



**WORKFORCE
CENTRAL FLORIDA**

**Executive Committee
Meeting Agenda**

Wednesday, February 20, 2013
2:00 p.m. – 3:00 p.m.

Conference Call-in phone number: (866) 576-7975 / Participant Access Code: 299848

Welcome & Chair's Remarks Kevin Shaughnessy

- Introductions
- Roll Call/Establishment of Quorum
- Public Comment

Approval of Minutes from Previous Meeting (12/4/12)..... Kevin Shaughnessy

Information/Discussion Items Kevin Shaughnessy

1. Committee Reports

- Audit Committee
- Finance Committee
- Governance Committee
 - Notice of Proposed By-Law Changes
- Legal Services Committee
- Program Committee
- Youth Committee

2. DEO Matters

3. Other Business

4. Review of 2/26/12 Board of Directors Agenda

Chairman's Closing Remarks Kevin Shaughnessy

Upcoming Meetings:

Tuesday, April 9, 2013, 9:00am / WCF Admin

DRAFT

Executive Committee Meeting

WCF Admin
707 Mendham Blvd., Suite 250
Orlando, FL 32825
Tuesday, December 4, 2012
9:00 a.m.

MINUTES

MEMBERS PRESENT: Kevin Shaughnessy, Eric Jackson, Thomas Katheder, Leland Madsen (via phone), William F. Merck II, Dr. Sanford Shugart (via phone), and Rick Walsh (via phone)

MEMBERS ABSENT: Greg Beliveau, Wendy Brandon, Eric Ushkowitz and Thomas Yochum

STAFF PRESENT: Pam Nabors, Kevin Neal and Kaz Kasal

CALL TO ORDER

Mr. Shaughnessy called the meeting to order at 9:00am and welcomed those in attendance.

ESTABLISHMENT OF QUORUM

Ms. Kasal commenced with roll call and reported that there was a quorum present.

PUBLIC COMMENT

None offered.

APPROVAL OF MINUTES FROM PREVIOUS MEETING (9/20/12)

After review of minutes, Mr. Shaughnessy made a motion to approve the Minutes from the 9/20/12 Executive Committee Meeting. Mr. Katheder seconded, motion passed.

INFORMATION/DISCUSSION ITEMS:

Youth Committee

Ms. Nabors stated that the Youth Committee had its first meeting on 11/13/12. The committee consists of a few board members, but mostly non-board members. Ms. Clements chairs and Mr. Mean co-chairs this committee. The committee will be reviewing reports, analyzing data and reviewing best practices to determine ways to utilize funds most effectively, as they set the framework for a year-round program for youth. They will also identify partners that do supportive activities. Ms. Shaughnessy added that the year-round program will be benefitting at-risk youth. The next meetings will occur in January, February and April 2013.

Governance Committee

Ms. Nabors stated that the Governance Committee had its first meeting on 11/29/12. Mr. Ron Painter,

Executive Director of the National Association of Workforce Boards (NAWB), was present at the meeting via Skype. He provided an overview of the role of the workforce board from a national perspective and also discussed governance issues and resources they provide to workforce boards. The committee also reviewed the by-laws and will be identifying areas for revision. The committee concurred that all the committees should be the driver doing the work of the board on a tactical level - vetting issues and providing to the board their recommendations. The full board should function on a strategic level.

Mr. Shaughnessy added that the committee also reviewed the board roster and the remaining vacant seats, which need to be filled by 12/15/12. There has been difficulty filling the two private sector seats in Osceola County. He will be working with Ms. Nabors to make sure Osceola County appoints two individuals from the private sector to these seats. Mr. Walsh indicated that Mr. Frank Attkisson is Osceola County's new chair and to reach out to him. With regard to the vacant seat for Community Service Block Grant, employment and training programs - Ms. Nabors indicated she spoke with Mr. Lynch/DEO and he stated that if we cannot identify anyone to fill this seat, then it is not required to fill it. With regard to Steve Clelland, President of Orlando Firefighters, he is a potential representative for the vacant Labor seat, Mr. Katheder disclosed that he has worked with Mike Clelland, brother of Steve Clelland. Mr. Walsh advised that the board offer other names to build up a pool of potential board members so we have a good pipeline to draw from.

Program Committee

Dr. Shugart reported that the process of developing the strategic plan has been completed. The Program Committee will be meeting today to review the strategic plan and there should be no problems with going forward to the board for approval.

Audit Committee

Ms. Nabors stated that the audit firm, Cherry, Bekaert & Holland, is working on the audit and it is going well. They should have a draft report completed by month end or early January 2013.

Mr. Shaughnessy asked for a status on the 403(b) audits. Ms. Nabors replied that this is now overseen by the Finance Committee. The 2011 403(b) audit has been filed. The 2009 and 2010 403(b) audits have not been filed yet, but WCF staff is working with Mr. Ashendorf, an attorney specializing in 403(b) audit filings, to finalize the audits and file them. Ms. Nabors added that WCF's plan administrator for the 403(b) will be meeting with the Finance Committee to provide a presentation on the committee's oversight role.

Finance Committee

Mr. Merck reported that WCF received six proposals from the Request for Qualifications (RFQ) that went out for Certified Public Accounting Services & Technical Support. The evaluation team reviewed the proposals and are recommending Taylor, Lombardi, Hall & Wydra, PA to be selected for contract negotiations; and that Clifton, Larson, Allen serve as a back-up for special projects and/or additional services if deemed necessary. Ms. Nabors added that both firms have extensive WIA experience in this state. This service is needed to help support the finance department in evaluating financial systems and practices to create efficiencies, as well as provide technical support and training with federal grants.

Mr. Merck made a motion to approve selection of Taylor, Lombardi, Hall & Wydra for contract negotiations for Certified Public Accounting Services & Technical Support, and Clifton, Larson, Allen LLP for contract negotiations for special projects and/or additional services, if deemed necessary. Mr. Jackson seconded,

motion approved.

Mr. Walsh disclosed that he is involved with several organizations that use Clifton, Larson, Allen for their audits.

Update on Space Plan

Ms. Nabors stated that she and Mr. Neal are in the process of evaluating all nine leases in the region from a program delivery and prudent fiscal perspective. Mr. Katheder has been very helpful advising on efficiencies and effective services practices. The first focus will be the locations with leases expiring next fall. These locations are not efficiently meeting the needs of the customers coming in to access services. Mr. Neal added that the current structure of the one-stops was the prior management's decision of smaller sites when unemployment was at a record low. Then, after downsizing, unemployment rapidly increased and now there is not enough space to support the current high volume of traffic coming in to the centers to access services. In Seminole County, WCF staff is recommending consolidation to a larger location and close the Special Projects Office (SPO) and in Orange County the focus should be on east and west Orange County and close the office by the Florida Mall. Also there is a need in south Lake County and Sumter County where WCF currently is not providing on-site services. Ms. Cornell's firm has been volunteering their time to assist with the space planning.

Mr. Merck commented that the East Colonial office is a good location as the library is in the same plaza to help with the overflow. Ms. Nabors commented that the west Orange location is also a good location – there is ample parking and the Department of Children and Families is next door. The Osceola office is a good location. Mr. Shaughnessy stated that the space planning challenges will be brought forth to the consortium meeting next week – and our need to reach populations in the most need, without expanding WCF's footprint through partnerships with community organizations to create cost efficiencies. Mr. Katheder added that the one-stop locations are not Class A, but Class B or lower, the net effect on revenues is neutral or most likely save money. Mr. Shaughnessy stated that disclosures will be made to potential landlords. We will be posting a public notice on this when we go to look for real estate. Ms. Nabors stated the DEO will be provided a layout on our intended process and requires that WCF publicly notice the space need.

The committee reviewed the draft Agenda for the 12/13/12 WCF Consortium and WCF Board of Directors' Joint Meeting and preparations for the joint meeting next week.

CHAIR'S CLOSING REMARKS

Mr. Shaughnessy thanked all those who attended today's meeting.

There being no other business, the meeting was adjourned at 10:28 a.m.

Respectfully submitted,

Kaz Kasal
Sr. Administrative Assistant

**AMENDED BYLAWS of CENTRAL FLORIDA REGIONAL WORKFORCE DEVELOPMENT
BOARD, INC., d/b/a WORKFORCE CENTRAL FLORIDA, a not-for-profit FLORIDA
Corporation.**

ARTICLE I

NAME

This CORPORATION shall be known as WORKFORCE CENTRAL FLORIDA.

ARTICLE II

DEFINITIONS

- A. CORPORATION - Refers to CENTRAL FLORIDA REGIONAL WORKFORCE DEVELOPMENT BOARD, INC.
- B. THE BOARD OF DIRECTORS - refers to the BOARD OF DIRECTORS of CENTRAL FLORIDA REGIONAL WORKFORCE DEVELOPMENT BOARD, INC., d/b/a WORKFORCE CENTRAL FLORIDA;
- C. REGION - Refers to the five (5) Florida Counties comprising the geographic area served by the Corporation: Lake, Orange, Osceola, Seminole and Sumter;
- D. MEMBER - Refers to an individual member of the BOARD OF DIRECTORS.

ARTICLE III

PURPOSE

The purpose of the CORPORATION is to provide for enhanced coordination, cooperation, collaboration and outcomes, by and between the several entities, both public and private, which are involved at the local level in providing youth and adults with opportunities to develop and continuously upgrade their knowledge and skills in order to advance economically and socially throughout their lifetime, and, in providing employers with the skilled workforce necessary to be competitive in local, state, national and/or international markets.

ARTICLE IV

RESPONSIBILITIES OF WORKFORCE CENTRAL FLORIDA, INC.

The authorities and responsibilities of the BOARD OF DIRECTORS shall include all authorities and responsibilities delegated to it by applicable federal, state and local laws, regulations, policies and mandates.

- A. The BOARD OF DIRECTORS shall act in whatever capacity as is necessary to effectively carry out oversight and administration for the service delivery area defined as the REGION and for the substate area consisting of five counties in the REGION pursuant to all applicable federal,

state and local laws, rules and regulations and thereby assume all fiscal and administrative liability for program operations in said service delivery area.

ARTICLE V

MEMBERSHIP

SECTION 1 - MEMBERSHIP OF THE BOARD OF DIRECTORS

The membership of the BOARD OF DIRECTORS of the CORPORATION shall consist of those Representatives mandated by Florida and federal law.

- A. The CORPORATION shall be governed by the BOARD OF DIRECTORS, which shall be appointed in compliance with criteria established by the State of Florida and the federal government and which shall be composed of at least the following:
1. Representatives of the private sector, who shall constitute a minimum of ~~sixty-fifty-one~~ percent ~~(60%)~~ 51% of the membership of the BOARD OF DIRECTORS, and who shall be representatives of the private-for-profit business concerns, chief executives, or chief operating officers or other private sector executives who have substantial management or policy responsibility;
 2. such other representatives as may be required by applicable federal or state law, regulations or directives.
- B. The term of appointment of any member of the BOARD OF DIRECTORS shall be three (3) years, beginning the first day of July of the year of appointment, and continuing through the last day of June in the year three (3) years hence, except that a member may serve until December of the last year of the term, or until action regarding that member's seat is taken, whichever occurs first. One third (1/3) of all terms will expire annually, assuming continuing statutory compliance and assuming the continued existence of the seat, a member shall be eligible for reappointment without renomination for an additional maximum 3 year term.
- C. Appointments shall be made in accordance with applicable interlocal agreements.

SECTION 2 - QUALIFICATIONS

Members of the BOARD OF DIRECTORS shall be citizens or permanent residents of the United States of America, ~~residents of the State of Florida~~, duly appointed pursuant to Section 1 above, and shall, at all times, comply with the criteria established by the State of Florida and the federal government.

SECTION 3 - VACANCIES

Vacancies during the term of appointment occurring among the members of the BOARD OF DIRECTORS shall be filled ~~within three (3) in an appropriate timeframe - months of receipt of~~ upon receipt of sufficient nominations for the vacancy.

SECTION 4 – POWER TO ELECT OFFICERS

During the annual meeting, the membership of the BOARD OF DIRECTORS shall elect a Chairman, Vice Chairman, Secretary and Treasurer by majority vote at a meeting where a quorum has been established. The Chairman and Vice Chairman shall be representatives of the private sector. The Secretary and Treasurer may come from either the private or public sector. The membership of the BOARD OF DIRECTORS shall have the power to appoint such other officers as it deems necessary for the transaction of the business of the CORPORATION.

- A. The BOARD OF DIRECTORS shall have the power to fill any vacancy in any office occurring for any reason whatsoever, by election, by majority vote of a quorum.
- B. The BOARD OF DIRECTORS shall have the power to employ a President / CEO who shall be responsible to the BOARD OF DIRECTORS and shall act on its behalf in the conduct of the BOARD OF DIRECTORS' business and who shall be responsible for employment of such other staff as may be required.
- C. The term of office for elected officers shall be one year, commencing immediately after the election and extending until the election of new officers.
- D. A chairman is not eligible for re-election as chair if he or she is completing a second consecutive term as Chair.

SECTION 5 – DUTIES

The BOARD OF DIRECTORS shall transact all business of the CORPORATION. It shall determine all policies, and in general, assume responsibility for the guidance of the affairs of the CORPORATION.

SECTION 6 – COMMITTEES

Certain standing committees shall be created by these By Laws to assist the BOARD OF DIRECTORS in its' conduct of business. The Chairman of the BOARD OF DIRECTORS shall make appointments to all committees, and shall appoint the Chairman of each committee. The standing committees shall include the Executive, Finance, ~~Audit, Program, Governance, Youth, and Community Engagement~~ Youth, Governance, and Audit Committees.

- A. The Executive Committee shall have a minimum of five (5) members, consisting of the officers elected pursuant to Article V, Section 4, and the chairs of the standing committees. ~~The Chairman will insure that one additional member representing~~ each of the five (5) counties in the REGION is represented on the Executive Committee, which does not have a member serving as an officer. The Executive Committee shall have, and exercise the full authority of the BOARD OF DIRECTORS in the management of the business of the CORPORATION between meetings of the BOARD OF DIRECTORS.

The Chairman of the BOARD OF DIRECTORS may choose to serve as Chairman of the Executive Committee, or may choose to appoint another member of the Executive Committee to serve in such capacity. In the event that the Chairman of the BOARD OF DIRECTORS chooses not to serve as Chairman of the Executive Committee, he/she shall serve as a voting member of the Executive Committee.

Except as otherwise set forth herein, the Executive Committee shall serve as the Personnel Committee with the delegated authority to take final action on all appropriate personnel matters.

- B. The Finance Committee shall be chaired by the Treasurer, and shall consist of those members deemed appropriate by the Treasurer, and appointed by the Chairman of the BOARD OF DIRECTORS. The Finance Committee shall be responsible for assisting the Treasurer in the conduct of his/her responsibilities as defined in Article V, Section 13 below, reviewing periodic reports on the financial activities of the CORPORATION, controlling and supervising the financial affairs of the CORPORATION, overseeing the CORPORATION'S retirement plan, approving budgets and budget amendments.
- C. The Audit Committee shall be chaired by a member appointed by the Chairman of the BOARD OF DIRECTORS. The Audit Committee shall consist of members appointed by the Chairman of the BOARD OF DIRECTORS. The Audit Committee shall be responsible for ~~reviewing periodic reports on the financial activities of the CORPORATION~~, providing oversight through review of monitoring reports and audits of the CORPORATION, making recommendations to the BOARD OF DIRECTORS on the selection of an independent auditor and for receiving and reviewing the annual audit reports from the independent auditor, and reviewing and approving the CORPORATION'S responses to any adverse findings regarding the financial affairs of the CORPORATION, including but not limited to, adverse monitoring reports, financial audits, management decision letters, Office of Inspector General's investigative reports and final determination letters.
- ~~D. The Program Committee shall be chaired by a member appointed by the Chairman of the BOARD OF DIRECTORS. The Program Committee shall consist of members appointed by the Chairman of the BOARD OF DIRECTORS. The Program Committee will be responsible to oversee the CORPORATION'S operations plan as part of the Workforce Investment Act, and all other program activities that support job seekers and businesses in the Central Florida Region.~~
- ~~The Youth Committee shall be chaired by a member appointed by the Chairman of the BOARD OF DIRECTORS. The Youth Committee shall consist of members appointed by the Chairman of the BOARD OF DIRECTORS representing youth service interests required by the state and~~

~~federal law required as a Workforce Investment Act (WIA) Youth Council. The Youth Committee will be responsible to oversee the CORPORATION'S youth services plan as part of the Workforce Investment Act and formulate strategies and recommendations to the BOARD OF DIRECTORS regarding youth programming.~~

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~~E. The Governance Committee shall be chaired by a member appointed by the Chairman of the BOARD OF DIRECTORS. The Governance Committee shall consist of members appointed by the Chairman of the BOARD OF DIRECTORS. The Governance Committee shall be responsible for review by-laws and recommending changes to the BOARD OF DIRECTORS, identifying a process to recruit board members and officers, and evaluate the BOARD OF DIRECTORS effectiveness.~~

~~FD. The Youth Committee shall be chaired by a member appointed by the Chairman of the BOARD OF DIRECTORS. The Youth Committee shall consist of members appointed by the Chairman of the BOARD OF DIRECTORS representing youth service interests required by the state and federal law required as a Workforce Investment Act (WIA) Youth Council. The Youth Committee will be responsible to oversee the CORPORATION'S youth services plan as part of the Workforce Investment Act and formulate strategies and recommendations to the BOARD OF DIRECTORS regarding youth programming.~~

~~G. The Community Engagement Committee shall be chaired by a member appointed by the Chairman of the BOARD OF DIRECTORS. The Community Engagement shall consist of members appointed by the Chairman of the BOARD OF DIRECTORS, and shall recommend strategies and policies to insure that the CORPORATION is aligned and engaged to other community, civic, and economic development activities through outreach.~~

~~H. Each committee may contain members who are duly appointed to the committee by the Chairman of the BOARD OF DIRECTORS who are voting members of the committee, but who are not members of the BOARD OF DIRECTORS.~~

~~I.GE. The Chairman of the BOARD OF DIRECTORS shall have the authority to establish such other committees as deemed necessary to the conduct of business of the CORPORATION and make appointments thereto.~~

~~J. HF. Any item considered, excluding approval of meeting minutes and adjournment of meetings, that is voted on by a committee shall be reported to the Executive Committee at its next meeting.~~

SECTION 7 - REMOVAL OF MEMBERS and OFFICERS

Any member of the BOARD OF DIRECTORS including officers may be removed by a two thirds (2/3) vote of the membership at a properly noticed meeting whenever, in the judgment of the membership, the best interests of the CORPORATION will be served.

- A. Failure to attend seventy-five percent (75%) of the regularly scheduled BOARD OF DIRECTORS meetings and/or regularly scheduled committee meetings without approval by the Chairman of the BOARD may result in the immediate and automatic removal of any member.

SECTION 8 - DELEGATION OF POWERS

For any reason deemed sufficient by the BOARD OF DIRECTORS, the BOARD OF DIRECTORS may delegate any power or duty to any member or officer, to any other member, officer, or to the President or his/her designee, but no member shall execute, acknowledge, or verify any instrument in more than one capacity.

SECTION 9 - DESIGNATION OF ALTERNATE REPRESENTATIVES/PROXIES

Members may not be represented at any meeting by an Alternate, nor may proxies be given.

SECTION 10 - COMPENSATION

No compensation shall be paid to the BOARD OF DIRECTORS for the services performed by them for the CORPORATION in any capacity. Members may be reimbursed for expenses incurred when traveling on official business approved by the Chairman of the BOARD OF DIRECTORS. Such reimbursement shall at all times conform to BOARD-established travel policy.

SECTION 11 - DUTIES OF THE CHAIRMAN

The Chairman of this CORPORATION shall:

- A. Preside at all meetings of the BOARD OF DIRECTORS;
- B. make all committee appointments other than the officers elected, pursuant to Section 4;
- C. be a member ex-officio of all committees with the exception of the Executive Committee, for which the Chairman may opt to serve either as Committee Chairman or as a regular committee member; and
- D. perform all other duties usually pertaining to the office of Chairman.

SECTION 12 - DUTIES OF THE VICE CHAIRMAN

The Vice Chairman shall:

- A. Preside at all meetings of the BOARD OF DIRECTORS in the absence of the Chairman;

- B. be a member of the Executive Committee;
- C. perform all such other duties usually pertaining to the office of Vice Chairman.

SECTION 13 – DUTIES OF THE TREASURER

The Treasurer shall:

- A. Oversee the custody of all funds and securities of the CORPORATION and the collection of interest thereon;
- B. oversee the accounts of the CORPORATION and report thereon at each regular meeting of the BOARD OF DIRECTORS;
- C. make a report at each meeting of the Board of Directors and special reports when requested;
- D. oversee the preparation and filing of reports and returns required by all governmental agencies; and
- E. serve as Chairman of the Finance Committee.

The CORPORATION's accounts and records shall be audited annually by a firm of certified public accountants at the expense of the CORPORATION; and a copy shall be available on request for each member to review.

SECTION 14 – DUTIES OF THE SECRETARY

The Secretary shall:

- A. ensure that Minutes of each meeting are recorded;
- B. be responsible for advising the Board of omissions and corrections to the minutes;
- C. ensure that copies of the minutes are transmitted to all members of the BOARD OF DIRECTORS;
- D. ~~monitor the custody and use of the Seal of the CORPORATION;~~
- E. ensure that all meetings are noticed as required by statute, bylaws or regulations;
- F. ensure that attendance is recorded at meetings;
- G. ensure that committee reports are maintained; and
- H. perform such other duties as may be delegated by the BOARD OF DIRECTORS.

SECTION 15 – DUTIES OF THE CHIEF EXECUTIVE OFFICER AND PRESIDENT

The Chief Executive Officer and President ("President") shall be nominated by the Executive Committee and confirmed by the Board of Directors. The President shall be an officer and "full time" employee of the Corporation. The President shall not be a member of the Board of Directors. The President shall be reviewed annually by the Executive Committee and the President's salary and bonuses shall be set by the Executive Committee. The President may only be terminated upon the recommendation of a majority of the members of the Executive Committee and a majority vote of the

Board of Directors. The President shall be the chief executive officer of the Corporation and shall have the responsibility for the general and active management of the business and affairs of the Corporation subject to the direction of the Executive Committee and the Board of Directors.

SECTION 16 – DUTIES OF THE CHIEF OPERATING OFFICER AND EXECUTIVE VICE PRESIDENT
The Chief Operating Officer and Executive Vice President (COO) shall be hired by the President. The COO shall not be a member of the Board of Directors, but shall be an officer and “full time” employee of the Corporation.

It shall be the responsibility of the COO to direct, administer and coordinate the day-to-day activities of WORKFORCE CENTRAL FLORIDA in carrying out the directions, policies, goals and objectives established by the President and the Board of Directors and as set forth in the job description for this position approved by the Executive Committee.

SECTION 17 – DUTIES OF THE CHIEF FINANCIAL OFFICER AND SENIOR VICE PRESIDENT
The Chief Financial Officer and Senior Vice President (CFO) shall be hired by the President. The CFO shall not be a member of the Board of Directors but shall be an officer and “full time” employee of the Corporation.

It shall be the responsibility of the CFO to direct the Corporation’s financial planning and accounting practices by carrying out the directions, policies, goals and objectives established by the COO, President, and the Board of Directors as set forth in the job description for this position approved by the Executive Committee.

ARTICLE VI

CONDUCT OF BUSINESS

SECTION 1 – ANNUAL MEETING

The Annual Meeting of the BOARD OF DIRECTORS of this CORPORATION shall be held in the month of June.

SECTION 2 – REGULAR MEETINGS

At a minimum, regular meetings of the BOARD OF DIRECTORS shall be held quarterly, in the months of September, December, ~~March~~April, and June.

SECTION 3 – SPECIAL MEETINGS

Special meetings of the BOARD OF DIRECTORS may be held at the call of the Chairman, or by written request of ten (10) members of the BOARD OF DIRECTORS.

SECTION 4 – NOTICE

Reasonable notice in writing of each meeting, whether annual, regular, special or emergency, shall be provided to each member of the BOARD OF DIRECTORS of the CORPORATION at his/her usual place of business or residence. The CORPORATION meetings shall be publicly announced in accordance with F. S. Ch. 286.011.

SECTION 5 – ORDER OF BUSINESS

Business shall be conducted to the extent feasible in accordance with Roberts' Rules of Order, as newly revised.

SECTION 6 – QUORUM

The definition of a quorum for all Board meetings shall require that at least fifty percent (50%) of the Board members be present and that at least fifty one percent (51%) of those present are private sector representatives but, if at any meetings, there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and from place to place.

- A. The definition of a quorum for all committee meetings shall be the same as the definition of a quorum for the CORPORATION and require that at least fifty percent (50%) of the Board members who are appointed committee members be present, ~~and that at least fifty one percent (51%) of those present are private sector representatives.~~

SECTION 7 – VOTING

Every member of the BOARD OF DIRECTORS shall have the right to be entitled to one (1) vote upon every issue properly submitted to vote at any meeting of the CORPORATION, except as follows:

- A. No member of the CORPORATION shall cast a vote on any matter on which he/she has or appears to have a conflict of interest, as defined by federal or state law. Any member who has such a conflict of interest shall declare the same and refrain from discussion and/or voting.

All matters before the board shall be determined by a majority vote of members present at the meeting with a quorum present, with the exception of

- A. amendments to these Bylaws; and

B. Actions that would result in a contract between WCF and a member of the WCF board, a relative (as defined in s. 112.3143(1)(b)) of a member of the board, or any contract that would be a conflict for the said board member as defined by State law; such actions must be approved by 2/3rds of the Board's total membership.

~~Members, whenever unable to attend a Board meeting in person or by teleconferencing, may vote in absentia via e-mail to the Board's Secretary provided the official meeting notice posted clearly identifies for the public the ability of WCF board members to vote in absentia via email, the vote is cast after receipt of a meeting agenda and prior to the Board meeting, a conflict of interest does not exist and the vote is properly announced and recorded in the records of the meeting. Such votes shall count toward the 2/3rds membership requirement for approving amendments to these Bylaws or whenever any board action would result in a contract between WCF and a member of the WCF board or a relative of a board member. Votes made in absentia via email shall be announced and counted at the time the vote is taken at a meeting with a quorum present provided e-mails contain the following: the date of the meeting, the voting agenda item, a statement that the board member does not have a conflict of interest with the agenda item, the vote in terms of "yes" or "no", or "abstain", and the signature of the Board Member. Copies of the above referenced emails shall be made available at the meeting to anyone who requests a copy.~~

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Comment [A1]: Should voting in absentia be eliminated as an option with teleconferencing always available?

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SECTION 8 – BUSINESS AFFAIRS

The BOARD OF DIRECTORS may solicit, borrow, accept, receive, invest and expend funds from any public or private source. The award of procurement contracts with vendors and the award of subrecipient contracts shall be in accordance by applicable federal regulations, or in their absence, by applicable state law.

SECTION 9 – INVESTMENTS

Any investments of funds of the CORPORATION shall first be approved by the Finance Committee, and shall be recommended to the BOARD OF DIRECTORS for its' approval.

SECTION 10 – FISCAL YEAR

The fiscal year of the CORPORATION shall be July 1 to June 30.

SECTION 11 – AMENDMENTS TO THE BYLAWS

Amendments to the bylaws of the CORPORATION may be proposed by any member of the BOARD OF DIRECTORS. The BOARD OF DIRECTORS, by a two thirds (2/3) vote of the board membership, may amend, revise, add to, repeal or rescind the bylaws and/or adopt the new bylaws at any meeting of the BOARD OF DIRECTORS, provided that written notice of alteration, amendment, revision, addition, repeal or rescission of these bylaws or adoption of the new bylaws have been published and given to the members of the BOARD OF DIRECTORS at least thirty (30) days preceding the date of the meeting of the BOARD OF DIRECTORS at which such action is to be considered.

SECTION 12

CORPORATION shall abide by all applicable federal and state laws and regulations which shall supersede any provision of the bylaws which may be found in conflict with any applicable law or regulation.

Section 13

Any current or former member of the BOARD OF DIRECTORS or officer who is made a party to any threatened or pending legal proceeding shall be indemnified by the CORPORATION against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred by him or her in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the CORPORATION and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the CORPORATION and, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

Any indemnification hereunder may be made by the CORPORATION only in accordance with Section 607.0850 of the Florida Statutes, as amended. Such determination shall be made by the BOARD OF DIRECTORS by a majority vote of a quorum consisting of directors who are not parties to the proceeding. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the CORPORATION shall nevertheless indemnify each director and officer of the CORPORATION to the fullest extent permitted by portions of this Article that have not been invalidated and to the fullest extent permitted by law.

The CORPORATION may purchase and maintain insurance on any person. A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this section.



Board of Directors Meeting Agenda

Tuesday, February 26, 2013
9:00 a.m. - 10:30 a.m.

Seminole State College/Heathrow Campus
Center for Economic Development
1st Floor / Room HEA 138
1055 AAA Drive, Heathrow, FL 32746

Conference Call-in phone number: (866) 576-7975 / Participant access code: 299848

Welcome & Chair's RemarksKevin Shaughnessy

- Public Comment
- Roll Call/Establishment of Quorum
- Approval of Minutes
 - 10/30/12 Board of Directors Meeting
 - 12/13/12 Joint Meeting of Board of Directors and Consortium

Presentation on Growth Sectors for Central FloridaDr. Sean Snaith, Director
Institute for Economic Competitiveness
University of Central Florida

Committee Reports & Discussion

- Audit Committee..... Eric Ushkowitz
- Executive Committee Kevin Shaughnessy
- Finance Committee..... Bill Merck
- Governance Committee Bob Brown
 - Notice of Proposed By-Law Changes
- Legal Service Committee Thomas Katheder
- Program Committee..... Dr. Sanford Shugart
 - Action Item:
 - Training Provider Recommendations
- Youth Committee Debbie Clements

President's ReportPam Nabors

Other Business

Chair's Closing RemarksKevin Shaughnessy

Upcoming Meetings:

Board of Directors Meeting – April 16, 2013, WCF Osceola Office, 1392 East Vine St., Kissimmee, FL