

**BY-LAWS  
OF  
WORKFORCE ESCAROSA, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I.**

**IDENTIFYING INFORMATION**

**Section 1. Name**

The name of this organization shall be Workforce Escarosa, Inc., doing business as CareerSource Escarosa, (a not-for-profit corporation), hereinafter referred to as Escarosa.

**Section 2. Area of Service**

The area to be served by Escarosa and all programs under its jurisdiction shall be Escambia and Santa Rosa County, in the State of Florida, which composes Florida Workforce Development Region One (1) as designated by the Governor of the State of Florida.

**Section 3. Location**

Escarosa shall maintain offices within the geographical confines of Escambia and Santa Rosa County, Florida.

**ARTICLE II.**

**STATEMENT OF PURPOSE**

The purpose of Escarosa shall be to:

1. Provide policy, fiscal and program guidance for all workforce development activities under Federal, State and local initiatives, as appropriate.
2. Carry out all other functions as specified in Federal, State or local law or ordinance.
3. Seek out, apply for and administer other independent grants for the furtherance of the Board's mission.

**ARTICLE III.**

**BOARD MEMBERSHIP AND COMPOSITION**

**Section 1. Representation.** The Board's membership shall be generally representative of the population of the service area. The membership shall be based on the diversity of the economic and demographic composition of the counties to assure equitable representation.

**Section 2. Categories of Membership.** The categories of membership shall be defined by the State of Florida through CareerSource 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 fifty percent (50%) of the membership shall be from the private sector.

Pursuant to Public Law No. 113-128, Title I, sec. 107(b) and Florida Statutes, Title XXXI, Chapter 445.007(1), the Board shall include members from the following categories:

**A. Business**

A majority of the local board members must represent businesses in the local area as individuals who:

- a. Are owners of a business, chief executive or chief operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
- b. Represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area (at least two representatives of small businesses must be included); and
- c. Are appointed from individuals nominated by local business organizations and business trade associations.

A small business shall be defined as a private, for-profit enterprise employing fewer than 250 people.

**B. Labor/Apprenticeships**

Not less than 20 percent of the members must be representatives of the workforce within the local area who:

- a. Include at least two representatives of labor organizations nominated by local labor federations. For a local area in which no employees are represented by such organizations, at least two other representatives of employees will be included.
- b. Include at least one representative of a labor organization or a training director from a joint labor-management apprenticeship program. If no such joint program exists in the area, at least one representative of an apprenticeship program in the area, if such a program exists.
- c. May include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or provide/support competitive integrated employment for individuals with disabilities.
- d. May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives or organizations that serve out-of-school youth.

### **C. Education**

Each local board must include representatives of entities administering education and training activities in the local area who:

- a. Include a representative of eligible providers administering adult education and literacy activities under Title II of the Workforce Innovation and Opportunity Act.
- b. Include a representative of institutions of higher education providing workforce investment activities (including community colleges).
- c. Include a private education provider, if a public education or training provider is represented on the board. The CareerSource Florida Board of Directors may waive this requirement if requested by a Local Workforce Development Board if it is demonstrated that such representative does not exist in the local area.
- d. May include representatives of local educational agencies and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.

When there is more than one institution in each of the types of educational entities listed above, nominations are solicited from representatives of each of these entities.

### **D. Governmental/Economic/Community Development**

Each local board must include representatives of economic and community development as well as governmental entities serving the local area who:

- a. Represent economic and community development entities serving the local area.
- b. Represent Vocational Rehabilitation serving the local area.
- c. May represent agencies or entities serving the local area relating to transportation, housing, and public assistance.
- d. May represent philanthropic organizations serving the local area.

### **E. Other Entity Representation**

Each local board may include other individuals or representatives of entities determined by the Chief Local Elected Official in the local areas to be appropriate.

Members of the local board may be appointed as representatives of more than one entity if the individual meets all the criteria for representation.

**Section 3. Appointment of Board Members.** The Chief Local Elected Official in the local area is authorized to appoint the members of the local board who meet the criteria in accordance with WIOA sec. 107(b)(2). The Chief Local Elected Officials may not delegate the responsibility of appointing members to the local board to the executive director or to staff. When a local area includes more than one unit of local government, the Chief Local Elected Officials of such units may execute an agreement that specifies the respective roles of the individual Chief Local Elected Officials regarding:

- a. The selection, appointment, removal or reappointment of the members of the local board from the individuals nominated or recommended to be such members; and
- b. Carrying out any other responsibilities assigned to such officials in accordance with

the Workforce Innovation and Opportunity Act.

If after a reasonable effort the Chief Local Elected Officials are unable to reach agreement, the Governor may appoint the members of the local board from individuals so nominated or recommended.

Upon appointment to the local board, members must be educated about and acknowledge state and local conflict-of-interest policies.

Local boards must adopt and abide by a conflict-of-interest policy that ensures compliance with federal and state laws, rules and regulations and applicable state policies.

Private sector recommendations for appointments shall be made from among nominees solicited from general purpose business organizations in the counties (e. g. Chambers of Commerce, FloridaWest, Santa Rosa Economic Development Council).

All Labor representatives shall be nominated by local labor federations.

Non-private sector recommendations for appointment shall be made from among nominees solicited from interested organizations within the counties.

Appointments to replace members or to fill vacancies shall be made in the same manner as the initial appointments.

**Section 4. Board Member Recruiting, Vetting and Nomination.** The Local Workforce Development Board, in consultation with the Chief Local Elected Officials, must develop and implement written processes and procedures for recruiting, vetting and nominating Local Workforce Development Board members. The qualifications of Local Workforce Development Board members must be documented, align with the requirements of the Workforce Innovation and Opportunity Act, and be compliant with all federal and state laws, rules and regulations, and applicable state policies. Documentation supporting the recruitment, vetting and nomination process, including names of nominating organizations and names of all candidates and their qualifications, must be retained for not less than five (5) years.

In addition to criteria as outline in CareerSource Florida Administrative Policy Number 091, the members of the board shall represent diverse geographic areas within the local area. The importance of minority and gender representation must be considered when making appointments to the local board.

Private sector membership is “balanced” by counties. The Chief Executive Officer will contact nominating organizations (professional organizations) from the county where a

vacancy will occur/has occurred of the vacancy. The nominating organization will contact business leaders in their county (in targeted membership sectors) to solicit nominations. As part of the recruitment/nomination process, a Board Profile Sheet will be completed by each nominee. The general purpose business organization will use the Board Profile Sheet in their process for consideration and selection of a nominee. The general purpose business organization will submit their recommended nominee(s) to the CareerSource Escarosa Board of Director for review and selection prior to submitting to the Chief Local Elected Official for appointment consideration.

Public sector membership will generally be “agency based” and therefore requests for nominees are directed to the agency head for either self-nomination or a designee. These nominations will be submitted to the Chief Local Elected Official for appointment.

**Section 4. Disclosure of Financial Interest.** Each member of the Board who is not otherwise required to file a full and public disclosure of financial interests pursuant to sec. 8, Article. II of the State Constitution or sec. 112.3144 shall file a statement of financial interests pursuant to sec. 112.3145.

#### **ARTICLE IV.**

#### **MEETINGS OF DIRECTORS**

**Section 1. Meetings.** The Board shall meet every quarter or as called by the Chair, but in no event shall the Board meet less than four (4) times per year.

Special meetings of the Directors shall be held when directed by the Chair, or, in his/her absence, the Vice Chair or, in the absence of both the Chair and Vice Chair, upon the call of the Secretary/Treasurer of the Corporation.

**Section 2. Place.** Meetings of Directors of this Corporation may be held within either Escambia or Santa Rosa County.

**Section 3. Notice.** A notice of each meeting of Directors shall be provided at least seven (7) calendar days prior to the scheduled meeting to each Director at his/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, date, time, and place it is to be held. All meetings of the Board and its committees shall be open to the public.

**Section 4. 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. All action items brought before the board require a simple majority vote. No proxy votes shall be allowed. Items regarding related party 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 CareerSource Florida, Inc., contracting policy.

**Section 5. Quorum.** Fifty percent (50%) plus one of the Directors entitled to vote shall constitute a quorum at any Directors' meeting. Members participating by webinar/teleconferencing/virtual/online shall be counted present and shall be included in the count to determine a quorum. Members participating by webinar/teleconferencing/virtual/online shall be entitled to vote as members who are physically present at the meeting. If less than a quorum exists, the Chair 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 6. Attendance.** The Chair 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. The Chair shall make the final determination whether non-attendance is excused or unexcused for all absences of members.

## **ARTICLE V.**

### **TRAINING NEEDED FOR BOARD MEMBERS**

Members appointed to the LWDB are required to participate in orientation and annual training to ensure they understand the purpose of their participation on the LWDB. The purpose of orientation and training is to provide LWDB members with information that empowers them to effectively serve as a board member. The LWDB is expected to take all reasonable steps necessary to encourage attendance by the CLEO at board member orientation and training.

**Section 1. New LWDB Member Training.** All new board members, within six months of appointment, will complete a new board member orientation. The board shall develop board member orientation for board members, which will cover at a minimum:

- a) Overview of WIOA;
- b) Overview of the workforce development system and structure;
- c) The state's workforce development system goals and strategies;
- d) The purpose of the LWDB;
- e) LWDB composition, including required members and areas of representation;
- f) Roles and responsibilities of the CLEO, fiscal agent, LWDB, LWDB chairperson, and LWDB executive director and staff;
- g) Required partners and programs;
- h) How the workforce system is funded;
- i) Performance requirements;
- j) Sunshine law requirements; and
- k) Conflict of interest policy and disclosure of potential conflicts of interest.

**Section 2. Annual Training Requirements.** Board members will complete an annual refresher training to remind them of the purpose of their appointment as a member to the LWDB. The annual training will include at a minimum:

- a) The state's workforce development goals and strategies;
- b) The purpose of the LWDB;
- c) Roles and responsibilities of the CLEO, fiscal agent, LWDB, LWDB chairperson, and LWDB executive director and staff;
- d) How the workforce system is funded;
- e) Performance requirements;
- f) Sunshine law requirements; and
- g) Conflict of interest policy.

New member orientation and refresher training may be offered in-person and/or virtually at the local area's discretion. The LWDB must retain and, provide to DEO upon request, attendance records of participants and the dates of completion. New board members completing the board member orientation are not required to complete the annual refresher training in the same year they become a new member.

## **ARTICLE VI.**

### **DIRECTORS**

**Section 1. Authority of Board Members.** Members of the board who represent organizations, agencies, or other entities must be individuals with optimum policymaking authority within the organizations, agencies or entities.

**Section 2. Function.** The business of this Corporation shall be managed and its corporate powers exercised by the Board of Directors.

**Section 3. Number.** Board membership shall be in compliance with all applicable federal and state requirements, and shall not exceed twenty-five (25) members.

**Section 4. Election and Term.** The term of membership for each member of the Board of Directors shall commence on the first day of appointment by a local Board of County Commissioners. Each term of membership shall be for four (4) years for private sector members. Each member shall serve staggered terms and may not serve for more than eight (8) consecutive years unless the member is a representative of a government entity. Service in a term of office which commenced before July 1, 2021, does not count toward the 8-year limitation. Legislatively-required members are not subject to term limits.

**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 County Commissioners for approval.

**Section 6. Vacancies.** Board vacancies must be filled within a reasonable amount of time, but no more than 12 months from the vacancy occurrence. Vacancies in the Board of Directors shall be filled through the Escambia and Santa Rosa County Boards of County Commissioners, and nominations for private sector members should be from general purpose business organizations. All legislatively-required members must be appointed by the representative agency, organization or non-profit corporation.

**Section 7. Time of Meeting.** The Board of Directors shall meet at least once per quarter. 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. Special or emergency meetings of the Board of Directors may be called by the Chair; or in his/her absence by the Vice Chair; or in the absence of both the Chair and Vice Chair - - by the Secretary/Treasurer with no less than twenty-four (24) hour notice.

**Section 8. Removal of a Member for Cause.** A Board member may be removed from office before the expiration of his/her term for cause upon the affirmative vote of two-thirds (2/3rds) 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 two-thirds (2/3rds) 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/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.

Members who no longer hold the position or status that made them eligible appointees must resign or be removed by the Chief Local Elected Officials.

The Governor and Chief Local Elected Officials may remove members of the Board, and its Executive Director or the designated person responsible for operational and administrative functions for the board for cause.

**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



## **ARTICLE VII.**

### **OFFICERS**

**Section 1. Officers.** This Corporation shall have a Chair and Officers who shall be Directors representing a private sector business. The Chair shall be chosen by the Board of Directors prior to July 1<sup>st</sup> 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 shall be recommended by a Nominating Committee and approved by the Board of Directors for two (2) year terms. In order to sustain continuity of leadership, there will be a progression from offices to Chair: Vice Chair to Chair; Secretary/Treasurer to Vice Chair, etc.

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 Chair of the Corporation.

**Section 2. Chair.** The Chair is elected by the members of the local board and must be one of the business representatives on the local board. Local Workforce Development Board Chair requirements can be found in Administrative Policy 110 – Local Workforce Development Area and Board Governance.

The Chair 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. The Board's Chair shall also serve as Chair of the Executive Committee.

**Section 3. Vice-Chair.** The Vice Chair shall, in the absence and inability of the Chair to serve, exercise and discharge all the powers and duties of the Chair and act in the Chair's stead. The Vice Chair may serve as the Chair of any standing committee/council or ad-hoc committee.

**Section 4. Secretary/Treasurer.** The Secretary/Treasurer shall review meeting minutes for submittal to the Board of Directors and shall sign all Board meeting minutes upon approval by the Board of Directors. In addition, this Officer shall have access to corporate records, including the financial records; shall review all corporate funds and financial records; and shall review accounts of receipts and disbursements and render reports thereof at the meetings of the Board of Directors.

## **ARTICLE VIII.      ANNUAL REVIEW OF THE CHIEF EXECUTIVE OFFICER (CEO)**

The Board of Directors will conduct regular performance reviews, at a minimum annually, for the chief executive officer. Performance reviews will, at a minimum, include the local area performance in the federal and state programs administered by the LWDB, and state-issued letter grades.

Additionally, performance reviews will evaluate the chief executive officer's effectiveness in:

- a) Ensuring workforce investment activities are carried out in the local area enable the local area to meet the corresponding performance accountability measures and achieve fiscal integrity as defined in WIOA sec. 106( e)(2).
- b) Meeting the functions outlined in Section VI.A.5. (Local Workforce Development Board Executives) of this policy.

The annual performance review will be completed and reviewed by the Board prior to its annual meeting, and provided annually for review by the CLEOs no later than its annual meeting.

## **ARTICLE IX                                      STAFF**

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

## **ARTICLE X.                                      COMMITTEES**

Executive Committee: The Chair, Vice Chair, Secretary/Treasurer, Immediate Past Chair and one Member at Large, shall constitute the Executive Committee. The Executive Committee shall act as the Finance/Audit Committee.

The Executive Committee shall have the power to act on behalf of the Board of Directors on all matters between meetings when time is of the essence. The actions of the Executive Committee are subject to ratification by the full Board of Directors. The Executive Committee shall also have such other powers as authorized by the Board of Directors.

The Chair may appoint committees as needed for the proper management of the business of the Corporation. The Chairs of all committees shall be members of the Board of Directors. Other committee members must be members of the Board of Directors.

Each committee shall meet as required to conduct business and report to the Board of Directors at the next scheduled Board of Directors meeting.

The work, duties, and functions of each such committee shall be prescribed by the Board of Directors according to business needs.

## ARTICLE XI.

### CERTIFICATION OF LOCAL WORKFORCE DEVELOPMENT BOARDS

**Section 1. Certification.** Once every two years, one Local Workforce Development Board must be certified for each local area in the state, based on the criteria described in the Workforce Innovation and Opportunity Act sec. 107(b). For a second or subsequent certification, certification must also be based on the extent to which the local area ensures workforce investment activities carried out in the local area enabled the local area to meet the corresponding performance accountability measures and achieve fiscal integrity as defined in Workforce Innovation and Opportunity Act sec. 106(e)(2).

The CareerSource Florida Board of Directors shall recertify boards every two years. The Department of Economic Opportunity, in consultation with the CareerSource Florida Board of Directors, will issue instructions to the Local Workforce Development Boards for certification. Local Workforce Development Boards will submit certification documents to the Department of Economic Opportunity. Upon satisfactory review of a Local Workforce Development Board's certification documents, Department of Economic Opportunity will provide a recommendation on certification to the CareerSource Florida Board of Directors. At the appropriate time intervals, instructions will be issued to Local Workforce Development Boards about the certification process, to include documentation requirements.

**Section 2. Failure to Achieve Certification.** Failure of a Local Workforce Development Board to achieve certification shall result in appointment and certification of a new local board for the local area pursuant to the Workforce Innovation and Opportunity Act sec. 107(c)(1). Administrative Policy 104 – Sanctions for Local Workforce Development Boards' Failure to Meet Federal and State Standards details the actions the CareerSource Florida Board of Directors and Department of Economic Opportunity may take if a Local Workforce Development Board fails to meet this standard.

**Section 3. Decertification of Local Workforce Development Boards.** The Governor may decertify a Local Workforce Development Board in accordance with the Workforce Innovation and Opportunity Act Sec. 107(c)(3), as further prescribed in Administrative Policy 104, Sanctions for Local Workforce Development Boards' Failure to Meet Federal and State Standards.

## ARTICLE XII.

### SEAL

Escarosa does not have a Corporate seal.

### ARTICLE XIII.

### AMENDMENTS

These By-laws may be amended solely by the affirmative vote of at least one vote more than fifty percent (50%) of the members present at any Board of Directors' meeting.

### ARTICLE XIV.

### MISCELLANEOUS

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

**Section 2. Annual Review of By-laws.** These By-laws will be reviewed annually by a committee of the Board of Directors. The committee will present changes to the Board of Directors for approval. Statutory changes will require Board of Directors acceptance.

### ARTICLE XV.

### DEFINITIONS

1. **Small business** is defined by the Small Business Administration.
2. **Economic agency** is defined as including a local planning or zoning commission or board, a community development agency, or another local agency or institution responsible for regulating, promoting, or assisting in local economic development.
3. **For cause** includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, gross mismanagement, waste or lack of performance.
4. **Persons with optimum policy-making authority** is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.

WORKFORCE ESCAROSA, INC.  
Db a CareerSource Escarosa

*Lloyd Reshard*

---

Lloyd Reshard, Chair

Attest:

*Douglas Brown*

---

Douglas Brown, Secretary

Revised: January 30, 2025

**By-Laws Revision History**

<b>Date</b>	<b>Description</b>
January 30, 2025	Revisions approved by CareerSource Escarosa Board of Directors
April 18, 2024	Revisions approved by CareerSource Escarosa Board of Directors
November 3, 2023	Revised and approved by CareerSource Escarosa Board of Directors
November 16, 2022	Revised and approved by CareerSource Escarosa Board of Directors
March 17, 2022	Revised and approved by CareerSource Escarosa Board of Directors
September 16, 2021	Action by Executive Committee ratified by CSE Board of Directors
August 27, 2021	Revised and approved by CareerSource Executive Committee
May 6, 2021	Revised and approved by CareerSource Escarosa Board of Directors
September 19, 2019	Annual Review by CareerSource Escarosa Board of Directors
July 19, 2018	Revised and approved by CareerSource Escarosa Board of Directors
August 4, 2017	Revised and approved by CareerSource Escarosa Board of Directors
July 21, 2016	Revised and approved by CareerSource Escarosa Board of Directors
September 26, 2013	Revised and approved by CareerSource Escarosa Board of Directors
October 20, 2011	Revised and approved by CareerSource Escarosa Board of Directors