

**THE AMENDED
BYLAWS OF
WORKFORCE FLORIDA, INC.**

**ARTICLE I - NAME, INCORPORATION, TAX EXEMPT STATUS,
PURPOSES AND POWERS**

Section 1.1. Name. The name of this Corporation shall be Workforce Florida, Inc., and shall from time to time be referred to as **"WORKFORCE FLORIDA"**.

Section 1.2. Incorporation. The Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida.

Section 1.3. Tax Exempt Status. The Corporation is intended to be an organization which is exempt from federal income taxation under Code Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

Section 1.4. Mission and Purposes. The primary mission and purposes for which this Corporation is formed are:

- A. To act as the principal workforce policy organization for the State of Florida.
- B. To design and implement strategies that help Floridians enter, remain in and advance in the workplace, becoming more highly skilled and successful, benefiting these Floridians, Florida businesses and the entire state, and to assist in developing the state's business climate.
- C. To assess, on an ongoing basis, Florida's workforce competitiveness as measured against other locations, to identify and regularly reevaluate Florida's workforce development strengths and weaknesses, and to incorporate such information into the strategic planning process of this Corporation.
- D. To incorporate the needs of small and minority businesses into the workforce development responsibilities assigned to the organization.
- E. Notwithstanding to the contrary, this Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Section 1.5. Powers. The Corporation shall have and exercise all rights and powers that may be stated in its Articles of Incorporation, Bylaws, and as permitted by the laws of the State of Florida for not-for-profit corporations, including, but not limited to, the power to do all acts necessary or proper for the administration of its affairs and the attainment of its purposes, provided, however, that when dealing directly with the State of Florida, the exercise of said rights and powers by the Corporation shall not be inconsistent with the provisions of the "Workforce Innovation Act of 2000," Fla. Stat. §445.004(5) and amendments thereto.

ARTICLE II - OFFICES

Section 2.1. Principal Office. The principal office of this Corporation in the State of Florida shall be located in the County of Leon.

Section 2.2. Other Offices. The Corporation may establish additional offices, as the Board of Directors may from time to time determine.

ARTICLE III - LIMITATIONS OF METHODS

Section 3.1. Limitation of Methods. The Corporation shall be non-partisan, non-sectional and non-sectarian and shall take no part or lend its influence or facilities to the nomination, election, or appointment of any candidate for public office.

ARTICLE IV - DIRECTORS

Section 4.1. Function. The Board of Directors is vested with the management of the business and affairs of the Corporation, and all corporate powers shall be exercised by or under the authority of the Board subject to law, the Articles of Incorporation and these Bylaws, and, when dealing directly with the State of Florida, the provisions of Fla. Stat. §445.004.

Section 4.2. Structure of the Board. The Board of Directors shall consist of appointed members and statutorily designated members. The number of members and the appointment of each member to the Board of Directors shall be determined and appointed by the Governor. However, the Board's membership and appointments

must be consistent with Pub. L. No. 105-220, Title I, s. 111(b). Private sector appointments to the Board shall constitute a majority of the membership of the Board and be representative of the business community of this state; no fewer than one-half of the appointments to the Board must be representative of small businesses and at least five members must have economic development experience.

Section 4.3. Term of Office-Appointed Directors. Members appointed by the Governor shall be appointed for terms of three (3) years, shall serve at the pleasure of the Governor, and may serve no more than two terms. However, in order to establish staggered terms for board members, the Governor shall appoint or reappoint one-third of the board members for 1-year terms, one-third of the board members for 2-year terms, and one-third of the board members for 3 year terms beginning July 1, 2005. Following that date, the Governor shall appoint or reappoint board members for 3-year terms exclusively, except that, when a board member is replaced before the end of a 3-year term, the replacement shall be appointed to serve only the remainder of that term, after which the replacement may be appointed for one more or two more full 3-year terms.

Section 4.4. Appointment and Term. The commencement and termination of the terms of the appointed Directors shall coincide with the fiscal year of the Corporation.

Section 4.5. Vacancies. Appointed representatives shall be appointed from nominations received by the Governor including, but not limited to, those nominations made by the President of the Senate and Speaker of the House of Representatives. A vacancy on the Board of Directors shall be filled for the remainder of the unexpired term pursuant to Section 4.3 Section 4.6.

Section 4.6. Removals. Appointed members of the Board of Directors may be removed for cause by the Governor. An appointed director's absence from three (3) consecutive regular Board of Directors meetings shall result in automatic removal of said appointed director from the Board. If a statutorily designated director shall miss three (3) consecutive regular Board of Directors meetings, such Board member shall receive a letter from the Chair advising of the provision.

Section 4.7. Meetings. The Board of Directors shall meet at a place provided for by administration of the Corporation, or by

resolution of the Board. The Board of Directors shall hold the following types of meetings:

- A. Regular Meetings. Regular meetings of the Board shall be held on a quarterly basis each year.
- B. Special Meetings. Special meetings of the Board may be called by the Chair of the Board.
- C. Both Regular and Special meetings as well as committees, subcommittees and other subdivisions may use any method of telecommunications to conduct meetings, including establishing a quorum through telecommunications, provided that the public is given proper notice of the telecommunications meeting and is given reasonable access to observe and, when appropriate, participate.

Section 4.8. Quorum and Voting. A majority of the total current membership of the Board of Directors shall constitute a quorum for a meeting of the Board of Directors. Members described in Pub. L. No. 105-220, Title I, s. 111(b)(1)(C)(vi) shall be nonvoting members; however, any such member's attendance shall be counted towards constituting a quorum. A majority of those voting is required to organize and conduct the business of the Board, except that a majority of the entire Board of Directors is required to adopt or amend the bylaws.

Section 4.9. Notice of Meetings. Written or printed notice stating the place, the day and hour of said meeting of members, and the purpose or purposes of the meeting shall be stated in the notice. Said notice shall be in compliance with any and all notice and procedural requirements of the Sunshine Law, and shall be delivered personally, by mail, by electronic mail, or by facsimile, to each member entitled to vote at such meeting, not less than seven (7) nor more than forty-five (45) days prior to the date of such meeting, by or at the request of the Chair of the Board of Directors, or the President if the Board of Directors is calling the meeting. In case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed deliverable when deposited in the United States mail, postage prepaid, addressed to the member at his address as it appears on the records of the Corporation at the time of mailing.

Section 4.10. Compensation. Members of the Board of Directors shall serve

without compensation, but members, the president, and staff may be reimbursed for all reasonable, necessary, and actual expenses, as determined by the Board of Directors pursuant to Fla. Stat. §112.061.

Section 4.11. Powers. Except as otherwise provided in the Articles of Incorporation, statute, Pub. L. No. 105-220 or by the Governor, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, designate by resolution.

Section 4.12. Common Trust Funds. The Board of Directors may, by resolution from time to time duly adopted, establish one or more common trust funds for the purpose of furnishing investments to the Corporation, or to any organization for any purpose permitted exempt organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time, or to any organization, society, or corporation holding funds or property for the benefit of any of the foregoing institutions whether holding such funds or property as fiduciary or otherwise, subject to such terms and conditions as are set forth in the Articles of Incorporation of this Corporation and by law.

Section 4.13. Indemnification of Officers and Directors. To the extent permitted by and in accordance with the provisions of Florida law, the Corporation may indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter been a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his/her own negligence or willful misconduct.

The rights accruing to any person under the foregoing provisions of this Section shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

Section 4.14. Duties. In addition to all customary duties to be carried out by the Board of Directors, as set forth herein and as provided by law, the duties of the Board of Directors of this Corporation shall include:

- A. Annually establishing, reviewing, and/or amending performance goals for the Corporation designed to fulfill the mission of the Corporation to create more high quality jobs and develop a higher quality of life for all Floridians.
- B. Assisting in the coordination of the State of Florida's workforce development efforts.
- C. The Board of Directors of Workforce Florida, Inc., and its officers shall be responsible for the prudent use of all public and private funds and shall ensure that the use of each fund is in accordance with all applicable laws, Bylaws, or contractual requirements.
- D. In the performance of its functions and duties, the Board of Directors may establish and implement policies, strategies and programs for Workforce Florida, Inc. These policies, strategies, and programs shall promote workforce development, which shall lead to more and better jobs with higher wages for all geographic regions and communities of the state, including rural and urban-core areas, and for all residents.
- E. Except as delegated or authorized by the Board of Directors, individual members have no authority to control or direct the operations of Workforce Florida, Inc., or the actions of its officers and employees, including the President.

Section 4.15. Public Disclosure. Each Director of the Corporation who is not otherwise required to file financial disclosure pursuant to §8, Article II of the State of Florida Constitution, or Fla. Stat. §112.3144, shall file disclosure of financial

interests pursuant to Fla. Stat. §112.3145.

Section 4.16. Chair of the Board. The Chair of the Board shall be a board member designated by the Governor of the State of Florida pursuant to Pub. L. No. 105-220. The Chair shall exercise general supervision and control over all activities of the Corporation and shall preside at all meetings of directors. The Chair may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws, by resolution, or by law to some other officer as may be prescribed by the Directors.

Section 4.17. Permanent Designees. Those board members who are statutorily designated members of the Board pursuant to Pub. L. No. 105-220, Title I, s.111(b)(1), subsections (A), (C)(vi) and (C)(vii), may, at the board member's discretion, appoint a permanent designee to serve on the Board in the board member's absence, subject to the Board's acceptance of the designee by regular vote. The board member shall retain the right to attend and vote (except for those non-voting members pursuant to Section 4.8) at any and all regular meetings, but the permanent designee, once accepted by the Board, may, in the board member's absence, attend and vote (except for those non-voting members pursuant to Section 4.8) at any and all meetings and such attendance and vote shall be as if the board member attended and voted himself/herself for all By-Law attendance and voting requirements, including, but not limited to, establishing a board quorum. Consistent with Pub. L. No. 105-220, Title I, s. 111(b)(2), permanent designees shall be individuals with optimum policymaking authority within the organization, agency or entity that the designee represents.

ARTICLE V - OFFICERS

Section 5.1. Elected and Appointed Officers. The Officers of the Corporation shall consist of a President, a Secretary and a Treasurer, designated by the Board. The Board of Directors or the President may also appoint such other Officers as the Board may deem appropriate.

Section 5.2. Duties. The Officers of the Corporation shall have the following duties:

A. President. The President of the Corporation shall be hired by the Board of Directors and shall serve at the pleasure of the Governor in the capacity of an Executive Director and Secretary of the Corporation. The Chair of the Board of Directors shall establish and adjust the compensation of the President. The President is the chief administrative and operational officer of the Board of Directors and of Workforce Florida, Inc., and shall direct and supervise the administrative affairs of the Board of Directors and any other boards of Workforce Florida, Inc. The Board of Directors may delegate to its President those powers and responsibilities it deems appropriate, except for the appointment of a President. The President shall have authority to hire and terminate all employees and to determine their compensation within approved budget limitations. The President shall have overall responsibility for the development, planning and implementation of the workforce development program for the Corporation in accordance with policies established by the Board of Directors. The President shall establish staff policies, participate in the preparation of annual budgets, engage the services of outside professionals, and otherwise attend to the day-to-day operation of the Corporation and carry out the instructions of the Board of Directors. The President may also be designated by the Board of Directors as the Secretary of the Corporation. The President shall keep a record of the proceedings of the Board of Directors and is the custodian of all books, documents, and papers filed with the Board of Directors, the minutes of the Board of Directors, and the official seal of Workforce Florida, Inc. The President shall be under a signed employment contract with the Corporation and shall be a salaried employee of the Corporation.

B. Secretary. The Secretary shall see that all notes are duly given in accordance with these Bylaws or as required by law; keep a membership book containing the names and addresses of all directors of the Corporation, and with respect to any membership which has been terminated, will record that fact together with the date of

termination; exhibit to any director of the Corporation, or to his/her agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles of Incorporation, the membership book, the minutes of any meeting, and the other records of the Corporation.

C. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation and shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all duties incidental to the Office of Treasurer and such other duties as may from time to time be assigned to him/her by the Chair or by the Board of Directors.

Section 5.3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served by that removal. The President may also be removed at the pleasure of the Governor.

Section 5.4. Compensation. All compensation paid shall be in compliance with all applicable federal and state law.

ARTICLE VI - COUNCILS

Section 6.1. Standing Councils. The Chair may appoint committees to fulfill its responsibilities, to comply with federal requirements, or to obtain technical assistance, and must incorporate members of regional workforce boards into its structure. The Chair of Workforce Florida shall determine the number of members to serve on each council. Each council shall be composed of individuals appointed by the Chair of Workforce Florida from the membership of the Board of Directors and individuals from outside Workforce Florida who possess relevant experience or expertise in the subject area of the council. A majority of the membership of each council must be members of the Board of Directors of Workforce Florida. The Chair of Workforce Florida shall name a Chair and vice Chair for each council

from among the members of the council who are also members of the Board of Directors. Each council may meet at the call of its Chair or at the direction of the Board of Directors of Workforce Florida but shall meet at least quarterly.

Section 6.2. Executive Committee. The Executive Committee, if established, shall consist of the Chair and at least six additional board members, one of whom must be a representative of organized labor, selected by the Chair. The Executive Committee and the President shall have such authority as the Board of Directors delegates to it, except that the Board may not delegate the authority to take action that requires approval by a majority of the entire Board of Directors.

Section 6.3. Special Committees. Special committees may be created and established by resolution of the Board of Directors. The scope and function, including any budget allocation, shall be set forth in the resolution. Any special committee created by resolution of the Board of Directors shall automatically be abolished one (1) year after its creation unless the need for its continued existence is justified to the satisfaction of the Board of Directors.

Section 6.4. Compensation. Members of standing committees, executive committees, working groups, task forces, or similar organizations created by this Corporation shall serve without compensation, but may be reimbursed for reasonable, necessary, and actual expenses, pursuant to Fla. Stat. §112.061.

ARTICLE VII - OPERATIONS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be July 1st through June 30th.

Section 7.2. Execution of Documents. The President of Workforce Florida shall have the authority to enter into contracts as the Board may approve, or as approved by the Board through the enactment of policies pertaining to matters of procurement and program delivery.

Section 7.3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes on the proceedings of the Board of Directors. The Corporation shall keep at its principal place of business a membership register giving the names, addresses and other details of each

member of the Board of Directors, and the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation. The Corporation shall archive its records with the Bureau of Archives and Records Management of the Division of Library and Information Services of the Department of State.

Section 7.4. Inspection of Books and Records. All books and records of the Corporation, except records designated as confidential, may be inspected by any person or his agent or attorney, for any purpose at any reasonable time upon request. The request shall be submitted to the President who shall designate the time and place for such inspection.

Section 7.5. Contracts. The Corporation shall have the authority to contract with public and private entities as necessary to further the directives of the Corporation. All contracts executed by the Corporation must include specific performance expectations and deliverables.

Section 7.6. Budget. The Board of Directors of this Corporation shall adopt for each fiscal year an operating budget for the organization that specifies the intended uses of the state's operating investment. A budget shall be prepared annually prior to the commencement of the fiscal year. The President shall be responsible for preparation of the budget. The President will present the budget for approval to the Board of Directors. In addition, the President shall prepare and submit a preliminary annual budget for consideration by the Board. Allocation and expenditure of the funds of the Corporation shall be governed by the budget previously approved for the current fiscal year. The budget may be amended by the Board of Directors as required to maintain the financial integrity of the Corporation.

Section 7.7. Report. Prior to December 1 of each year, Workforce Florida, Inc., shall submit to the Legislature a complete and detailed report detailing the performance of Florida's workforce development system, as reflected in the three-tier measurement system. This report must benchmark Florida outcomes, at all tiers, against other states that collect data similarly.

Section 7.8. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise of any property whatsoever, for the general

and special purposes of this Corporation. The Board of Directors may, on behalf of the Corporation, accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the Corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income thereof and devote the principal or income of such gifts to such purposes within the scope of the activities of the Corporation as the Board of Directors may determine. The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of his/her gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board of Directors; and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified therein.

Section 7.9. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.10. Annual Report. Prior to December 1 of each year, the Corporation shall submit to the Governor of the State of Florida, the President of the Senate, the Speaker of the House of Representatives, the Senate Minority Leader, and the House Minority Leader a complete and detailed report in compliance with Fla. Stat. §445.004(7), including, but not limited to:

- A. All audits, including the audit under Fla. Stat. §445.004(8).
- B. The operations and accomplishments of the Corporation including the programs or entities listed in Fla. Stat. §445.004(6).

ARTICLE VIII - AMENDMENT

Section 8.1. Amendment. Subject to the limitations of the Articles of Incorporation, these Bylaws, the Corporations Not for Profit Law of Florida, and Chapter 2000-165, Laws of Florida, the Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted by a resolution of a majority of the Board of Directors.

**ARTICLE IX - PROHIBITION AGAINST
SHARING IN CORPORATE EARNINGS**

Section 9.1. Prohibition Against Sharing in Corporate Earnings. No member, director, officer, employee, or member of a committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or termination of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may be amended.

ARTICLE X - EXEMPT ACTIVITIES

Section 10.1. Exempt Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, no member, director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may be amended.

ARTICLE XI - DISSOLUTION OF CORPORATION

Section 11.1. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and

other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed to the State of Florida within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder.

I HEREBY CERTIFY that these Bylaws have been approved by the Board of Directors on this 25th day of August, 2005.

(signed by Tramm Hudson)

Tramm Hudson, Chair
Workforce Florida Inc.