

AGENDA

CAREERSOURCE ESCAROSA EXECUTIVE COMMITTEE

MAY 29, 2014

11:00 a.m.

- I. Call Meeting to Order
- II. Call for Public Comment
- III. Approval of Minutes – January 23, 2014
- IV. Item for Consideration:
Information Item
Funding Reductions

Action Items
Termination of Lease – Sturdevant/Increase on Lease – Pensacola Career Center
Board Restructuring/By-Laws
- V. New Business
- VI. Other Business

**WORKFORCE ESCAROSA, INC.
EXECUTIVE COMMITTEE
JANUARY 23, 2014
MINUTES**

Members Present: Scott Ginnetti (Acting Chair), Van Mansker, Joshua Durst, and Robert Ephraim (via teleconference)

Others Present: Susan Nelms and Janay Sims – Workforce Escarosa, Inc.

Acting Chairperson, Scott Ginnetti, called the meeting to order at 11:08 a.m., at Workforce Escarosa’s administrative office.

CALL FOR PUBLIC COMMENT

No public comments were noted.

MINUTES – SEPTEMBER 26, 2013

The minutes were reviewed.

Action Taken: Motion by Van Mansker, and seconded by Robert Ephraim to approve the September 26, 2013 meeting minutes. Motion carried.

NOMINATING COMMITTEE – OFFICERS 2014-2015

Jay Overman has resigned as a Board member and as the Chair of Workforce Escarosa at the beginning of December, 2013. Jay moved to Utah due to an employment opportunity. This has left Scott as the Interim Chair as he currently serves as the Vice Chair. In addition, Josh Durst has acted as Secretary/Treasurer, but indicated he preferred to serve for a year, but after that time he would prefer to not continue in that position. In addition, Robert Ephraim is moving to Orlando and will vacate his position on the Board as well as his Chairmanship of the Youth Council.

A Nominating Committee needs to be formed to form a roster for Officers for the membership to consider in April, 2014. All Officer positions - Chair, Vice Chair and Secretary/Treasurer will need to be reviewed. Officers must be held by private sector business representatives.

The Chair appoints Committee Chairs at his/her discretion. A new Chair of the Youth Council will need to be made.

Robert Ephraim was asked to give an overview of his role as Chair of the Youth Development Council. He will also give an overview at the Board of Directors meeting.

The Executive Committee will request at the Board of Directors meeting volunteers to form a Nominating Committee to be presented at the April Board meeting.

NEW BUSINESS

The annual audit report will be presented at the Board of Directors meeting.

There being no further business, the meeting adjourned.

Respectfully submitted,

Janay Sims
Recording Secretary

**WORKFORCE ESCAROSA, INC.
EXECUTIVE COMMITTEE
INFORMATION ITEM**

Date: May 29, 2014

Committee Members: Scott Ginnetti, Josh Durst, and Van Mansker.

Item for Discussion:

Escarosa lost \$728,059 in funding for Fiscal Year 2014 -2015, this is in addition to the loss of \$960,094 for our current Fiscal Year of 2013 -2014. A total reduction of \$1,688,153. To bring Escarosa in-line to balance the budget the following actions will be required:

Reduction of Staff:

2 – DEO OPS Temporary Staff (Upfront Services)

1 – WT Temporary Front Desk Clerk

1 – Special Projects Coordinator

1 – Disability Navigator

1 – WT Customer Services Specialist:

Realignment of WIA Career Advisor to also serve as Support Services Specialist (25% or less) while maintaining a reduced participant caseload (Support Services Specialist is retiring – will not replace with a full-time equivalent employee)

Other Changes:

Reduced Youth Contracts by 16.6%

Non-renewal of contract with the Greater Pensacola Chamber

Termination of Lease at Sturdevant – Administrative Office and consolidate into Pensacola One Stop Center

Eliminate outside monitoring of WT gas cards by independent CPA

Recommendation:

None – information only

**Program Year 2014 Workforce Investment Act Summary
Preliminary Regional Workforce Board Formula Allocations**

REGIONAL WORKFORCE BOARDS	WIA ADULT		WIA YOUTH		WIA DISLOCATED WORKER	PY 2014 PLANNING ALLOCATION	PY 2013 FINAL ALLOCATION	DIFFERENCE	%
1 CareerSource Escarosa	\$959,783	\$1,116,559	\$825,731	\$2,902,073	\$3,482,638	(\$580,565)	-16.7%		
2 CareerSource Okaloosa/Walton	\$398,633	\$333,329	\$375,224	\$1,107,186	\$1,193,422	(\$86,236)	-7.2%		
3 CareerSource Chipola	\$427,733	\$369,696	\$175,571	\$973,000	\$1,112,194	(\$139,194)	-12.5%		
4 CareerSource Gulf Coast	\$454,796	\$448,969	\$423,135	\$1,326,900	\$1,652,670	(\$325,770)	-19.7%		
5 CareerSource Capital Region	\$820,539	\$1,617,011	\$607,437	\$3,044,987	\$3,216,820	(\$171,833)	-5.3%		
6 CareerSource North Florida	\$353,423	\$415,933	\$206,770	\$976,126	\$1,093,360	(\$117,234)	-10.7%		
7 CareerSource Florida Crown	\$319,251	\$383,368	\$193,667	\$896,286	\$953,741	(\$57,455)	-6.0%		
8 CareerSource Northeast Florida	\$2,858,901	\$3,189,246	\$3,165,904	\$9,214,051	\$11,385,664	(\$2,171,613)	-19.1%		
9 CareerSource North Central Florida	\$604,497	\$1,321,803	\$575,050	\$2,301,350	\$2,471,690	(\$170,340)	-6.9%		
10 CareerSource Citrus/Levy/Marion	\$1,211,420	\$1,144,873	\$966,679	\$3,252,972	\$3,515,316	(\$262,344)	-7.5%		
11 CareerSource Flagler/Volusia	\$1,284,790	\$1,318,083	\$1,309,844	\$3,912,717	\$4,454,961	(\$542,244)	-12.2%		
12 CareerSource Central Florida	\$4,456,739	\$4,720,338	\$4,908,921	\$14,085,998	\$15,717,173	(\$1,631,175)	-10.4%		
13 CareerSource Brevard	\$1,088,846	\$984,154	\$1,277,869	\$3,350,869	\$3,902,221	(\$551,352)	-14.1%		
14 CareerSource Pinellas	\$1,836,043	\$1,371,234	\$1,823,667	\$5,030,944	\$5,460,855	(\$429,911)	-7.9%		
15 CareerSource Tampa Bay	\$2,543,763	\$2,885,777	\$2,631,409	\$8,060,949	\$8,804,892	(\$743,943)	-8.4%		
16 CareerSource Pasco/Hernando	\$1,299,492	\$1,217,305	\$1,187,136	\$3,703,933	\$4,020,118	(\$316,185)	-7.9%		
17 CareerSource Polk	\$1,425,275	\$1,484,947	\$1,298,109	\$4,208,331	\$4,546,645	(\$338,314)	-7.4%		
18 CareerSource Suwannee	\$1,285,201	\$1,071,918	\$1,140,806	\$3,497,925	\$4,141,364	(\$643,439)	-15.5%		
19 CareerSource Heartland	\$465,528	\$498,013	\$305,100	\$1,268,641	\$1,464,188	(\$195,547)	-13.4%		
20 CareerSource Research Coast	\$1,418,506	\$1,313,643	\$1,500,816	\$4,232,965	\$4,870,307	(\$637,342)	-13.1%		
21 CareerSource Palm Beach County	\$2,630,536	\$2,480,120	\$2,685,757	\$7,796,413	\$9,317,139	(\$1,520,726)	-16.3%		
22 CareerSource Broward	\$3,301,917	\$2,774,853	\$3,954,628	\$10,031,398	\$11,186,656	(\$1,155,258)	-10.3%		
23 CareerSource South Florida	\$7,272,231	\$6,479,160	\$6,532,535	\$20,283,926	\$22,015,021	(\$1,731,095)	-7.9%		
24 CareerSource Southwest Florida	\$2,325,650	\$2,183,309	\$2,157,024	\$6,665,983	\$7,354,851	(\$688,868)	-9.4%		
STATEWIDE TOTALS	\$41,043,493	\$41,123,641	\$39,958,789	\$122,125,923	\$137,333,906	(\$15,207,983)	-11.1%		

Program Year 2014 Welfare Transition Preliminary Regional Workforce Board Formula Allocations

REGIONAL WORKFORCE BOARDS		50% SNAP	50% WELFARE CASELOAD	RWB SHARE	HH PLANNING * ALLOCATION	FY 2014/15 FINAL ALLOCATION	FY 2013/14 FINAL ALLOCATION	DIFFERENCE	%
1	CareerSource Escarosa	189,596	4,349	0.022526104	\$1,216,745	\$1,308,265	(\$91,540)	-7.0%	
2	CareerSource Okaloosa/Walton	78,723	1,021	0.007275555	\$392,988	\$394,235	(\$1,247)	-0.3%	
3	CareerSource Chipola	53,806	904	0.005518533	\$298,086	\$264,814	\$33,272	12.6%	
4	CareerSource Gulf Coast	89,881	1,422	0.0089885271	\$485,339	\$476,006	\$9,333	2.0%	
5	CareerSource Capital Region	141,024	5,198	0.021952509	\$1,185,763	\$1,071,021	\$114,742	10.7%	
6	CareerSource North Florida	62,795	1,053	0.006435112	\$347,592	\$338,776	\$8,816	2.6%	
7	CareerSource Florida Crown	59,552	1,557	0.007581045	\$409,489	\$432,917	(\$23,428)	-5.4%	
8	CareerSource Northeast Florida	631,756	20,960	0.092184762	\$4,979,351	\$4,676,342	\$303,009	6.5%	
9	CareerSource North Central Florida	100,278	2,649	0.012837552	\$693,419	\$551,928	\$141,491	25.6%	
10	CareerSource Citrus/Levy/Marion	229,273	4,662	0.025659342	\$1,385,987	\$1,346,356	\$39,631	2.9%	
11	CareerSource Flagler/Volusia	246,223	8,002	0.035486242	\$1,916,786	\$1,821,688	\$95,098	5.2%	
12	CareerSource Central Florida	1,075,946	19,470	0.114040408	\$6,159,882	\$6,322,777	(\$162,895)	-2.6%	
13	CareerSource Brevard	189,322	3,389	0.019968688	\$1,078,606	\$1,082,835	(\$4,229)	-0.4%	
14	CareerSource Pinellas	311,977	9,535	0.043363985	\$2,342,302	\$2,212,352	\$129,950	5.9%	
15	CareerSource Tampa Bay	659,324	18,928	0.088406466	\$4,775,267	\$5,071,360	(\$296,093)	-5.8%	
16	CareerSource Pasco/Hernando	255,670	6,387	0.031759381	\$1,715,480	\$1,667,761	\$47,719	2.9%	
17	CareerSource Polk	330,757	8,435	0.041542641	\$2,243,922	\$2,188,372	\$55,550	2.5%	
18	CareerSource Suncoast	236,478	8,114	0.035216725	\$1,902,228	\$1,969,984	(\$67,756)	-3.4%	
19	CareerSource Heartland	85,179	673	0.006729244	\$363,479	\$365,983	(\$2,504)	-0.7%	
20	CareerSource Research Coast	240,757	4,862	0.027371763	\$1,478,483	\$1,569,137	(\$90,654)	-5.8%	
21	CareerSource Palm Beach County	495,385	5,806	0.044144820	\$2,384,478	\$2,292,437	\$92,041	4.0%	
22	CareerSource Broward	709,673	14,127	0.078620678	\$4,246,689	\$4,152,672	\$94,017	2.3%	
23	CareerSource South Florida	1,564,690	29,361	0.179361666	\$9,688,201	\$10,216,788	(\$528,587)	-5.2%	
24	CareerSource Southwest Florida	473,210	5,872	0.043031538	\$2,324,345	\$2,220,081	\$104,264	4.7%	
STATEWIDE TOTALS		8,511,275	188,736	1.000000000	\$54,014,907	\$54,014,907	\$0	0.0%	

*Indicates 90% Hold Harmless in Effect

Program Year 2014 Wagner-Peyser
Preliminary Regional Workforce Board Formula Allocations

	REGIONAL WORKFORCE BOARDS		RWB SHARE	PY 2014 PLANNING ALLOCATION	PY 2013 FINAL ALLOCATION	DIFFERENCE	%
	ON/ILIAN LABOR FORCE	UNEMPLOYED INDIVIDUALS					
1 CareerSource Escarosa	211,316	14,844	0.022183289	\$610,715	\$666,669	(\$56,954)	-8.4%
2 CareerSource Okaloosa/Walton	133,789	6,773	0.012763043	\$351,372	\$373,954	(\$22,582)	-6.0%
3 CareerSource Chippola	48,638	3,158	0.004979603	\$137,092	\$151,103	(\$14,011)	-9.3%
4 CareerSource Gulf Coast	101,994	6,853	0.010554859	\$290,580	\$316,606	(\$26,026)	-8.2%
5 CareerSource Capital Region	183,766	11,349	0.018529628	\$510,128	\$546,304	(\$36,176)	-6.6%
6 CareerSource North Florida	48,989	3,630	0.005234866	\$144,118	\$157,364	(\$13,246)	-8.4%
7 CareerSource Florida Crown	49,456	3,412	0.005161433	\$142,096	\$154,573	(\$12,477)	-8.1%
8 CareerSource Northeast Florida	732,635	51,267	0.076913376	\$2,114,704	\$2,275,758	(\$161,054)	-7.1%
9 CareerSource North Central Florida	144,607	7,865	0.014060824	\$387,100	\$426,552	(\$39,452)	-9.2%
10 CareerSource Citrus/Levy/Marion	204,446	16,962	0.022731846	\$525,817	\$684,559	(\$158,742)	-8.6%
11 CareerSource Flagler/Volusia	286,806	22,016	0.031020621	\$854,010	\$928,986	(\$74,976)	-8.1%
12 CareerSource Central Florida	1,199,782	82,288	0.124977081	\$3,440,670	\$3,704,275	(\$263,605)	-7.1%
13 CareerSource Brevard	264,024	20,901	0.028866004	\$794,693	\$866,785	(\$72,092)	-8.3%
14 CareerSource Pinellas	443,466	31,409	0.046679394	\$1,285,103	\$1,388,443	(\$103,340)	-7.4%
15 CareerSource Tampa Bay	634,531	44,577	0.066613044	\$1,833,884	\$1,976,607	(\$142,723)	-7.2%
16 CareerSource Pasco/Hernando	255,189	21,186	0.028380706	\$781,332	\$851,367	(\$70,035)	-8.2%
17 CareerSource Polk	273,565	22,393	0.030268830	\$833,313	\$895,578	(\$62,265)	-7.0%
18 CareerSource Suwannee	311,439	21,877	0.032693793	\$900,074	\$963,792	(\$63,718)	-6.6%
19 CareerSource Heartland	65,669	5,311	0.007234550	\$199,170	\$217,208	(\$18,038)	-8.3%
20 CareerSource Research Coast	274,468	24,750	0.031483469	\$866,753	\$918,153	(\$51,400)	-5.6%
21 CareerSource Palm Beach County	648,891	47,684	0.069145004	\$1,903,590	\$2,017,565	(\$113,975)	-5.6%
22 CareerSource Broward	1,033,081	62,632	0.103397662	\$2,852,086	\$3,058,284	(\$206,198)	-6.7%
23 CareerSource South Florida	1,336,746	110,289	0.1483229197	\$4,083,564	\$4,337,440	(\$253,876)	-5.9%
24 CareerSource Southwest Florida	545,001	39,278	0.057697878	\$1,588,446	\$1,690,230	(\$101,784)	-6.0%
STATEWIDE TOTALS	9,432,294	682,704	1.000000000	\$27,530,410	\$29,568,155	(\$2,037,745)	-6.9%

WORKFORCE ESCAROSA, INC.
EXECUTIVE COMMITTEE
ACTION ITEM
Lease – Sturdevant Street

Date: May 29, 2014

Committee Members: Scott Ginnetti, Van Mansker and Josh Durst.

Item for Discussion:

Funding for Fiscal Year 2014 -2015 is being reduced by \$728,059 in federal funding largely due to federal sequestration regulations. This is in addition to loss of \$960,094 for our current Fiscal Year 2013 -2014, for a total of \$1,688,153. For FY 2013-2014, the Youth contracts and the Welfare Transition Program had the largest cuts and most of the cuts were absorbed through staff reductions and a loss of some space in Milton. With the additional losses for FY 2014-2015, youth contracts will be cut another 16.6% and the WT program staffing levels will again need to be decreased. In addition to these reductions, administration must be reduced accordingly.

The Director and Chief Financial Officer along with Management have looked at several options, especially in light of the flooding of the Pensacola One Stop Center. Operations were required to be moved to the second floor and staff at “L” street requested that they be allowed to remain on the second floor and not have to move back to the first floor. In looking at this request and the space that is open on the second floor, it was determined that we could consolidate our administrative offices into the space at “L” street with only a small increase in the overall space that is leased there. Escarosa Management staff met with the landlord and he has agreed to this arrangement. It would require Escarosa to increase the lease at “L” street by 1,804 square feet for a total of \$28,864. There may be a small additional charge for common area on the first floor that is used to access the 2nd floor, but this should be minimal. By doing so, Escarosa will eliminate more than approximately \$65,000 by consolidation which will include reductions in rent, utilities, cleaning, travel between “L” street and Sturdevant; data lines, and some storage units. The elimination of the space and other reductions will allow funding for services to our customers to continue with minimal reductions. (See attached spreadsheet)

In the Florida General Appropriations Act, Regional Workforce Boards are authorized to break leases without obligations. The Act states, “...All leases, and performance and obligations under the leases, are subject to and contingent upon an annual appropriation by the Florida Legislature. In the event that such annual appropriation does not occur, or in the alternative, there is either a reduction in funding from the prior annual appropriation or the entity which is the lessee determines that the annual appropriation is insufficient to meet the requirements of the leases, then the lessee has the right to terminate the lease upon written notice by the lessee and the lessee shall have no further obligations under the contracts.”

Recommendation:

To approve terminating the lease at Sturdevant and increasing the lease at 3670 North "L" Street by 1,804 square feet at an additional cost of \$28,864 (it is understood that a portion of that will be prorated, may be above the \$28,864 for common space to access the 2nd floor).

WORKFORCE ESCAROSA, INC.
 CONSOLIDATING ADMINISTRATIVE OFFICES WITH PENSACOLA CAREER CENTER

FACILITY SAVINGS:

	STURDEVANT 5,068 SQ. FT.	ADDITIONAL L STREET 1,804 SQ. FT.	VARIANCE 2,068 SQ. FT.
RENT	58,032	28,864	29,168
UTILITIES	15,000		15,000
CLEANING	4,500		4,500
TELEPHONE	5,000		5,000
DATA LINES	3,852		3,852
	<u>86,384</u>	<u>28,864</u>	<u>57,520</u>

OTHER SAVINGS:

LOCAL TRAVEL		2,000
STORAGE COSTS		3,300
FLOOD INSURANCE		1,919
		<u>7,219</u>

TOTAL SAVINGS		64,739
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**WORKFORCE ESCAROSA, INC.
BOARD OF DIRECTORS
RESTRUCTURE OF COUNCILS AND EXECUTIVE COMMITTEE
ACTION ITEM**

Date: May 29, 2014

Item for Discussion:

The By-Laws require an annual review.

Workforce Escarosa, Inc., became incorporated in 1996. It began operations and implemented new programs at that time – The Workforce Investment Act (WIA) and Work and Gain Economic Security Act (WAGES) in 2000 and 1998, respectively. WAGES has since been replaced by the Welfare Transition Program in 2001. These programs and the services have been in operation for over 10 years and as such, few policy revisions and programmatic changes occur at this point in time.

Current standing committees/councils of the Board include the Career Council, Business Competitiveness Council, Youth Council, Finance Committee and Executive Committee. In discussions with several other Executive Directors, four (4) indicated they no longer have standing committees/councils except for the Youth Council (required by Federal Law) and the Executive Committee, and of course the full Board of Directors.

The Executive Director is requesting that the Board consider adopting a structure to mirror the above which would include the following:

Youth Council – as required by Federal Law

Revamp the Executive Committee which would include a change to Officers of the Board: Currently our officers include the Chair, Vice Chair and Secretary/Treasurer, and Past Chair; along with Chairs of the Standing Councils – Youth, Career, and Business. The revisions would include a Chair, Vice Chair, Treasurer and a separate Secretary, along with the Past Chair and Chair of the Youth Council. This would require a change to our By-Laws.

The Executive Committee would also act as the Finance/Audit Committee. They already act as the Personnel Committee on issues that affect Escarosa's Personnel Policies.

Recommendation:

To approve the above restructuring of the Officers, Executive Committee and revisions to the By-Laws as attached.

SUMMARY OF BY-LAW REVISIONS

May 29, 2014

Article I: Name of Organization:

The name of this organization shall be Workforce Escarosa, Inc., hereinafter referred to as Escarosa.

Shall be revised to read:

The name of this organization shall be Workforce Escarosa, Inc., dba CareerSource Escarosa; hereinafter referred to as Escarosa.

Article II – no revision

Article III: Directors: Section 2. Number. Board membership shall be in compliance with all applicable federal and state requirements, and shall not exceed forty (40) members.

Shall be revised to read:

Section 2. Number. Board membership shall be in compliance with all applicable federal and state requirements, and shall not exceed twenty-seven (27) members.

Article III: Directors: Section 7. Time of Meeting: “...Special meetings of the Board of Directors may be called by the Chairperson; or in his/her absence by the Vice Chairperson; or in the absence of both the Chairperson and Vice Chairperson - - by the Secretary/Treasurer.....”

Shall be revised to read:

Section 7. Time of Meeting: “...Special meetings of the Board of Directors may be called by the Chairperson; or in his/her absence by the Vice Chairperson; or in the absence of both the Chairperson and Vice Chairperson - - by the Secretary or Treasurer.....”

Article IV: Officers: Section 4. Secretary/Treasurer. The Secretary shall have custody of and maintain all of the corporate records including the financial records; shall review all corporate funds and financial records, shall review accounts of receipts and disbursements and render reports thereof at the meetings of the Board of Directors and whenever else required by the Board of Directors or Chairman; and shall record the minutes of all meetings of the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors or Chairman.

Shall be revised to read:

Section 4. Secretary and Treasurer. The Secretary shall review meeting minutes for submittal to the Board of Directors and shall sign all Board meeting minutes upon approval by the Board of Directions.

The Treasurer shall have access to all of the corporate records including the financial records; shall review all corporate funds and financial records, shall review accounts of receipts and disbursements and render reports thereof at the meetings of the Board of Directors, at his/her discretion; and whenever else required by the Board of Directors or Chairman.

Article VI: Committees: “The officers, past chair, and the standing Committee Chairpersons, as selected by the Chairman of the Corporation, shall constitute the Executive Committee....”

Shall be revised to read: The officers, past chair, and the standing committee *chairperson(s)*, as selected by the Chairman of the Corporation, shall constitute the Executive Committee. *The Executive Committee shall also act as the Financial/Audit Committee and Personnel Committee; and shall act on behalf of the Board in special circumstances if given the authority to do so by the Board of Directors...*

Articles VII – Article IX require no revisions.

WORKFORCE ESCAROSA, INC.

BY-LAWS

ARTICLE I

NAME OF ORGANIZATION

The name of this organization shall be Workforce Escarosa, Inc., dba CareerSource Escarosa, hereinafter referred to as Escarosa.

ARTICLE II

MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Directors of this corporation shall be held in the first or second quarter of each fiscal year; if regulations and funding permits. Due to language applied during the 2010 legislative session, the annual meeting may be waived at the discretion of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Directors shall be held when directed by the Chairman, or, in his absence, the Vice-Chairman or, in the absence of both the Chairman and Vice Chairman, upon the call of the Secretary or the Treasurer of the Corporation.

Section 3. Place. Meetings of Directors of this corporation may be held within either Escambia or Santa Rosa County.

Section 4. Notice. A notice of each meeting of Directors shall be provided to each Director at his or her address which may include e-mail addresses, as the case may be, as such appears on the records of the corporation at the time any such notice is mailed. The notice shall state the purpose of the meeting and the time and place it is to be held.

Section 5. Voting. Each Director shall be entitled to one vote upon each motion or issue placed before a meeting for decision or resolution by the vote of the Directors. No proxy votes shall be allowed. Items regarding membership contracts require a two-thirds (2/3rds) majority vote of members present when a quorum has been established. All contracts with current board members must be in compliance with the Workforce Florida, Inc., Contracting policy as Modified in August, 2011. All other action items/issues brought before the board require a simple majority vote.

Section 6. Quorum. Forty percent (40%) plus one of the Directors entitled to vote shall constitute a quorum at any Directors' meeting. Members participating by webinar/teleconferencing shall be counted present and shall be included in the count to determine a quorum. Members participating by webinar/teleconferencing shall be entitled to vote as members who are physically present at the meeting. If less than a quorum exists, the Chairman may continue the meeting for information and discussion only; or adjourn the meeting at his/her discretion with no action taken by members present.

Section 7. Attendance. The Chairman is authorized to request a replacement appointment for any member of the Board of Directors who has had unexcused absences for three or more consecutive meetings of the Board. For the purpose of this section, a member who is absent, but who is represented by a designee, shall be counted as an excused absence. The Chairman shall make the final determination whether non-attendance is excused or unexcused for all other absences of members.

ARTICLE III

DIRECTORS

Section 1. Function. The business of this corporation shall be managed and its corporate powers exercised by the Board of Directors.

Section 2. Number. Board membership shall be in compliance with all applicable federal and state requirements, and shall not exceed twenty-seven (27) members.

Section 3. Membership. The categories of membership shall be defined by the State of Florida through Workforce Florida, Inc. Board of Directors, as approved by the Governor. Members are expected to be the Chief Executive, Chief Operations Officer, Agency Head, owner of business (private sector) or other executive with substantial management or policy responsibility. Over 50% of the membership shall be from the private sector.

Section 4. Election and Term. Consistent with the Articles of Incorporation, the term of membership for each member of the Board of Directors shall commence on the 1st day of July of the year in which each such member is appointed, unless the member is appointed by the County Commissioners during the year to fill vacancies which may occur at any given point in time. Unless otherwise provided in the Articles of Incorporation, each term of membership shall be for staggered terms of one (1), two (2), or three (3) years for the initial member with three (3) year terms thereafter.

Section 5. Extensions. Upon review and approval of the Nominating Committee, the request for extensions will be sent to the Escambia or Santa Rosa County Board of Commissioners for approval.

Section 6. Vacancy. Vacancies in the Board of Directors shall be filled through the Escambia and Santa Rosa County Boards of Commissioners. Nominations for private sector members should be from general purpose business organizations. All other nominations must be by an agency, organization or non-profit corporation.

Section 7. Time of Meeting. The Board of Directors shall meet at least once per quarter. The first (1st) quarter Board of Directors meeting may be combined with the annual meeting of Directors, as provided in ARTICLE II, section 1, hereof. Special meetings of the Board of Directors may be called by the Chairperson; or in his/her absence by the Vice Chairperson; or in the absence of both the Chairperson and Vice Chairperson - - by the Secretary or Treasurer. The specific date and time for Board of Directors meetings shall be as fixed by the Board of Directors. Notice of each

meeting shall be given to each Director not less than forty-eight (48) hours before the meeting unless each Director shall waive notice thereof before, at, or after the meeting.

Section 8. Removal of a Member for Cause. Consistent with 29 U.S.C. 1512(f), a Board member may be removed from office before the expiration of his or her term for cause upon the affirmative vote of two-thirds (2/3) of the Board at a legally called Board of Directors meeting. For purposes hereof, "cause" shall be defined as:

- a. Conviction of a crime involving moral turpitude or dishonesty;
- b. An intentional and flagrant violation of Escarosa standard of conduct or any rules promulgated thereunder;

or

- c. Any conduct which 2/3 of the membership determines to be significantly detrimental to Escarosa or to the purposes and objectives of the workforce development system.

Before any final vote is taken by the Board on the question of removal or not of a Board member, such member shall first be advised in writing of the alleged cause for which his or her removal is sought no later than fifteen (15) days prior to the Board meeting, at which such final action is taken. At such meeting, the Board member sought to be removed shall be afforded the opportunity to be heard.

Section 9. Conflict of Interest of Members. The Board of Directors has elected to adopt the guidelines as issued by the U.S. Department of Labor, Training and Employment Guidance Letter (TEGL) No. 35-10, issued June 16, 2011.

ARTICLE IV

OFFICERS

Section 1. Officers. This corporation shall have a Chairman who shall be a Director. He/she shall be chosen by the Board of Directors prior to July 1st and shall serve

until his/her successor is chosen and qualifies, but shall not serve more than two, two-year terms (total of four years) in accordance with Florida Workforce Investment Act 2000. All other officers and agents shall be chosen, serve for such terms, and have such duties as may be determined by the Board of Directors.

The Board of Directors may establish additional officers for the corporation at a regular meeting of the Board of Directors or at a special meeting held for that purpose. However, in no event shall the Board of Directors establish an officer greater than that of the Chairman of the Corporation.

Section 2. Chairman. The Chairman shall be the chief elected officer of the corporation, shall have general oversight of the business and affairs of the corporation subject to the directives of the Board of Directors and shall preside at all meetings of the Board of Directors.

Section 3. Vice-Chairman. The Vice-Chairman shall, in the absence and inability of the Chairman to serve, exercise and discharge all the powers and duties of the Chairman and act in the Chairman's stead.

Section 4. Secretary and Treasurer. The Secretary shall review meeting minutes for submittal to the Board of Directors and shall sign all Board meeting minutes upon approval by the Board of Directions.

The Treasurer shall have access to all of the corporate records including the financial records; shall review all corporate funds and financial records, shall review accounts of receipts and disbursements and render reports thereof at the meetings of the Board of Directors, at his/her discretion; and whenever else required by the Board of Directors or Chairman.

ARTICLE V

STAFF

The corporation may hire or lease staff to serve the specific needs of the corporation.

ARTICLE VI

COMMITTEES

The officers, past chair, and the standing Committee Chairperson(s), as selected by the Chairman of the Corporation, shall constitute the Executive Committee. The Executive Committee shall act as the Financial/Audit Committee and Personnel Committee, and shall act on behalf of the Board for special circumstances if given the authority to do so by the Board of Directors. The Chairman may appoint all Committees for the proper management of the business of the corporation. The Chairpersons of all Committees shall be members of the Board of Directors. Other Committee members must be members of the Board of Directors, except in the case of the Youth Development Council which includes Board of Directors and non-Board of Directors as members.

Each Committee shall meet at least bi-annually or as required to conduct business, and report to the Board of Directors at the next scheduled Board of Director's meeting.

The work, duties, and functions of each such Committee shall be as prescribed by the Board of Directors.

ARTICLE VII

SEAL

Escarosa does not have a corporate seal; therefore this section is inapplicable.

ARTICLE VIII

AMENDMENT

These By-laws may be amended solely by the affirmative vote of at least one vote more than 50% of the entire membership of the Board of Directors at any meeting duly and properly called.

ARTICLE IX

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 and end on June 30 of the next ensuing year.

Section 2. Annual Review of By-laws. The Executive Committee shall at least annually review these By-laws and report thereon to the Board of Directors.

WORKFORCE ESCAROSA, INC.

Chairman

Attest:

Secretary

Revised: May 29, 2014

WORKFORCE ESCAROSA, INC.

BY-LAWS

ARTICLE I

NAME OF ORGANIZATION

The name of this organization shall be Workforce Escarosa, Inc., hereinafter referred to as Escarosa.

ARTICLE II

MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Directors of this corporation shall be held in the first or second quarter of each fiscal year; if regulations and funding permits. Due to language applied during the 2010 legislative session, the annual meeting may be waived at the discretion of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Directors shall be held when directed by the Chairman, or, in his absence, the Vice-Chairman or, in the absence of both the Chairman and Vice Chairman, upon the call of the Secretary or the Treasurer of the Corporation.

Section 3. Place. Meetings of Directors of this corporation may be held within either Escambia or Santa Rosa County.

Section 4. Notice. A notice of each meeting of Directors shall be provided to each Director at his or her address which may include e-mail addresses, as the case may be, as such appears on the records of the corporation at the time any such notice is mailed. The notice shall state the purpose of the meeting and the time and place it is to be held.

Section 5. Voting. Each Director shall be entitled to one vote upon each motion or issue placed before a meeting for decision or resolution by the vote of the Directors. No proxy votes shall be allowed. Items regarding membership contracts require a two-thirds (2/3rds) majority vote of members present when a quorum has been established. All contracts with current board members must be in compliance with the Workforce Florida, Inc., Contracting policy as Modified in August, 2011. All other action items/issues brought before the board require a simple majority vote.

Section 6. Quorum. Forty percent (40%) plus one of the Directors entitled to vote shall constitute a quorum at any Directors' meeting. Members participating by webinar/teleconferencing shall be counted present and shall be included in the count to determine a quorum. Members participating by webinar/teleconferencing shall be entitled to vote as members who are physically present at the meeting. If less than a quorum exists, the Chairman may continue the meeting for information and discussion only; or adjourn the meeting at his/her discretion with no action taken by members present.

Section 7. Attendance. The Chairman is authorized to request a replacement appointment for any member of the Board of Directors who has had unexcused absences for three or more consecutive meetings of the Board. For the purpose of this section, a member who is absent, but who is represented by a designee, shall be counted as an excused absence. The Chairman shall make the final determination whether non-attendance is excused or unexcused for all other absences of members.

ARTICLE III

DIRECTORS

Section 1. Function. The business of this corporation shall be managed and its corporate powers exercised by the Board of Directors.

Section 2. Number. Board membership shall be in compliance with all applicable federal and state requirements, and shall not exceed forty (40) members.

Section 3. Membership. The categories of membership shall be defined by the State of Florida through Workforce Florida, Inc. Board of Directors, as approved by the Governor. Members are expected to be the Chief Executive, Chief Operations Officer, Agency Head, owner of business (private sector) or other executive with substantial management or policy responsibility. Over 50% of the membership shall be from the private sector.

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OFFICERS

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Section 3. Vice-Chairman. The Vice-Chairman shall, in the absence and inability of the Chairman to serve, exercise and discharge all the powers and duties of the Chairman and act in the Chairman's stead.

Section 4. Secretary/Treasurer. The Secretary shall have custody of and maintain all of the corporate records including the financial records; shall review all corporate funds and financial records, shall review accounts of receipts and disbursements and render reports thereof at the meetings of the Board of Directors and whenever else required by the Board of Directors or Chairman; and shall record the minutes of all meetings of the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors or Chairman.

ARTICLE V

STAFF

The corporation may hire or lease staff to serve the specific needs of the corporation.

ARTICLE VI

COMMITTEES

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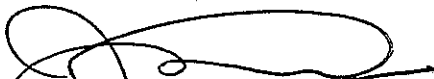
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WORKFORCE ESCAROSA, INC.



Jay Overman, Chairman

Attest:



Joshua Durst, Secretary

Revised: September 26, 2013