

CONSORTIUM AGREEMENT & BYLAWS LOCAL ELECTED OFFICIALS (LEO) REGION 12

PURPOSE

The purpose of this Agreement is to delineate the respective roles and responsibilities of the Chief Elected Official of Region 12, hereinafter referred to as the "CEO," the Local Elected Officials of Region 12, hereinafter referred to as the "LEOs," and the Coastal Workforce Development Board (CWDB), for Region 12; and to formalize procedures for carrying out joint responsibilities required by the Workforce Innovation and Opportunity Act (WIOA), hereinafter referred to as the "Act," within the geographical area which consists of Bryan, Bulloch, Camden, Chatham, Effingham, Glynn, Liberty, Long, McIntosh, Screven Counties. Further, this Agreement will delineate the responsibilities of the City of Savannah, as the grant recipient, fiscal agent, and administrative entity, and others involved in the service delivery system as affirmed by a majority vote by the LEO Board upon authorization of the Workforce Act in 2015.

I. NAME

- A. The official name of this Board shall be the Board of Local Elected Officials (LEOs) Of Region 12; hereinafter, referred to as the "LEO Board"
- B. The LEO Board is formed under the Workforce Innovation and Opportunity Act (WIOA) and Georgia House Bill 348.
- C. The LEO Board has as its purpose carrying out all of those duties and responsibilities assigned by the Local Elected Officials by said Act and said House Bill.

II. MEMBERSHIP

The Consortium shall be composed of the following independent and contiguous units of general purpose local government (the "Counties"):

- | | |
|--------------|-------------|
| A. Bryan | F. Glynn |
| B. Bulloch | G. Liberty |
| C. Camden | H. Long |
| D. Chatham | I. McIntosh |
| E. Effingham | J. Screven |

III. COMPOSITION OF LEO BOARD

- A. The Local Elected Official Board shall be comprised of twelve (12) members represented by ten (10) county commission chairpersons, one from each of the counties in Region 12, and two (2) mayors within the 10 counties.
- B. No more than one mayor per county shall be seated on the LEO Board.
- C. One mayoral seat who shall be held by the mayor of the City of Savannah and serve as the CEO, as affirmed by a majority vote by the LEO Board upon authorization of the Workforce Act in 2015.

IV. MEMBERS

- A. A Local Elected Official Board Member's term shall run concurrent with the Board Member's elected office.
- B. Members of the LEO Board shall serve on the Board until the expiration of his/her term or until he/she ceases to be a local elected official, whichever occurs first. Upon the expiration of a term on the LEO Board or the cessation of services as a local elected official, a new Local Elected Official representative shall be chosen. In the instance of a rotating county chairman, the newly elected chairman of the county will serve out the duration of the LEO Board term.
- C. Each member of the LEO Board shall have equal standing and shall have one vote in all matters of business brought before this LEO Board.

V. MISSION STATEMENT

Mission Statement: The Local Elected Officials of Region 12, shall provide strategic oversight in collaboration with the Coastal Workforce Development Board to develop a comprehensive and effective workforce development system within the Coastal Georgia Region.

VI. LEO BOARD RESPONSIBILITIES

- A. The LEO Board is responsible for the request for designation or re-designation as a Local Workforce Development Agency (LWDA) by the Governor in accordance with WIOA §106.
- B. Appointment of the Coastal Workforce Development Board (hereinafter "CWDB") membership setting the initial number of CWDB members under Section 117 (b) of the Act in accordance with the criteria established by the Governor in partnership with the State Board under WIOA §107(b)(2) and any applicable agreements. The LEO Board shall form, in accordance with Georgia Statutory Law and the rules established by the State of Georgia's Designated Workforce Division as established by the Governor, and the Coastal Workforce Development Board.

The following membership of each local workforce development board is required by WIOA.

- 1. A minimum of 51% who are representatives of business in the local area and who shall be owners, chief operating officers, chief executive officers or other individuals with optimum policy making or hiring authority; and whose businesses provide employment opportunities in in-demand industry sectors or occupations. WIOA sec. (23) A minimum of two business representatives shall represent small business.
- 2. Not less than 20% of the board shall be:
 - a. A minimum of two (2) representatives of organized labor or other representatives of employees, if existing in the area.
 - b. A representative of a joint labor-management or union-affiliated registered apprenticeship, if those programs exist or a representative of a registered apprenticeship program if one exists in the local area.
 - c. May include one or more community-based organization qualifying for § 679.320 (c) 3.
 - d. May be representatives of organizations with experience and expertise in addressing services to eligible youth per § 679.320 (c)
- 3. At least one (1) representative of providers of adult education and literacy § 679.320 (d)(1).
- 4. At least one (1) representative from institutions of higher education providing workforce activities § 679.320 (d)(2).

5. At least one (1) representative each from (a) economic and community development entities; (b) State Employment Service (Wagner-Peyser Act); and (c) programs under Title I of the Rehabilitation Act of 1973 other than sec. 112 on Part C of that title.
 6. The memberships of the WDB may include other representatives per § 679.320 (e) (1) through (e) (4).
- C. Provide oversight of WIOA grant funds allocated to the local area.
 - D. Joint CWDB/LEO Board approval of the Local Plan and any subsequent amendments in accordance with Section 118 of the Act WIOA §108.
 - E. Review the budget for the administration of programs consistent with the approved Local Plan and make recommendations to the CWDB.
 - F. Regularly review the activity of the CWDB to ensure members' participation and effectiveness as the local workforce board.
 - G. The LEO shall be liable for any misuse of WIOA grant funds allocated to the Coastal Workforce Development Board of Region 12.

VII. CHIEF ELECTED OFFICIAL APPOINTMENT PROCESS & RESPONSIBILITIES

- A. There shall be a Chief Elected Official (CEO) who shall have the powers and duties set forth by Public Law Number 113-128.
- B. The Chief Elected Official shall be appointed by the members of the LEO Board.
- C. The appointment and reaffirming of the CEO requires 75% attendance of the actual LEO Board.
- D. Proxy voting shall not be permitted with respect to the appointment of a CEO. For any other official action, proxy voting shall be permitted.
- E. The CEO's term shall run concurrent with the term set by his or her respective elected office, but in no instance shall a CEO serve more than a period of eight years without being reappointed by the LEOs.
- F. The CEO shall be liable for any misuse of WIOA grant funds allocated to the Coastal Workforce Development Board of Region 12.
- G. The CEO may recommend a local fiscal agent or a grant recipient to the LEO Board which shall be either a municipal government, county government, consolidated government, or regional commission located within the physical boundaries of the local workforce development area and shall be approved by the State Workforce Development Board in a procedure established with rule.
- H. The CEO is a member and serves as the Chairman and possess the powers granted thereto, preside over the meetings of the LEO Board, shall have the power to sign documents on behalf of the LEO Board, and shall generally possess the powers of the Chief Executive Officer of the LEO Board in addition to any other powers granted by these bylaws.
- I. Review, approve, and sign the budget for the administration of programs consistent with the approved Local Plan and make recommendations to the CWDB.

VIII. MEETINGS, QUORUM

- A. The LEO Board shall meet semi-annually (at a minimum annually) at a time and place determined by the CEO. Additional meetings may be called by the CEO as necessary or by 25% of the LEO Board.
- B. A quorum is defined as 50% + 1 of the LEO Board.
- C. Notice of regular meetings, specifying time, date, location and agenda, shall be provided, in writing or electronically, to board members seven (7) days prior to scheduled meetings.

- D. All LEO Board meetings shall be conducted in accordance with federal sunshine laws and the Georgia Open Meetings Act.
- E. Proxy voting shall not be permitted with respect to the appointment of a Chief Elected Official and revision and approval of by-laws. For any other official action, proxy voting shall be permitted unless otherwise determined by the CEO as necessary.
- F. LEO Board meetings shall be conducted in accordance with Robert's Rules of Order, and meeting minutes shall be kept and made available for review upon request by the State of Georgia's Designated Workforce Division as established by the Governor.
- G. A member is deemed to be present at a meeting for the purpose of determining a quorum even if the member abstains from voting on one or more items on the consent agenda.
- H. All meetings of the Board and its committees shall be open to the public. The Board shall make available to the public, on a regular basis through its open meetings, information regarding the activities of the Board, including information regarding the Local Plan prior to submission of the Plan, information regarding membership and, upon request, minutes of formal meetings of the Board.

IX. MANNER OF ACTING

Each member shall be entitled to one vote on each matter brought before the board for a vote. The action of the majority of the quorum (50% + 1) present at any meeting shall be the action of the board. In all voting matters members shall adhere to the Conflict of Interest Policy and Code of Conduct, as stated in Article XVI.

X. COMPOSITION OF THE CWDB

- A. The LEO Board shall form, in accordance with Georgia Statutory Law and the rules established by the State of Georgia's Designated Workforce Division as established by the Governor, and the Coastal Workforce Development Board. The following membership of each local board is required by WIOA.
 - 1. A minimum of 51% who are representatives of business in the local area and who shall be owners, chief operating officers, chief executive officers or other individuals with optimum policy making or hiring authority; and whose businesses provide employment opportunities in in-demand industry sectors or occupations. WIOA sec. (23) A minimum of two business representatives shall represent small business.
 - 2. Not less than 20% of the board shall be:
 - a. A minimum of two (2) representatives of organized labor or other representatives of employees, if existing in the area.
 - b. A representative of a joint labor-management or union-affiliated registered apprenticeship, if those programs exist or a representative of a registered apprenticeship program if one exists in the local area.
 - c. May include one or more community-based organization qualifying for § 679.320 (c) 3.
 - d. May be representatives of organizations with experience and expertise in addressing services to eligible youth per § 679.320 (c)
 - 3. At least one (1) representative of providers of adult education and literacy § 679.320 (d)(1).
 - 4. At least one (1) representative from institutions of higher education providing workforce activities § 679.320 (d)(2).
 - 5. At least one (1) representative each from (a) economic and community development entities; (b) State Employment Service (Wagner-Peyser Act); and (c) programs under Title I of the Rehabilitation Act of 1973 other than sec. 112 on Part C of that title.

6. The memberships of the WDB may include other representatives per § 679.320 (e) (1) through (e) (4)
- B. Nominations will be from designated organizations in accordance with § 679.320 (g) (1) through (3). All nominee's will have optimum policy making authority or hiring authority.
- C. It shall be the duty of the CEO to approve the appointment of members to fill all vacancies. A position on the CWDB is considered vacant on the date the term expires, a member becomes ineligible, and when a member is removed, resigns or dies.
 1. To approve the nomination of each individual selected to serve on the Local Board the following documentation is required:
 - a. A conflict of Interest form signed by the nominee to the board; AND
 - b. A signed nomination form; AND
 - c. A signed letter, which must come from the head of the organization the nominee represents, must identify the individual being nominated by their organization. This letter must also acknowledge the nominee's optimum policy making authority, as it aligns with a curriculum vitae, resume, or work history, to support the qualifications of the nomination; AND
 - d. The submission of the signed letter to the appointing CEO.
- D. Recommendation of individual county CWDB members will be made by the LEOs of each county. At large representatives, such as organized labor, education, economic development, one-stop partners, and community based organizations, may be appointed by the CEO.
- E. Completed nomination forms must be submitted to the WorkSource Coastal Administrative Office by contacting the Administrative Assistant. Once the form has been reviewed the Local Board will receive a follow-up letter of appointment or denial. The member must not be seated on the Local Board until an appointment letter has been received to affirm the nomination.

XI. JOINT RESPONSIBILITIES OF THE LEOs AND THE CWDB

- A. The parties hereto agree to the following for the development of the WIOA Local Plan:
 1. The Local Elected Official Board and CWDB shall develop activities that will be carried out by the administrative entity through the staff.
 2. The CWDB with input from the appropriate agencies and with assistance from the staff of the administrative entity shall create the Local Plan.
 3. The CWDB shall discuss, amend and approve the Local Plan and submit it to the LEOs for approval.
 4. If the LEOs recommend no changes in the Plan as submitted, the Plan will be made available to the public for comments for no less than 30 days. Written comments will be collected by the CWDB staff and made available to the LEO Board.
 5. If the LEOs recommend changes, these will be submitted to the CWDB for consideration and amendment to the satisfaction of both parties.
 6. Once the plan is approved it will be submitted to the State of Georgia's Designated Workforce Division as established by the Governor as approved.
 7. The signatories for the Plan shall be the Chairperson of the CWDB and the Chairperson/Chief of the LEOs. The Local Plan will be available for public view on the WorkSource Coastal/Coastal Workforce Development Board website.

B. Grant Receipt and Administration

1. **IN GENERAL**—The Chief Elected Official in a local area (Region 12/Area 20) shall serve as the local grant recipient for, and shall be liable for any misuse of the grant funds allocated to the local area under sections 128 and 133, unless the Chief Elected Official reaches an agreement with the Governor for the Governor to act as the local grant recipient and bear such liability.
2. **DESIGNATION**— In order to assist in administration of the grant funds, the Chief Elected Official or the Governor, where the Governor serves as the local grant recipient for a local area, may designate an entity to serve as a local grant subrecipient for such funds or as a local fiscal agent. Such designation shall not relieve the chief elected official or the Governor of the responsibility to ensure proper use and administration of grant funds as described in subclause (I).
3. **DISBURSAL**— The local grant recipient (City of Savannah) or an entity designated under subclause (II) shall disburse the grant funds for workforce development activities at the direction of the local board (CWDB), pursuant to the requirements of this title. The local grant recipient or entity designated under subclause (II) shall disburse the funds immediately on receiving such direction from the local board.
4. As grant recipient, the Fiscal Agent which is the City of Savannah will be responsible for all financial transactions, maintaining fiscal records or performing any of the duties associated with that responsibility. The City of Savannah will, in strict accordance acting under the budget approved by the CWDB, make all drawdown of funds, maintain an accurate and appropriate accounting system, make all reimbursements upon presentation of service orders, ensure the safekeeping of funds, make all financial reports and carry out all necessary financial transactions in accordance with the Local Plan. The form and manner of these actions will be directed by the Executive Director of WorkSource Coastal (Administrative Entity) provided that said directives do not constitute a specific violation of the Act and/or State or Federal regulations.
5. The City of Savannah shall not fund any program or carry out any activity unless it is in strict accordance with the budget and guidelines established by the CWDB. Nor shall it have unilateral veto over directives of the CWDB unless the directives constitute a specific violation of the Act and/or State, Federal, or Municipal regulations. In addition, selection of service providers shall be in accordance with the State of Georgia Workforce Innovation and Opportunity Act Policies and Procedures Manual. The Administrative Entity shall be responsible for all operational aspects of the Plan including, but not limited to, recruitment, eligibility and selection, assessment, counseling, assignment of services, procurement and contracting, monitoring of contractors, management information system, grievance procedures, job development, placement and follow-up.

XII. JOINT RESPONSIBILITIES OF THE CWDB AND THE FISCAL AGENT

- A. **Contract Performance:** Responsibilities include the following:
 1. The establishment and attainment of program performance goals will be the responsibility of the CWDB; and
 2. The Administrative Entity will prepare/submit bi-monthly, quarterly and annual reports to the CWDB and LEO's.
- B. **Contract Administration:** Responsibilities include the following:
 1. The Executive Director will negotiate all contracts recommended for funding by the CWDB;
 2. The CWDB and the Fiscal Agent will have joint responsibility for the execution of all contracts. The process for contract execution will require that all contracts are reviewed and approved by

the Fiscal Agent for authorization prior to being signed by the Chairperson of the CWDB and the Fiscal Agent Designee. The CWDB signature shall verify that the CWDB has approved the negotiation of the contract and the Fiscal Agent authorizes the execution of the contract.

XIII. ADMINISTRATIVE ENTITY

- A. The Administrative Entity of the CWDB, WorkSource Coastal (WSC) will provide system oversight, ongoing support and technical assistance to direct service providers in the region. WSC will identify problems, if any take corrective actions, ensure direct providers meet performance expectations and achieve a high performance when delivering WIOA services to the public.
- B. The Administrative Entity shall remain in place upon the execution of agreement through transition from one Fiscal Agent to another.
- C. The Administrative Entity shall provide professional support for the CWDB; serve as the liaison for the CWDB, the state, the fiscal agent and other regional stakeholders; coordinate the activities of the four sub-committees; develop, implement and modify system policies and procedures.
- D. Negotiates 3rd party contracts with direct providers and training institutions to ensure positive outcomes and the needs of jobseekers, veterans, youth and employers are met.
- E. Develops and maintains effective ties with key partners such as economic development, industrial authorities, governmental agencies, training partners and non-profit groups.
- F. Responsible for daily oversight, regulation and performance outcomes of WIOA activities.
- G. WSC will conduct fiscal and programmatic monitoring of direct providers to ensure that:
 - 1. Federal awards are used for authorized purposes in compliance with law, regulations, and State policies;
 - 2. Those laws, regulations, and policies are enforced properly
 - 3. Performance data are recorded, tracked and reviewed for quality to ensure accuracy and completeness.
 - 4. Outcomes are assessed and analyzed periodically to ensure that performance goals are met, and
 - 5. Appropriate procedures and internal controls are maintained, and record retention policies are followed.
- H. Analyzes obligations, expenditures and departmental policies/procedures to improve services to the community and employers.
- I. Communicates with local, state and federal authorities regarding regional and local workforce issues.

XIV. WORKSOURCE COASTAL DIRECTOR - SELECTION, APPOINTMENT, REPORTING RELATIONSHIPS AND PERFORMANCE EVALUATION

- A. Recruitment of candidates for the Administrative Entity position of Executive Director will be conducted by the Human Resources Department of the Fiscal Agent.
- B. Candidates for the position of Executive Director will be selected for interviews by the Fiscal Agent Designee, with input from the CWDB Chairman.
- C. The Fiscal Agent will have sole hiring and termination authority.
- D. The Executive Director will have dual reporting responsibilities:

1. To the CWDB for developing the Local Plan to be submitted to the funder for approval, designating local One-Stop Operators, designating eligible providers of training services, negotiating local performance measures, assisting in developing a state-wide employment statistics system.
 2. To the Fiscal Agent Designee for supervision of the WSC Department and joint oversight of all WIOA programs, activities and contracts.
- E. The performance evaluation of the Executive Director will be completed at least once annually and will be prepared by the Fiscal Agent Designee. All areas resulting in recognition of satisfactory performance or all areas requiring improvement or necessary discipline recommended in the performance evaluation will be administrated by the City Manager of the Fiscal Agent Designee.
- F. All subordinate WSC staff shall be selected by the Executive Director.

XV. DEFINITIONS OF ACCOUNTABILITY AS AGREED UPON BY THE PARTIES

- A. Policy Direction and Oversight: The CWDB shall annually evaluate its progress in striving to achieve its mission and goals. Such evaluation shall be provided to the LEO's by September 30th for the program year July 1st of the preceding year through June 30 of the current year. This evaluation will not be required in the initial year of this Agreement.
- B. Program Performance: The CWDB shall strive to achieve ongoing improvement in the performance of job training programs with the overall program performance being judged as measured by performance goals approved by the CWDB and the CEO.
- C. Budget Administration: The Fiscal Agent shall be responsible for tracking and recording all program and administrative expenditures. A report of all program and administrative budget expenditures will be prepared by WSC and submitted to the CWDB, the LEOs, and Fiscal Agent on a semi-annual/annual basis.
- D. All CWDB approved budgets are to be approved by the CEO and submitted to the State of Georgia's Designated Workforce Division as established by the Governor.

XVI. REGIONAL GOVERNANCE STRUCTURE: ROLES, RESPONSIBILITIES AND RELATIONSHIPS

A. Liability

1. According to the Workforce Innovation and Opportunity Act (WIOA) of 2014, the CEO may serve as the local grant recipient. As such, is accountable for any misuse of grant funds. This agreement stipulates that the CEO:
 - a. Assumes all liability connected with these funds;
 - b. Assumes all responsibilities and functions of the local grant sub-recipient;
 - c. Shall ensure that the CWDB and sub-recipients maintain adequate coverage for :
 - 1) Errors and Omissions (Directors and Officers Liability Insurance)
 - 2) Bonding
 - 3) General Liability
 - d. Requires that any contract for expenditure of local workforce development funds contain a clause for assumption of liability for such funds; and
 - e. Affirm that staff assigned to work with the Workforce Development Board has no conflicting duties in any other contracting agency.

While the liability for the misuse of grant funds is passed on to the grant sub-recipient, and in turn on to the WIOA program contractors, it does not detach the ultimate liability from the Fiscal Agent.

In the event of misuse of funds, the responsible entity (sub-recipient) will be the first accountable for repayment. If there is liability above the grant sub-recipient's repayment ability, the LEOs' liability shall be apportioned based on each county's level of participation in the WIOA grant. If the liability is a generalized debt for the entire 10-county region, the liability to each county shall be proportionate to the number of participants served in that county for the same year in which the misuse of funds occurred.

2. The Fiscal Agent shall be accountable for funds received and for liability for disallowed costs. Local elected officials shall have authority to request an audit of all financial and operational records of the Administrative Entity that directly relate to the affairs in administration of the program.
3. The CWDB, in its policies and procedures, shall ensure compliance with the Act and/or applicable state, federal and municipal codes and regulations.
4. All Contractors and recipients of WIOA funds shall repay the CWDB /Fiscal Agent all funds not expended in accordance with the act.
5. All Contractors and recipients of WIOA funds shall be liable to repay such amounts from funds other than WIOA if it is determined that:
 - a. **Misfeasance and Nonfeasance:** This category should be considered broadly as any alleged deliberate action that is apparently in violation of Federal and state statutes and regulations. This category includes, but is not limited to, indications of bribery, forgery, extortion, embezzlement, theft of participant checks, kickbacks from participants, intentional payment to a contractor or service provider without the expectation of receiving services, payments to ghost enrollees, misuse of appropriated funds, and misrepresenting information in official reports.
 - b. **Misapplication of Funds:** This category includes, but is not limited to, nepotism, political patronage, use of participants for political activities, ineligible participants, conflict of interest, failure to report income from Federal funds, violation of agreement/contract/grant procedures, and the use of Federal funds for other than specified purposes.
 - c. **Gross Mismanagement:** This category should be considered as actions or situations arising out of management ineptitude or oversight, leading to major violations of WIOA processes, regulation, or agreement/contract/grant provisions which could severely hamper the accomplishment of program goals. These include situations that lead to waste of government resources and could jeopardize future support for a particular project. This category includes, but is not limited to, non-auditable records, unsupported costs, highly inaccurate fiscal or program reports, payroll discrepancies, payroll deductions not paid to Internal Revenue Service, and the lack of good internal control procedures.
 - d. **Employee/Participant Misconduct:** This category should be considered as actions occurring during or outside work hours that reflect negatively on the U.S. Department of Labor, the State of Georgia, or the WIOA program. Misconduct may include, but is not limited to, conflict of interest or the appearance of conflict of interest involving outside employment, business, and professional activities, the receipt or giving of gifts, fees, entertainment and favors, misuse of Federal property, misuse of official information and such other activities as might adversely affect the confidence of the public, as well as serious violations of Federal and State laws.

XVII. CONFLICT OF INTEREST AND CODE OF CONDUCT

- A. The LEO Board shall not contract with, directly or through a business entity, a member of the Board, a relative of the Board member, or an employee of the Board. Board members who have potential conflicts or contracts may remain on the respective boards until the Board Certification has been determined in accordance with the Federal Workforce Innovation and Opportunity Act. To prevent conflicts of interest, elected officials serving on the Board shall sign a conflict of interest statement upon accepting a position on the LEO Board disclosing any and all potential conflicts. A Conflict of Interest Provision Statement is attached as Exhibit A in compliance with O.C.G.A. 50-7-90, 91.
- B. A Board Member shall disclose and divulge the existence of an actual or potential Conflict of Interest prior to any vote or participation in the decision making process and such disclosure shall be expressly noted in the Board's minutes.
- C. In the event that an actual or potential Conflict of Interest exists, the affected Board Member shall recuse himself or herself from voting on the impacted topic and shall also refrain from participating in any discourse involving the impacted topic other than bringing the actual or potential Conflict of Interest to the Board's attention. Additionally, in the meeting minutes, the Board shall recite the nature of the actual or potential Conflict of Interest and the recusal of the impacted Board Member with respect to the vote and discussion of the impacted topic.
- D. In the event that a Board Member is uncertain as to whether an actual or potential Conflict of Interest exists, the Board Member shall notify the Board and the remainder of the Board shall vote to determine whether an actual or potential Conflict of Interest exists.
 - 1. In the event that the Board determines that an actual or potential Conflict of Interest exists, the impacted Board Member shall follow 159-2-4.04(3) and recuse himself or herself from voting and participating in the decision making process.
 - 2. In the event that the Board determines that no actual or potential Conflict of Interest exists, the impacted Board Member shall be entitled to vote and participate in the decision making process. The Board shall recite in the meeting minutes the nature of the perceived Conflict of Interest and the reasons for determining why a Conflict of Interest did not exist.
- E. The CEO shall inquire as to whether a Conflict of Interest exists among Board Members prior to any vote involving the following:
 - 1. The awarding or modification of a contract; or
 - 2. The provision of services; or
 - 3. A pecuniary interest.

XVIII. CONFIDENTIALITY

- A. All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the Board. Members shall not disclose confidential information obtained in the course of or by reason of his or her membership on the Board to any person or entity not directly involved with the business of the Board.

Further:

1. No member shall use confidential information obtained in the course of or by reason of his or her membership on the Board in any matter with the intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.
2. No member shall disclose confidential information obtained in the course of or by reason of his or her membership on the Board in any manner with the intent to obtain financial gain for the member or for any other person.

XIX. NON-DISCRIMINATION

The Board shall not discriminate against any agent or provider of consulting or contract services, or applicant for consulting or contract services on the basis of race, color, religion, sex, national origin, disability or veteran status. It shall be the policy and practice of the Board to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

XX. AMENDMENTS OF AGREEMENT

These Bylaws may be altered, amended, or added to in any manner by a majority (50% +1) affirmative vote of all Board members. Members must be given at least ten (10) days of written notice of such proposed amendments. Bylaws and amendments shall not conflict with existing federal or state laws, regulations or guidelines.

XXI. SEVERABILITY

If any of the provisions of these bylaws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that such provision(s) be severable and the remainder of the bylaws shall remain in full force and effect.