



CENTRAL OKLAHOMA WORKFORCE INNOVATION BOARD

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By-Laws of Central Oklahoma Workforce Innovation Board

Approved and Published: February 15, 2017

Approved Revision: March 7, 2018

The Central Oklahoma Workforce Innovation Board (COWIB) is the policy and guidance board for the Workforce Oklahoma system in Central Oklahoma. We are business leaders with a goal to establish a highly skilled, productive workforce in our 9-county area.

COWIB is an Equal Opportunity Employer/ Program. Auxiliary aids and services are available upon request to individuals with disabilities. This was financed in whole or in part by fund from the US Dept. of Labor as administered by the Oklahoma Office of Workforce Development.

<http://www.cowib.org/>



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Table of Contents

Article I.	NAME AND DESCRIPTION	3
Section 1.01	NAME	3
Section 1.02	PRINCIPAL OFFICE	3
Section 1.03	TYPE OF CORPORATION	3
Article II.	SCOPE OF ACTIVITIES/PURPOSE	3
Section 2.01	MISSION	3
Section 2.02	LIMITATION	4
Article III.	MEMBERSHIP	4
Section 3.01	ELIGIBILITY	4
Section 3.02	APPOINTMENT PROCESS.....	5
Section 3.03	TERM LIMITS	6
Section 3.04	REMOVAL OF MEMBERS.....	6
Section 3.05	VESTED RIGHTS	6
Article IV.	ORGANIZATION.....	7
Section 4.01	OFFICERS	7
Section 4.02	TASK FORCE.....	7
Section 4.03	TENURE OF OFFICERS.....	7
Section 4.04	STAFF	7
Section 4.05	EXECUTIVE COMMITTEE.....	7
Section 4.06	STANDING COMMITTEES	8
Article V.	RESPONSIBILITIES.....	8
Section 5.01	ROLE AND RESPONSIBILITIES	8
Article VI.	OPERATIONAL PROCEDURES	10
Section 6.01	STAFF ACCOUNTABILITY.....	10
Section 6.02	PUBLIC ACCESS.....	10
Section 6.03	POLICIES	10
Article VII.	MEETINGS.....	10

Section 7.01	EXECUTE	10
Section 7.02	REGULAR MEETINGS	11
Section 7.03	SPECIAL MEETINGS.....	11
Section 7.04	Emergency Meetings.....	11
Section 7.05	DECISION-MAKING/ VOTING	11
Section 7.06	NOTICES.....	12
Section 7.07	OPEN MEETING ACT	12
Section 7.08	MINUTES	12
Section 7.09	AGENDA.....	12
Section 7.10	MEETING CONDUCT	12
Article VIII.	CODE OF CONDUCT	12
Section 8.01	PARTICIPATION	13
Section 8.02	DECLARATION OF POSSIBLE CONFLICTS OF INTERESTS.....	13
Section 8.03	ABSTENTION FROM VOTING.....	13
Section 8.04	ABSTENTION FROM PARTICIPATION.....	13
Section 8.05	SANCTIONS.....	14
Article IX.	DELEGATE AGENCIES	14
Article X.	AMENDMENTS	14
Article XI.	DISSOLUTION OF THE CORPORATION	14

By-Laws of the Central Oklahoma

ARTICLE I. NAME AND DESCRIPTION

Section 1.01 **NAME**

The name of this organization shall be Central Oklahoma Workforce Innovation **Board, Inc.**, (hereinafter referred to as “BOARD”) and shall be comprised of the counties and cities in Canadian, Cleveland, Hughes, Lincoln, Logan, Okfuskee, Oklahoma County, Pottawatomie, and Seminole that make up the Central Oklahoma Workforce Development Area recognized by the Governor of the State of Oklahoma. This will be a nonprofit corporation incorporated under the laws of the State of Oklahoma and recognized by the Oklahoma Office of Workforce Development, the Governor’s Council for Workforce and Education, and the Governor as the proper body to carry out the purposes and functions set out in these by-laws.

Section 1.02 **PRINCIPAL OFFICE**

The BOARD will establish a principal office in Oklahoma City, Oklahoma.

Section 1.03 **TYPE OF CORPORATION**

This corporation shall operate as a non-stock directorship entity on a 501(c)(3), not for profit basis pursuant to all of the rights and privileges described in the Oklahoma General Corporation Act, as amended or superseded.

ARTICLE II. SCOPE OF ACTIVITIES/PURPOSE

The BOARD is established in compliance with the Workforce Innovation and Opportunity Act of 2014 (Public Law 113-128, July 22, 2014) to act as a full partner with Board of Chief Elected Officials (BCEO) in setting policy and overseeing Workforce Activities in the Workforce Development Area. It is a function of this Board to develop local plans outlining the strategic objectives for the local area, engage local workforce development area system stakeholders to assist in the development of the local plan and identifying non-federal expertise and resources to leverage support for workforce development activities, select certain operators and providers, lead efforts to develop and implement career pathways identify and promote proven and promising workforce practices establish standing committees to more effectively accomplish the work of the Board; utilize technology to facilitate connections among the intake and case management information systems of one-stop partners, to access services provided through the one-stop system (including remote areas), to meet the needs of individuals with barriers to employment, and to leverage resources and capacity, convene, broker and leverage other workforce services to streamline the regional workforce system. It shall further develop a local budget, provide program oversight of youth, adult, dislocated worker activities, and the entire One-Stop delivery system in the local area, negotiate local performance measures, engage in workforce research and regional analysis, enhance coordination with education providers, promote employer engagement, and assess the physical and programmatic accessibility of one-stop centers annually in accordance with applicable nondiscrimination provisions under Title I of WIOA and the Americans with Disabilities Act.

Section 2.01 **MISSION**

For the mission above set forth, this corporation shall be engaged in the business of advancing economic development by leading a demand driven workforce system. The system will be one that aligns the business, educational and government sectors toward common objectives leading to job growth, employee productivity and employer satisfaction while improving the per capita income of the area.

Section 2.02 LIMITATION

- a) Observe all local, state and federal laws which apply to a non-profit organization as defined in section 501 (c) (3) of the Internal Revenue code;
- b) Shall not provide career or training services through a one-stop delivery system as described in the Workforce Innovation and Opportunity Act, section 107(g) unless through the agreement of the Chief Local Elected Official and the Governor.

ARTICLE III. MEMBERSHIP

Section 3.01 ELIGIBILITY

The initial number of members of the BOARD shall be determined by the Board of Chief Elected Officials (BCEO), or by the BOARD in the absence of any required agreement with the Chief Local Elected Official (CLEO). Thereafter, the BCEO shall determine the number and members of the BOARD.

A majority of the members shall be representatives of business in the local area, who

- are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers;
- represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupation in the local area; and
- are appointed from among individuals nominated by local business organization and business trade associations;

Other BOARD members shall consist of -

Not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who:

- are representatives of labor organizations
- representative of an apprenticeship program
- may include representatives of community based organizations that demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment
- may include representatives of organizations that demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth.

Other Required Representatives include

- representative of eligible providers of adult education and literacy activities under Title II.
- representative of institutions of higher education providing workforce investment activities.
- representative of economic and community development entities.
- representative from the State employment service office under the Wagner-Peyser Act.
- representative of the programs carried out under title I of the Rehabilitation Act of 1973.

Optional representatives may include;

- representatives of local educational agencies and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.
- representatives of agencies or entities administering programs serving the local area relating to transportation, housing and public assistance.
- representative of philanthropic organization serving the local area.
- representatives as the Chief Elected Official in the local area may determine to be appropriate.

Section 3.02 APPOINTMENT PROCESS

Appointment to membership shall be made by the BCEO and in accordance with the following procedures:

(a) Nomination Process

(i) Business Representatives

- 1) Eligible nominees shall be owners of business, or chief executives or operating officers, or other executives or employers with optimum policy making or hiring authority. Business may include public or private sector employers.
- 2) Up to three (3) nominations may be requested for every two (2) business appointments.
- 3) Nominations may be made by a local business organization or a business trade association in the area and submitted as a single list.

(ii) Public Sector/Labor Representatives

- 1) following entities as appropriate:

Labor Representatives
Local education system
Community Based Organizations
Economic Development

Local Labor Federations
Nominated by State Regents
Nominated by Local Organizations
Nominated by Local Organizations or ODOC

By-Laws of Central Oklahoma Workforce Innovation Board

Dept. of Human Services Employment Security Commission Adult Basic Education	Designated by State Agency Director Designated by State Agency Director Designated by Director of Career and Technology Education nominated by local providers
Dept. of Rehabilitation Services	Designated by State Agency Director
Other Individuals	No requirements

- 2) Eligible nominees shall be individuals with optimum policy making authority within the organizations, agencies, or entities. In making appointments to the Board, the BCEO shall seek to include representation from diverse geographic areas within the local workforce area.
 - a) The BOARD Chair and/or the Executive Committee may request the Board of Chief Elected Officials of the Workforce Development Area to appoint replacement or additional members from a list of nominations received.
 - b) The membership composition and nomination/selection process for the BOARD shall be certified by the Governor.
 - c) Replacement members shall be selected and appointed in accordance with these procedures.

Section 3.03 **TERM LIMITS**

BOARD members shall be appointed for three-year terms on a staggered basis. Initial appointments of the BOARD will begin with staggered one, two, and three year terms. Members shall continue to serve until a replacement is selected. Should a vacancy occur during a term of office, reappointments will be made for the duration of that term. All initial terms of office shall begin on July 1, of each calendar year.

Section 3.04 **REMOVAL OF MEMBERS**

- a) Members may be removed for good causes by a majority vote of the BOARD membership. Good cause is defined as:
 - b) Members are expected to attend at least three meetings annually. Meetings include not only Board meetings, but also meetings of any standing or ad hoc committees of the Board. Should a member fail to attend three meetings in one year the Executive Committee will recommend action necessary by the BOARD and inform the BCEO.
 - c) Members who no longer represent the businesses, organizations, agencies, or entities within the Workforce Investment Development Area that the members were originally appointed to represent or the members no longer meet the eligibility criteria described in Section 3.0.1.
 - d) Any cause as determined by a majority of the BOARD members present at a meeting of the BOARD.

Section 3.05 **VESTED RIGHTS**

No individual as such shall have vested rights of any nature whatsoever in and to any assets of the corporation.

ARTICLE IV. ORGANIZATION

Section 4.01 OFFICERS

BOARD members shall select the Chairperson and 2 Vice Chairpersons from members of the business representatives.

Section 4.02 TASK FORCE

Task forces shall be created as deemed necessary by the Chairperson of the BOARD. The Chairperson shall instruct the Executive Committee to convene and develop the objectives and membership criteria for new task forces. The chairperson of each task force should be a business representative and all members shall be appointed by the BOARD Chairperson. The BOARD shall emphasize the use of task forces that are task and time bound ad hoc committees.

Section 4.03 TENURE OF OFFICERS

The tenure of any officer of the BOARD shall be two years starting with the first meeting of the calendar year. This does not disqualify such officers for reelection to the same or other positions.

Section 4.04 STAFF

The BOARD shall hire a Chief Executive Officer who will recruit and employ staff, as approved by the Board, necessary to carry out its functions.

Section 4.05 EXECUTIVE COMMITTEE

a) Authority

An Executive Committee shall be authorized to:

- (i) Make policy decisions necessary during the interim period between BOARD meetings. Any such decisions made shall be brought before the BOARD membership at its next meeting for ratification;
- (ii) Prepare the agenda for BOARD meetings;
- (iii) Develop systems to measure and report the local and regional impact of a workforce development system. Review performance of contracted service providers to ensure program and contractual requirements are being met;
- (iv) Conduct the annual performance review of the Chief Executive Officer and make any salary adjustments.
- (v) Find suitable replacement members when required; and
- (vi) Assign Board Members to Committees.

e) Membership

The membership of the Executive Committee shall be comprised of 9 members:

The BOARD Chairperson and Vice Chairpersons, immediate past Chairperson (if available and a current member). If at all possible and members are available to serve, the rest of the committee shall be comprised of members from counties other than the counties being represented by the required membership, at least one member with HR or legal experience, and at least one non-business representative. In the event that one of the aforementioned members cannot serve on the Executive

Committee that vacancy shall be filled by a business representative, if available, currently serving on the BOARD, nominated by a member of the Executive Committee and ratified by the BOARD. All members shall be duly appointed members of the BOARD.

f) Selection/Tenure

The Executive Committee members shall be appointed by the Chairperson and shall be ratified by the BOARD. The tenure of committee members shall be for a one-year period. All terms of office begin at the first meeting of the calendar year. Reappointments to the Executive Committee are allowed.

g) Removal

Removal from the Executive Committee shall be done in the same manner as removal from the BOARD.

h) Quorum

A majority of Executive Committee members in attendance at a properly posted meeting shall constitute a quorum. Vacancies on the Executive Committee shall not be considered for purpose of determining a quorum.

Section 4.06 STANDING COMMITTEES

The BOARD Chair in collaboration with the Executive Committee shall appoint members and select the chair for committees. Committees may include non-board members who represent other interested organizations and can bring subject matter expertise to the committee. The Committee Chair must be a member of the Board. The following committees shall be established:

- a) **Finance Committee** – Review program budgets and expenditures, review audit reports and financial aspects of program monitoring reports, making recommendations as needed.

Advisory Committee

- b) **Youth Council** –*The Youth Council provides the framework for developing comprehensive and effective strategies that ensure youth acquire the education, skill, work experience and support they will need to reach their full potential and successfully transition to productive adulthood. The partners represented bring together a diverse set of stakeholders and resources to accomplish this mission.*

ARTICLE V. RESPONSIBILITIES

Section 5.01 ROLE AND RESPONSIBILITIES

The BOARD shall develop a vision for and work to continuously improve workforce-related customer services in the Central Oklahoma Workforce Development Area and shall:

- a) Guide the development and analysis of long-term regional labor market information, trends and demographics;

By-Laws of Central Oklahoma Workforce Innovation Board

- b) Collect information using all regional resources available, public and private, to meet business needs for a skilled workforce;
- c) Develop, for review and approval by the Board of Chief Elected Officials (BCEO) Board, an area strategic plan to refocus resources as necessary to best meet regional needs.
- d) Certify one or more Workforce Centers, including at least one “full service” Center in the Central Oklahoma Workforce Development Area which are subject to the review and approval of the BCEO;
- e) Develop, subject to BCEO review and approval , a budget for the local workforce system;
- f) Select local workforce system operators. Operator selection is subject to BCEO review;
- g) Procure and select program service providers through a competitive process;
- h) Negotiate, subject to BCEO review and approval, and ensure the meeting of regional performance measures;
- i) Establish and implement a procedure to recommend eligible training providers for inclusion or retention on the statewide list of training providers eligible for Individual Training Accounts;
- j) Coordinate area workforce system activities with area economic development activities;
- k) Share information with businesses, local elected officials, partner agencies, community organizations and the public concerning BOARD meetings and the workforce system development;
- l) Provide guidance and oversight for the development of Central Oklahoma’s workforce system;
- m) The Executive Committee in concert with the BOARD shall determine the official depository of corporation funds, subject to approval of the entire BOARD at the next regular meeting
- n) The BOARD shall develop and approve all policies to provide guidance to the BOARD staff as they will develop operational procedures and conduct daily operations as deemed necessary.
- o) Upon recommendation of the Chief Executive Officer, the BOARD shall dismiss for good cause any member of the staff.
- p) Upon recommendation of the Chief Executive Officer, the BOARD shall authorize the hiring of such staff as necessary to fill vacancies or fill approved positions that may become necessary.
- q) The BOARD shall establish customs for aiding and promoting the morale of its staff.
- r) The BOARD shall designate the Chair and Chief Executive Officer to sign the corporation checks and all documents necessary for the operation of the organization.
- s) The Board shall perform the functions described in Section 107(d) of the Workforce Innovation and Opportunity Act of 2014

- t) The BOARD must be able to study local issues, develop strategic partnerships and coalitions to address those challenges, evaluate progress, garner resources to support initiatives, align service delivery to meet the strategic objectives of the state and the local area, and to make hard decisions when a lack of progress toward implementation of the plans exists.

ARTICLE VI. OPERATIONAL PROCEDURES

Section 6.01 STAFF ACCOUNTABILITY

The BOARD shall establish or adopt rules which assure full staff accountability in matters governed by law, regulations or agency policy. Staff of the BOARD shall also be accountable to the BCEO Board and responsive to their requests. Staff is responsible for developing procedures to carry out the BOARD's Policy.

Section 6.02 PUBLIC ACCESS

The BOARD shall provide for public access to information, including but not limited to public hearings at the request of appropriate community groups, and public access to books and records of the agency or other agencies engaged in program activities or operations involving the use of authority or funds for which it is responsible. The BOARD will operate in full compliance of the Oklahoma Open Meeting Act.

Section 6.03 POLICIES

The BOARD shall adopt for itself and other agencies using funds or exercising authority for which it is responsible, the following operational requirements which are to be written and disseminated to all staff:

Policies designed to establish specific standards governing salaries, salary increases, travel and per diem allowances, and other employee benefits.

Policies to insure that only persons capable of discharging their duties with competence and integrity are employed; and those employees are promoted, advanced, or removed under impartial procedures calculated to improve agency performance and effectiveness.

Policies to guard against personal or financial conflicts of interest.

Policies to provide direction for programs operated under their auspices that will protect the legal, fiscal, and operational integrity of those programs

Policies to provide the framework for BOARD staff to develop procedures.

Policies to provide the workforce system guidance and direction on it being an integral part of advancing economic development in Central Oklahoma.

ARTICLE VII. MEETINGS

The purpose of BOARD meetings is strategic discussion and decision-making. Information exchange is to be handled primarily through committee/task force meetings and pre-meeting materials.

Section 7.01 EXECUTE

The Chairperson shall preside at all meetings of the BOARD which he/she attends.

One Vice-Chairperson shall, in the absence of the Chairperson, perform the duties and exercise the powers of the Chairperson.

Any Member of the Executive Committee shall, in the absence of the Chairperson and Vice-Chairpersons, perform the duties and exercise the powers of the Chairperson.

The business of any meeting shall be limited to the stated agenda of that meeting.

Section 7.02 REGULAR MEETINGS

Regular meetings of the BOARD shall be held on the third Wednesday of February, April, June, August, October and December of each year. The location of these meetings will be determined by the Chairperson. Board and Committee meetings will be posted with the County Clerk of Oklahoma County (where the Board's principal office is located) as required by the Open Meeting Act.

Section 7.03 SPECIAL MEETINGS

Special meetings of the BOARD may be called by the Chairperson at such time and place and for such purposes as the Chairperson shall deem necessary.

Special meetings of the BOARD may also be called by the request of one-third of the members of the BOARD.

Section 7.04 EMERGENCY MEETINGS

Emergency meetings of the Board may be called by the Chief Executive Officer, or by the Chair of the Board as permitted by law. Emergency business transacted is limited to that permitted by the statute and according to the Open Meetings Law of Oklahoma. The person calling the Emergency Meeting shall give members and the public as much advance notice as is reasonable and possible under the circumstances existing, in person or by electronic means, including telephone.

Section 7.05 DECISION-MAKING/VOTING

- a) In the process of crafting recommendations, the BOARD shall work for consensus. ("Consensus" = "I may not prefer this, but I can and will support it.")
- b) Each member of the BOARD present at any meeting shall have one vote on all matters voted. Proxy voting and alternates are prohibited.
- c) In order to conduct business, the Board quorum requirement is that thirteen (13) members must be present to constitute a quorum in order to conduct business. Every decision of a majority of members present at any meeting at which there is a quorum shall be valid as the binding act of the Board.
- d) A quorum to amend the BOARD By-Laws shall require a majority of the members present at a properly announced meeting.
- e) BOARD meeting majority vote consists of over 50% of the BOARD members present.
- f) (f) No member of the BOARD may vote on any item if that member of the company or agency represented by the member will benefit from the passage or failure of the item.

Section 7.06 NOTICES

Notice of all meetings shall be given to all members of the Central Oklahoma Workforce Investment Board, the Executive Committee, and to members of the Board of Chief Elected Officials at least twenty-four (24) hours prior to the meeting for regular meetings and forty-eight (48) hours for special meetings. Such notice may be made by mail, in person, or electronic means, including telephone.

Section 7.07 OPEN MEETING ACT

All Meetings shall adhere to the Open Meeting Act.

All annual, regular, and special meetings shall be open to the general public except when an executive session is held for one of the permitted purposes identified in the Oklahoma Open Meeting Act. All votes cast by each member must be publicly cast and recorded. Voice votes are acceptable but minutes must indicate that there was a unanimous vote. If there is a dissenting vote, the name of the person voting NO must be recorded. Names of persons abstaining from voting must be recorded and the reason for the conflict of interest must be recorded in order to allow an abstention.

Section 7.08 MINUTES

The minutes of each meeting shall be prepared and distributed to the BOARD members at least three days prior to the next meeting. The minutes of each meeting and any corrections thereof, duly adopted, shall be signed by the presiding officer.

Section 7.09 AGENDA

The rules of the order shall be as follows:

- a) Call to Order
- b) Roll Call (quorum check)
- c) Reading and Approval of the Minutes
- d) Items Requiring Board Action
- e) Reports
- f) Unfinished business or old business
- g) Public Participation
- h) Adjournment

Section 7.10 MEETING CONDUCT

Meetings of the BOARD shall be conducted according to procedures contained in *Robert's Rules of Order, Revised* unless such procedures are in conflict with the BOARD's By-Laws, in which case the BOARD's By-Laws shall prevail, or in conflict with the BOARD's established custom in executing its duties.

ARTICLE VIII. CODE OF CONDUCT

WIOA Section 107(h)

Conflict of Interest.--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 of interest as specified in the State plan.*

This Code of Conduct sets forth standards governing the performance of members of the BOARD, and officers, employees, and agents of the BOARD, who are engaged in the award and administration of contracts and purchases.

For the purpose of this policy, “immediate family members” includes the spouse, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, stepparent, stepchild, grandparent, and grandchild.

Section 8.01 PARTICIPATION

Members of the Central Oklahoma Workforce Investment Board shall at all times comport themselves in a manner befitting their membership on the BOARD. Each member is expected to participate in every general meeting of the BOARD. All members are also expected to attend and participate in the meetings of any committee, task force, or workgroup to which they may be assigned.

Section 8.02 DECLARATION OF POSSIBLE CONFLICTS OF INTERESTS

BOARD members must declare, on the record, possible conflicts of interest when:

- a) The member or immediate family member is a volunteer board member of a nonprofit bidding organization.
- b) The member is voting on an indirect affirmation of a contract relationship.
- c) Or other matters as it pertain to WIOA Section 107(h) Conflict of Interest.
- d) Each member is required to complete a Conflict of Interest Disclosure Form.

Section 8.03 ABSTENTION FROM VOTING

No BOARD member shall cast a vote on the provision of services by that member (or any organization which that member directly represents) or vote on a matter which would provide a direct financial benefit to that member or their employer. No BOARD member shall cast a vote on the provision of services by any person or organization that is in direct competition with a proposal or bid which would provide direct financial benefit to the member or their employer.

Section 8.04 ABSTENTION FROM PARTICIPATION

No BOARD member or BOARD employee, officer, or agent shall participate in decisions about contracts with the organization he or she represents, or from which they receive direct financial benefit, including direct family members. Participation includes discussion, lobbying, rating, scoring, recommending, explaining, or assisting in the design or approval of the

procurement process. Participation also includes negotiation of any contract on behalf of the organization that he/she represents.

Section 8.05 SANCTIONS

Violations of this code shall be determined by the BOARD pursuant to the BOARD's Grievance Procedure. After the hearing, the BOARD will prescribe appropriate disciplinary action.

Willful violations by a BOARD member shall result in removal from the BOARD.

All violations by staff shall be subject to the Personnel Policy after a determination that the violation was or was not willful or serious.

Pursuant to the grievance process, any person who is dissatisfied with the determination may be entitled to remedies available through the grievance process.

ARTICLE IX. DELEGATE AGENCIES

The BOARD will procure necessary program facilities, goods and services from competent and reliable suppliers.

ARTICLE X. AMENDMENTS

These by-laws may be changed in part or in their entirety by a majority vote of the BOARD, at a duly called meeting provided notice of proposed change or changes shall have been provided by the chairperson to each member of the BOARD no less than three (3) days prior to the meeting.

Certain limited sections shall be changed subject to a majority vote when specifically stated within that article.

ARTICLE XI. DISSOLUTION OF THE CORPORATION

Dissolution of this corporation shall be in compliance with the laws of the State of Oklahoma and those pertinent requirements and regulations of the Oklahoma Office of Workforce Development.

The disposition of all property and assets of this corporation shall be in accordance with the guidelines of the Oklahoma Office of Workforce Development.