

# VERMILION COUNTY WORKFORCE INNOVATION BOARD – WORKFORCE AREA 18 ADOPTED BYLAWS

## ARTICLE I

### NAME/SERVICE AREA/OFFICE LOCATION/DEFINITIONS/AUTHORITY

#### Section 1. Name

The name of this organization shall be the Vermilion County Workforce Innovation Board (hereafter referred to as "the Board.")

#### Section 2. Service Area

The Board shall serve the residents of Vermilion Counties, hereinafter referred to as Workforce Innovation Area # 18.

#### Section 3. Office Location

The official office location and mailing address shall be: 407 N. Franklin, Ste B, Danville, IL 61832.

#### Section 4. Authority

The Board shall act as the Workforce Innovation Board ("WIB") for local Workforce Innovation Area 18. The Board shall conduct and engage in activities as set forth in the federal Workforce Innovation and Opportunity Act (hereinafter referred to as "WIOA"), applicable federal regulations, state, and local law.

#### Section 5. Definitions

For the purposes of these bylaws and consistent with WIOA, "Chief Elected Officials or Chief Local Elected Officials (CEOs)" are defined as the County Board Chairs of Vermilion Counties.

## ARTICLE II

### VISION/PURPOSE/FUNCTION

#### Section 1. Vision

The vision for the Board is to serve as a strategic leader and convener of local workforce system stakeholders. The Board partners with employers and the workforce system to develop policies and investments that support workforce system strategies that support regional economies, the development of effective approaches including local and regional sector partnerships and career pathways, and high-quality, customer-centered service delivery and service delivery approaches.

#### Section 2. Purpose

The purpose of the Board is to:

- Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high-quality workforce system in the local area and larger planning region;
- Assist in the achievement of the State's strategic and operational vision and goals as outlined in the Unified State Plan; and
- Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

#### Section 3. Function

In partnership with the CEO(s), the Board sets policy for the local workforce system consistent with State policies. The functions of the Board are described in WIOA Sec. 107(d) and are as follows:

- A. Develop and submit a 4-year local plan for the local area, in partnership with the CEO(s) and consistent with Section 108 of WIOA;
- B. Develop and submit a regional plan in collaboration with other local areas in the designed region. The local plan must be submitted as a part of the regional plan;
- C. Conduct workforce research and regional labor market analysis as defined in section 107(d)(2) of WIOA;
- D. Convene local workforce system stakeholders to assist in the development of the local plan under Section 108 and in identifying non-federal expertise and resources to leverage support for workforce activities;
- E. Lead efforts to engage with a diverse range of employers and other entities in the region in order to promote business representation on the Board, develop effective linkages with employers in the region, ensure that workforce investment activities meet the needs of employers, and develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers;
- F. With representatives of secondary and post-secondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment;
- G. Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and jobseekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs;
- H. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce system for employers, and workers and jobseekers consistent with Section 107(d)(7) of WIOA;
- I. In partnership with the chief elected official for the local area, conduct oversight of: youth workforce investment activities authorized under WIOA Sec. 129(c), adult and dislocated worker employment and training activities under WIOA Secs. 134 (c) and (d); and entire one-stop delivery system in the local area; ensure the appropriate use and management of the funds provided under WIOA Subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and ensure the appropriate use management, and investment of funds to maximize performance outcomes under WIOA Sec. 116;
- J. Negotiate and reach agreement on local performance measures with the CEO and the Governor;
- K. Negotiate with CEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with WIOA or must notify the Governor if they fail to reach agreement at the local level and will use a State infrastructure funding mechanism;
- L. Select providers of youth workforce investment activities, training services, career services, and one-stop operators in the local area as specified in WIOA, and where appropriate terminate such providers in accordance with 2 CFR Part 200;
- M. In accordance with WIOA Sec. 107(d)(10)(E) work with the State to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities;
- N. Coordinate activities with education and training providers in the local area, including reviewing applications to provide adult education and literacy activities under Title II for the local area to determine whether such applications

are consistent with the local plan, making recommendations to the eligible agency to promote alignment with such plan, and replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals;

- O. Develop a budget for the activities of the Board, with approval of the CEO and consistent with the local plan and the duties of the Board;
- P. Assess, on an annual basis, the physical and programmatic accessibility of all one- stop centers in the local area, in accordance with WIOA Sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.); and
- Q. Certification of one-stop centers in accordance with WIOA.

### **ARTICLE III MEMBERSHIP**

#### **Section 1. Composition**

Board membership shall be composed of representatives required under WIOA and by policies established by the State of Illinois.

The Board members shall be appointed by the CEO(s) for Workforce Innovation Area # 18 in accordance with the following categories:

- A. Business Sector – Members of this category shall constitute a majority of the membership of the Board. Members must be owners of businesses, chief executives or chief operating officers or other business executives or employers with optimum policy making or hiring authority. At least two business members must meet the requirements of a small business as defined by the Small Business Administration.
- B. Workforce Sector – Members of this category shall constitute at least twenty percent (20%) of the membership. The members shall include at least two (2) representatives of labor organizations and one (1) representative of registered apprenticeship programs (if they exist in the area); may include representatives from community-based organizations that have demonstrated experience and expertise addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and may include 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.
- C. Education and Training Sector – Local educational program representatives which shall include an eligible provider of adult education and literacy activities, and a representative of institutions of higher education providing workforce investment activities (including community colleges). The members may include entities administering education and training activities that represent local education agencies and community-based organizations with demonstrated expertise addressing the education or training needs of individuals with barriers to employment. No single member of a local board shall serve as a representative of the adult education and literacy activities under Title II and the institution of higher education providing workforce investment activities.
- D. Governmental and Economic and Community Development Sector – Entities shall include economic and community development entities, Wagner-Peyser, Title I of the Rehabilitation Services Act of 1973. Members in this category may include a representative that administers local programs providing transportation, housing and public assistance in the local area or a representative of philanthropic organizations serving the local area.

- E. Other Sector – May include such other individuals or representatives of entities as the CEO(s) may determine to be appropriate.

**Section 2. Selection/Nomination**

- A. The CEO(s) shall make appointments and reappointments in accordance with the criteria established by the State of Illinois as required by WIOA.
- B. All representatives of organizations, agencies or other entities serving on the local board shall be individuals with optimum policy making authority within the organizations, agencies or entities they represent, and should represent the diverse geographic areas within the local area.
- C. Business representatives are to be from local businesses and are appointed from among individuals nominated by local business organizations and business trade associations.
- D. Labor representatives are to be nominated by local labor federations or (for a local area in which no employees are represented by such organizations) by other representatives of employees, such as employee organizations and/or the State AFL-CIO.
- E. Representatives of local educational entities providing adult education and literacy activities and institutions of higher education (including representatives of community colleges) are to be nominated by each respective group if there are multiple providers in the local area.
- F. Individuals may nominate themselves if they meet the criteria to nominate and represent the particular business, organization, or program for which they are being nominated.

**Section 3. Term Limitations**

Appointments to this board shall be made in accordance with the criteria established by the State of Illinois. Appointments and reappointments will occur October 1 of each year.

Board members will serve until their term of office expires; or their status under which they were appointed changes; or a majority of the CEO(s) agree to revoke their appointments; or the member becomes incapacitated or otherwise unable to complete their term of office; or the member resigns. Initial appointments shall be staggered at terms of one, two and three years; thereafter all terms of appointment shall be for three years.

When possible, members shall serve until their successors are appointed.

**Section 4. Vacancies**

Staff to the board shall notify the CEO(s) of a board member vacancy within ninety (90) days of the vacancy in order to ensure a prompt appointment to the vacancy.

Nominations for filling vacancies shall be made in the same manner as was made for the resigning member. Upon appointment, the member shall serve unexpired term of the member whose vacancy he/she is filling.

**Section 5. Proxy/Alternate Designee**

In the event that a Board member cannot attend a meeting, he/she may not designate an alternate to represent him/her at the Board meeting.

**Section 6. Compensation/Reimbursement of Expenses**

All members of the Board shall serve without compensation of services on the Board.

## **Section 7. Termination/Removal**

- A. Any member may resign from the Board upon written request to the Board Chairperson(s) and the respective CEO. If a member resigns prior to the expiration date of his/her term in office, the vacancy shall be filled by the CEO who appointed the resigning member.
- B. Board member appointments may be revoked by the appointing CEO, or by a request from the appointing CEO for a vote of the CEOs and the concurrence of at least one member of the Consortium of CEOs.
- C. Board membership requirements include regular attendance at meetings of the Board and assigned committees. Any member may be removed from the Board if he/she has missed 50% of the board meetings during the Board's fiscal year unless extenuating circumstances exist or they no longer represent the category which they were appointed to the Board to represent. Extenuating circumstances are left to the discretion of the Chairperson of the Board, but in general may include the press of business or other unexpected events which prevent a Board or committee member's attendance at a meeting. The Executive Committee will review the reasons for the absences and may make a recommendation as to what actions, if any, should be taken.
- D. Should a Board member cease to represent the category to which he/she was appointed to fill on the Board through change in status, or otherwise become disabled, ill or unable to perform his/her duties on the Board, he/she shall be removed upon recommendation of the Executive Committee to the CEOs.
- E. A member may be removed for cause by 75% of the entire Board upon recommendation of the Executive Committee and in conjunction with the CEO(s).

## **ARTICLE IV BOARD OFFICERS**

Board members shall nominate a slate of officers for the Board. The officers shall include but not be limited to a Chair and a Vice Chair. The slate of officers shall be selected based upon a majority vote of the quorum present at the regular meeting in May for a one year term and shall not have a term limitation. The slate of officers shall take office in June. Officers of the Board shall be members with at least two years of Board experience. The Board Chairperson(s) and Vice Chairperson(s) must be nominated from among the Board's business representatives.

### **Section 1. Chairperson(s)**

The Chairperson -

- Shall preside at all Board meetings;
- Shall preside at all Executive Committee meetings;
- Shall establish agendas for each Board and Executive Committee meeting;
- Shall sign, on behalf of the Board, all necessary legal documents;
- Shall establish, at the direction of the members, such ad hoc committees as the Board deems necessary to carry out its responsibilities;
- Shall appoint, all members of the standing committees and ad hoc committees;
- Shall be the official representative of the Board, as required;
- May call special meetings of the Board;
- Shall present the Annual Report to the Board; and
- Shall be an advisory member of all committees.

### **Section 2. Vice Chairperson(s)**

- Shall assume all duties and responsibilities of the Chairperson in the Chairperson's absence or disability.

### **Section 3. Removal**

Any officer may be removed by an affirmative vote of 75% the entire Board whenever in its judgment the best interests of the Board may be served thereby. Grounds for removal shall include, but not be limited to, conduct involving moral turpitude.

## **ARTICLE V COMMITTEES**

The Board's Chairperson(s) shall have the power to create standing and ad hoc committees and to assign committee chairs and members. Committees shall meet at the call of the committee chair as necessary. Meetings shall be conducted in the same manner and formality as regular Board meetings following Robert's Rules of Order and the Illinois Open Meetings Act.

All Committees, except the Executive, are advisory and will make recommendations to the full Board.

The responsibilities of each of the committees are outlined in Addendum A to these bylaws.

### **Section 1. Executive Committee**

The Board shall have an Executive Committee consisting of the officers and the chairs of the other standing committees.

The Executive Committee is authorized to act on behalf of the full Board in the event of an urgent matter that requires action prior to the next scheduled Board meeting.

Elected officers of the board may serve as committee chairs, but they have only one vote on the Executive Committee.

Decisions of the Executive Committee will be ratified by the Board at the next regularly scheduled meeting.

### **Section 2. Standing Committees**

The standing committees of the Board shall consist of: Youth Services Committee, Accountability Committee, Workforce Solutions Committee, and the Board Membership Committee.

The Board Chairperson(s) shall select committee chairs from among the Board's membership. The committee chairs shall come from the business sector whenever possible and feasible.

The standing committees must include individuals appointed by the Board who are not members and who the Board has determined have demonstrated experience and expertise by contributing to the field of workforce development, human resources, training and development, or a core program function; or the Board recognizes for valuable contributions in education or workforce development related fields.

At least 20% of each of the standing committee members must be Board members.

To ensure Board members actively participate in board functions, each member will actively serve on a committee. The Executive Committee will survey the membership as to their interest and appoint members to the committees.

Non-Board members will serve on a committee as voting members.

### **Section 3. Ad Hoc Committees**

The Board may have ad hoc committees, as necessary, and as determined by the Board Chairperson(s). Chairpersons of ad hoc committees shall not be voting members of the Executive Committee.

## **ARTICLE VI MEETING PROCEDURES**

### **Section 1. Procedures**

- a. Regular meetings of the Board shall be held at a place or places to be determined by the members, at such times and as often as they may deem necessary. Board meetings shall be held not less frequently than quarterly.
- b. Committee meetings shall be conducted in the same manner and with the same formality as regular Board meetings. Committee meetings shall be held not less frequently than quarterly.
- c. When parliamentary procedures are not covered by these bylaws, Robert's Rules of Order, Revised, shall prevail.
- d. All Board and related meetings such as committee meetings shall be subject to the Sunshine provisions under WIOA and the Illinois Open Meetings Act. The Board shall conduct its meetings according to the provisions of these current laws and any and all subsequent amendments.
- e. Minutes of the Board, Standing Committees, and Ad Hoc Committees shall be kept of all meetings and shall be available for anyone who requests to see them, and shall be reviewed and approved at the next Board or Committee meeting as appropriate.
- f. Board committees shall meet at the call of the Standing or Ad Hoc Committee Chairperson.
- g. Special meetings of members may be called at any time by the Chairperson(s) or by a petition signed by not less 10 members of the membership of the Board setting forth the reason for calling such a meeting.
- h. Board staff shall send written notice of each meeting to Board members following the Illinois Open Meetings Act requirements.
- i. The public shall be informed of meetings through notice which shall state the purpose of the meeting, the time and the place(s). Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chairperson(s) or by petition.
- j. Participation in meetings shall be limited to the voting members of the Board and the CEO(s) with the following exceptions:
  - Committee meetings, in which it is mandated by law that members be both Board members and non-members.
  - Regularly scheduled agenda items that call for reports or participation by non-members.
  - At the discretion of the Chairperson(s) and with the consent of the Board, comment or other participation by non-members which is relevant or material to the matter under consideration before the group.
  - There shall be an "Audience Comments/Concerns" item regularly scheduled at all meetings at which the Chairperson(s) may recognize members of the public and non-voting Board members.
- k. In matters of routine business, the chair may assume general (unanimous) consent unless or until someone objects. In those cases, a regular vote will be required.

### **Section 2. Quorum**

The Board or its committees shall conduct no official business in the absence of a quorum. A quorum of the full board and the Executive Committee shall consist of the majority of the voting members. A quorum of the standing committees or ad hoc committees shall be the majority of voting members of standing committees or ad hoc committees.

### **Section 3. Technology**

The Illinois Open Meetings Act (5 ILCS 120/2.01) as amended requires that all public meetings be held at specified times and places which are convenient and open to the public.

It also requires that a quorum of members of a public body must be physically present at the location of an open meeting. According to the Act as amended, however, an open meeting of a public body that is a local workforce innovation area with jurisdiction over a specific geographic area of more than 4,500 square miles is held simultaneously at one of its offices, and one or more other locations in a public building, which may include other of its offices through an interactive video conference, and the public body provides public notice and public access as required under the Act for all locations, then members physically present in those locations all count towards determining a quorum.

Per 5 ILCS 102/7(d), the attendance by means other than physical presence shall not apply to closed meetings of local workforce innovation areas with jurisdiction over a specific geographic area of more than 4,500 square miles. Local workforce innovation areas with jurisdiction over a specific geographic area of more than 4,500 square miles, however, may permit members to attend meetings by other means only in accordance with and to the extent allowed by specific procedural rules adopted by the body.

"Public building" means any building or portion thereof owned or leased by any public body.

"Other means" means by video or audio conference.

The rules for the Board on procedures regarding meetings via electronic means are included in Addendum B.

### **Section 4. Voting Rights – Absentee Voting**

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members unless a conflict of interest arises. Meetings include both in-person and telephonic assemblages.

Members must be present at meetings to cast a vote.

### **Section 5. Conflict of Interest**

When an issue presents a possible conflict of interest for a member, that member shall disclose the potential conflict of interest and shall abstain from voting on the matter for which a potential conflict of interest exists. A conflict of interest is any matter that has a direct bearing on services to be provided by the member or any organization such member directly represents, or any matter which would provide direct financial benefit to the member or the immediate family of the member or any organization they represents.

## **ARTICLE VII INDEMNIFICATION**

### **Section 1.**

The Board shall indemnify any Board member, staff person, officer, or former Board member, staff person, or officer for expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Board member, staff person, or officer, except in relation to matters in which he/she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her Board duties.

### **Section 2.**

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.



### **Section 3.**

The Board shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

## **ARTICLE VIII GENERAL**

### **Section 1. Right of Policy**

Nothing in these bylaws shall be construed to take precedence over Federal, State, or local laws or regulations or to constrain the rights or obligations of the CEOs.

### **Section 2. Enactment Provision**

These bylaws shall become effective after approval by majority vote of Board membership after due notice to Board members. Said notice shall be made no less than three days prior to the meeting at which these bylaws are enacted.

### **Section 3. Amendment**

These bylaws may be amended at any regular or special meeting of the Board by an affirmative vote of the majority of the full Board. Notice must be given to Board members specifying or summarizing the proposed changes. Such notice shall be made no less than 7 days prior to voting.

### **Section 4. Termination of Board**

The Board shall remain in existence until the Workforce Innovation and Opportunity Act expires or is repealed by Congress; it is dissolved for cause by the Governor of the State of Illinois; or if the Workforce Innovation Area is re-designated by the Governor of the State of Illinois.

### **Section 5. Contracts**

The Board may authorize, when appropriate, any officer, member or staff, in addition to the officers so authorized by these bylaws, to enter into any contract in the name of and on behalf of the Board. Such authority will be limited to specific instances.

### **Section 6. Books and Records**

The Board shall keep correct minutes of the proceedings of the Board and its Standing Committees, which shall include but are not limited to:

- the date, time and place of the meeting;
- the members of the public body recorded as either present or absent; and
- a summary of discussion on all matters proposed, deliberated, or decided, and a record of any votes taken.

The minutes along with a record giving the name and address of all members and officers of the Board entitled to vote shall be kept in the Administrative Entities' office. Board attendance records will be kept and reviewed by the CEO(s) on a regular basis.

### **Section 7. Effective Dates**

These bylaws and any amendments thereto shall become effective immediately upon adoption, and shall remain in continuous effect from that date until otherwise amended.

**Adopted on the 24<sup>th</sup> day of June, 2016.**

**Addendum A**  
**Executive and Standing Committee Responsibilities**

**Executive Committee**

The Executive Committee's responsibilities include, but are not limited to:

- a. Serve as liaison to elected officials;
- b. Link with other community boards;
- c. Coordinate agendas of other committees;
- d. Develop a committee/board dispute resolution policy;
- e. Review recommendations from committees to ensure they are in accordance with federal, state, and local criteria in order to make recommendations to the Board;
- f. Review and revise bylaws periodically;
- g. Oversee the development of the four-year local plan, review to assure alignment of Core Partner Programs, and recommend modifications as needed;
- h. Determine local labor market needs;
- i. Propose new initiatives to meet local needs;
- j. Recommend an annual Board budget;
- k. Explore new funding streams and options, include fee-for-service options; and
- l. Responsible for reviewing one-stop operator proposals and recommending their choice to the full board.

The Youth Service Committee's responsibilities include, but are not limited to:

- a. Developing the portions of the local plan relating to eligible youth, as determined by the Chairperson of the Board;
- b. Coordinating youth activities authorized under WIOA related to the use of WIOA funds for Youth activities;
- c. Recommend eligible youth providers to be awarded grants or contracts on a competitive basis by the Board to carry out youth activities;
- d. Conduct oversight with respect to the eligible providers of youth activities in the Workforce Area;
- e. Other duties as assigned by the Chairperson of the Board.

The Accountability Committee's responsibilities include, but are not limited to:

- a. To provide the WIB with fiscal oversight;
- b. Oversight of the annual Memorandum of Understanding including the Cost Allocation Plan;
- c. the Eligible Training Providers.

The Workforce Solutions Committee's responsibilities include, but are not limited to:

- a. Committee is made up of members and non-members and partners with the Vermilion Advantage Clusters to eliminate barriers to employment for the under and unemployed.

The Board Membership Committee's responsibilities include, but are not limited to:

- a. Committee is made up of members of the WIB and is responsible for all recruitment and new membership to the Workforce Innovation Board.

**Addendum B**  
**Policy on Meetings via Electronic Means**

The Illinois Open Meetings Act as amended requires that all public meetings be held at specified times and places which are convenient and open to the public. It also requires that a quorum of members of a public body must be physically present at the location of an open meeting. According to the Act as amended, however, in some cases if an open meeting of a public body is held simultaneously at one of its offices, and one or more other locations in a public building, which may include other of its offices through an interactive video conference, and the public body provides public notice and public access as required under the Act for all locations, then members physically present in those locations all count towards determining a quorum. "Public building" means any building or portion thereof owned or leased by any public body. Included in the exceptions to the single open meeting location requirement are local workforce innovation areas with jurisdiction over a specific geographic area of more than 4,500 square miles [5 ILCS 120/7(d)], as long as they adopt specific procedural rules.

The Board believes it is in the best interest of its members, systems, and customers that the fullest participation and attendance in all meetings be achieved whenever possible. Furthermore, it recognizes that the use of electronic, audio or video conferencing for meeting attendance and voting requirements is permissible so long as the meeting is conducted in accordance with the Open Meetings Act. The Board in all of its regular and special, standing committee, and ad hoc committee meetings complies with and intends to comply with the provisions of the Open Meetings Act, as amended.

Therefore, the Board hereby adopts this policy, to be used when needed, to make use of the capabilities for conferencing by electronic means or any other type of audio or video conferencing for its meetings or any of the standing committee and ad hoc committee meetings as set forth and adopted according to the following rules as applicable:

- A. All pertinent provisions of the Open Meetings Act must be complied with, including specifically the proper notice of any regular or special meeting, the proper record keeping or minutes of each meeting, the appropriate agenda preparation for each meeting, which in addition shall be posted along with the notice of the meeting; and, in particular, any use of closed sessions shall be in compliance with the provisions of the Act.
- B. That sufficient security and identification procedures be employed, either at the outset of any meeting or at any time during the meeting as appropriate, to ensure that any and all members attending for discussion or voting purposes are in fact authorized members with the right to speak and vote.
- C. Pursuant to the Open Meetings Act, the requirement in 5 ILCS 120/7(a) that a quorum of members of the Board MUST be physically present at the location of the meeting shall NOT apply because 5 ILCS 120/7(d) of the Act specifically excepts local workforce innovation areas of the specified size from such requirements, and authorizes them to permit attendance by other means in accordance with procedural rules such as those contained herein. Specifically, Board and committee members may attend by video and/or audio conferencing or by other electronic means for quorum and voting purposes in accordance with these provisions.
- D. All Board and committee members attending meetings by electronic conferencing shall be entitled to vote as if they were personally and physically present at the meeting site so long as a quorum is, in total, present and accounted for, but their votes shall be recorded by the staff to the board as done by electronic attendance.
- E. A Board or committee member who attends a meeting by electronic, video or audio conference must provide notice to the recording staff to the board at least 24 hours prior to the meeting unless such advance notice is impracticable.
- F. A member may attend a Board or committee meeting through electronic/video/audio conferencing if, in the opinion of the member, his or her physical presence at the meeting is unable to be obtained or is inconvenient

for any reason including, but not limited to reasons such as personal schedule or time conflicts, inclement weather, length of required travel time, the high cost of such travel, or vehicle, fuel or time involved.

- G. As soon as it becomes apparent to the staff to the board that a meeting will include electronic/audio/video conferencing, all subsequent notices of the meeting shall indicate that one or more members will or may be attending by such means. In the event that the notice of the meeting has already been disseminated and posted, a follow-up notice indicating the above shall be placed as soon as possible. In the event any news media have filed the annual request for notice of meetings, they shall receive an updated notice in the same manner as given to all members of the Board and its committees.
- H. The meeting minutes shall include, but need not be limited to: i) the date, time and place of the meeting; ii) the members who were either present or absent from the meeting and whether those members in attendance were physically present or present by audio conference, video conference or by other electronic means; and iii) a summary of discussion on all matters proposed, deliberated, or decided, and iv) a record of any votes taken.
- I. The location of the meeting included on the notice shall be equipped with a suitable transmission system (e.g., a speakerphone) in order that the public audience, the members in attendance and any staff in attendance will be able to hear any input, vote or discussion of the conference and that the member attending by electronic means shall have a similar capability of hearing and participating in such input, vote or discussion.
- J. As the Board or its committees begin each new matter of business, the chair will check with all remote location(s) where members are to ensure that each such connection is active and not muted.
- K. When a motion is made, and seconded, and discussion regarding the motion begins, the chair will check that the connection with remote location(s) where members are present is active and not muted. Prior to closing discussion and taking any vote, the chair will ask all remote location(s) where member(s) is(are) present whether there are any additional comments, questions, or information to be added to the discussion.
- L. All decisions will be made using majority rule except when a higher vote is required. There will be no muting of any connections with remote location(s) where members are present at any time. There will be no sidebar discussions.
- M. No later than 48 hours before a scheduled meeting of the Board or its committees, each system will advise the Open Meetings Act designee regarding all of the documents that have been posted for any such meeting, and any and all locations where the documents have been posted.
- N. The procedures outlined above shall also apply to each Board and its committee members.