

**BYLAWS
OF
WORKFORCE ALLIANCE
THE WORKFORCE INVESTMENT BOARD
OF
SOUTH CENTRAL CONNECTICUT**

ARTICLE I
Directors

Section 1.01. General Powers. The activities, property and affairs of the corporation shall be managed by the Board of Directors, which shall exercise all of the powers of the corporation. Directors shall serve without compensation for their service as directors, but may be reimbursed by the corporation for their reasonable expenses and disbursements on behalf of the corporation.

Section 1.02. Number of Directors and Further Qualification. The Board of Directors shall consist of the number of directorships, as determined by the board, that satisfies state and federal requirements, and that represents the constituent groups of the region. The Directors shall be appointed by the chief elected officials of the South Central Workforce Investment Area, as provided in Section 117 of the Workforce Investment Act, P.L.105-220, and Section 31 of the General Statutes of Connecticut, together with any amendments or successor legislation, herein after referred to as the Law. As used in these bylaws, the South Central Workforce Investment Area shall mean the service delivery area designated by the Governor of Connecticut in accordance with the Law. Directors shall be appointed by the chief elected officials from the region in accordance with the Law and in accordance with directives from the Office for Workforce Competitiveness and the Connecticut Employment and Training Commission, for terms of three years. The Board of Directors shall consist of:

(1) Representatives of the private sector, who shall constitute a majority of its membership and who shall be owners of business concerns, chief executives or operating officers of non-governmental employers, or other private sector executives who have substantial management or policy responsibility; and

(2) Representatives of educational institutions, state and local organized labor, state and municipal government, human service agencies, community based organizations, economic

development agencies, the public employment service, and other such representatives as required by amendments to the Law or as determined by the Directors.

Business nominations, and the individuals selected from such nominations, shall reasonably represent the industrial and demographic composition of the business community. Whenever possible at least one-half of such business and industry representatives shall be representatives of small business, including minority business. For the purpose of this Section, the term small business means private for-profit enterprises employing 500 or fewer employees.

Section 1.03. Terms of Directors. Terms of Directors shall be three years in duration. A Director appointed to fill a vacancy can serve the balance of the partial term and at the expiration of the partial term, may serve a full three year term. At the expiration of a Directors full term, a Director must indicate his or her interest in reappointment. The Executive Committee shall review and approve all such requests for additional terms.

Section 1.04. Resignation of Directors. The written resignation of a director shall be effective immediately upon its receipt by the corporation.

Section 1.05. Removal of Directors. At any regular meeting or special meeting of the Board of Directors, duly called, any director may be removed for cause (which cause shall not be political) by the affirmative vote of the majority of the directors. Grounds for removal include without limitation the following: (a) when a director fails to regularly attend meetings of the Board of Directors or of the Executive Committee (if such Director is a member of the Executive Committee) without prior notice to the Board specifying the reason therefore; (b) that a director has ceased to be a representative of the group from which he/she was elected; or (c) that the business or other activities of a Director are inconsistent with the activities and objectives of the corporation.

Section 1.06. Vacancies. Vacancies on the Board of Directors, by reason of the death or resignation of any director, will be filled by the chief elected officials of the South Central Workforce Investment Area as provided for in Section 1.02.

Section 1.07. Annual Meeting. The annual meeting of the Board of Directors shall be held each year on a date that the Board of Directors may determine. At such meeting the Board of Directors shall elect the officers of the corporation and shall transact such other business relating to the affairs of the corporation as may come before the meeting.

Section 1.08. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors shall from time to time determine. Special meetings of the Board of Directors may be called at any time by the Chairman and also shall be called by him/her upon the written request of any three of the directors. Meetings of the Board of Directors shall be held at such place as shall be designated in the notice of the meeting. Not less than seven days notice by mail, telephone, facsimile, or electronic mail, shall be given of each regular meeting of the Board of Directors. Except as otherwise provided in these bylaws, not less than three days notice by mail, telephone, facsimile, or electronic mail shall be given of each special meeting of the Board of Directors. A majority of the directors shall constitute a quorum at all meetings of the Board.

Section 1.09. Vote Required for Action. The act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the act of the greater number is required by these bylaws or by law. A director shall not participate in the allocation of funding and/or shall abstain from voting upon a specific contract for the provision of program, administrative or support services either by him/herself or by an entity by which he/she is employed, or by an entity that he/she represents through board membership, or if by such contract he/she would receive direct financial benefit. No director may vote by proxy.

Section 1.10. Action Without Meeting. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors, and such written consent or consents shall be filed in the corporate minute book.

Section 1.11. Participation by Conference Telephone. A director may participate in a meeting of a committee of the Board of Directors by means of a conference telephone, video or similar communications equipment enabling all directors participating in the meeting to hear one another. Such participation in a meeting shall constitute the presence of said person at such meeting.

ARTICLE II

Committees

Section 2.01. Appointment of Committees. The Board of Directors may constitute and appoint from among its number or others, such committees with such powers and authority as the Board of Directors shall determine in accordance with applicable law. The Chairman may also appoint committees, including but not limited to an Executive Committee, to assist him/her in any manner he/she deems appropriate. The directors serving on the Executive Committee may, when essential, by majority vote, exercise the full power of the Board of Directors between meetings of the Board and shall report on its actions at the next board meeting following such actions.

Section 2.02. Alternate Members. The Board of Directors may designate or provide for the designation of one or more directors or others as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee.

Section 2.03. Vote Required for Action. The act of a majority of the members of any committee present at a meeting at which a quorum is present at the time of the act shall be the act of such committee, unless the act of a greater number is required by these bylaws, by resolution of the Board of Directors or by law.

ARTICLE III

Officers

Section 3.01. Number of Officers. The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and other officers as the Board of Directors may from time to time deem necessary. The Chairman shall be a representative of the private sector.

Section 3.02. Election, Term of Office and Vacancies. The officers of the corporation, following a recommendation from the Nominating Committee, shall be elected by the Board of Directors, and shall hold office until their term has expired or until others have been chosen in their stead. A Director may be elected to different offices on the board but may not hold any one office for more than three consecutive years

Section 3.03. Duties and Powers. The duties of the officers shall be as follows:

A. Chairman: The Chairman shall be the chief executive officer of the corporation, and shall be responsible for seeing that the resolutions and actions of the Board of Directors are carried into effect, and for reporting to the Board of Directors on the conduct and management of the affairs of the corporation. The Chairman shall preside at all meetings of the Board of Directors.

B. Vice Chairman: The Vice Chairman shall perform such duties as may from time to time be assigned to him/her by the Board of Directors, or delegated to him/her by the Chairman. In case of the death, disability or absence of the Chairman, the Vice Chairman shall fulfill all the duties and be vested with all the powers and responsibilities of the Chairman.

C. Treasurer: The Treasurer shall have supervision over the receipt and custody of the corporation's funds, and shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the corporation, and in general shall perform such duties as the Board of Directors may from time to time assign to the Treasurer.

D. Secretary: The Secretary shall keep minutes of the proceedings of the Board of Directors and shall give, or cause to be given, all notices in accordance with the provisions of these bylaws or as required by law, and shall be custodian of the corporate records and of the seal of the corporation. The Secretary shall keep the principal office of the corporation in the State of Connecticut, shall keep a record of the directors of the corporation, giving the names and addresses of all such directors, and in general, shall perform such duties as the Board of Directors may from time to time assign to the Secretary.

Section 3.04. Removal. The Board of Directors may remove any officers of the corporation from office with cause as described in section 1.05 at any time from the term for which such officers may have been elected.

ARTICLE IV

Amendments and Miscellaneous

Section 4.01. General Powers. These bylaws may be amended, repealed or added to, and new bylaws, not inconsistent with the purposes described in the Certificate of Incorporation of

the corporation or any law, may be adopted at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of all the directors. Any notice of a meeting of the Board of Directors at which these bylaws are to be amended, repealed or added to, or new bylaws are to be adopted shall be given at least seven days notice prior to such meeting and shall include notice of such proposed action.

Section 4.02. Principal Office. The principal office of the corporation shall be located in New Haven, Connecticut. The corporation may have other offices within or without the State of Connecticut as the Board of Directors may from time to time determine.

Section 4.03. Seal. The seal of the corporation shall be circular in form and shall bear the name of the corporation around the circumference and shall be in such form as the Board of Directors may determine.

Section 4.04. Fiscal Year. Unless otherwise decided by the Board of Directors, the fiscal year of the corporation shall end on June 30.

Section 4.05. Consistency with Acts and Regulations. As it is the principal purpose of the corporation to act as a Workforce Investment Board pursuant to the Law and to federal and state regulations promulgated pursuant thereto, accordingly, each provision of these bylaws shall be subject to the foregoing legal requirements to the extent that they are not inconsistent with I.R.S. Section 501 (c) (3).

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Amended by majority vote of the Private Industry Council Executive Committee on June 26, 1990
Amended by majority vote of the Private Industry Council Board of Directors on July 30, 1991
Approved by majority vote of the Private Industry Council Board of Directors on August 3, 1993
Amended by majority vote of the Private Industry Council Board of Directors on January 26, 1997
Amended by majority vote of the Regional Workforce Development Board Executive Committee
on September 18, 1997
Amended by majority vote of the Regional Workforce Development Board Executive Committee
on October 22, 1999
Amended by majority vote of the Regional Workforce Development Board on September 28, 2000
Amended by majority vote of Workforce Alliance Executive Committee on October 20, 2005
Amended by majority vote of Workforce Alliance Board on March 26, 2009