

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

ARTICLE I

NAME

This Corporation will be known as CareerSource Central Florida.

ARTICLE II

DEFINITIONS

- A. **Articles:** means the Articles of Incorporation of the Corporation including any amendments or restatements.
- B. **Corporation:** means Central Florida Regional Workforce Development Board, Inc. doing business as CareerSource Central Florida.
- C. **Board of Directors or Board:** means the Board of Directors of the Corporation.
- D. **Region:** means the five Florida counties served by the Corporation: Lake, Orange, Osceola, Seminole and Sumter.
- E. **Director:** means an individual member of the Board of Directors.

ARTICLE III

PURPOSE

CareerSource Central Florida is dedicated to putting Central Florida residents to work, and finding and developing talent to help Central Florida businesses stay competitive.

ARTICLE IV
POWERS OF THE CORPORATION

1. General Powers. Except as limited by the Articles or these Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purpose now or hereafter conferred on not-for-profit corporations under the laws of the state of Florida.

2. Workforce Powers. The Corporation will have and exercise all rights and powers granted to regional workforce boards under the laws of the state of Florida and workforce investment boards under Public Law No. 105-220, Title I, Section 117(b), Unites States Code, and all other applicable federal and state workforce laws, regulations and directives.

ARTICLE V
RESPONSIBILITIES AND AUTHORITIES OF THE BOARD OF DIRECTORS

1. General. All corporate powers will be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation will be managed under the Board's direction.

2. Functions. The Directors' general functions will be to:

- a. establish policies and guidelines for the operation of the Corporation;
- b. exercise and fulfill the specific powers and responsibilities of the Board, as specified in the Articles and these Bylaws and as required under applicable law; and
- c. discharge their duties in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and each Director will act in a manner he or she reasonably believes to be in the best interests of the Corporation.

3. Powers and Responsibilities of Directors. Without limiting the generality of the functions in section 2 of this Article, the Directors' specific powers and responsibilities will be to:

- a. adopt, amend, repeal or alter the Articles and these Bylaws;
- b. elect and remove the officers of the Corporation;
- c. ensure accountable management of real and personal property and the general business of the Corporation, including authorization and approval of material contracts and agreements on behalf of the

Corporation, all in accordance with applicable law, the Articles and these Bylaws;

- d. establish policies, including monetary or other limits, within which the administration and staff of the Corporation may function independently, including any sale, lease, purchase or other transfer or disposition of any real or personal property of the Corporation, and how exceptions or over-limit transactions are handled;
- e. approve general rules and regulations for the administration of the Corporation and its personnel, and approve any substantial change in employee benefits of the Corporation;
- f. designate the person or persons authorized to make and sign bills, notes, checks, contracts, or other documents that are binding on the Corporation;
- g. establish and develop additional committees necessary or appropriate to fulfill the responsibilities of the Corporation's mission and purposes;
- h. approve the establishment, scope of activity and bylaws of any auxiliary organizations, advisory boards, development councils and other such related organizations;
- i. delegate authority to the President/CEO of the Corporation;
- j. develop and approve business plans;
- k. approve any affiliation by the Corporation with one or more entities in any partnership, joint venture or joint enterprise;
- l. authorize any change in the character or business purpose of the operations of the Corporation; and
- o. approve any merger or consolidation of the Corporation with any other organization or entity.

ARTICLE VI

MEMBERSHIP OF THE BOARD OF DIRECTORS

1. Appointment. Members of the Board of Directors will be appointed by the Region's chief elected officials in accordance with applicable local intergovernmental agreements and in compliance with criteria established by the state of Florida and the federal government, and will be composed of at least the following:

- a. representatives of the private sector, who must constitute a minimum of fifty-one percent (51%) of the Board, and who will be representatives of private, for-profit businesses and be chief executives, chief operating officers or other executives who have substantial management or policy responsibility; and

- b. such other representatives as may be required or permitted by applicable federal or state law, regulations or directives.

2. Term. Unless otherwise indicated under the terms of a Director's appointment, the term of each Director's appointment will 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 Director may serve until December of the last year of the term, or until action regarding that Director's seat is taken, whichever occurs first. Subject to applicable law, one third (1/3) of all terms will expire annually. Directors will be eligible for re-appointment without re-nomination for an additional term having a maximum of three (3) years.

3. Qualifications. Directors must be citizens or permanent residents of the United States of America, duly appointed pursuant to Section 1 of this Article, and will, at all times, comply with the requirements established by the state of Florida, the federal government and any applicable intergovernmental agreement.

4. Vacancies. Vacancies during the term of a Director's appointment will be filled in an appropriate timeframe upon receipt of sufficient nominations for the vacancy. The person appointed to fill the vacancy will serve the remaining term of the prior Director and may be re-appointed as provided in Section 2 of this Article.

ARTICLE VII OFFICERS AND THEIR DUTIES

1. Election of Officers. All officers will serve 1 year terms. The Chairman can serve for 2 consecutive terms. At the conclusion of the Chairman's term, he or she will serve as immediate Past Chair on the Executive Committee. In addition, the Board of Directors will have the power to:

- a. appoint such other officers it deems necessary or appropriate;
- b. fill any vacancy in any office occurring for any reason whatsoever, by election, by majority vote of a quorum; and
- c. employ a President/CEO who will (i) be responsible and accountable to the Board, (ii) act on the Board's behalf in the conduct of its directives, and (iii) be responsible for employment, oversight and management of all other staff and employees of the Corporation.

2. Removal of Directors and Officers. Any Director or officer may be removed by a vote of two thirds (2/3) of the Board at a properly noticed meeting whenever, in the judgment of the Board, the best interests of the Corporation will be served. Failure to attend (in person or by teleconference) at least seventy-five percent (75%) of the

regularly scheduled Board meetings or regularly scheduled committee meetings of which a Director is a member without approval by the Chairman of the Board may result in the immediate removal of any Director or officer.

3. Delegation. For any reason it deems appropriate, the Board may delegate any power or duty to any Director or officer, including to the President/CEO or his or her staff designee, but no Director or officer will execute, acknowledge or verify any document or instrument in more than one capacity.

4. Compensation. No compensation will be paid to the Directors for the services performed by them for the Corporation as Directors. Directors may be reimbursed for expenses incurred when traveling on official business of the Corporation if approved by the Chairman of the Board. Such reimbursement must conform to the Corporation's established travel policy.

5. Duties of the Chairman. The Chairman will:

- a. preside at all meetings of the Board and determine the agenda for all Board meetings in consultation with the President/CEO;
- b. make all committee appointments other than the officers elected under Section 1 of this Article;
- 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 assigned to the Chairman under these Bylaws and those usually pertaining to the office of Chairman.

6. Duties of the Vice Chairman: The Vice Chairman will:

- a. preside at all meetings of the Board in the absence of the Chairman;
- b. be a member of the Executive Committee;
- c. assist the Chairman, when requested, in the performance of the Chairman's duties; and
- d. perform all such other duties usually pertaining to the office of Vice Chairman, including acting as the Chairman during the absence or disability of the Chairman.

7. Duties of the Treasurer. The Treasurer will:

- 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.

8. Duties of the Secretary. The Secretary will:

- 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 timely transmitted to all members of the Board of Directors;
- d. ensure that all meetings are noticed as required by statute, these Bylaws or regulations;
- e. ensure that attendance is recorded at meetings;
- f. ensure that committee reports are maintained;
- g. ensure that the record books of the Corporation are maintained; and
- h. perform such other duties as may be delegated by the Board of Directors.

9. President and Chief Executive Officer. The President and Chief Executive Officer (“**President**”) will be nominated by the Executive Committee and confirmed by the Board of Directors. The President will be a full-time employee of the Corporation and not a member of the Board of Directors. The President will be reviewed annually by the Executive Committee and the President’s salary and bonuses will 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 will be the chief executive officer of the Corporation and will be responsible 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.

10. Chief Operating Officer. The Chief Operating Officer (“**COO**”) will be hired by the President with the advice of Executive Committee. The COO will not be a member of the Board of Directors, but will be an officer and full-time employee of the Corporation. The COO will direct, administer and coordinate the day-to-day activities of the Corporation consistent with 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.

11. Chief Financial Officer. The Chief Financial Officer (“**CFO**”) will be hired by the President with the advice of the Chairman. The CFO will not be a member of the Board of Directors, but will be an officer and full-time employee of the Corporation. The CFO will direct the Corporation’s financial operations and accounting practices

consistent with the directions, policies, goals and objectives established by the COO, President, and the Board of Directors and as set forth in the job description for this position approved by the Executive Committee.

ARTICLE VIII

BOARD COMMITTEES

1. Committees. The Board will create standing committees as follows: Executive, Finance, Audit, Career Services , Governance, , and Community Engagement. In addition, the Chairman of the Board of Directors will have the authority to establish such other standing or ad hoc committees deemed necessary or desirable to the conduct of the Corporation's business. The Chairman of the Board will make appointments to all committees and will appoint the chairman of each committee. Any committee may include members appointed by the Chairman of the Board who are voting members of the committee but not members of the Board of Directors. Any item voted on by a committee (other than approval of meeting minutes and meeting adjournments) will be reported to the Executive Committee at its next meeting.

2. Executive Committee. The Executive Committee will have a minimum of five (5) members, consisting of the officers elected under Article VII, Section 1, and the chairs of the standing committees. The Chairman will endeavor to ensure that each of the five (5) counties in the Region is represented on the Executive Committee. The Executive Committee will have and exercise the full authority of the Board of Directors in the management of the Corporation's business between meetings of the Board of Directors. The Chairman of the Board 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 chooses not to serve as Chairman of the Executive Committee, he or she will serve as a voting member of the Executive Committee. After completion of the Chairman term, he or she will serve on Executive Committee for 1 year as Immediate Past Chairman. Except as otherwise set forth in these Bylaws, the Executive Committee will serve as the personnel committee with the delegated authority to take final action on all appropriate executive personnel matters.

3. Finance Committee. The Finance Committee will be chaired by the Treasurer and will consist of those Directors recommended by the Treasurer and appointed by the Chairman of the Board of Directors. The Finance Committee will be responsible for assisting the Treasurer in the conduct of his or her responsibilities as set forth in Article VII, Section 7; 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; and approving budgets and budget amendments.

4. Audit Committee. The Audit Committee will be chaired by a Director appointed by the Chairman of the Board of Directors and will consist of members appointed by the Chairman of the Board. The Audit Committee will be responsible for:

- a. overseeing the annual audit(s) of the Corporation's programs required under applicable laws, regulations or directives (including OMB Circular A-133), including selection of the auditor and approval of annual audit plans;
- b. providing oversight of the Corporation through review of monitoring reports and audits of the Corporation;
- c. making recommendations to the Board of Directors on the selection of an independent auditor and regarding such auditor's compensation and terms of engagement;
- d. receiving and reviewing the annual audit reports from the independent auditor;
- e. 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;
- f. reviewing, in consultation with the independent auditor and management, the Corporation's financial statements;
- g. reviewing and evaluating the adequacy of internal accounting controls and practices and making recommendations for revisions and additions as necessary or appropriate; and
- h. reviewing and evaluating the Corporation's ethics and conflict-of-interest policies and procedures and, whenever the Chairman of the Board or the committee deems appropriate, investigating any alleged violations of such policies and procedures.

5. Career Services Committee. The Career Services Committee will be chaired by a Director appointed by the Chairman of the Board of Directors and will consist of members appointed by the Chairman of the Board. The Career Services Committee will oversee the Corporation's operations plan as part of the Workforce Innovation and Opportunity Act ("WIOA") and all other program activities that support job seekers and businesses in the Region.

6. Governance Committee. The Governance Committee will be chaired by a Director appointed by the Chairman of the Board of Directors and will consist of

members appointed by the Chairman of the Board. The Governance Committee will be responsible for reviewing the Corporation's Articles and By-laws and recommending changes to the Board of Directors; identifying a process to recruit board members and officers; and evaluating the Board's effectiveness.

7. 8. Community Engagement Committee. The Community Engagement Committee will be chaired by a Director appointed by the Chairman of the Board of Directors and will consist of members appointed by the Chairman of the Board representing expertise in outreach marketing and media relations. The Community Engagement Committee will recommend strategies and policies to ensure the Corporation is, through appropriate outreach, aligned and engaged with other community, civic and economic-development activities.

ARTICLE IX

CONDUCT OF BUSINESS

1. Annual Meeting. The Annual Meeting of the Board of Directors of this Corporation will be held in the month of June.

2. Regular Meetings. At a minimum, regular meetings of the Board of Directors will be held quarterly, in the months of September, December, April and June.

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) or more members of the Board of Directors.

4. Notice. Reasonable notice in writing of each meeting, whether annual, regular, special or emergency, will be provided to each member of the Board of Directors of the Corporation at his or her contact place on file with the Secretary. Such notice may be by e-mail or other reliable means of electronic transmission. The Corporation's meetings will be publicly announced in accordance with Section 286.011, Florida Statutes.

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

6. Quorum. A quorum for all Board meetings will require that at least fifty percent (50%) of the Board members be present. If there is less than a quorum at any meetings, a majority of those present may adjourn the meeting. A quorum for all committee meetings will be the same as the quorum for Board meetings and require that at least fifty percent (50%) of the Board members who are committee members be present.

7. Voting. Directors may not be represented at any meeting by an alternate, nor may proxies be given. Each Director will have one (1) vote upon every issue properly submitted to vote at any meeting of the Corporation, except that no Director may cast a vote on any matter on which he or she has or appears to have a conflict of interest, as defined by federal or state law or under the Corporation's policies then in effect. Any Director who has such a conflict of interest must declare the same and refrain from discussion at the meeting and voting on the issue.

8. Majority Rule. All matters before the Board will be determined by a majority vote of Directors present at the meeting with a quorum present, with the exception of the following, either of which must be approved by a vote of two-thirds (2/3) of the Board's total membership:

- a. amendments to these Bylaws (as provided under Section 13 below); and
- b. any contract or agreement between the Corporation and a Director, a relative (as defined in s. 112.3143[1][b], Florida Statutes) of a Director, or any contract or agreement that would be a conflict for any such Director as defined by federal or state law or under the Corporation's policies then in effect.

9. Meetings by Telephone or Teleconference. Members of the Board of Directors or any committee may participate in a meeting by means of telephone conference or similar communication method by which all persons participating in the meeting can hear each other at the same time. Any such participation will constitute presence in person at the meeting.

10. Business Affairs; External Audit. Subject to applicable law, 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 will be in accordance with applicable federal and state law and regulations. The Corporation's accounts and records will be audited annually by a firm of certified public accountants at the expense of the Corporation; and a copy will be available on request for each Director to review.

11. Investments. Any investments of funds of the Corporation must first be approved by the Finance Committee and recommended to the Board of Directors for its approval.

12. Fiscal Year. The fiscal year of the Corporation will be July 1 to June 30.

13. Amendments to Bylaws. Amendments to these 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 its membership, may amend, revise, add to, repeal or rescind these Bylaws or adopt the new bylaws at any meeting of the Board of Directors,

provided that written notice of any amendment, revision, addition, repeal or rescission of these Bylaws or adoption of new bylaws must be published and given to the 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.

14. Conflicts with Laws. The Corporation will abide by all applicable federal and state laws and regulations, which will supersede any provision of these Bylaws in conflict with any such law or regulation.

15. Books and Records. The Corporation will keep correct and complete books and records of account and financial statements and will also keep minutes of the proceedings of the Board of Directors and all committees. Such books and records will be available to all Directors on request and to members of the general public in accordance with applicable law.

16. Indemnity. Subject to applicable law, any current or former member of the Board of Directors or officer who is made a party to or called as a witness with respect to any threatened or pending legal proceeding will be indemnified by the Corporation against all costs and 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, will 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, did not have reasonable cause to believe that his or her conduct was unlawful. The Board of Directors will determine, by a majority vote of a quorum consisting of Directors who are not parties or witnesses to the proceeding, whether indemnification is appropriate as provided in this section. If this section or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation will nevertheless indemnify each director and officer of the Corporation to the fullest extent permitted by portions of this section not invalidated and to the fullest extent permitted by law.

17. D&O Insurance. The Corporation will purchase and maintain in full force and effect a policy or policies of directors and officers insurance covering its Directors and officer with minimum coverage of \$1 million, unless the Executive Committee, in consultation with the Treasurer, finds that such insurance is no longer available on commercially reasonable terms or that the premiums for such will be unreasonably high. In addition, the Corporation may purchase and maintain insurance on any person

who is or was a Director, officer, employee, or agent of the corporation against any liability asserted against such 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 Section 16 of this Article.