

BY-LAWS AND AMENDMENTS OF THE
ARIZONA @ WORK
SOUTHEASTERN ARIZONA
LOCAL WORKFORCE DEVELOPMENT BOARD

ARTICLE I – NAME AND ESTABLISHMENT:

The name of this organization shall be Arizona@Work – Southeastern Arizona Local Workforce Development Board and established in accordance with WIOA Section 107.

ARTICLE II – PURPOSE AND VISION:

The initial purpose of the ARIZONA@WORK Southeastern Arizona Workforce Board is that our organization shall plan, design, implement, conduct and evaluate employment and training programs consistent with 20 CFR § 679.300 (a)(b). The board represents a wide variety of individuals, businesses, and organizations throughout the local area. The Board will serve as a strategic convener to promote and broker effective relationships between the CEO's and economic, education, and workforce partners.

The purpose, as outlined in the WIOA law H.R. 803, is to amend the Workforce Investment Act of 1998 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 and other purposes. Statewide and Local Workforce Investment Systems are to provide workforce investment activities, through statewide and local workforce investment systems that increase the employment, retention and earnings of participants and increase occupational skill attainment by participants. As a result, improving the quality of the workforce, reducing welfare dependence and enhancing the productivity and competitiveness of the Nation.

The board mission statement is: The ARIZONA@WORK Southeastern Arizona Workforce Board will lead the regional workforce development system and collaborate with all partners to help businesses and job seekers prosper.

Their values statement is: Integrity – self-sufficiency – respect – teamwork – initiative – commitment and individual responsibility for team success.

The vision statement is: ARIZONA@WORK Southeastern Arizona Workforce Development will position our citizens and businesses for increased and sustained economic prosperity.

ARTICLE III – DUTIES AND RESPONSIBILITIES

The local board, in partnership with the chief elected official for the local area, shall perform the duties and responsibilities as outlined in WIOA 107(d), 20 CFR §679.370, Workforce Council Local Governance Policy and the Shared Governance Agreement, as follows:

(d) FUNCTIONS OF LOCAL BOARD.—Consistent with section 108, the functions of the local board shall include the following and will actively participate:

(1) LOCAL PLAN.—The local board, in partnership with the chief elected official for the local area involved, shall develop and submit a local plan to the Governor that meets the requirements in section 108. If the local area is part of a planning region that includes other local areas, the local board shall collaborate with the other local boards and chief elected officials from such other local areas in the preparation and submission of a regional plan as described in section 106(c)(2).

(2) WORKFORCE RESEARCH AND REGIONAL LABOR MARKET ANALYSIS.—In order to assist in the development and implementation of the local plan, the local board shall—

(A) carry out analyses of the economic conditions in the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities (including education and training) in the region described in section 108(b)(1)(D), and regularly update such information;

(B) assist the Governor in developing the statewide workforce and labor market information system described in section 15(e) of the Wagner-Peyser Act (29 U.S.C. 491–2(e)), specifically in the collection, analysis, and utilization of workforce and labor market information for the region; and

(C) conduct such other research, data collection, and analysis related to the workforce needs of the regional economy as the board, after receiving input from a wide array of stakeholders, determines to be necessary to carry out its functions.

(3) CONVENING, BROKERING, LEVERAGING.—The local board shall convene local workforce development system stakeholders to assist in the development of the local plan under section 108 and in identifying non-Federal expertise and resources to leverage support for workforce development activities. The local board, including standing committees, may engage such

stakeholders in carrying out the functions described in this subsection.

(4) **EMPLOYER ENGAGEMENT.**—The local board shall lead efforts to engage with a diverse range of employers and with entities in the region involved—

(A) to promote business representation (particularly representatives with optimal policymaking or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the local board;

(B) to develop effective linkages (including the use of intermediaries) with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities;

(C) to ensure that workforce investment activities meet the needs of employers and support economic growth in the region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and

(D) to develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships), that provide the skilled workforce needed by employers in the region, and that expand employment and career advancement opportunities for workforce development system participants in in-demand industry sectors or occupations.

(5) **CAREER PATHWAYS DEVELOPMENT.**—The local board, with representatives of secondary and postsecondary education programs, shall lead efforts in the local area to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.

(6) **PROVEN AND PROMISING PRACTICES.**—The local board shall lead efforts in the local area to—

(A) identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers (including individuals with barriers to employment) in the local workforce development system, including providing physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with

Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), to the one-stop delivery system; and

(B) identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.

(7) **TECHNOLOGY.**—The local board shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers, by—

(A) facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area;

(B) facilitating access to services provided through the one-stop delivery system involved, including facilitating the access in remote areas;

(C) identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and

(D) leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.

(8) **PROGRAM OVERSIGHT.**—The local board, in partnership with the chief elected official for the local area, shall—

(A) (i) conduct oversight for local youth workforce investment activities authorized under section 129(c), local employment and training activities authorized under subsections (c) and (d) of section 134, and the one-stop delivery system in the local area; and

(ii) ensure the appropriate use and management of the funds provided under subtitle B for the activities and system described in clause (i); and

(B) for workforce development activities, ensure the appropriate use, management, and investment of funds to maximize performance outcomes under section 116.

(9) **NEGOTIATION OF LOCAL PERFORMANCE ACCOUNTABILITY MEASURES.**—The local board, the chief elected official, and the Governor shall negotiate and reach agreement on local performance accountability measures as described in section 116(c).

- (10) SELECTION OF OPERATORS AND PROVIDERS.—
- (A) SELECTION OF ONE-STOP OPERATORS.— Consistent with section 121(d), the local board, with the agreement of the chief elected official for the local area—
- (i) shall designate or certify one-stop operators as described in section 121(d)(2)(A); and
 - (ii) may terminate for cause the eligibility of such operators.
- (B) SELECTION OF YOUTH PROVIDERS.—Consistent with section 123, the local board—
- (i) shall identify eligible providers of youth workforce investment activities in the local area by awarding grants or contracts on a competitive basis (except as provided in section 123(b)), based on the recommendations of the youth standing committee, if such a committee is established for the local area under subsection (b)(4); and
 - (ii) may terminate for cause the eligibility of such providers.
- (C) IDENTIFICATION OF ELIGIBLE PROVIDERS OF TRAINING SERVICES.—Consistent with section 122, the local board shall identify eligible providers of training services in the local area.
- (D) IDENTIFICATION OF ELIGIBLE PROVIDERS OF CAREER SERVICES.—If the one-stop operator does not provide career services described in section 134(c)(2), in a local area, the local board shall identify eligible providers of those career services in the local area by awarding contracts.
- (E) CONSUMER CHOICE REQUIREMENTS.— Consistent with section 122 and paragraphs (2) and (3) of section 134(c), the local board shall work with the State to ensure there are sufficient numbers and types of providers of career services and training services (including eligible providers with expertise in assisting individuals with disabilities and eligible providers with expertise in assisting adults in need of adult education and literacy activities) serving the local area and providing the services involved in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.
- (11) COORDINATION WITH EDUCATION PROVIDERS.—
- (A) IN GENERAL.—The local board shall coordinate activities with education and training providers in the local area, including providers of workforce investment

activities, providers of adult education and literacy activities under title II, providers of career and technical education (as defined in section 3 of the Carl D. Perkins Career and Technical Education Act of 2006 (20 U.S.C. 2302)) and local agencies administering plans 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).

(B) APPLICATIONS AND AGREEMENTS.—The coordination described in subparagraph (A) shall include—

(i) consistent with section 232—

(I) reviewing the applications to provide adult education and literacy activities under title II for the local area, submitted under such section to the eligible agency by eligible providers, to determine whether such applications are consistent with the local plan; and

(II) making recommendations to the eligible agency to promote alignment with such plan; and

(ii) replicating cooperative agreements in accordance with subparagraph (B) of section 101(a)(11) of the Rehabilitation Act of 1973 (29 U.S.C. 721(a)(11)), and implementing cooperative agreements in accordance with that section with the local agencies administering plans under title I of that Act (29 U.S.C. 720 et seq.) (other than section 112 or part C of that title (29 U.S.C. 732, 741) and subject to section 121(f)), with respect to efforts that will enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination.

(C) COOPERATIVE AGREEMENT.—In this paragraph, the term “cooperative agreement” means an agreement entered into by a State designated agency or State designated unit under subparagraph (A) of section 101(a)(11) of the Rehabilitation Act of 1973.

(12) BUDGET AND ADMINISTRATION.—

(A) BUDGET.—The local board shall develop a budget for the activities of the local board in the local area, consistent with the local plan and the duties of the local board under

this section, subject to the approval of the chief elected official.

(B) ADMINISTRATION.—

(i) GRANT RECIPIENT.—

(I) IN GENERAL.—The chief elected official in a local area shall serve as the local grant recipient for, and shall be liable for any misuse of, the grant funds allocated to the local area under sections 128 and 133, unless the chief elected official reaches an agreement with the Governor for the Governor to act as the local grant recipient and bear such liability.

(II) DESIGNATION.—In order to assist in administration of the grant funds, the chief elected official, or the Governor where the Governor serves as the local grant recipient for a local area, may designate an entity to serve as a local grant subrecipient for such funds or as a local fiscal agent. Such designation shall not relieve the chief elected official or the Governor of the liability for any misuse of grant funds as described in subclause (I).

(III) DISBURSAL.—The local grant recipient or an entity designated under subclause (II) shall disburse the grant funds for workforce investment activities at the direction of the local board, pursuant to the requirements of this title. The local grant recipient or entity designated under subclause (II) shall disburse the funds immediately on receiving such direction from the local board.

(ii) GRANTS AND DONATIONS.—The local board may solicit and accept grants and donations from sources other than Federal funds made available under this Act.

(iii) TAX-EXEMPT STATUS.—For purposes of carrying out duties under this Act, local boards may incorporate, and may operate, as entities described in section 501(c)(3) of the Internal Revenue Code of 1986, that are exempt from taxation under section 501(a) of such Code.

(13) ACCESSIBILITY FOR INDIVIDUALS WITH DISABILITIES.— The local board shall annually assess the physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), of all one-stop centers in the local area.

Workforce Innovation and Opportunity Act of 2014, 29 U.S.C. 3122 § 107(d) (2014)

ARTICLE IV – MEMBERSHIP

- Section 1. The Arizona@Work – Southeastern Arizona Local Workforce Development Board will consist of a minimum of 15 members and consist of the membership as required in the Workforce Innovation and Opportunity Act (WIOA) of 2014. The local board is established in accordance with WIOA Section 107.
- Section 2. The Executive Director and/or the President will notify the Chief Elected Official when there is a vacancy, using email, and follow up with a written notice, using registered mail, as soon as a vacancy is known.
- Section 3. Vacancies shall be filled by nominations from qualified agencies, as delineated in the Workforce Innovation and Opportunity Act (WIOA) regulations, and formal appointment by the Cochise County Board of Supervisors.
- Section 4. Board appointments shall consist of staggered terms. Such terms are for two and four year periods. Upon expiration of an appointee’s term of office, subsequent appointments shall be for a four-year term.
- Section 5. Members shall serve without compensation, except for reimbursement for travel and subsistence expenses, as provided by law for state officers and employees.
- Section 6. There will be an annual meeting held each year.
- Section 7. The election of officers shall be held at the annual meeting. The new officers will start their term one month following the election. These officers will serve as the Executive Board. The officer’s term shall be for two years, or until their successors are appointed.

- Section 8. The regular meeting of the Local Workforce Development Board will be scheduled quarterly. Special meetings may be called by the President or may be called upon the written request of 51% of the members of the board, and the purpose shall be stated in the notice. The Executive Board may act on behalf of the Local Workforce Development Board, subject to ratification at the next board meeting.
- Section 9. All meetings of the Local Workforce Development Board shall comply in form and manner, as required by the Arizona Revised Statutes' Open Meeting Law.
- Section 10. A majority of the Local Workforce Development Board at the time of the meeting shall constitute a quorum.
- Section 11. The board shall remain in compliance with State Policies.

ARTICLE V – OFFICERS

- Section 1. The elected officers of the organization will be a President or Chair, Vice-President, and Secretary and/or Treasurer in the conventional sense. The officers will be elected, every other year, and assume their office the next month, and will hold office for two years or until their successors are appointed. The election process will be as follows:
- (a) A nomination committee shall be appointed from volunteers of the full board by the President or Chair.
 - (b) At the next meeting of the board, the nomination committee shall present a list of board members that have consented to serve the positions of President or Chair, Vice President, Secretary or Treasurer, if elected.
 - (c) The board members present at the meeting that the ballot is submitted shall vote for one board member for President or Chair, one board member for Vice President, one board member for Secretary and one board member for Treasurer, by raise of hands.
 - (d) The board members receiving the majority of the votes will be elected to serve in the capacity of the office for which they were elected, as stated above.

Section 2. The duties of the officers will include the following:

President or Chair: Will preside at all meetings, appoint all committees, and in general, will perform all duties usually incident to the office of president, and such other duties as may be prescribed by law or the board.

Vice-President: Will perform the duties of the President when the President is unable to do so. In case of death, resignation or other disqualification of the President, the Vice-President will assume the office and perform the duties of the President for the unexpired term. He/She will perform such other duties as, from time to time, may be assigned by the President of the board

Secretary and/or Treasurer: Will perform the duties of the President when President and Vice-President are unable to do so, and the Treasurer will serve as Chairman of the Finance Committee.

Executive Director: The Executive Director will be the principal executive officer of the corporation, and will, under the direction of the board, devote time and attention to promoting the objectives of the corporation, extending its influence and, in general, supervise and control all the business and affairs of the corporation. He/She will attend all meetings of the board, and keep in touch with all the activities of the corporation.

ARTICLE VI – OPERATING PROCEDURES

Section 1. Committees –
There will be one standing committee, the Executive Board, which will be made up of the duly elected President or Chair, the Vice President, Secretary, and Treasurer.

Ad-hoc or temporary committees will be created by the President or Chair of the Local Workforce Development Board, being made

up of volunteers, as determined necessary, or desired, by the full board.

The committees will report their recommendations to the full board for consideration.

Section 2. Modified Robert's Rules of Order will govern the proceedings at all meetings of the board.

Section 3. Voting –

- (a) Each member present at the meeting, or connected through telephone or other means of technology, if available, shall have one vote.
- (b) All decisions shall be made by a simple majority vote of the members present, except where otherwise required.
- (c) Absentee voting shall not be allowed.
- (d) Only duly appointed members may vote.
- (e) Each board member is required to vote, unless they have a conflict of interest as defined by law.
- (f) Board members may not be permitted to delegate any local board duties to proxies or alternates.

Section 4. Meetings:

- (a) All members are expected to attend every regular board meeting, scheduled quarterly, and every designated committee meeting to which they have volunteered to serve. Dates and times to be set by the committee chairman. After three unexcused absences, as decided by the board, that seat will be declared vacant. If a board member is unable to attend the meeting, he/she will call the administration office, at least 24 hours prior to the meeting, with the reason for their non-attendance. In case of an emergency, the board member will notify the Administration office as soon as possible.
- (b) The board will comply with the open meeting law requirements.
- (c) The process of announcing regular and special meetings shall be as follows: Agendas will be posted at all the one-stop locations, and on the website seazworkforce.org, at least 24 hours prior to the meeting. Agenda and board materials will be sent by e-mail to all board members, county managers, BOS, the State, as requested, and any other parties requesting that information.
- (d) A quorum shall consist of at least a majority of the current appointed membership, Board Members will not be permitted to delegate any duties to proxies or alternates.

(e) Phone and/or web-based meetings will be permitted, if available.

Section 5. The board will further be authorized to execute any other powers, as may be necessary or advisable, in carrying out the purpose and activities of the corporation and fulfilling their duties under the laws of the State of Arizona.

ARTICLE VII – LEGAL COMPLIANCE

Section 1. This organization shall at all times comply with all applicable State and Federal laws, rules and regulations, as well as the Workforce Innovation Opportunity Act and its regulations.

Section 2. This organization shall not practice any discrimination based upon age, sex, race, national origin, religion, physical handicap, or disability.

Section 3. Checks for disbursement of funds shall require no less than two authorized signatures. One may be the Executive Director and one member of the Executive Committee, or other designated member of the board, or two members of the Executive Committee, or other designated member of the board. The board may find it in the best interest of the organization, for special events, to make an exception, which will be determined by the Local Workforce Development Board.

Section 4. In execution of its business, the local board will comply with the WIOA and regulations, as well as policies and directives from the state administration entity and State Workforce Board.

ARTICLE VIII – CONFLICT OF INTEREST

Section 1. A local board member may not vote on any matter that would provide direct financial benefit to the member, or the member's immediate family, or on matters of the provision of services by the member or the entity the member represents.

Section 2. A local board member must avoid even the appearance of a conflict of interest. Prior to taking office, local board members must provide to the local board President or Chair a written declaration of the substantial business interest or relationships they, or their immediate families, have with all businesses or

organizations that have received, currently receive, or are likely to receive contracts of funding from the local board. Such declarations must be updated annually, or within 30 days, to reflect any changes in such business interests or relationships. The local board must appoint an individual to review the disclosure information in a timely manner and advise the local board President or Chair, and appropriate members, of the potential conflicts.

- Section 3. Prior to a discussion, vote, or decision on any matter before the local board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization, or property that would be affected by any official local board action, the member must disclose the nature and extent of the interest or relationship and must abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions must be recorded in the minutes of the local board meeting and be maintained as part of the official record.
- Section 4. It is the responsibility of the local board members to monitor potential conflict of interest and bring it to the local board's attention, in the event a member does not make a self-declaration.
- Section 5. In order to avoid a conflict of interest, a local board must ensure that the local board's workforce service providers for WIOA Title 1B adult, dislocated worker, and youth programs must not employ, or otherwise compensate, a current or former local board member or local board employee or grant recipient who was employed anytime during the previous 12 months.
- Section 6. A local board must ensure that the local board, its members, or its administrative staff do not directly control the daily activities of its workforce service providers, workforce system partners, or contractors.
- Section 7. Local board members, or their organizations, may receive services as a customer of a local services provider or workforce system partner.
- Section 8. The LWDB members will adhere to the State Workforce Policy #1, Local Governance and State Workforce Policy #8, Conflict of Interest and follow the rules regarding conflict of interest.

ARTICLE IX – CONFLICT RESOLUTION

The Local Workforce Development Board is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time, and that may threaten the functioning of the board.

1. **BOARD MEMBERS:**

Conflicts between board members will be resolved by action(s) of the Local Workforce Development Board in the following manner:

- a. In the case of a conflict between board members, the matter will be resolved by a meeting of the interested parties with the Executive Committee of the Local Workforce Development Board.
- b. If the matter is not resolved at the board level, the conflict may be elevated to the Cochise County Board of Supervisors.
- c. If the matter is not resolved at the Board of Supervisors level, the conflict may be elevated to the Arizona Department of Economic Security for resolution.

2. **SERVICE DELIVERY PARTNERS:**

Conflicts with Service Delivery Partners will be resolved in the following manner:

- a. The parties shall first attempt to resolve all disputes informally. The matter will be resolved by a meeting of the interested parties with the Program Director of the local board.
- b. The Program Director will attempt to resolve the issues at the lowest possible levels of the organization involved.
- c. If the informal resolution does not work, the matter will be referred to the Executive Director of the local board.
- d. If the matter fails to be resolved at the Executive Director's level, the matter will be referred to the local board for appropriate designation and/or recommendation. The President/Chair of the Local Workforce Development Board may place the matter on the agenda of an executive session of the Executive Committee to mediate and issue a written recommendation.
- e. If the matter is subsequently still not resolved, the local board will advise the service provider or providers of their options for appealing to the Arizona Department of Economic Security.

3. **CONSORTIUM PARTNERS:**

Conflicts with Consortium Partners will be dealt with in a similar approach using the described conflict resolution with Service Delivery Partners.

ARTICLE X – LIABILITY

Section 1. The directors, officers, and members of the corporation will not be individually liable for the corporation's debts or other liabilities. The private property of these individuals will be exempt from any corporate debts or liabilities. To the fullest extent permitted by Arizona law, and in accordance with and within the limits of Section 10-2342 of the Arizona Revised Statutes, no director or person who serves on a board or council of the corporation in a voluntary capacity will be liable to the corporation, or its members, for monetary damages for breach of fiduciary duty as a director or as a member of a board or council in an advisory capacity. To the fullest extent permitted by Arizona law, and in accordance with Section 10-2317D of the Arizona Revised Statutes, any director or person who serves on a board or council of the corporation in an advisory capacity will be immune from civil liability and will not be subject to suit directly, or by way of contribution, for any action or omission resulting in damage or injury if the person was acting in good faith and in furtherance of the purpose or purposes for which the corporation is organized, unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person. If the Arizona Revised Statutes are hereafter amended to authorize corporation action, further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of Article X will not adversely affect any right or protection of a director of the corporation existing at the time of the repeal or modification.

ARTICLE XI – INDEMNIFICATION:

Section 1. The corporation will indemnify each of its past, present, and future members, directors, or officers, employees, and agents, which includes uncompensated or volunteer members of advisory boards and councils of the corporation, against all expenses they incur, including, but not limited to, legal fees, costs, judgments, and penalties, which may be incurred, rendered, or levied in any legal

action brought against any of them for, or on account of, any action or omission alleged to have been committed while acting within the scope of their authority as members, directors, officers, employees, members of advisory boards or councils, or agents of the corporation. Whenever any person reports to the president of the corporation that a legal action has been brought, or is about to be brought, against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, director, officer, employee, advisory board or council member, or agent of the corporation members of the Local Workforce Development Board, who are not parties to the action suit or proceeding, at the next regular meeting, or at a special meeting held within a reasonable time thereafter, will determine, in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Local Workforce Development Board determines that the person did so act with regard to the matter involved in the action or contemplated action, indemnification will be mandatory and will be automatically extended as specified herein; provided that the corporation will have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable will unreasonably refuse to permit the corporation, at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of no contest or its equivalent will not by itself create the presumption that the person acted, or failed to act, other than in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The corporation will provide for indemnification in accordance with the Article VIII and Section 10-2305 of the Arizona Revised Statutes and to the fullest extent permitted by Arizona law.

ARTICLE XII – REMOVAL OF A BOARD MEMBER

The Arizona@Work – Southeastern Arizona Workforce Development Board may remove one of its members from office when that member is found to be guilty of one or more of the following offenses:

1. Fraud in securing an appointment.
2. Neglect of duties required by the board member.
3. Drunkenness while performing duties as a board member.
4. Addiction to the use of narcotics or habit-forming drugs.
5. Conviction of a felony, or a misdemeanor, involving moral turpitude.
6. Any other act which the majority of the board determines would be detrimental to the Local Workforce Development Board, as to require removal.

ARTICLE XIII – AMENDMENTS/CHANGES TO BY-LAWS

Proposed amendments/changes to the by-laws shall be submitted in writing at least 10 days prior to the board meeting for vote and requires a majority of the appointed board to pass.

Adopted this 17th day of December, 2020.

APPROVED: Bon Austin
President/Chair of the Board

ATTEST: Devis L. Leclerc
Secretary/Treasurer