

NORTHEAST OHIO CONSORTIUM
REGIONAL COUNCIL OF GOVERNMENTS

COPY

Article 1
Name and Purpose of Bylaws

Section 1 - Name

The name of this body is the Northeast Ohio Consortium Council of Governments (hereinafter "NOC COG") created by an Intergovernmental Agreement ("IGA") entered into on March 1, 2016, between member Ashtabula, Geauga, and Portage Counties.

Section 2 - Purpose of Organization

The NOC COG was created pursuant to requirements set forth within federal and state law and regulations and pursuant the IGA entered into by its member governments. A copy of said IGA is attached to these bylaws as **Exhibit B**, with said Agreement incorporated into these bylaws via this reference. Should any of the provisions of these bylaws be found to conflict with the terms and conditions of the IGA, the terms and conditions of the IGA shall trump and be adhered to.

The NOC COG is an organization which allows a single representative for each member county that belongs to the same. The NOC COG was created for the express purpose of implementing, governing, and administering any and all workforce and economic development programming, as directed by the Workforce Development Board for Ohio Local Area 19 ("WDB").

Section 3 – Purpose of Bylaws.

The purpose of these bylaws is to outline the policies and procedures of the operations of the NOC COG.

Section 4 – Functions of the NOC COG.

The NOC COG shall be assisted by the members of the WDB in fulfilling the rights and responsibilities expressly assigned to the Local Elected Officials ("LEO") and Chief Elected Official ("CEO") as outlined in the Workforce Innovation & Opportunity Act of 2014, ("WIOA").

Included within those rights and responsibilities is the appointment of the WDB. The WDB shall consist of thirty-three (33) members, as detailed in **Exhibit B**, and as summarized in the attached **Exhibit A**, which is attached hereto and incorporated in its entirety by this reference. Each of the three (3) counties that are represented by the NOC COG shall have a total of ten (10) members appointed to serve on the Area workforce's development board. In addition to these thirty (30) members, the CEO of the

7/15/16
NOC COG shall appoint an additional three (3) at large member representatives as detailed within Exhibits A and B.

The initial term of those individuals appointed will depend upon whether the individual is a hold-over from the Workforce Investment Board, or is a new appointee.

- a. Those individuals that served on the Workforce Investment Board ("WIB") under the Workforce Investment Act ("WIA"), and who were held over to serve on the WDB, shall serve an initial term from February 1, 2016 through June 30, 2017.
- b. All new appointees to the WDB shall be appointed for a term of two (2) years commencing with the date of appointment provided within their appointment letter. Thereafter, the representative commissioner will appoint individuals to seats on the WDB, as those seats become vacant, for two (2) year terms. There shall be no cap on the total number of terms that an individual may serve on the WDB.

Article 2

Composition, Quorum, Passage of All Motions and Compensation.

Section 1 – County Membership and COG Representation.

The membership of the NOC COG shall be made up of (3) three counties, one each from Geauga, Ashtabula, and Portage Counties. Each member county shall elect/appoint one (1) of their member Commissioners of to serve as a representative to the NOC COG. The term of the representative shall be for a period at the discretion of the member County of either one (1) or two (2) years. In all cases, when the representative Commissioner appointed ceases being a Commissioner in their member County, their term as a representative of the NOC COG shall also cease. The membership of the NOC COG shall simultaneously serve in their capacity as a representative of the NOC COG, and as a LEO as set forth and required within the text of WIOA.

If the duly elected/appointed member of the NOC COG cannot attend any regular or special NOC COG meeting or sub-committee meeting, the duly elected member may invite a proxy to serve in his or her place. The other members of the Board of County Commissioners may serve as a proxy to the duly elected/appointed member of the NOC COG at any time. The Board of County Commissioners of each county may also elect/appoint by any recorded vote, an additional proxy representative. While serving in place of the duly appointed elected NOC COG representative, the proxy representative will have all the same powers and authorities as that of the duly elected/appointed NOC COG member.

Any regular or proxy NOC COG representative may resign their position on the NOC COG at any time by giving written notice to the board of county commissioners who made their appointment. Any regular or proxy NOC COG representative may be removed from their position on the NOC COG at any time, with or without cause, by recorded vote of the board of county commissioners who made their appointment. The

resignation and/or removal shall take effect at the time specified therein. All representative positions shall be considered vacated upon the death of the individual. Replacements for vacancies on the NOC COG created by removal, resignation, or death shall be addressed by the member county within forty-five (45) days after the position on the NOC COG is vacated.

Section 2 – Quorum

The presence of two representatives (regular or proxy), both present and in person at any meeting, constitute a quorum for the transaction of business at the meeting. A quorum must exist as a precedent to the transaction of any Board business or vote upon any matters submitted to the Board.

Section 3 – Passage of all Motions and Resolutions.

All business conducted by the NOC COG shall be accomplished by the passage of motions and/or resolutions. In order for a motion or resolution to be discussed, there must first be a motion, and a second. Any member of the NOC COG, including the CEO, and/or member chairing the meeting, may make or second a motion or resolution, and/or vote on the same. In order for all motions or resolutions to pass, they must receive two affirmative votes. The CEO, and/or any member chairing the meeting, may vote for a motion or resolution while chairing the meeting.

Section 4 – Compensation

No NOC COG member will receive compensation by the NOC COG for services as a member. However, should the NOC COG member be asked to attend an event, training, or meeting, other than a regular or special meeting of the NOC COG, the WDB, or a committee for the same; the Director may compensate the NOC COG member for all travel, hotel, and meal expenses if approved in advance or retroactively by the NOC COG, pursuant to the same policies pursuant to which the same expenses for board staff employees are addressed.

Article 3

Workforce Investment Board Officers, Committees, Nominations, Elections

Section 1 – Officers

The officers of the NOC COG shall consist of the Chief Elected Official (“CEO”) and the Vice Chairperson.

The CEO shall be responsible for all of the following, with the Vice Chairperson, serving in his/her place when the CEO is not available:

- Calling and scheduling all special meetings.

- The cancelling of all regular and special meetings.
- Approving the final draft of all meeting agendas.
- Conducting all meetings.

The CEO shall also schedule a meeting at least annually, to review the operations, performance, and finances of the NOC COG at a time and place convenient to all three Boards of County Commissioners. During this meeting, state and federal performance reports, audits, and individual county performance statistics will be reviewed.

Section 2 – Election of CEO and Vice Chairperson

The NOC COG shall organize at their first regularly scheduled meeting held on or after June 1, of each year, including holding the election of one of the LEOs as the Chief Elected Official (“CEO”), and another as Vice Chairperson for a term of one year. If the elected CEO or Vice Chairperson ceases to serve on the NOC COG or resigns their position as CEO or Vice Chairperson, the NOC COG shall hold a new vote at its next regularly scheduled meeting to elect one of its members to preside as CEO, and/or Vice Chairperson for the remainder of the term. The CEO shall hold all of the powers/authorities granted to the same within the text of the WIOA, its regulations, and/or federal, state, and local policies, unless this Agreement or these bylaws expressly provide those powers/authorities to others. Included within those powers shall be the authority to schedule, cancel, and preside over all meetings. In the event that a member county should send multiple commissioners and/or a proxy to a NOC COG meeting and there be a dispute as to who should represent the county, the CEO will recognize the rights of one representative to speak on all issues and vote, in the following ranked order:

1. the appointed primary, representative commissioner;
2. any other commissioner from the county, recognizing of those two other commissioners, the commissioners in the following order:
 - a. the commissioner appointed by the county’s board as an alternate;
 - b. the commissioner invited by the member representative commissioner to serve in his/her place as noticed in writing to the NOC COG staff or CEO;
 - c. the ranking position held by the commissioner on their respective board of commissioners (President, Vice-President, etc.).

Section 3 – Duties of Treasurer and Secretary

The duties that would traditionally be performed by a board treasurer, shall be performed by the Fiscal Agent for the WDB, who shall serve at the pleasure of the NOC COG, either as a contracted for agent, or employee of the same. The duties that would traditionally be performed by a board secretary, shall be performed by the board staff for the WDB, who shall serve at the pleasure of the NOC COG, either as a contracted for agent, or employee of the same.

Section 4 – Committees

The WDB shall be considered a standing committee of the NOC COG. It shall be the responsibility of the NOC COG to take under consideration all motions and/or resolutions passed by the WDB, and to enact and administer the same, unless the members of the NOC COG determine that they are otherwise contrary to the best interests of the collective interests of the counties that are members within the WDB.

Article 4 Regular Meetings, Special Meetings, Notices, Open Meetings, Procedures

Section 1 – Regular Meetings

The NOC COG may regularly meet as often as monthly, but must at a minimum, meet at least four (4) times per year, but may establish a regular meeting schedule, that calls for meetings on a more frequent basis. A schedule of regular meetings of the NOC COG shall be established at the annual NOC COG meeting in June. The NOC COG CEO may call special meetings as needed. Business of the NOC COG may be conducted at either a regular or special meeting.

Section 2 - Special Meetings

Special meetings of the NOC COG may be held at any time at time upon the scheduling of the same by the Chair, or by the Vice Chairperson and the other member; however, a quorum is needed to conduct any business of the NOC COG. An agenda, with all items designated for discussion, must be sent to NOC COG members at least seventy-two (72) hours in advance of any special meetings. Items not listed on the agenda cannot be discussed at special meetings.

Section 3 – Annual Meeting

The CEO shall schedule a meeting at least annually, either as part of a regular or special meeting, to review the operations, performance, and finances of NOC COG at a time and place convenient to all three Boards of County Commissioners. During this meeting, potential amendments to this Agreement, state and federal performance reports, audits, and individual county performance statistics will be reviewed. The Executive Director for the NOC COG, shall provide an annual report to each Board of County Commissioners detailing the activity, performance, and finances of the NOC COG to be given at the annual meeting. The Executive Director shall provide additional written and/or verbal reports to the collective or individual Board of county Commissioners as they are requested.

Section 4 - Notice of Meetings

Because the regularly scheduled meetings are scheduled in advance at the June annual meeting and then are posted on the website of the WDB, all NOC COG members are on

actual notice of the regularly scheduled meeting dates at the conclusion of that meeting. The Director of the WDB shall remind each member of the NOC COG of every regular meeting at least seventy-two (72) hours prior to such meeting in writing by email at the same time it issues the draft agenda for any meeting.

Section 5 – Open, Public Meetings

All regular and special meetings of the NOC COG shall be open to the public. All regular and special meetings of the NOC COG must be publicly advertised in the manner and method required by Ohio law.

Section 6 – Procedure at Meetings

All meetings of the NOC COG will follow the procedures as listed in Roberts Rules of Order. Specific items to be discussed at meetings must be placed on the agenda at least seventy-two (72) hours in advance of the meeting (with the exception of Amendments or Addendums to these bylaws, which must be proposed at least seven (7) days in advance of a regularly scheduled meeting). Any WDB member may place items on the agenda by asking the Director and/or the CEO to place the same on the agenda, up to twenty-four (24) hours prior to the scheduled meeting. A final agenda will be issued to all NOC COG members by email, 3:00 p.m. of the day prior to any meeting. Items that come before the NOC COG without being on regular meeting agenda may be placed on the agenda at any point during the meeting by a two thirds (2/3) affirmative vote of the members in attendance. No business may be transacted for which a vote must be taken for any items not on the agenda of a special meeting.

At all public meetings, only NOC COG members shall participate, with the following exceptions:

- 1) Non-members who are specifically invited by the NOC COG to present information to the NOC COG meeting.
- 2) Non-members who have made a written request at least twenty-four (24) hours prior to the meeting stating the subject and content of their presentation, may be invited to attend at the discretion of the CEO. Written requests should be submitted to the Director to be discussed with the CEO. Public presentations, as approved by the CEO or chairperson of the meeting, will occur under agenda item, Public Comment, or under New Business, if not specifically placed on the agenda.
- 3) A public Comment period will be included at the end of each meeting, following new business, unless otherwise placed differently on the agenda. Comments will be limited to three (3) minutes, unless additional time is approved by the CEO and/or Chairperson.

The NOC COG will make available to the public, on a regular basis through electronic means and open meetings, information about the activities of the same.

Section 7 -- Executive Sessions

Should the NOC COG need to address issues that require strict confidentiality, the meeting will be interrupted to allow the NOC COG to convene in Executive Session to discuss and act upon the issue that warranted the session. To go into Executive Session, there must be a motion stating the general business to be discussed during Executive Session, and who is invited to participate in the same other than NOC COG members. Otherwise, only NOC COG members will be allowed to be present during the Executive Session. A simple majority of those present is sufficient to move into Executive Session. Immediately upon the conclusion of the Executive Session the NOC COG meeting will be reconvened and any relevant action that can be made public will be reported at that time.

Article 5

Appointment of Administrative Agent, and Fiscal Officer/Agent.

Section 1 -- Administrative Agent.

The NOC COG and its employed and/or contracted for staff, shall serve as the WDB Board staff for the WDB, pursuant to WIOA. The WIOA board staff shall be responsible for all of the following:

- A. All work assigned it at the direction of the NOC COG, and the WDB.
- B. Engage in budgeting, planning, and local grant administration.
- C. Contracting for and the supervision and monitoring of the provision of OMJ Center services within the WDB geographic area.
- D. Development of local policy manuals and procedures.
- E. Provide or arrange for technical assistance and training for local program operators, service providers, OMJ Center operators, and others as needed.
- G. Conduct oversight for all WDB programs and activities.
- H. Support of local information technology infrastructure.
- I. Procurement and inventory control.
- J. Human resources functions.
- K. Negotiate performance measures with the State of Ohio, the Department of Labor and/or all other regulatory agencies.
- L. Any and all others duties as identified by the NOC COG and the WDB.

Section 2 -- Fiscal Officer/Agent.

The NOC COG and its employed and/or contracted for staff, shall serve as the fiscal agent for the NOC COG, and the fiscal agent for the purposes of the WDB, pursuant to WIOA. The fiscal agent shall be responsible for all of the following:

- A. Do all work directed by the NOC COG, and the WDB.
- B. Engage in budgeting, fiscal planning, and local grant administration.
- C. Maintain and administer the accounting system of record for the NOC COG and the WDB, including tracking the amounts that the WDB, and each member county has allocated to it, when including all expenses, accrued expenditures, obligations, and encumbrances.
- D. Maintain and administer the reporting of the NOC COG's financial information to the NOC COG, the Boards of County Commissioners, and to those from whom the NOC COG receives grant funding.
- E. Draw down grant monies as requested and needed in order to pay expenses associated with WIOA and non-WIOA grants.
- F. Pay all grant related expenses as needed.
- G. Maintain, administer, and on a monthly basis reconcile the bank accounts of the NOC COG and WDB.
- H. Conduct financial oversight and monitoring for all WIOA and non-WIOA grants.
- I. Others duties as identified by the NOC COG and the WDB.

Article 6 Conflict of Interest

Section 1 – Conflict of Interest

A Conflict of interest is any situation in which a NOC COG member, employee or agent, (or that person's family or friends) stands to benefit personally, or, could appear to benefit from any action taken by the NOC COG.

Each NOC COG member or NOC COG employee or agent is solely and personally responsible to disclose to the NOC COG and then to each County Board of Commissioners any situation that he or she perceives to be a conflict or potential conflict of interest. This disclosure will be recorded in the appropriate committee or Council minutes. No NOC COG member, employee or agent, shall participate in any discussion of any matter without prior disclosure to the NOC COG of the person's interest and/or concern.

All members, employees, and agents of the NOC COG are required to sign a Code of Conduct and Conflict of Interest statement as prepared by the NOC COG and/or WDB. A copy of the signed Code of Conduct shall remain on file in the NOC COG Office during the term of each NOC COG member.

All members of the NOC COG must adhere to all the Ohio Ethics Laws O.R.C 102, et al.

Each Board member and WDB employee or contractor is solely and personally responsible to disclose to the WDB Chairperson/ and/or LEO's any situation that he or she perceives to be a conflict or potential conflict of interest. This disclosure will be recorded in the appropriate committee or Board minutes.

Section 2 – Abstaining from a Vote

Whenever a matter to be voted on by a NOC COG member would involve him/her in a conflict of interest, he/she shall declare the conflict of interest to the CEO at the beginning of the discussion of the topic during the meeting. Following such announcement, the NOC COG member shall abstain from discussion, decision-making and voting on such matter.

When a member abstains from voting due to a conflict of interest, the minutes shall both reflect the abstention and the reason for the abstention as being due to conflict of interest or potential conflict of interest.

Article 7 Dispute Resolution Procedure

The NOC COG will make efforts to resolve all disputes informally and at the earliest time possible. Except for disputes relating to the subjects contained within “Article IV. Liability,” when any of the representatives of the NOC COG disagrees with any action or inaction by another party, the parties agree to contact each other in an effort to clarify any misunderstandings and to attempt to resolve disagreements. Any County Commissioner may submit a disputed issue, in writing, to the CEO. The LEOs will review the issue, attempt to resolve the issue, and provide a determination in writing. If a Commissioner is not satisfied with the decision, the Commissioner may request that the matter be referred to the Ohio Commission on Dispute Resolution for further dispute resolution. The matter will be submitted for dispute resolution if a majority of the NOC COG votes to refer the matter. The final decision on all non-liability issues shall be solely determined by the member representatives of the NOC COG.

Article 8 Indemnification, Amendment of Bylaws, Miscellaneous

Section 1 – Indemnification

All NOC COG members, to the extent allowed by law, will be provided defense and indemnification in accordance with ORC 2744.07.

Section 2 – Amendments

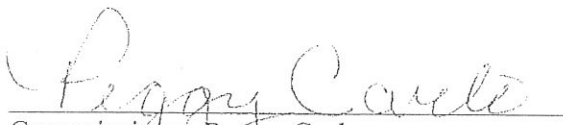
These bylaws may be altered, amended or repealed and new bylaws adopted by a two-thirds majority of the members of the NOC COG present at a regularly scheduled meeting. Proposed changes to the bylaws must be submitted to each member of the NOC COG, in writing, at least seven (7) days before any vote on the proposed amendment.

Section 3 -- Miscellaneous


When acting upon the NOC COG's behalf, no member, employee or other agent shall discriminate against any person because of race, religion, color, creed, sex, national origin or handicap.

If any provision or Article of these bylaws is ever judicially determined to be invalid or unenforceable, such determination shall not affect the validity or enforceability of any other provision or article of these bylaws.


THE BYLAWS FOR THE NOC COG ARE HEREBY APPROVED: September 7, 2016


Commissioner Peggy Carlo
Ashtabula County Commissioner
Member of the NOC COG

9-7-2016
Date


Commissioner Blake Rear
Ashtabula County Commissioner
Member of the NOC COG

9-7-16
Date


Commissioner Vicki Kline
Portage County Commissioner
Member of the NOC COG

9/7/2016
Date

EXHIBIT A
Membership of the Area 19 WDB

Type of Seat	Appointed by:				Total
	Geauga County Commissioners	Ashtabula County Commissioners	Portage County Commissioners	Area Chief Elected Official	
Business/Emp. Community Reps.	6	6	6		18
Representatives from Labor		1	1		2
Representative from Apprenticeship Program	1				1
Representative of Local Community Based Organization.	1	1	1		3
Representative of the Local Education/Youth Agencies			1		1
Representative of the ABLE Program/Vocational Training Center		1			1
Representative of Workforce Higher Education				1	1
Representative of Economic Development	1	1	1		3
Representative from Ohio Dept. of Job & Family Services who satisfies the Wagner Peyser and Veterans Representative requirement				1	1
Representative of the Opportunities for Ohioans with Disabilities				1	1
Representative from transportation, housing, public assistance, and/or philanthropic organizations.	1				1
Total	10	10	10	3	33