

AMENDED BYLAWS

Greater New Bedford Workforce Investment Board, Inc. dba Mass Hire Greater New Bedford Workforce Board

As Approved on March 22, 2017 and Amended on June 21, 2017 and April 10, 2018

ARTICLE I

General Provisions

Section 1. Name. The name of the Corporation shall be Greater New Bedford Workforce Investment Board, Inc. dba MassHire Greater New Bedford Workforce Board hereinafter referred to as the workforce board.

Section 2. Location. The principal office of the Corporation shall be initially located at the place set forth in the Articles of Organization of the Corporation. The workforce board may also maintain offices elsewhere in the local workforce development area as the Executive Committee may determine appropriate.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on the 30th day of June of each year.

Section 4. No Members. The Corporation shall have no members. No person now or hereafter designated by the Corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the Corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the Directors of the Corporation.

Section 5. Purpose. The purpose of the workforce board shall be to function as the regional coordinator of the workforce development system of the Greater New Bedford Workforce Area, will provide guidance and oversight of the components of the workforce development system to effectuate the development and alignment of strategic planning initiatives, program development and performance review that employ continuous quality improvement methodologies. In all instances the workforce board shall be operated in accordance with the Workforce Innovation and Opportunity Act of 2014 as written or as amended in the future.

ARTICLE II

Directors

Section 1. Powers. The business and property of the Corporation shall be managed by a Board of Directors (sometimes hereinafter referred to as BOD) who may exercise all the powers of the Corporation.

Section 2. Board Composition. The BOD shall consist of a minimum of 19 and a maximum of 45 voting Directors. Directors shall meet the requirements of state and federal policy and shall align with both local and state strategic workforce objectives. Initially the BOD must include directors from four categories, Business, Workforce, Educational & Training and Governmental & Economic/Community Development entities:

Section 2 (a) At least 51% of the BOD must be private sector business representatives of which a minimum of 2 members must represent “small business” as defined by the United States Small Business Administration.

Section 2 (b) Not less than 20% of the BOD must represent the local workforce. Of these representatives, the following shall be included in board representation:

- (i) A minimum of 2 representatives of organized labor;
- (ii) A minimum of 1 representative of a registered Apprenticeship Program (Joint Labor - Management or Union-Affiliated);
- (iii) In addition to the representatives named above, the Board may include one or more representatives from the following to represent the local workforce:
 - a) Community Based organizations (CBO's)
 - b) Youth Employment & Training

Section 2 (c) Not less than 2 representatives of Education and Training shall serve on the Board. Those representatives shall:

- (i) Include a minimum of one representative of Adult Education & Literacy as defined under the Workforce Innovation and Opportunity Act of 2014.
- (ii) Include a minimum of one representative of a Higher Education Institution that provides workforce development activities in the workforce area.

Section 2 (d) Not less than 3 members of the BOD shall come from the area of Governmental and Economic and Community Development. Those members shall include:

- (i) A minimum of 1 representative of Economic and Community Development entities
- (ii) A minimum of 1 Wagner Peyser Act (20 USC 49 et seq) representative
- (iii) A minimum of 1 Vocational Rehabilitation representative

Section 2 (e) Any program or activity that may have multiple grant recipients, administrative entities or organizations responsible for administering its funds in the local area that is a required partner in the One-Stop-System, is entitled to one representative on the BOD.

Section 2 (f) In addition to the mandatory composition the Board set forth herein, the BOD may also include such other individuals or representatives of entities as the Mayor as Chief Elected Official (sometimes hereinafter referred to as CEO) may determine appropriate as voting or non-voting directors.

Section 2 (g) Women must constitute at least 30% of the total BOD membership.

Section 2 (h) A goal of the workforce board shall be to ensure that minorities are represented on the BOD at least to a degree commensurate with their percentage of the workforce in the Greater New Bedford Workforce Development Area.

Section 2 (i) Appointments of business and industry representatives to the BOD should reflect the commercial, industrial, and demographic make-up of the Greater New Bedford Workforce Development Area.

Section 2 (j) Either the personal, primary residence or business address of the service delivery area of prospective Directors should be located in the Greater New Bedford Workforce Development Area.

Section 2 (k) The BOD membership as a whole must reasonably reflect the composition of the population of the Greater New Bedford Workforce Development Area.

Section 2 (l) The composition of the BOD shall at all times comply with the Workforce Innovation and Opportunity Act of 2014 as amended.

Section 3. Appointment of Directors. Directors are appointed by the Mayor of the City of New Bedford in his capacity as the Chief Elected Official (CEO) of the local workforce development area in accordance with state criteria established under the

Workforce Innovation and Opportunity Act of 2014 or as amended in the future, and certified by the Governor. In general, directors appointed to the BOD who represent organizations, agencies or other entities must have “optimum policy making or hiring authority” within the entities they represent on the BOD. Directors, who after appointment but prior to the expiration of their term of office, who no longer have optimum policy making or hiring authority within the entity they represent on the BOD may complete their term of office on the BOD but may no longer be appointed as representatives of that entity upon expiration of their term unless their position at the expiration of their term grants them “optimum policy making or hiring authority”. The CEO, in the CEO’s discretion, may appoint such individuals to the BOD in another capacity which does not require “optimum policy making or hiring authority”.

Section 3 (a) Business representatives to the BOD shall be appointed by the CEO from among individuals nominated by local business organizations and business trade associations.

Section 3 (b) Representatives to the BOD appointed from the workforce must be from among individuals who have been nominated from local labor federations.

Section 3 (c) Representatives to the Board from Education and Training and Governmental and Economic and Community Development segments must be appointed from nominees submitted from providers of adult basic education and higher education institutions. Nominees who are representatives of other organizations must have “demonstrated experience and expertise” in workforce development, human resources and education and training and development in order to be considered for nomination to the BOD.

Section 3 (d) Members of the BOD may be appointed by the CEO as a representative of more than one entity if the individual meets all of the nomination criteria for representation of both entities.

Section 3 (e) Additional members of the BOD may be appointed by the CEO so long as said appointment does not result in more than 45 voting Directors and the Board composition remains in compliance with the provisions of Article 2, Sections 2 (a - k).

Section 4. Terms of Appointment. Appointments to the Board of Directors shall be for a period of 3 years. The terms of the membership of the Board of Directors shall be staggered so that each year approximately one-third of the membership of the Board of Directors is up for election or re-election. In the event of a resignation, removal or cessation of a leadership or decision making position within the sector represented by any member of the Board of Directors, a new member shall be nominated and

appointed in accordance with the nomination procedures set forth in the by-laws. The newly appointed director shall serve the balance of the term of the director whom he or she replaced. After any member of the Board of Director's term expires, said member of the Board of Directors will be replaced or may continue based upon re-nomination and re-appointment, in the same manner as original appointments. In an effort to promote continuity and minimize transitional problems, it is expected that members of the Board of Directors whose term expires and who do not wish to remain on the Board of Directors will continue to serve until a replacement is appointed.

Section 5. Directors Attendance Requirements. Attendance is required at regularly scheduled board meetings. A director who is unable to attend a Board meeting should inform the Executive Director prior to a meeting that he or she will not be present for the meeting. Attendance requirements are not met if a director, in the sole discretion of the Chair, has 2 unexcused absences in a 12-month period. In instances of board-attendance problems the Chair will promptly contact the director to discuss the issue. The Executive Committee will then review each such case, make a recommendation to the BOD, and the BOD by a two-thirds majority may remove the Director from the BOD.

Section 6. Resignation and Removal. Any Director may resign by delivering a written resignation to the Executive Committee, the Mayor, or the BOD Chair. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office, with or without cause, by the affirmative vote of a two thirds majority of the BOD. A member subject to such sanctions shall have 5 days written notice of the proposed action of the BOD and shall have the opportunity to be heard and to present evidence on his or her own behalf before the BOD.

Section 6 (a) Just cause for removal. Just cause for removal shall include but not be limited to the following situations:

- (i) Two unexcused absences from regular Board meetings within a twelve-month period.
- (ii) Ineligibility for the BOD based upon these by-laws or the provisions of the Workforce Innovation Opportunity Act of 2014.
- (iii) Any other reason which would substantially interfere with or reflect badly upon the workforce board.

Section 7. Vacancies in the BOD. In the event of a vacancy in the BOD due to resignation, lack of qualification, removal or death, all Director vacancies must be filled by the Mayor within 90 calendar days with the exception that all vacancies of a One-Stop Career Center partner organization must be filled within 60 calendar days. Any vacancy shall be filled in the same manner as the original appointment.

Section 8. Annual Meeting. The Annual Meeting of the Directors of the Corporation shall be held in June of each year at such time and place as the Executive Committee may determine. If the annual meeting is not held on such date, a Special Meeting in lieu of an annual meeting may be held with all of the force and effect of an

annual meeting. Notice of the Annual Meeting setting forth the date, time, and place of any such meeting shall be mailed to all Directors not less than ten days prior to the date of the Annual Meeting. Notice of any special meeting shall be given as directed under Article II Section 10 of these Bylaws.

Section 9. Regular Meetings. Regular meetings of the Directors may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. The Directors shall meet no less than four times per year and no less than once each quarter.

Section 10. Special Meetings. Special Meetings of the Board of Directors may be held at any time and place designated in a call by the Chair, the majority of the Executive Committee or five or more members of the Board of Directors. Notice of all Special Meetings of the Directors shall be given to each Director by the Secretary or, in case of the death, absence, incapacity, or refusal of the Secretary, by the Chair or one of the five Directors calling the meeting. Such notice shall be given to each Director in person or by telephone, facsimile transmission, or email, sent to each such Director's business or home address at least forty-eight hours in advance of the meeting, or by mail addressed to such business or home address and postmarked at least seven days in advance of the meeting. Except as required by law, notice of a Special Meeting need not be given: (1) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any Special Meeting.

Section 11. Action at Meetings. One-third of the Directors then in office shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present or participating remotely in accord with Section 11 of these by-laws shall decide any matter unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote. Except in the event of a tie vote, the Chair or Acting Chairperson shall not vote. In the event of a tie vote, the Chair or Acting Chairperson shall cast the deciding vote.

Section 12. Presence through Communication Technology. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by any means of communication technology that allows all the Directors to hear each other at the same time during the meeting. Although a Director participating through communication technology may vote at any meeting, that Director

shall not be considered for purposes of determining a quorum at a meeting. Participation by such means shall constitute presence in person at the meeting.

Section 13. Open Meeting Law. The workforce board Board of Directors will comply with the Open Meeting Law of the Commonwealth of Massachusetts whenever possible. All meetings of the Board of Directors, its Executive Committee and other Standing Committees shall be open to the public and shall be called and conducted in compliance with the Open Meeting Law whenever possible. Except where specifically allowed, all such votes taken must be conducted in public. Voting by presence through communication technology in accord with Section 11 of these by-laws is permitted. Chairs of the Executive Committee and all other Standing Committees are responsible for ensuring compliance with the provisions of this section of the by-laws.

Section 14. Committees. The corporation shall have an Executive Committee and the Chair may appoint such other Committees as the Chair may from time to time determine necessary or advisable, including without limitation, committees to deal with matters affecting fundraising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Chair may deem advisable to the extent permitted by law. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. The Executive Committee shall not act to overturn or reverse any action of the Board of Directors, and all votes of the Executive Committee shall be ratified by the Board of Directors at its next meeting.

ARTICLE III

Officers

Section 1. Officers. The Officers of the Corporation shall consist of a Chair (with the statutory functions of a President), a Vice Chair, a Treasurer, an Assistant Treasurer, a Secretary, and such other Officers as the Directors may determine.

Section 2. Nomination and Election. The Chair, Vice Chair, Treasurer, Assistant Treasurer, and Secretary shall be elected annually by the Directors. Any other Officers determined necessary or desirable by the Directors may be elected by the Directors. The Chair and Vice Chair must be voting Directors chosen from the private sector, but any voting Director is eligible for other offices. Any two or more offices may be held by the same person; however, the Chair and Secretary shall not be the same person. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these Bylaws, all Officers shall hold office until the next Annual Meeting of the Directors or until their respective successors are chosen and qualified.

At least one month prior to the annual meeting, the Chair will appoint a Nominating Committee and a Chair of said Committee, consisting of at least 3 Directors who shall meet and solicit nominees from the then current Directors of the workforce board. The Nominating Committee shall determine the qualifications of the candidate, confirm the candidate's availability and willingness to serve, and report a slate of candidates to the Directors at the annual meeting. The Chair of the Nominating Committee shall conduct the election of the officers by first asking for any additional nominations from the floor. Directors may nominate themselves or other Directors for any office, if the nominees are properly qualified. The Nominating Committee Chair, with the assistance of the Secretary, shall conduct a roll call vote for each of the officers. Contested elections shall be determined by a simple majority vote of those Directors present at the annual meeting.

Officers may not serve more than 3 years consecutively in the same office, unless an exception to this by-law is approved by a two-thirds roll call vote of the Directors attending the annual meeting, or at any special meeting called for that purpose.

Section 3. Resignation and Removal. Any Officer may resign by delivering a written resignation to the Executive Committee, the Mayor, or the BOD Chair. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Officer may be removed from office with or without cause by the affirmative vote of a two-thirds majority of the Directors then in office. A member subject to such sanctions shall have 5 days written notice of the proposed action of the BOD and shall have the opportunity to be heard and to present evidence on his or her own behalf before the BOD.

Section 3 (a) Just cause for removal. Just cause for removal of an officer shall include but not be limited to the following situations:

- (i) Three unexcused absences from regular Board or Executive Committee meetings within a twelve-month period.
- (ii) Ineligibility for the BOD based upon these by-laws or the provisions of the Workforce Innovation Opportunity Act of 2014.
- (iii) Any other reason which would substantially interfere with or reflect badly upon the workforce board.

Section 4. Chair. The Chair shall be the Chief Executive Officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors and the Executive Committee. The Chair shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the Directors and Executive Committee. The Chair shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors.

Section 5. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors and the Executive Committee, have general charge of the financial affairs of the Corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors. In the absence of the Treasurer from any meeting of Directors or the Executive Committee, or in the event of a vacancy in the position of Treasurer, the Assistant Treasurer shall serve as Acting Treasurer until a new Treasurer is elected in accord with the terms of these bylaws.

Section 6. Secretary. The Secretary shall give such notices of meetings of Directors and the Executive Committee as are required by these Bylaws and shall keep a record of all the meetings of Directors and Executive Committee. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws, the Directors, or the Executive Committee. In the absence of the Secretary from any meeting of Directors or the Executive Committee, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary in the absence of the Secretary or in the event of the resignation or removal of the Secretary until such time as a new Secretary is elected in accord with the terms of these by-laws.

ARTICLE IV

Executive Committee

Section 1. Membership. The composition of the Executive Committee shall consist of at a minimum the Chair, Vice Chair, Treasurer, Assistant Treasurer, and Secretary. In addition to these elected officers, the Executive Committee shall include the Chairs of any Standing Committees, the immediate past Chair of the workforce board BOD (with the title Chairman Emeritus) and two at large members including one representative from organized labor. No Executive Committee member shall receive compensation for his or her service in such capacity. However, any member of the Executive Committee may contract with the workforce board to sell and provide services to the workforce board upon a vote of a disinterested majority of the Board of Directors after full disclosure and actual constructive notice to the Board of Directors of the intended relationship. At all times a majority of the membership of the Executive Committee shall consist of Directors from the private sector and shall remain in compliance with the requirements of the Workforce Innovation and Opportunity Act of 2014 as amended.

Section 2. At Large Representatives. At large representatives to the Executive Committee shall be appointed by the workforce board Chair from the Directors then in office.

Section 3. Terms. All members of the Executive Committee shall hold office until the next annual meeting of the Board of Directors or until their respective successors are chosen and qualify. No member of the Executive Committee shall serve more than 3 consecutive one year terms unless such exception to this by-law is approved by a two-thirds roll call vote of the Directors attending the annual meeting, or at a special meeting called specifically for such approval.

Section 4. Executive Committee Powers. The day to day business of the workforce board shall be managed by the Chair with the advice and counsel of the Executive Committee, which may exercise all the powers of the BOD except as otherwise provided by law or by these by-laws. The Executive Committee shall not act to overturn or reverse any action of the Board of Directors, and all votes of the Executive Committee shall be ratified by the Board of Directors at its next meeting. The Executive Committee shall have full authority to contract, purchase, sell, mortgage or hypothecate the assets of the workforce board, if any. In the event of a vacancy on the Executive Committee, the remaining members of the Executive Committee, except as otherwise provided by law, may exercise the powers of the full Executive Committee until such vacancy is filled.

Section 5. Powers of the workforce Board Chair relative to Executive Committee.

The workforce board Chair's powers relative to the Executive Committee shall include but not be limited to: (i) conducting the Executive Committee meetings and ascertaining whether a quorum is present

- (ii) rule on questions of order
- (iii) assign individuals to Standing Committees and Ad Hoc Committees in accord with the by-laws
- (iv) authorize the creation and termination of committees
- (v) ensure compliance with the conflict of interest policy of the workforce board
- (vi) (vi) adjourn meetings

Section 6. Vice Chair Powers in the Absence of the Chair. The Vice Chair assumes the duties of the Chairperson during the Chairperson's absence from a meeting or a vacancy in the position of the Chair. In the event of the resignation or removal of the Chair, the Vice Chair shall serve as Acting Chair until such time as a new Chair is elected in accord with the terms of these by-laws. The Vice Chair will also perform other duties as assigned by the Chair. In the absence of both the Chair and Vice Chair, the Chair shall designate a member of the Executive Committee to assume the duties of Chair in the absence of the Chair and Vice Chair.

Section 7. Resignation and Removal. Any member of the Executive Committee may resign by delivering a written resignation to the Executive Committee, the Mayor, or the BOD Chair. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Executive Committee member may be removed from office, with or without cause, by the affirmative vote of a two-thirds majority of the

members entitled to vote in the election of officers. A member subject to such sanctions shall have 5 days written notice of the proposed action of the BOD and shall have the opportunity to be heard and to present evidence on his or her own behalf before the BOD.

Section 7 (a) Just cause for removal shall include but not be limited to the following situations:

- (i) Three unexcused absences from regular Board or Executive Committee meetings within a twelve-month period.
- (ii) Ineligibility for the BOD based upon these by-laws or the provisions of the Workforce Innovation Opportunity Act of 2014.
- (iii) Any other reason which would substantially interfere with or reflect badly upon the workforce board.

Section 8. Vacancies in the Executive Committee. In the event of a vacancy in the Executive Committee due to resignation, lack of qualification, removal or death, all Executive Committee vacancies must be filled within 90 calendar days. Any vacancy shall be filled in the same manner as the original appointment.

Section 9. Meetings of the Executive Committee. The Executive Committee shall meet at least 9 times per year and at least once per quarter as determined at the annual meeting or by the Chair in the Chair's discretion.

Special meetings of the Executive Committee may be held at any time and place within the Commonwealth of Massachusetts, designated in a call by the Chair or Vice Chair of the Executive Committee or by any two members then sitting as members of the Executive Committee. Special meetings of the Executive Committee shall be held after two days' actual notice to the Executive Committee, unless notice is waived by two-thirds of the Executive Committee at any special meeting.

Section 10. Action at Meetings. A majority of the Executive Committee then in office shall constitute a quorum, but a lesser number may without further notice, adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these by-laws or any applicable law requires a different vote.

Section 11. Presence through Communication Technology. Unless otherwise provided by law or the Articles of Organization, members may participate in a meeting of the Executive Committee by any means of communication technology that allows all of the Committee to hear each other at the same time during the meeting. Although a member participating through communication technology may vote at any meeting, that member shall not be considered for purposes of determining a quorum of a meeting. Participation by such means shall constitute presence in person at the meeting.

ARTICLE V

Indemnification of Directors and Officers

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, Chair, Vice Chair, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary or other Officer of the Corporation or who at the request of the Corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the Corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full Board of Directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this Article, and each Director and Officer of the Corporation approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or

- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of a majority of the full Board of Directors then in office; or
- (iii) the Directors have otherwise acted in accordance with the standard of conduct applied to Directors under Chapter 180 of the Massachusetts General Laws, as amended; or
- (iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Corporation employees, agents, Directors, Officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE VI

Committees and Task Forces

Section 1. Appointment. The workforce board may establish standing committees, including the Executive Committee, to assist the workforce board in carrying out its responsibilities. All standing committees must be Chaired by a Director of the workforce board. Appointments of standing committee chairs and standing committee members are made annually by the workforce board Chair. The workforce board Chair and Vice Chair serve, ex-officio, as non-voting members on all committees and task forces. In the event that the workforce board Chair in his ex-officio capacity attends any Committee meeting of the workforce board, the Chair may, at the Chair's option, serve as the Chair of that Committee at the meeting at which the Chair is present. In that instance the Chair of the workforce board may cast the deciding vote in the event of any tie in any vote of the Committees of the workforce board. In the event of a tie in any vote of the Executive Committee, the Chair or the Vice Chair in the Chair's absence shall cast the deciding vote.

Section 2. Governing Principles of all Standing and Ad Hoc Committees of the workforce board. The conduct of all workforce board Standing or Ad Hoc Committees shall be governed by the following principles:

- (i) The general purpose and activities of each committee must be approved by the Executive Committee.
- (ii) Specific meetings, activities and conduct of the committee are the responsibility of each committee, working through the Chair and/or the Executive Director.
- (iii) Legal commitments to and/or to contract with, other groups external to the workforce board must be approved by the Executive Committee.
- (iv) Meeting expenditures for committee functions are authorized by action of the workforce board Chair and/or the Executive Director. Committee budgets, if any, are to be authorized and approved by the Executive Committee.
- (v) No committee action shall be official without endorsement of the Executive Committee of the workforce board or the Board of Directors. All Committees shall keep the Executive Committee and Board of Directors fully and currently informed of their activities.
- (vi) Outside experts or other interested persons may be invited to participate on workforce board committees, but to be duly constituted any workforce board committee must have a majority of its membership constituted by current workforce board directors in good standing.
- (vii) A committee membership quorum shall be constituted by one-third of its members for the conduct of business. A majority vote of those present shall decide any issues brought before the Committee. With the consent of the workforce board Chair, a workforce board member may designate alternates to serve in the member's place on committees. Such alternates shall have voice privileges in committees but may not make a motion or vote in any committee meeting.
- (viii) Committees may invite non-voting, interested parties to contribute from time to time, but such parties are not granted committee voting status.

Section 3. Composition of Standing Committees. The initial standing committees of the workforce board shall include the Executive Committee, the Business Development Committee, the Youth Committee, and the Performance and Oversight Committee. The Executive Committee shall meet in accord with the terms of these by-laws to discuss and administer the day to day business of the workforce board. The Business Development Committee shall meet at the call of the designated Committee Chair to address development and improvement of relationships with employers and job seekers. The Youth Committee shall serve in an advisory capacity pertaining to all matters of training youth.

ARTICLE VII

Staff

Section 1. Staff Appointments. The Board of Directors shall appoint an Executive Director to serve as the Chief Executive Officer of the workforce board at the pleasure of the BOD. The qualifications, salary, expenses, and duties of the Executive Director shall be determined by the Executive Committee. The Chair shall have the general oversight responsibility for the Executive Director subject to the approval of the Executive Committee. Available funds for payment of such salary or benefits, if any, must be available as determined by the Executive Committee.

In addition to the Executive Director, subject to the availability of funds for payment of such salary or benefits, the Executive Committee may appoint other employees as needed and designate their qualifications, salary, expenses, and duties.

Section 2. Executive Director Responsibilities. The Executive Director shall be responsible for such duties as are assigned by the Chair, including but not limited to hiring and directing the staff and other consultants or employees of the workforce board, if any, within the policies of the workforce board and under the general direction of the Chairperson. The Executive Director will be responsible for personnel actions relative to the staff, and will exercise such other administrative actions and overall financial management as are appropriate to the responsibilities of the office, including but not limited to the following:

- (i) Assisting the workforce board in the performance of its responsibilities;
- (ii) Maintaining the minutes of the workforce board and executive committee meetings and the records of the workforce board to the extent that such records are not maintained by the corporate Secretary; and
- (iii) Assisting the Chair in the preparation of meeting agendas and materials and in the distribution of publications of interest to workforce board Directors.

ARTICLE VIII

Miscellaneous Provisions

Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the Chair or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities. Except as the Board of Directors may otherwise designate, the Chair or Treasurer may waive notice of, and appoint any person or

persons (with or without power of substitution) to act as proxy or attorney in fact for this Corporation at any meeting of stockholders of any other Corporation, the securities of which may be held by this Corporation.

Section 3. Corporate Records. The original or attested copies of the Articles of Organization, Bylaws, and records of all meetings of Incorporators and Directors shall be kept in Massachusetts at the principal office of the Corporation or of the Secretary, but such corporate records need not all be kept in the same office.

Section 4. Definitions. All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the Corporation as amended and in effect from time to time.

Section 5. Meeting Procedures. Unless otherwise specified in these by-laws, the proceedings of the workforce board, its Executive Committee, Standing and Ad Hoc Committees, and working groups' operation shall be determined by the Chair or the Executive Director as the Chair's designee, so long as the procedures are not inconsistent with Massachusetts General Laws, regulations of the Commonwealth of Massachusetts and the Massachusetts Open Meeting Law.

Section 6. Savings Clause. If any provision of these by-laws or the application of such provision to any person or circumstance shall be held invalid, the remainder of said bylaws or the application of said by-laws to persons or circumstances other than those to which they are held invalid shall not be affected.

Section 7. Conflict of Interest. All members of the Board of Directors and all employees, consultants or others dealing with the workforce board shall familiarize themselves with the Massachusetts Conflict of Interest statute and agree to abide with the letter and spirit of said statute. Any questions that may arise with respect to a potential conflict of interest shall be referred to the Executive Director and to the Executive Committee of the workforce board.

Section 8. Parliamentary Procedure. All meetings of the workforce board and its committees shall subscribe to appropriate parliamentary procedure. the chair shall be the parliamentarian at all meetings chaired by the chair and will have final say on parliamentary procedure. the workforce board will create a parliamentary procedure policy to which the parliamentarian will abide.

Section 9. Posting of Meetings. Meetings of the BOD, Executive and all other Committees shall be posted in accord with the provisions of the Massachusetts Open Meeting Law.

Section 10. Prohibition on Proxy Votes. In accord with Massachusetts law, proxy voting is not permitted by a Director. However, in accord with Section 679.110 (d)(4) of

the Workforce Innovation and Opportunity Act of 2014, a BOD member may designate an alternate to serve at a BOD meeting with voice privileges only. Such alternate may not vote as the proxy for said BOD member at any BOD meeting in which the alternate attends on behalf of the absent BOD member. The presence of the alternate shall not count towards the calculation of a quorum present at the BOD meeting.

ARTICLE IX

Amendment of Bylaws

Section 1. Amendment. These Bylaws may at any time be amended or repealed, in whole or in part, by a vote of a two-thirds majority of the of the Directors then in office at a properly noticed meeting called for such purpose. If any meeting of the BOD in which an amendment to these by-laws is contemplated, advance notice of 14 days must be given to all members of the Board of Directors.

The foregoing Bylaws were adopted by the Board of Directors of the Greater New Bedford Workforce Investment Board, Inc. dba MassHire Greater New Bedford Workforce Board by majority vote and in accordance with these by-laws on April 10, 2018. The foregoing Bylaws were amended and approved by majority vote of the Board of Directors on June 21, 2017. The foregoing Bylaws were amended and approved by majority vote of the Board of Directors on March 22, 2017.