

**EBY-LAWS
OF
MASSHIRE GREATER LOWELL WORKFORCE BOARD**

ARTICLE I: NAME

Section 1: The name of this body shall be the Greater Lowell Workforce Development Board, Inc., dba MassHire Greater Lowell Workforce Board. The Board is a business not for profit organization consistent with the requirements of Section 501 (c) (3) of the Internal Revenue Service Code of 1954 and is considered incorporated by the Commonwealth of Massachusetts Secretary of State as of June 10, 1985. The Board was incorporated under the body formerly known as the Greater Lowell Workforce Investment Board and the Greater Lowell Regional Employment Board respectfully.

On July 22, 2014, the Workforce Innovation and Opportunity Act (WIOA) (Public Law 113–128) was signed into law and constituted a comprehensive reform legislation that superseded the Workforce Investment Act (WIA) to strengthen the United States workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs in the United States, and to promote individual and national economic growth.

The Workforce Innovation and Opportunity Act requires the Commonwealth to establish Local Workforce Development Boards (WDBs) in each local area of the state. The LWDB is charged with setting policy for the statewide workforce system within the locally defined area.

Section 2: Its area of jurisdiction shall include the following cities and towns: Billerica, Chelmsford, Dracut, Dunstable, Lowell, Tewksbury, Tyngsboro and Westford. This area shall henceforth be referred to as the Greater Lowell Workforce Development Area.

ARTICLE II: PURPOSE

Section 1: To serve as an independent board in partnership with the Chief Elected Official in providing oversight of the local programs of youth services, local employment and training activities, and the one-stop delivery system funded under the Workforce Innovation and Opportunity Act (WIOA) and other federal and state employment and training grants administered by the Board.

Section 2: The Board shall be responsible for providing policy guidelines with respect to activities to be operated within the Workforce Development Area.

The Board will act as the entity to administer the Local Strategic Plan for the workforce development system including the operation of the One-Stop Career Center service delivery system.

The Board shall be responsible for providing guidance in achieving the goals and objectives of the GLWDB Strategic Plan. Goals of the Strategic Plan are:

- *Meet regional employer needs for a skilled workforce*
- *Connect job seekers to competitive wage employment*
- *Support successful youth entry into career pathways and post-secondary credential programs*
- *Continue to maintain strong Workforce Board operations*

Section 3: To monitor and evaluate all existing programs and apprise the Chief Elected Official as to the effectiveness and responsiveness of employment and training services in the Workforce Development Area.

Section 4: To work in partnership with private sector business, individual groups and agencies dedicated to the economic growth and revitalization of the region and those residents who have barriers to employment.

ARTICLE III: DUTIES AND RESPONSIBILITIES

Section 1: The specific duties and responsibilities of the Greater Lowell Workforce Development Board, Inc., dba MassHire Greater Lowell Workforce Board and its designated staff include:

- a. Assisting in the collection and interpretation of labor market data concerning the growth of economic sectors and specific occupations with the Workforce Development Area.
- b. Assisting in defining and articulating what skill levels are necessary to successfully perform and obtain employment in the identified growth occupations.
- c. Assisting in identifying what groups of eligible customers would be most appropriately served by the local employment and training system.
- d. MassHire Greater Lowell Workforce Board with input from the local One-Stop Career Center Operator shall develop the Annual Business Plan for the workforce development system including the operation of the One-Stop Career Center service delivery system.
- e. Reviewing all program proposals, determining what programs merit funding, and denoting appropriate level of funding while keeping in accordance with the MassHire Greater Lowell Workforce Board's Fair and Impartial Review Policy/Procedures.

- f. Work in conjunction with the chief elected official to designate a fiscal agent for the Greater Lowell workforce area. The workforce development board shall design Request for Proposals, however the fiscal agent shall be responsible for the procurement of services and the delegated authority to negotiate contracts to maximize cost effectiveness, accountability and compliance with WIOA and other grant funded rules and regulations. The fiscal agent shall provide fiscal and program performance updates to the board on a regular basis.
- g. Serve as a focal point of partnership between the business sector and the public efforts to satisfy labor demand needs of the area.
- h. Monitor the performance of the Workforce Development Area in the implementation of the Annual Plans that involve, at a minimum, reviewing relevant performance and evaluation reports.
- i. Review and comment on all programs mandated through the Workforce Innovation and Opportunity Act. Collaborate with various local and state agencies providing employment and education programs by reducing duplication of services.
- j. Work in conjunction with the chief elected official or his/her designee to design a Request for Proposals for the one stop operator. The chief elected official or his/her designee with the guidance and review of the workforce development board, shall be responsible for the procurement of a one stop operator and negotiate the contract to maximize services and compliance with WIOA. The workforce development board shall provide performance reviews.

ARTICLE IV: MEMBERSHIP

Section 1: The business and affairs of the MassHire Greater Lowell Workforce Board shall be controlled and supervised by the MassHire Greater Lowell Workforce Board Chair and Executive Committee through the approval of the general membership.

Section 2: The Board shall have a membership of no fewer than twenty (20) and no more than forty-five (45) members. The Board members shall be appointed to the Board in accordance with the Workforce Innovation and Opportunity Act by the Chief Elected Official (CEO) in such a way that:

- The *majority of the members* of the Board must be representatives of business in the local area. At a minimum, *two members* must represent small business as defined by the U.S. Small Business Administration.
- *Not less than 20 percent* of the members of the Local Board must be workforce representatives including:
 - *two or more* representatives of labor organizations
 - *one or more* representatives of a joint labor- management, or union affiliated, registered apprenticeship program within the area (or non-union apprenticeship program if no union programs exist)

- *one or more* representatives from community based organizations (including organizations representing individuals with disabilities and veterans),
- *one or more* representatives from youth-serving organizations
- The ***Balance of membership*** should include:
 - *at least one eligible provider* administering adult education and literacy activities under WIOA title II
 - *a least one representative* from an institution of higher education
 - *at least one representative* from Economic and community development entities, the state Employment Service Office, and the programs carried out under title I of the Rehabilitation Act of 1973
- ***In addition to the representatives enumerated above, the CEO may appoint*** other appropriate entities in the local area such as:
 - local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment
 - Governmental and economic and community development entities who represent transportation, housing, and public assistance programs
 - Philanthropic organizations serving the local area
 - Other appropriate individuals as determined

Workforce Development Board members who have been appointed by the chief elected official as required under the Workforce Innovation and Opportunity Act shall constitute the official voting membership of the Board.

Members of the Board that represent businesses, organizations, agencies, or other entities shall be individuals with optimum policymaking or hiring authority.

Section 3: The Board shall ensure that the diversity of the population in the Greater Lowell Workforce Development Area is adequately represented on the Board.

Section 4: The Chief Elected Official/City Manager shall appoint members from the business sector after conferring with and working in cooperation with local business membership organizations and business trade organizations. This is in accordance with criteria established under the Workforce Innovation and Opportunity Act, Section 107(c)

Section 5: Business sector members of the Board shall be appointed for a term three years. Appointments will be staggered based on the date of appointment. Other members may serve for an unlimited term until they fall under one of the following categories:

- a. Voluntarily resign
- b. Leave the place of employment where originally nominated
- c. Transfer to a different location outside of the Workforce Development Area
- d. Fail to participate and or attend WDB sponsored functions/meetings for an extended period of time

e. Other individual circumstances

Section 6: The WDB Director shall not serve on the Board but will be present at all Board meetings to provide technical assistance and other information to the Board.

Section 7: All vacancies will be filled within ninety (90) days in the same manner as the original appointments.

Section 8: Voting rights are restricted to the MassHire Greater Lowell Workforce Board members or their deputies (see Article IV, Section 10) in the member's absence. If both the member and the deputy are present, only the member may vote.

Section 9: No MassHire Greater Lowell Workforce Board member shall discuss or vote on any matter having a direct bearing on services to be provided by that member or any organization of which that member is associated, either through employment and/or membership through a Board. The MassHire Greater Lowell Workforce Board shall follow the Commonwealth of Massachusetts conflict of interest laws (MGL Chapter 268A and B) as well as the Conflict of Interest provision defined under the Workforce Innovation and Opportunity Act (Section 107(h) which states: A member of a local board may not –

- (1) vote on a matter under consideration by the local board -
 - (A) regarding the provision of services by such member (or by an entity that such member represents); or
 - (B) that would provide direct financial benefit to such member or the immediate family of such member: or
- (2) engage in any other activity determined by the Governor to constitute a conflict as specified in the State plan.
- (3) Members shall determine the need to abstain from voting when they have a conflict of interest and or an appearance of a conflict in accordance with State and Federal guidelines.

Abstentions from voting shall be formally recorded in the minutes of the Board proceedings. Before any funding decisions are made, the Chair will remind all voting members the appropriate regulations in regards to conflict of interest.

Section 10: Members of the MassHire Greater Lowell Workforce Board may appoint a Deputy who will officially represent the member at meetings of the Board. The Deputies may serve on various sub-committees as designated by the Board.

Section 11: Removal for Cause: A member may be removed from the MassHire Greater Lowell Workforce Board for just cause upon the vote of two thirds of the Executive Board Committee. A member subject to such removal shall have five business days written notice of the proposed action and have the opportunity to be heard and to present evidence on their behalf before the Executive Committee.

Just cause for removal shall include but not be limited to the following:

- Multiple absences from regular Board meetings within a twelve month period without notice. It is expected that members will contact the Director and or Board staff prior to the scheduled meeting to inform of an anticipated absence
- Ineligibility based upon these bylaws: and,
- Any other reason which would substantially interfere with or reflect badly upon the Greater Lowell WDB.

ARTICLE V: MASSHIRE GREATER LOWELL WORKFORCE BOARD CHAIR AND VICE CHAIR

Section 1: The MassHire Greater Lowell Workforce Board shall have a Chair, Vice-Chair and Second Vice-Chair.

- a. The Chair shall preside over all general membership meetings and all Executive Committee meetings. The Chair shall serve as functional head of all Board activities. He/she shall perform such duties as are prescribed by the MassHire Greater Lowell Workforce Board.
- b. The First Vice-Chair shall preside over all general membership and Executive Committee meetings in the absence of the Chair. The First Vice-Chair shall also perform additional duties as assigned by the Chair.
- c. The Second Vice-Chair shall preside at all Board meetings in the absence of the Chair and First Vice-Chair and may perform additional duties as assigned.
- d. The Chair, First Vice-Chair and Second Vice-Chair shall be elected bi-annually.
- e. The Chair and First Vice-Chair shall be representatives of the business sector.

Section 2: The MassHire Greater Lowell Workforce Board Chair shall see that all rules and By-laws are observed. Additional duties include but are not limited to:

- a. The determination of agendas for all meetings in consultation with the Executive Director.
- b. The opening of the meetings at the appropriated time by taking the Chair, calling the meeting to order and ascertaining whether quorum is present.
- c. The announcement in proper sequence of the business that is to come before the Board.
- d. The recognition of members entitled to the floor.

- e. The restatements of all questions that legitimately come before the Board as motions or that otherwise arise in the course of proceedings. Also the announcement of the result of each vote or the ruling of illegitimate motions.
- f. The protection of the Board from obviously frivolous or dilatory motions by refusing to recognize them.
- g. The enforcement of rules relating to debate and to the order of business.
- h. The expedition of business in a way compatible with the rights of members.
- i. The decision on all questions of order.
- j. The response to all inquiries of members relating to parliamentary procedure or factual information bearing on the business of the Board.
- k. The authentication by his/her signature of all MassHire Greater Lowell Workforce Board acts, policy statements and procedures including the review and concurrence of the Annual Plan.
- l. The declaration of the adjournment of the meeting.
- m. Assignment of various issues and proposals to appropriate Sub-Committees.
- n. The representation of the Board on any bodies or entities as may be required to advance the purpose of the MassHire Greater Lowell Workforce Board.
- o. The Chair shall serve as an Ex-Officio member of all MassHire Greater Lowell Workforce Board Sub-Committees.

Section 3: The Chair, First Vice-Chair and Second Vice-Chair shall be elected on a bi-annual basis by a simple majority of the full Board. The nomination slate will be forwarded to members by **electronic and or USPS** mail prior to the Annual Meeting. The Election of Officers will take place during the Annual meeting typically held in June. New officers will assume their positions on July 1st.

Section 4: The Chair, First Vice-Chair and Second Vice-Chair shall be elected to serve for a two-year term or until their successor(s) are elected.

ARTICLE VI: MEETINGS

Section 1: The MassHire Greater Lowell Workforce Board shall hold regular meetings, no less than three (3) per annum or more frequently at the discretion of its Chair.

Section 2: All full board meetings shall be called by the Board Chair upon (7) seven working days notice by electronic and or USPS mail or both. Public notice of all meetings

to include the date, time and meeting location will be posted on the MassHire Greater Lowell Workforce Board website: <https://masshiregreaterlowell.com> within 48 hours prior to such meeting. All WDB meeting public notices shall be in accordance with ~~Mass Workforce Issuance 11-05: New Open Meeting Law Meeting Notice Requirements.~~ Mass Workforce Issuance 100 DCS 03.112.1, the Massachusetts Open Meeting Law, M.G.L. c. 30A, §§ 18-25, and applicable regulations at 940 CMR 29.00-29.11.

Section 3: Any ten (10) members may also call a meeting in accordance with the procedures outlined in Article VI, Section 2.

Section 4: Persons unable to attend full membership and or sub-committee meetings are required to contact the Chair (or designee) prior to the meeting date.

Section 5: At a properly called meeting, a quorum shall constitute one-third membership present and or duly represented by a named Deputy or written proxy. The members present at a duly constituted meeting, at which a quorum was determined to be present, may transact all business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6: Members of the Board or any Committee thereof, designated by the Chair may participate in a meeting of the Board or such Committee, by means of conference telephone or similar communication equipment permitting all persons participating in a meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

Section 7: The order of business at all MassHire Greater Lowell Workforce Board full membership meetings shall be as follows:

- a. Call to Order
- b. Approval of Minutes
- c. Report of Chair
- d. Report of Sub-Committees (if applicable)
- e. Report of Executive Director
- f. Report of One-Stop Operator
- g. New Business/Other
- h. Adjournment

Section 8: Minutes of all MassHire Greater Lowell Workforce Board meetings and Sub-Committee meetings will be recorded in a timely manner. Minutes shall be considered public record and available to all members upon request. Full membership meeting minutes shall be provided to members prior to any regular Board meeting.

In accordance with the Workforce Innovation and Opportunity Act (WIOA) Section 107(e), Mass Workforce Issuance 100 DCS 03.112.1, and the Massachusetts Open Meeting Law, formal meeting minutes of the Full Board shall be posted electronically and made available to the public online following each meeting, within a reasonable time after approval or as otherwise required by law.

Minutes should include:

- a. Date, time, place and type of meeting
- b. Presiding Officer
- c. Attendance
- d. Approval of prior Meeting Minutes
- e. All main motions (except those withdrawn) including the name of maker; whether seconded and voted.
- f. Action items discussed
- g. Date and time of next meeting (if scheduled)
- h. Time of adjournment

Section 9: The Board shall conduct business in an open manner consistent with the Massachusetts Open Meeting Law ~~and consistent with the Sunshine Provisions defined under the Workforce Innovation and Opportunity Act, Section 107(e) M.G.L. c. 30A, §§ 18–25, the implementing regulations at 940 CMR 29.00–29.11, and the Sunshine Provisions of the Workforce Innovation and Opportunity Act (WIOA), Section 107(e)~~, and shall make available to the public, on a regular basis through open meetings **and electronic means, including online posting**, information regarding the activities of the board including information regarding the local plan prior to submission, membership, designation and certification of one-stop operators, the award of grants or contracts to eligible providers of youth service, and on request, minutes of formal meetings of the board. The Commonwealth of Massachusetts Open Meeting Law will be observed at all meetings except under the rule governing Executive Session as follows:

“All Board meetings shall be open to the public and to the press unless the Board shall vote to go into Executive Session. Such Executive Session may be held only for the purpose of discussing matters that if made public might adversely affect the reputation of any person, the public security, the financial interest of the district, city and town. Executive Sessions shall not be held within four (4) hours prior to the scheduled time of a public meeting, except in cases of emergency*,” (*as determined by the Chair.)

Section 10: Any action required or permitted to be taken at a meeting of the MassHire Greater Lowell Workforce Board may be taken without a meeting if; prior to such action, a poll setting forth such specified actions shall be approved by two-thirds of the members of the Board. The individual vote of each member and action approved shall be orally reported upon at the next meeting of the Board.

Section 11: Action at Meeting - At any meeting of the GLWDB at which a quorum is present, the action of the Members on any matter brought before the meeting shall be decided by vote of a majority of those present.

The MassHire Greater Lowell Workforce Board shall periodically review its meeting notice, minute-keeping, and record-posting procedures to ensure compliance with WIOA Section 107(e), Mass Workforce Issuance 100 DCS 03.112.1, the Massachusetts Open Meeting Law, M.G.L. c. 30A, §§ 18–25, and regulations at 940 CMR 29.00–29.11.

ARTICLE VII: SUB-COMMITTEES

Section 1: The MassHire Greater Lowell Workforce Board, by resolution adopted by the majority of the full Board, may appoint from among its members an Executive Committee which shall have and may exercise all the authority of the Board provided that no such committee shall exercise the authority of the Board with respect to the election of officers of the Board; the adoption, repeal or amendment of these by-laws; the adoption of a plan or merger or consolidation or dissolution of the MassHire Greater Lowell Workforce Board or a revocation thereof. All actions of the Executive Committee must be referred to the full Board for ratification.

Section 2: The MassHire Greater Lowell Workforce Board shall have the following standing committees

- A. Executive
- B. Workforce Performance & Opportunity Committee
- C. Other committees to be established as necessary to carry out the mission of the board

The role of each of standing committee will be advisory in nature, and recommendations shall be forwarded to the MassHire Greater Lowell Workforce Board.

Section 3: The Chair of the MassHire Greater Lowell Workforce Board shall have the authority to appoint other committees from amongst Board membership for such particular purposes as may be deemed necessary or desirable to enhance or assist the Board in carrying out its duties and furthering the purposes of the MassHire Greater Lowell Workforce Board.

Section 4: Any committee so appointed shall have such powers and authority as are explicitly delegated by the Chair, subject, in all cases, to the limitations enumerated herein above with respect to the Executive Committee. Each committee of the Board shall be comprised of two or more members of the MassHire Greater Lowell Workforce Board and such other persons as the Committee Chairman may invite to participate in the business of the Committee in promulgation of the purposes of the Board. The Executive Committee shall have a majority membership of representatives from the business sector.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Section 1: The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern this body in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules or order this body may adopt.

ARTICLE IX: GREATER WORKFORCE DEVELOPMENT AREA SUPPORT FOR THE GREATER LOWELL WORKFORCE DEVELOPMENT BOARD, INC., DBA MASSHIRE GREATER LOWELL WORKFORCE BOARD

Section 1: The MassHire Greater Lowell Workforce Board shall have dedicated staff support to accomplish assigned duties deemed necessary by the Board to carry out the business of the Board.

Section 2: The Greater Lowell Workforce Development Area Title One Administrator (Career Center of Lowell) shall provide additional administrative support staff as requested by the Board to assist with all phases of Board operations.

ARTICLE X: GRIEVANCES

Section 1: The MassHire Greater Lowell Workforce Board, Inc. may appeal to the Commonwealth of Massachusetts, Division of Career Services, when a majority of its members agree that it has been unable to discharge its responsibilities and duties as set forth in Article III of these By-Laws. This appeal may be based on:

- a. The failure of the Greater Lowell Workforce Development Area Title One Administrator (Career Center of Lowell) to supply sufficient staff support.
- b. The absence of timely submission of relevant documents and materials to the MassHire Greater Lowell Workforce Board for its evaluation of the Workforce Development Area’s plans and programs.
- c. Other instances as agreed upon by the majority of the Board.

ARTICLE XI: FISCAL YEAR

Section 1: The fiscal year of the Greater Lowell Workforce Development Board, Inc., dba MassHire Greater Lowell Workforce Board shall begin the first day of July and end on the 30th day of June of the following year.

ARTICLE XII: AMENDMENTS

Section 1: These By-Laws may be altered, amended, or repealed and new By-Laws adopted by the affirmative vote of the majority of the MassHire Greater Lowell Workforce

Board members at any full membership meeting. Notification of any changes will be made to the general membership seven days prior to the meeting.

Adopted March 31, 2024