

**Name Change: July 1, 2018**  
**By-Laws Approved, March 24, 2017**

**BY-LAWS**  
**OF**  
**MASSHIRE HAMPDEN COUNTY WORKFORCE BOARD, INC.**

Section 1.  
NAME, PURPOSE, RESPONSIBILITIES, LOCATION,  
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purpose. The name of the Corporation is “MassHire Hampden County Workforce Board, Inc.” The Corporation is a Workforce Development Board organized pursuant to and in accordance with the requirements of the Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 (the “Workforce Innovation and Opportunity Act”), which superseded the Workforce Investment Act of 1998, Public Law 105-220, 112 Stat. 936 (the “Workforce Investment Act”). The purpose of the Corporation is to carry out all of the duties responsibilities and functions of a Workforce Development Board under the Workforce Innovation and Opportunity Act. The specific duties of the Corporation under the Workforce Innovation and Opportunity Act include, without limitation, the following:

(a) The Corporation shall, in partnership with the Mayor of the City of Springfield, Hampden County, Massachusetts (the “Mayor”), acting as the chief elected official under the Workforce Innovation and Opportunity Act, set policy for that portion of the Statewide Workforce Innovation and Opportunity System located within Hampden County, Massachusetts; and

(b) The Corporation, in partnership with the Mayor, shall develop the Local Workforce Innovation and Opportunity Plan for Hampden County and shall collaborate with other local board and chief elected official from such other local areas in the preparation and submission of a Regional Plan in accordance with the applicable requirements of the Commonwealth of Massachusetts.

1.2 Responsibilities. The Corporation shall, in accordance with the applicable requirements of the Workforce Innovation and Opportunity Act, be responsible for:

(a) Conducting workforce research and regional labor market analysis;

(b) Convening, brokering and leveraging local workforce development system stakeholders to assist in the development of the local plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities;

(c) Leading efforts to engage with a diverse range of employers and with entities in the region involved to promote business representation on the Corporation's board of directors to develop effective linkages with employers in the region to support employer utilization of the local workforce development system and local workforce investment activities; to ensure that workforce investment activities meet the needs of employers and support economic growth in the region and to develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers;

(d) Leading efforts in the local area to develop and implement career pathways;

(e) Leading efforts to 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 other applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), to the one-stop delivery system; and identify and disseminate information on proven and promising practices;

(f) Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and jobseekers;

(g) Conducting oversight of the One-Stop Career Center system, youth activities and employment and training activities under Title I of the Workforce Innovation and Opportunity Act, in partnership with the Mayor.

(h) Negotiating and reaching agreement on local performance measures with the Mayor and the Governor of the Commonwealth of Massachusetts (the "Governor");

(i) Selecting One-Stop Career Center operators with the agreement of the Mayor;

(j) Selecting eligible youth service providers based on the recommendations of the Youth Council, and identifying eligible providers of adult and dislocated worker training services and maintaining a list of eligible providers with performance and cost information;

(k) Working with the Commonwealth of Massachusetts 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;

(l) Coordinating 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.

(m) Developing a budget for the purpose of carrying out the duties and responsibilities of the Corporation, subject to the approval of the Mayor; and

(n) Annually assess the physical and programmatic accessibility, in accordance with Section 188, if applicable, and other 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.

1.3 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 1441 Main Street, Springfield, Hampden County, Massachusetts. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 Corporation Seal. The directors may adopt and alter the seal of the Corporation.

1.5 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on June 30th in each year.

## Section 2. VOTING MEMBERS

2.1 Number and Composition. The number of members of the Corporation shall be fixed in accordance with the membership requirements of Section 107(b)(1) of the Workforce Innovation and Opportunity Act and the requirements applicable to the composition of the membership of the Corporation as set forth in Section 107 (b)(2) of the Workforce Innovation and Opportunity Act.

- (a) The membership of the Corporation shall include the following:
  - (i) Representatives from businesses in Hampden County who:
    - A. Are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority;
    - B. Represent businesses, including small businesses, or organizations representing businesses, that provide employment opportunities that, at a minimum, include

high-quality, work-relevant training and development within in-demand industry sectors or occupations in Hampden County; and

- C. Are appointed from among individuals nominated by local business organizations and business trade organizations;
- (ii) Not less than 20 percent of the membership of the Corporation will be workforce representatives and these representatives:
- A. Will include two or more representatives of labor organizations;
  - B. One or more representatives of a joint labor- management, or union affiliated, registered apprenticeship program who must be a training director or a member of a labor organization (who may also fulfill (a) (ii) A. above);
  - C. In addition, the following may contribute to the 20 percent requirement: one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities; and one or more representatives of organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.
- (iii) The balance of the membership of the Corporation must include:
- A. At least one eligible provider administering adult education and literacy activities under WIOA title II;
  - B. At least one representative from an institution of higher education providing workforce investment activities, including community colleges; and
  - C. At least one representative from each of the following governmental and economic and community development entities: economic and community development entities; the state Employment Service Office under the Wagner-

Peyser Act (29 U.S.C. 49 et seq.) serving the local area; and the programs carried out under title I of the Rehabilitation Act of 1973, other than sec. 112 or Part C of that title.

(b) The membership of the Corporation may include such other individuals or representatives of entities as the Mayor may determine to be appropriate, including entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment; governmental and economic and community development entities who represent transportation, housing, and public assistance programs; and philanthropic organizations serving the local area;

(c) Members of the Corporation that represent organizations, agencies or other entities shall be individuals with optimum policy making authority within the organizations, agencies or entities that they represent; and

(d) A majority of the members of the Corporation shall be representatives of businesses in Hampden County who satisfy the requirements set forth in Section 2.1 (a)(i) above.

2.2 Appointment of Members. The Mayor shall appoint the members of the Corporation in accordance with the requirements set forth in Section 2.1 above and otherwise in accordance with all applicable requirements of the Workforce Innovation and Opportunity Act and the regulations promulgated thereunder. The Governance Committee established pursuant to Section 4.4(d) below shall be responsible for and shall carry out a nominating process designed and intended to present to the Mayor nominees for appointment as members of the Corporation who fully and completely satisfy the requirements of Section 2.1(a) above and otherwise satisfy all applicable requirements of the Workforce Innovation and Opportunity Act and the regulations promulgated thereunder. Whenever there is a vacancy in the membership of the Corporation, the Governance Committee shall identify as soon as practicable a nominee for presentation to the Mayor as a proposed appointee as a member to fill any such vacancy and any such nominee shall satisfy all of the applicable requirements of these by-laws and the applicable requirements of the Workforce Innovation and Opportunity Act and the regulations promulgated thereunder.

2.3 Tenure. The members shall be appointed for three (3) year terms, with the members separated into three (3) classes of approximately the same size, so that each year the term of service of approximately one third (1/3) of the members of the Corporation shall expire. Each member shall hold office until the next annual meeting of members coinciding with the end of his term and until his successor is elected and qualified, or until he dies, resigns, is removed or becomes disqualified.

2.4 Powers and Rights. In addition to the right to elect directors as provided in Section 4.1 and such other powers and rights as are vested in them by law, the articles of

organization or these by-laws, the members shall have such powers and rights as the directors may designate.

2.5 Suspension or Removal. A member may be suspended or removed with or without cause by vote of a majority of members then in office. A member may be removed for cause only after reasonable notice and opportunity to be heard.

2.6 Resignation. A member may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

2.7 Vacancies. Any vacancy in the membership, except a vacancy resulting from enlargement (which must be filled in accordance with Sections 2.1 and 2.2) may only be filled by the Mayor. Each successor shall hold office for the unexpired term or until he dies, resigns, is removed or becomes disqualified. The members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

2.8 Annual Meetings. The annual meeting of the members shall be held at 3:00 p.m. in December of each year, with the specific date of the annual meeting of the members established by the Chair of the board of directors in consultation with the President and CEO. The annual meeting may be held at the principal office of the Corporation or at such other place within the United States as the president, members or directors shall determine. No change in the date fixed in these by-laws for the annual meeting shall be made within sixty days before the date stated herein. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given to all members at least ten days before the new date fixed for such meeting. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Section 2.8, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.10 and 2.11.

2.9 Regular Meetings. Regular meetings of the members may be held at such places within the United States and at such times as the members may determine.

2.10 Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the president or by the directors, and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of three or more members.

## 2.11 Call and Notice.

(a) Annual and Regular Meetings. No call or notice shall be required for annual or regular meetings of members, provided that reasonable notice: (i) of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to absent members; (ii) of an annual meeting not held at the principal office of the Corporation shall be given to each member; (iii) specifying the purpose of an annual or regular meeting shall be given to each member if either contracts or transactions of the Corporation with interested persons or amendments to these by-laws (as adopted by the directors or otherwise) are to be considered at the meeting; and (iv) shall be given as otherwise required by law, the articles of organization or these by-laws (including Section 2.8).

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contracts or transactions of the Corporation with interested persons; (ii) amendments to these by-laws (as adopted by the directors or otherwise); (iii) an increase or decrease in the number of members or directors; or (iv) removal or suspension of a member or director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by regular mail at least five (5) days or by overnight mail at least forty-eight hours or by telecopier at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice in person or by telephone at least twenty-four hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.12 Quorum. At any meeting of the members 51% of the members then in office present in person shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.13 Action by Vote; Appointment of Designees. Each member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the articles of organization, or these by-laws. In the event that a member is unable to attend a meeting of the members, such member shall be entitled to appoint

a designee to attend that meeting on behalf of such member (a "Designee"). Any Designee appointed by a member shall have optimum policy making hiring authority if the Designee is a business representative, and all other Designees must have demonstrated experience and expertise and optimum policy making authority. Any member who desires to appoint a Designee shall deliver written notice thereof to the President and CEO at least twenty-four (24) hours before the start of the meeting that the Designee will attend, specifying in such written notice the name of the Designee, the fact that the Designee will be representing the member at the meeting and a brief description of the specific manner in which the Designee satisfies the requirements of this Section 2.13 with respect to the appointment of Designees. In the event that a member fails to deliver written notice of a Designee as provided herein, the member shall not be entitled to appoint a Designee to attend the meeting on behalf of the member.

2.14 Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.15 Conduct of Meeting Via Electronic Media. Any meeting of the members may be by conducted using any available electronic means of communication, provided that all members are able to participate in such meeting either personally or by electronic means as if each member were present at any such meeting.

### Section 3. NONVOTING MEMBERS

In addition to the voting members described in Section 2 and referred to in these by-laws as members, there may also be a class of nonvoting members, hereinafter referred to as nonvoting members, or such other term as the directors may designate from time to time, who shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities except as may be specifically delegated to them by the directors. The directors may designate certain persons or groups of persons as nonvoting members from time to time, and the directors may confer upon nonvoting members such powers, rights or responsibilities, individually or in groups, as they deem necessary or appropriate.

### Section 4. BOARD OF DIRECTORS

4.1 Number and Election. The members annually at their annual meeting shall fix the number of directors, which shall be the same as the number of members. The members annually at their annual meeting shall elect as directors of the Corporation each of the members. At any special or regular meeting the members or directors then in office may increase the number of directors, but only to the extent that the number of members of the Corporation has also been increased and only to the extent of any such increase in the number of members, and elect new

directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more members. A director must also be a member.

4.2 Tenure. The directors shall each be elected for three (3) year terms. The directors shall be divided into three (3) classes of approximately equal size, so that each year the term of office of approximately one third (1/3) of the directors shall expire. Each director shall hold office until the next annual meeting of members coinciding with the end of his term and until his successor is elected and qualified, or until he dies, resigns, is removed or becomes disqualified.

4.3 Powers. The affairs of the Corporation shall be managed by the directors who shall have and may exercise all the powers of the Corporation, except those powers reserved to the members by law, the articles of organization or these by-laws.

4.4 Committees. The directors, by resolution adopted by a majority of the directors, may establish such committees as the directors determine may be necessary or appropriate in order to assist the Corporation in carrying out its purpose and in discharging and satisfying its responsibilities. Each such committee shall have and may exercise all of the rights and powers of the directors, provided that no such committee shall exercise the rights and powers of the directors with respect to the election of officers or directors of the Corporation, the adoption, repeal, or amendment of the articles of organization or these by-laws, the adoption of a plan of merger or consolidation or dissolution of the Corporation or a revocation thereof, or the sale, lease, exchange or other distribution of substantially all the property or assets of the Corporation other than the usual and regular course of business. In addition to any committee or committees established by the directors as provided herein, the Corporation shall have certain standing committees, more particularly described as follows:

(a) Executive Committee. The Executive Committee shall be made up of not more than sixteen (16) directors appointed by the chairman of the board, and at a minimum it shall consist of the directors serving as chairman, vice president, treasurer and clerk. The Executive Committee shall have and may exercise all the rights and powers of the directors, subject to the limitations set forth in Section 4.4 above. The Executive Committee may, as decided by a majority of its members, appoint such ad hoc committees from and among its members or from among the other directors for such particular purposes as may be deemed necessary or desirable to enhance or assist the directors in carrying out their duties and furthering the purposes of the Corporation. Any committee so appointed shall have such powers and authority as are explicitly delegated by the Executive Committee, subject in all cases to the limitations contained herein with respect to the authority of the Executive Committee. Each such committee of the directors shall be comprised of two (2) or more directors.

(b) One-Stop Career Center Committee. The One-Stop Career Center Committee shall be made up of not more than twelve (12) persons, including a majority of directors and such other persons as may be appointed by the Chair of the board, and shall be

chaired by a director. The One-Stop Career Center Committee shall be responsible for making recommendations to the board with respect to the satisfaction by this Corporation of its obligations with respect to One-Stop Career Center operators, as more particularly described in the Workforce Innovation and Opportunity Act and the regulations promulgated thereunder, and it shall provide oversight with respect to the operation of the One-Stop Career Center system and make recommendations to the board consistent with the duties and responsibilities of this Corporation in relation to the One-Stop Career Center system, as more particularly described in the Workforce Innovation and Opportunity Act and the regulations promulgated thereunder. In addition, it shall provide information to assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues relating to compliance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C.12101 et seq.) regarding providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

(c) Youth Council. The Youth Council shall be made up of not more than twenty-eight (28) individuals and will be chaired by director. The membership of the Youth Council shall include community-based organizations with a demonstrated record of success in serving eligible youth. Subject to the approval of the board and consistent with the Workforce Innovation and Opportunity Act, the duties of the Youth Council shall include recommending eligible providers of youth activities to be awarded grants or contracts on a competitive basis by the board to carryout the youth activities, conducting oversight with respect to the eligible providers of youth activities in Hampden County and coordinating youth activities authorized under the Workforce Innovation and Opportunity Act in Hampden County. The Youth Council shall also provide information to assist with operational and other issues relating to the provision of services to youth with disabilities. The Youth Council shall have such other duties as may be determined to be appropriate by the chairman of the board.

(d) Additional Committees. The Executive Committee with the approval of the board of directors may establish additional committees as may be necessary or appropriate in order for the Corporation to carryout fully and completely all of its duties and responsibilities under the Workforce Innovation and Opportunity Act, including without limitation a Finance and Audit Committee, a Governance Committee and a Strategic Planning Committee. Any Finance and Audit Committee and Governance Committee established by the Executive Committee with the approval of the board of directors shall be comprised solely of directors. Any other committees may include both directors and individuals who are not directors, but a majority of the members of each committee shall be directors. The Youth Council shall not be considered a committee for purposes of the application of this Section 4.4(d).

(e) Committees Generally. The chairman of each committee shall be appointed by the chairman of the board of directors of the Corporation. Each committee may elect a vice chairman. Each committee shall have a formal charter that outlines the specific duties and responsibilities of the committee. Each committee charter shall be subject to the approval of the

Executive Committee of the Corporation. Unless otherwise expressly provided in these by-laws, a majority of the members of each committee shall constitute a quorum for the transaction of business. The clerk of each committee or, in the absence of the clerk a temporary clerk appointed by the chairman of the committee, shall keep a true record of all proceedings, and such record shall always be open for the inspection of any director. A vacancy in any committee occasioned by the death, resignation, inability or refusal of a director to serve shall be filled by the chairman. Any member of the board of directors shall be entitled to attend any committee meeting, and each committee shall provide to the clerk a schedule of its meetings which shall be made available to any member of the board of directors, upon request.

4.5 Suspension or Removal. A director may be suspended or removed (a) with or without cause by vote of a majority of the members then in office or (b) with cause by vote of a majority of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.

4.6 Resignation. A director may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies. Any vacancy in the board of directors shall be filled through the appointment by the Mayor of a new member and the election by the directors of any such new member as a successor director. Each successor shall hold office for the unexpired term or until he dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings. Regular meetings of the directors may be held at such time and at such times as the directors may determine.

4.9 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors.

4.10 Call or Notice.

(a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each director if either contacts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles or organization or these by-laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contacts or transactions of the Corporation with interested persons; (ii) amendments to these by-laws; (iii) an increase or decrease in the number of directors; or (iv) removal or suspension of a director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by regular mail at least five (5) days or by overnight mail at least forty-eight hours or by telecopier at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice in person or by telephone at least twenty-four hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Conduct of Meeting Via Electronic Media. Any meeting of the directors may be conducted by using any available electronic means of communication, provided that all members are able to participate in such meeting either personally or by electronic means as if each member were present at any such meeting.

4.15 Compensation. Directors shall not be entitled to receive any compensation in any form whatsoever for their services as directors. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services, provided that the directors shall adhere strictly to this Corporation's conflict of interest policy

and the requirements of Section 107 (b) of the Workforce Innovation and Opportunity Act in connection with the provision by any director of services in any other capacity and the receipt by such director of compensation for any such services.

4.16 Immediate Past Chair of Board of Directors. The immediate past Chair of the Board of Directors shall serve as an ex-officio member of the Board of Directors for a term of three (3) years, with no voting rights but with all other rights and privileges of a Board member.

4.17 Required Attendance at Board Meetings. Directors are required to attend all meetings of the board of directors, and attendance in person is required whenever possible. Any member of the board of directors who fails to attend at least fifty (50%) percent of the meetings of the board of directors during his or her initial term shall not be eligible for reelection to a second term unless the Governance Committee determines that unique and extraordinary circumstances prevented a particular individual from attending at least fifty (50%) percent of the meetings of the board of directors during his or her initial term, in which case such individual shall be eligible for reelection to a second term. This board meeting attendance policy shall be applied to each member of the board of directors that is being considered for an additional term in office and shall not be limited to a board member's second term in office.

## Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a chairman of the board of directors, who shall also serve as president, an executive vice-president, a treasurer, a clerk, and such other officers, if any, as the directors may determine, including one or more vice-presidents. The Corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director or member. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The chairman, executive vice-president, vice-president, if any, treasurer and clerk shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The chairman, executive vice-president, vice-president, treasurer and clerk shall each hold office until the first meeting of the directors following the next annual meeting of the members and until his successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the members unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 Chair of the Board of Directors and President. The Chair of the board of directors shall be a representative of business in Hampden County who satisfies the requirements of Section 2.1(a)(1) above. The Chair of the board of directors shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors. The Vice-Chair of the board of directors shall have and may exercise all the powers and duties of the chair in his or her absence or in the event of his or her inability to act, and shall have such other powers and duties as may be determined by the directors. The Chair of the board of directors shall be limited to serving one (1) three (3) year term and shall automatically be succeeded by the Vice-Chair. The Vice-Chair shall be elected no later than the beginning of the third year of the Chair's term in office. In the absence of a Vice-Chair, the Chair may designate an interim Vice-Chair to act in the absence of the Chair.

5.5 President and Chief Executive Officer. The President and Chief Executive Officer shall be the chief executive officer of the Corporation and, subject to the control of the directors and the supervision of the Chair, and shall have general charge and supervision of the day to day affairs of the Corporation. The President and Chief Executive Officer of the Corporation shall be a paid employee of the Corporation.

5.6 Vice-President. The vice-president or vice-presidents, if any, shall have such duties and powers as the directors shall determine. The vice-president, or first vice-president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.7 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall have such other duties and powers as designated by the directors or the president. He shall also be in charge of its books of account and accounting records, and of its accounting procedures. The duties of the treasurer may be carried out by a staff member of the Corporation, subject to the oversight of the treasurer.

5.8 Clerk. The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or if its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting. The duties of the clerk may be carried out by a staff member of the Corporation, subject to the oversight of the clerk.

5.9 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.10 Resignation. An officer may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.11 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected and qualified, or in each case until he dies, resigns, is removed or becomes disqualified.

## Section 6. EXECUTION OF PAPERS

6.1 Except as the directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president, by the treasurer or by the executive director.

6.2 Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or a vice-president and the other is a treasurer or an assistant treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the Corporation.

## Section 7. PERSONAL LIABILITY

7.1 The members, directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 8.  
INDEMNIFICATION

8.1 The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Section 9.  
COMPLIANCE WITH OPEN MEETING LAW REQUIREMENTS

9.1 In accordance with the requirements of Section 107 (e) of the Workforce Innovation and Opportunity Act, the board shall make available to the public, on a regular basis through open meetings, information regarding the activities of the board, including information

regarding the Local Plan prior to submission of the Plan, and regarding membership, the designation and certification of One-Stop Career Center operators, and the award of grants or contracts through eligible providers of youth activities. Upon request, the board shall make available to the public minutes of formal meetings of the board. All meetings of the board shall be subject to and conducted in compliance with the requirements of Massachusetts General Law Chapter 39, Section 23 B, the Open Meeting Law.

Section 10  
PROHIBITED ACTIVITIES

10.1 The Corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office.

10.2 No substantial part of the activities of the Corporation shall be attempting to influence legislation by propaganda or otherwise, or contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting or opposing legislation.

Section 11  
CONFLICT OF INTEREST AND ETHICAL PRACTICES

11.1 Conflict of Interest. If any officer, or member of the Board of Directors, or any other Committee appointed by the Board, has a financial interest in any contract or transaction involving the corporation, such individual shall not participate in the evaluation or approval of such contract or transaction. Such individual must disclose such conflict to the Corporation. Upon such disclosure being made, the contract or transaction shall not be voidable if the Board of Directors or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors the Board of Directors present at the meeting, provided a quorum is present, or if the votes of the disinterested Directors are insufficient to constitute an act of the Board of Directors or Committee by the unanimous vote of the disinterested Directors, provided the contract or transaction is fair to the Corporation at the time it is authorized.

11.2 Ethical Practices. The Board of Directors may adopt a written code of conduct and ethical practices for the Corporation which may contain the requirement that each officer, member of the Board of Directors or other Committees, and each key employee of the Corporation annually agree in writing to abide by such code.

Section 12  
ADMINISTRATIVE, FISCAL AND LEGAL MATTERS

12.1 Bonding. Corporate fidelity bonds may be obtained at the expense of the Corporation in a form and amount as may be required by the Board of Directors, indemnifying the Corporation against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of the Corporation.

12.2 Audit Schedule. The Board of Directors may select an independent certified public accountant to audit the books and financial records of the Corporation. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board of Directors.

12.3 Contracts. All contracts not in the ordinary course of the affairs of the Corporation, shall be examined and approved for form by the Board of Directors or by a Committee appointed by the Board of Directors for such purpose, prior to execution. Unless otherwise directed by the Board of Directors, all written contracts shall be executed on behalf of the Corporation by the President or the Treasurer or such other officer as may be designated by the Board of Directors.

Section 13  
MANNER OF NOTICE

13.1 All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the Director's or Trustee's address shown in the Corporation's current records.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the Director for the purpose of notice; (2) if by electronic mail, when directed to an electronic mail address furnished by the Directors for the purpose of notice; (3) if by a posting on an electronic network together with separate notice to the Directors of such specific posting, directed to an electronic mail address furnished by the Directors for the purpose of notice, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic

transmission, when directed to the Director's in such manner as the Directors shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the corporation or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

#### Section 14. CONFIDENTIALITY

14.1 Information provided to members of the Board of Directors in written, spoken or electronic form and relating to the business and affairs of the Corporation is and shall remain confidential and shall not be disclosed by any member of the Board of Directors to any third party for any purpose whatsoever. Discussions that take place at meetings of the Board of Directors and Committee meetings are confidential and shall not be disclosed to any third party for any purpose whatsoever. Actions taken at meetings of the Board of Director and Committee meetings are confidential and shall only be disclosed to third parties as determined by the Board of Directors. Each member of the Board of Directors is required to adhere strictly at all times to the requirements of confidentiality set forth herein.

#### Section 15. GENDER

15.1 The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

#### Section 16. AMENDMENTS

16.1 These By-laws may be amended or repealed in whole or in part at any annual or special meeting of the Board of Directors where two-thirds of the Board of Directors are present and voting, such amendments shall be by members of the Board of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these by-laws in whole or in part shall be mailed to all directors at least seven (7) days prior to the date of any such meeting.