

EXHIBIT B

Clean Draft (9-Jun-2016)

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**Bylaws of
The Summit and Medina Workforce Area Council of Governments
("SAMWA COG")**

The following Bylaws are hereby adopted this ____ day of _____, 2016 by the Board of of the Summit and Medina Workforce Area Council of Governments ("SAMWA COG").

Introduction

Whereas, The Workforce Innovation and Opportunity Act (WIOA) envisions a workforce development system that is focused on job seekers, businesses, and the needs of regional economies, and requires workforce development boards and chief elected officials to design and govern the system regionally, aligning workforce policies and services with regional economies and supporting service delivery strategies tailored to those needs; and

Whereas, the SAMWA COG was established to provide the governance structure for the WDB to carry out its mandated functions of planning, contracting and assessing workforce development programs and to more clearly establish that local elected officials have ultimate responsibility for the expenditure of WIOA funds; and

Whereas, in order to carry out the purposes of the SAMWA COG and to achieve the mandates of WIOA, it is necessary to establish bylaws to achieve the following:

1. Define, where needed, the governance structure of the SAMWA COG Board,
2. Establish a Workforce Development Board,
3. Define the duties of the WDB and the processes by which the WDB will perform its functions,
4. Define the WDB's accountability to the SAMWA COG Board (the Local Elected Officials),
5. Clarify the lines of fiscal accountability as they relate to, a) the administrative functions of the SAMWA COG and the WDB, and b) the receipt, expenditure and monitoring of WIOA funds for the provision of workforce development services,
6. Provide for the hiring of staff, including an executive director, to support the duties and functions of the WDB, and to define the staff's accountability to chief local elected officials (the SAMWA COG Board) and to the WDB,
7. To designate Fiscal Agents,
8. To provide for the competitive process to choose a One-Stop Operator and service providers, and
9. To provide guidance as to the working relationship (logistics) between the WDB and its staff, the fiscal agent for WIOA program funds and the management of programs through the One-Stop Operator.

NOW THEREFORE, the SAMWA COG Board adopts the following bylaws:

Definitions

1. "WIOA." The Workforce Innovation and Opportunity Act of 2014, as amended.
2. "Local Workforce Development Area 2." Ohio Counties of Summit and Medina.
3. "Chief Elected Officials" ("CEOs"). In Summit County the Chief Elected Official is the County Executive. In Medina County, the Chief Elected Officials are the County Commissioners. For the purposes of this Regional Council of Governments ("COG") the Medina County Commissioners will elect or appoint one of their members to serve as their representative.
4. "COG Fiscal Agent." The person or entity designated to receive, process and account for administrative funds used for the administration and staffing of the SAMWA COG, including the administrative support of the WDB.
5. "WIOA Fiscal Agent." The person or entity designated to the receive, process and account for WIOA funds allocated to Workforce Area 2.
6. "Workforce Development Board" ("WDB"). The body defined under 20 CFR 679.310 to perform planning, implementation and assessment of workforce development programs in Summit and Medina Counties.
7. "One-stop Operator." An entity that oversees and provides centralized and coordinated management of an array of employment services and connections to work-related training and education of the core and other required WIOA One Stop partners to achieve results for jobseekers, workers, and businesses.

Section 1. SAMWA COG Board Governance and Functions

1.1 Governance. The SAMWA COG Board consists of two members, one Medina County Commissioner chosen by the Board of Commissioners of Medina County, and the other the County Executive of Summit County. The chairmanship of the COG board shall alternate between the CEOs, with the Summit CEO being Chairman in even years and the Medina CEO being Chairman in odd years. The Chairman shall hold all of the powers/authorities granted to the same within the text of the WIOA, its regulations, and other federal, and state law. The Chairman shall schedule, cancel, and preside over all meetings. The Chairman will also serve as Secretary of the SAMWA COG and will be responsible to arrange for the keeping of minutes of meetings and records of proceedings. The member who is not chairperson will be the Treasurer of the SAMWA COG and will be responsible to arrange for periodic financial reports from staff and fiscal agents.

1.2 Function and Actions by Consensus. The principle function of the Board will be to provide the organizational structure within which the Workforce Development Board (“WDB”) will operate, to oversee the work of the Workforce Development Board, to evaluate its effectiveness and to implement its programs and recommendations. The SAMWA COG Board will take action only by consensus vote of both members. Plans, actions, contracts and programs recommended by the WDB will be implemented by the SAMWA COG Board unless both members agree to withhold approval.

1.3 Meetings are open to the public. Meetings of the SAMWA COG are public meetings. The Chairman, upon scheduling a meeting, will be responsible to post public notice of the meeting in each county.

Section 2. Establishment of the local Workforce Development Board

2.1 Composition of the WDB. There shall be nineteen (19) members of the WDB, nine (9) shall be appointed by the Summit County CEO and nine (9) shall be appointed by the Medina County CEO and the representative from the State employment service office under Wagner Peyser Act, who shall be provided by the State (as shown in paragraph (d) of this section).. The WDB shall include:

- a. A majority of the members shall be representatives of business in the local area, who:(i) are owners, chief executives or operating officers, or other business executives or employers with optimum policymaking or hiring authority; (ii) represent businesses, including small businesses (or organizations representing such businesses), that provide employment opportunities in in-demand industry sectors or occupations in the local area; and (iii) are appointed from among individuals nominated by local business organizations and business trade associations;
- b. At least 20 percent of the members shall be representatives of the workforce within the local area, who:(i) shall include organized labor representatives nominated by local labor federations; (ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists; (iii) may include representatives of community based organizations that have expertise in addressing employment needs of individuals with barriers to employment; and (iv) may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth.
- c. Shall include representatives of entities administering education and training activities in the local area, as follows: (i) a representative of eligible providers administering adult education and literacy activities under title II; (ii) a representative of institutions of higher education providing workforce investment activities (including community colleges). The WDB may include representatives of local educational agencies, and community-based organizations with expertise in

addressing the education or training needs of individuals with barriers to employment;

- d. Shall include representatives of governmental and economic and community development entities serving the local area, as follows: (i) a representative of economic and community development entities; (ii) an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.); (iii) an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741). The WDB may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance and representatives of philanthropic organizations serving the local area; and
- e. The WDB may include such other individuals or representatives of entities as the COG may determine to be appropriate.
- f. If there are multiple local area eligible providers administering adult education and literacy activities under title II, or multiple institutions of higher education providing workforce investment activities, each such representative on the WDB described in paragraph (3) above, shall be appointed from among individuals nominated by local providers representing such providers or institutions, respectively.

Section 6. Miscellaneous

3.1 Dispute Resolution. Any dispute between the SAMWA COG Board and the WDB regarding any matters they are required to perform together shall be determined by discussion between the Chief Elected Officials and the Executive Committee of the WDB. In the event the parties cannot reach an agreement the decision of the SAMWA COG Board shall prevail.

In Witness Whereof, the members of the Board of the SAMWA COG have executed these Bylaws this ___ day of _____, 2016.

Members of the Board of the SAMWA COG:

Ilene Shapiro, Summit County Executive
Summit County Representative to the SAMWA COG

Adam Friedrich, Medina County Commissioner
Medina County Representative to the SAMWA COG