases to represent the private sector. Vacancies occurring during a term of Office shall be filled by the Executive Committee for the unexpired term of the Office.

SECTION 4 - REMOVAL: Any Officer may be removed by the Board whenever in its judgment the best interest of the Corporation would be served thereby. Removal shall be effected by a two-thirds (2/3) vote of the Trustees attending a properly noticed Board meeting at which a quorum is present.

ARTICLE VII - COMMITTEES

SECTION 1 - ORGANIZATIONS AND DUTIES: The Corporation shall have an Executive Committee chaired by the Chair and shall have Standing and Special Committees with Chairpersons appointed by the Chair. The Chair and each Committee Chairperson shall jointly appoint members of Standing and Special Committees, which may include both Trustees and non-voting non-Trustees having knowledge and abilities which may assist the Committee in its work, being mindful to avoid the potential for or the appearance of conflicts of interest. By accepting appointment to a Committee, non-Trustee members acknowledge that they are subject to the policies and restrictions of the Corporation, including without limitation policies regarding conflicts of interest. All Trustees shall serve on at least one Standing or Special Committee. Committee members shall serve until their successors are appointed or until the task of the Committee is completed or the member resigns or is removed.

Each Committee shall develop and maintain a current description of its mission and shall report to the Board of Trustees on its activities. All Standing and Special Committee actions are subject to the approval of the Executive Committee prior to being effective.

SECTION 2 - EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the Officers and the Chairpersons of all Standing Committees. The immediate past Chair shall also remain a member of the Executive Committee for one year after her/his Presidency expires if he/she also continues to be a Trustee during that year. Chairpersons of Special Committees may be asked to attend or serve on the Executive Committee at the discretion of the Chair. A Freeholder may be appointed by the Chief Elected Official to serve on the Executive Committee without regard to the Freeholder's status as a Trustee or not, at the sole discretion of the Chief Elected Official; and the appointed Freeholder may at her/his sole discretion appoint a designee to act on her/his behalf.

The Executive Committee shall meet on a schedule established from time to time by the Committee. With the exception of those powers expressly reserved to the Full Board of Trustees under article V, Section 1 and Article XV herein or by law, the Executive Committee may act in all respects for the Corporation; provided that all actions of the Executive Committee must be subsequently presented to the full Board of Trustees for ratification as provided in the Corporation's Policies and Procedures.

SECTION 3 - STANDING COMMITTEES: The Board shall have permanent Standing Committees with Chairpersons appointed by the Chair. Each Standing Committee will also have a Vice Chair from the private sector who shall be appointed by the Committee Chair to serve for a one year term. The role of the Vice Chair will be to serve in the absence of the Chair at committee meetings. The Vice chair will attend one Executive Committee meeting per year but will not have a vote at the Executive Committee meeting.

These Committees shall be:

- Abilities Committee, whose mission is to coordinate and leverage resources through public and private partnerships at all levels of state government as a means to maximize employment opportunities and services for individuals with disabilities.
- Literacy Committee, whose mission is to promote awareness and communicate the impact of literacy, enhance coordination among residents, employers and service providers, advocate for lifelong learning with the goal of leading Camden County residents to become economically self-sufficient individuals.
- Operations Committee, whose mission shall be the implementation and coordination of the day-to-day operations of the One-Stop System,
- System Performance Committee, whose mission shall be the development of the standards and criteria for one stop partners, programs and vendors, along with customer satisfaction and continuous improvement. The committee will also provide for the fiscal planning and management for the One-Stop system.
- Youth Investment Council, whose mission shall be the development of a comprehensive strategy for youth services, to make recommendations for the funds allocated for youth services and oversee the performance of youth funding.

SECTION 4 - SPECIAL COMMITTEES: The Chair shall appoint such Special Committees, as the Chair deems necessary to further the objectives of the Corporation.

ARTICLE VIII - BOARD OF TRUSTEES MEETINGS

SECTION 1 - FREQUENCY: The full Board of Trustees shall meet quarterly. The June meeting will be recognized as the Corporate Year-End meeting at which time the Corporate Officers for the next calendar year will be elected. The Annual Report will be presented *and* the current fiscal year's budget will be adopted at the September meeting, following the generation of year-end performance measures and the receipt of funding notice of obligations from the State of New Jersey.

SECTION 2 - PROCEDURES FOR SCHEDULING MEETINGS: Trustees will be afforded a minimum of one week written notice prior to Board meetings. A general public notice of the meeting will be given in advance of the scheduled meeting, in compliance with applicable laws. Dates, times, locations and agendas of meetings shall be determined by the Executive Committee, or by the Chair in the event of a Special Meeting, and will be included in the meeting notice; provided

that items not included in an agenda shall not for that reason alone be excluded from consideration at a meeting. Trustees are expected to give three (3) days advance notice if they are unable to attend any Board meeting.

SECTION 3 - MEETING PROCEDURES: Board meetings, except as otherwise necessary and permitted by law, will be open and accessible to the public. A quorum of two-fifths (2/5) of the current number of Trustees must be assembled in order to transact business requiring a vote. Minutes will be maintained of all Board meetings.

SECTION 4 - SPECIAL BOARD MEETINGS: Board meetings may be called by the Chair or by petition of 25% or more of the Trustees, who must indicate the reason for calling a Special Meeting. The Chair shall call a Special Meeting within thirty (30) days after receipt of such a petition.

SECTION 5 - ACTION WITHOUT A MEETING: To the extent permitted by applicable laws, any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if three (3) members of the Executive Committee agree that emergency or immediate action must be taken and if thereafter all the Trustees entitled to vote are polled by the Chair or her/his designee by telephone or other such means; provided that, upon achieving a majority vote of the entire Board the action taken will be valid even if some Trustees cannot be contacted. Any action so taken without a meeting shall be communicated in writing to all Trustees within ten (10) days thereof along with a list by name of all Trustees, vote taken, and certification of a reasonable attempt to reach each one. It shall not be necessary for Trustees to consent in writing to action taken without a meeting; however, action so taken shall be reported at the next Board meeting.

ARTICLE IX - VOTING

SECTION 1 - BOARD VOTING: Upon appointment each voting Trustee shall be entitled to cast one (1) vote on each issue presented for Board action; provided that the Chair may vote only to make or break a tie vote. Disputes over the voting authority of any Trustee shall be resolved by the Chair.

Only those Trustees in attendance at a Board meeting may vote; proxies shall not be permitted. Trustees shall abstain from discussing or voting on any matter before the Board in which the Trustee has an actual or potential conflict of interest, in accordance with applicable laws and regulations and the Corporation's Code of Conduct.

Only those Trustees in attendance may vote. Except when a supermajority is required by law or these Bylaws, a majority vote of those in attendance at a meeting will prevail. Voting shall normally occur by voice vote; provided that any Trustee may request voting by a show of hands, by roll call, or by ballot, which request shall be honored and the resulting vote recorded in official Board Minutes.

SECTION 2 - COMMITTEE VOTING: A quorum of two fifths (2/5) of the current Trustee members of a Committee must be assembled in person in order to transact business requiring a vote.

Only Trustee members of a Committee who are in attendance at a Committee meeting may vote thereat. Trustees may cast one (1) vote on each issue; provisos shall not be permitted; and matters shall be decided by a majority vote, with the Chairperson voting only to make or break a tie vote. Subject to conflict of interest, non-Trustee Committee members may participate fully in Committee deliberations, but may not vote.

ARTICLE X - REMUNERATION

Trustees may incur and receive reimbursement for expenses, which are directly related to official Corporation business such as conference or training registration and travel expenses. Reimbursement shall be subject to formal action by the Executive Committee on the appropriate recommendation presented to it by the Executive Director.

ARTICLE XI - INDEMNIFICATION

SECTION 1 - RIGHTS TO INDEMNIFICATION: The Corporation shall, to the extent permitted by N.J.S.A. 15A:3-4, indemnify, defend and save harmless its Trustees and other corporate agents from any and all claims arising out of their membership in, and activities on behalf of the Corporation.

SECTION 2 - INDEMNIFICATION NOT EXCLUSIVE: The foregoing indemnification shall not bar any other right or remedy claimable by a party in any lawsuit either in his or her official capacity or otherwise.

SECTION 3 - INSURANCE AND OTHER INDEMNIFICATION: The Board of Trustees shall have the power to purchase fidelity and bond insurance covering its Officers, Trustees, staff and others to the extent that the power to do so has been granted by law, and to give other indemnification to the extent not prohibited by law.

ARTICLE XII - CONFLICT OF INTEREST

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Interested Persons - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures:

Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors

whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe 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.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings - The minutes of the governing board and all committees with board delegated powers shall contain: (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed; (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements - Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) Has received a copy of the conflicts of interest policy; (b) Has read and understands the policy; (c) Has agreed to comply with the policy; and (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews - To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts - When conducting the periodic reviews as provided for in section (7), the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The provisions of this article are further subject to any additional requirements that may be imposed by any other applicable statute, rule or regulation.

ARTICLE XII - DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Trustees, after paying or making provision for payment of all liabilities of the Corporation, shall dispose of all assets in a manner which shall be consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

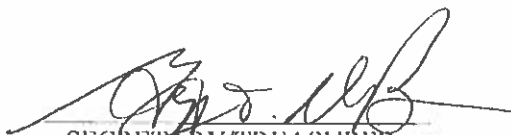
The rules contained in "Robert's Rules of Order Revised" shall govern this organization in all cases to which they are applicable and not inconsistent with these Bylaws or applicable Federal and State laws and regulations.

ARTICLE XV - ADOPTION AND AMENDMENT TO BY-LAWS

These Bylaws may be amended upon written submittal of the amendment by two or more Trustees, whereupon the proposal shall be distributed to all Trustees ten (10) days prior to the meeting at which it is to be considered for adoption. An affirmative vote of two-thirds (2/3) of the total current Trustees shall be required to amend these Bylaws. A Trustee may vote on a Bylaws amendment by written ballot submitted to the Chair prior to the meeting scheduled for such action.

APPROVED & ADOPTED by the Camden County Workforce Development Board, Inc., effective December 16, 2015 subject only to certification of the Board of Trustees by the State of New Jersey pursuant to its criteria for workforce investment board membership statewide.

ATTEST:


SECRETARY/TREASURER
Gregg T. DeBaere