**BY-LAWS OF**

**THE MASSACHUSETTS WORKFORCE DEVELOPMENT BOARD**

**ARTICLE I**

**NAME AND AUTHORITY**

Section 1. The Massachusetts Workforce Development Board (the Board) serves as the Governor’s advisory board for the Massachusetts workforce development system.

Section 2. A list of the federal- and state-mandated partners and programs that are among the components of the Massachusetts workforce development system can be found in section 121 of the federal Workforce Innovation and Opportunity Act of 2014 (WIOA) and in M.G.L. Chapter 23H, Section 7, and in any amendments thereto.

Section 3. The functions of the Massachusetts Workforce Development Board as required by WIOA, M.G.L. Chapter 23H, Section 7, and other federal and state legislation, shall be carried out by the Board.

**ARTICLE II**

**GOALS AND PURPOSE**

Section 1. The primary goals of the Commonwealth’s workforce development system are to create and retain jobs in Massachusetts by enabling Massachusetts residents to acquire the competencies, skills, supportive services, and education necessary to support themselves and their families, and to provide Massachusetts employers with a skilled and educated workforce to remain competitive in a dynamic global economy.

Section 2. The Board’s purpose is to meet the statewide and regional workforce needs of the Commonwealth by:

1. assisting in measuring the effectiveness of the federally-funded workforce system and pursuing its continuous improvement;
2. promoting innovative and performance-driven models for workforce development;
3. developing strategies to promote the proportionate workforce participation of women, people of color, veterans, and persons with disabilities across industry sectors in the commonwealth;
4. maximizing the effectiveness of the local workforce boards; and
5. providing assessments and recommendations to the Governor, the Executive Office of Labor and Workforce Development, the Workforce Skills Cabinet, local workforce boards, and other entities as needed regarding the effectiveness of the public workforce development system in the Commonwealth.

**ARTICLE IV**

**GENERAL MEMBERSHIP**

The composition of the Board and length of members’ terms is specified in M.G.L. Chapter 23H, Section 7, and the federal Workforce Innovation and Opportunity Act of 2014 or its successor re-authorization. Members shall serve without compensation.

Section 2. Board Member nominations shall be directed to the Governor’s Office of Boards and Commissions who shall bring forth eligible candidates for consideration by the Governor, or the appropriate appointing authority. Unless required by M.G.L. Chapter 23H, Section 7, the Governor and appointing authorities are not required to appoint Board members from among those who have been nominated.

Section 3. A Board member may resign at any time by filing a written resignation with the Board Chair, Executive Director, and the Governor’s Office of Boards and Commissions. All vacancies shall be immediately reported to the Governor or appointing authority by the Board Chair, Executive Director, or the Governor’s Office of Boards and Commissions.

**ARTICLE V:**

**ETHICS AND CONFLICTS OF INTEREST**

Section 1. The Board adopts and incorporates the requirements of the Massachusetts Conflict of Interest Law, M.G.L. Chapter 268A, into these By-Laws. Members of the Board will each be provided with a copy of a summary of the Conflict of Interest Law upon appointment to the Board and will acknowledge their receipt and awareness of the law's requirements by signature upon receipt. All members of the Board must attend a training session provided by the Massachusetts State Ethics Commission within 90 days of appointment and re-appointment to the Board.

Section 2. If a matter before the Board presents a conflict of interest for a Board member, she or he shall bring the conflict of interest to the attention of the Board Chair and shall recuse himself or herself from participating in discussion and/or voting on the matter by leaving the meeting. The member’s recusal shall be reflected in the meeting minutes. The member may return to the meeting once the discussion and voting on the matter has concluded.

Section 3. It shall not be a conflict of interest for a Board member to serve on a Local Workforce Development Board, as defined by section 107 of WIOA. Members are required to adhere to the Massachusetts Conflict of Interest Law and Article V, Section 2 of these By-Laws if a matter before the Board presents a conflict of interest with members’ membership on a Local Workforce Development Board.

**ARTICLE VI**

**BOARD MEETINGS**

Section 1. The Board shall meet at least four times each calendar year within the Commonwealth of Massachusetts at such time and place as designated by the Board Chair and/or the Executive Director.

Section 2. The Board Chair and/or the Executive Director shall provide members with a written schedule of all regular meetings for the upcoming year. Special meetings of the Board may be called by the Board Chair as circumstances require.

Section 3. Meeting information, including the dates, times, and locations, for all Board meetings, Board committees and task forces, shall be posted on the Massachusetts Workforce Development Board website, and filed with the Executive Office of Administration and Finance and the Secretary of the Commonwealth in accordance with M.G.L. Chapter 30A.

Section 4. The Executive Director shall keep proper records of all meetings, in typewritten form. The written minutes approved by the Board, Committee or Task Force shall be the official record. A copy of the official minutes shall be posted on the Massachusetts Workforce Development Board website, and shall be available upon request.

**ARTICLE VII**

**QUORUM AND ATTENDANCE**

Section 1. At all Board meetings, a quorum shall be a majority of the members appointed to the Board. Attendance is required at all meetings. Board members who miss more than two meetings in a 12-month period may be subject to replacement at the discretion of the Governor upon the advice of the Board Chair and/or Executive Director as appropriate.

**ARTICLE IX**

**VOTING & NEW BUSINESS/MOTIONS**

Section 1. New business orders or motions must be filed in writing with the Executive Director at least five business days before a regularly scheduled meeting of the Board in order to be included on the agenda for that meeting. Orders or motions so filed with the Executive Director will be placed on the agenda and copies will be supplied to Board members in advance of the meeting. Requests for new business orders or motions filed later than five business days before the regularly scheduled meeting shall be placed on the agenda at the discretion of the Chair.

Section 2. Votes of the Board shall be taken by voice vote. If the vote is doubted by a Chair or any member, the members voting shall rise in their places until counted. A vote shall be taken by yeas and nays when at least one member of the Board so requests.

Section 3. Any member may request immediate consideration of any matter on the agenda. If any member objects, the matter must be referred to the Chair for action at its next meeting. This rule may not be suspended unless two-thirds of the membership present agrees.

**ARTICLE X**

**OPEN MEETINGS**

Section 1. The Board shall adhere to Open Meeting Law requirements as specified in M.G.L. Chapter 30A, sections 18 through 25.

Section 2. All meetings of the Board shall be open to the general public. Unless specifically recognized by the Chair, no person attending a Board meeting who is not a Board member shall participate in the discussion of the Board.

**ARTICLE XI**

**COMMITTEES AND TASK FORCES**

Section 1. Issues that are of importance to the Board may be referred to a Committee or Task Force. Committees or Task Forces may be formed by majority vote of the membership or by appointment by the Board Chair.

Section 2. The Board Chair will appoint chairs to Board Committees and Task Forces. Each Committee or Task Force will have a specific mandate with clear timelines for addressing the questions put to them by the membership or the appointing authority.

Section 3. All recommendations of these Committees and Task Forces will be referred to the full Board membership.

**ARTICLE XII**

**CONDUCT OF MEMBERS**

Section 1. When a member speaks, he or she shall address the Board Chair and confine his or her remarks to the question under debate.

Section 2. No member shall be interrupted while speaking except by their consent or by a point of order; nor shall there be any conversation among the members while a question is being stated, while a member is speaking, or while there is a presentation before the Board.

Section 3. Board members shall strive to make their remarks succinct and productive to the discussion while speaking on any question where debate is unlimited. The Board Chair shall control Board discussions and may limit the amount of time a member may speak on a topic.

**ARTICLE XIII**

**PARLIAMENTARY PROCEDURE AND LEGAL COUNSEL**

Section 1. The Board shall be governed by Robert’s Rules of Order, Newly Revised Edition, in all questions of parliamentary procedure not provided for by these By-Laws.

Section 2. The chief legal counsel of the Executive Office of Labor and Workforce Development, or her or his designee, shall serve as legal counsel to the Board and shall be the Parliamentarian for the Board.

**ARTICLE XIV**

**ADOPTION AND AMENDMENT OF BY-LAWS**

Section 1. These By-Laws were originally discussed and voted on at the February 25, 2016 meeting of the Board and became effective on February 25, 2016. The By-Laws became effective with the approval of a majority of members present and voting.

Section 2. The membership shall have the power and authority to alter, amend, or repeal these By-Laws at a subsequent regularly scheduled Board meeting by the vote of a two-thirds majority of the Board members present. Advance notice of intent to alter, amend or repeal the By-Laws must be given in writing to the members at the Board meeting preceding the meeting at which the vote will be taken.