



**Amended and Restated Bylaws of  
Philadelphia Works, Inc.**

*Adopted July 1, 2012  
Revised June 21, 2017*



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**ARTICLE 1**  
NAME, OFFICES AND FISCAL YEAR

Section 1.1- NAME

The name of this entity shall be *Philadelphia Works, Inc.* (the "Corporation"). Section 1.2-

REGISTERED OFFICE

The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at 1617 John F. Kennedy Boulevard, Suite 1300, Philadelphia, Pennsylvania 19103 until otherwise established by a vote of a majority of the members of the Board of Directors of the Corporation (hereinafter referred to from time to time as the "Board") in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment to the Articles of Incorporation.

Section 1.3 - OTHER OFFICES

The Corporation may also have offices at such other places within or without the United States of America as the members (hereinafter referred to from time to time as "Directors" or a "Director," as applicable) of the Board of Directors may from time to time appoint or the business of the Corporation requires.

Section 1.4 - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year. Section 1.5 -

CORPORATE SEAL

The Corporation shall have a seal in the form of a circle, inscribed thereon the name of the Corporation, the year of its organization, the words "Corporate Seal, Pennsylvania," and such other details as may be required by the members (hereinafter referred to from time to time as "Directors" or a "Director," as applicable) of the Board.

**ARTICLE 2**  
MISSION AND GOVERNING PRINCIPLES

Section 2.1- ESTABLISHMENT

The Corporation is established, and certified by the Governor of the Commonwealth, as a Workforce Development Board (WDB) in accordance with The Workforce and Innovation and

Opportunity Act (WIOA) Section 107. The Corporation is the successor to The Philadelphia Workforce Investment Board (WIB), which was established by the Mayor of Philadelphia (hereinafter referred to as "the Mayor") in 1999 and authorized and required under then existing state and federal law.

The Corporation is charged, in partnership with and on behalf of the Mayor, to oversee Philadelphia's workforce development system, comprising funds administered by a broad range of organizations for services delivered by a vast network of education, training, and other entities. These bylaws of the Corporation establish an environment that promotes consistent decision making and provides immediate support to the members of the Board and the Board's committees in determining appropriate actions for resolving process-related issues. The bylaws of the Corporation are to be utilized and adhered to by all respective representatives operating under the auspices of the Corporation. These bylaws, once approved, become the rules of governance for the Corporation.

#### Section 2.2 - PURPOSE

The purpose for the establishment of the Corporation, consistent with WIOA, is to strengthen the City of Philadelphia's (hereinafter referred to from time to time as "the City" or "Philadelphia") workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs in the City and to promote individual and local economic growth. Its further purpose is to craft policies to develop and sustain a unified, customer-friendly, and market-driven workforce development system for Philadelphia. To this end, the Corporation leverages public and private resources for workforce development to support and promote the economic development agenda of the City. The Corporation also coordinates and oversees local workforce development initiatives to support the growth of business and the self-sufficiency of residents in the local economy.

The Corporation envisions a thriving employer community supported by a dynamic, highly skilled and easily accessible workforce. The success of this vision will be defined by the effective integration between the needs of employers and the skills of the workforce.

#### Section 2.3 - RESPONSIBILITIES OF THE CORPORATION

The Corporation is charged by the Mayor as the City's arm for workforce development policy, and for translating the Mayor's priorities into workforce development policy in accordance with the Corporation's mission and vision.

Further, the Corporation is accountable to carry out the responsibilities of local workforce development boards as defined in WIOA and set forth in the *Chief Elected Official and Local Workforce Development Board Partnership Agreement*, found in **Appendix I** of these bylaws.

The Mayor, the Chairperson and/or Executive Committee may assign additional responsibilities to the Corporation consistent with its mission, these bylaws, and governing federal legislation. In addition, the Corporation may pass resolutions requiring additional responsibilities for the Corporation, also consistent with its mission, these bylaws, governing federal legislation and the *Local Plan* of the Corporation, found in **Appendix II** of these bylaws.

#### Section 2.4- NON-PROFIT STATUS OF THE CORPORATION

The Corporation is a non-profit corporation organized for charitable purposes under the Pennsylvania Nonprofit Corporation Law of 1988. The affairs of the Corporation shall be conducted at all times in such a manner as to maintain charitable character and status, and to qualify for tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 3** **BOARD MEMBERSHIP**

#### Section 3.1- BOARD COMPOSITION AND APPOINTMENTS

The composition of the Board shall be consistent with the requirements of local workforce development boards as defined in WIOA, and any subsequent amendments thereto. *Composition requirements* of the Corporation can be found in **Appendix III** of these bylaws.

The Mayor has the sole authority to appoint members of the Board. The appointment is based, in part, upon the individual's optimum policy-making authority in a specified entity that is eligible to represent a particular membership category. If the member subsequently no longer holds such authority or if the member's employment or association with that entity is severed, then the member's appointment is no longer valid, and she or she may no longer continue to serve in that role.

#### Section 3.2-TERMS AND COMPENSATION OF DIRECTORS

##### (a) Terms and Term Limitation

Directors shall be appointed by the Mayor for two- or three-year terms and may serve a maximum of six consecutive years, with the exception of a Director who serves as Chairperson in the last year of his term. In this case, the Director may remain on the Board as "past Chairperson" for the duration of the subsequent Chairperson's term. Re-appointments shall be made for a length not to exceed three years. Representatives of the Community College of Philadelphia, the School District of Philadelphia, and any other representatives specifically designated in the statute will have standing seats. Any Director may be re-appointed beyond the maximum term of service set forth in these bylaws at the discretion of the Mayor.

(b) Compensation

Subject to Section 7.4 of these bylaws, no compensation shall be paid to any Director. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.

Section 3.3 - ROLES AND RESPONSIBILITIES OF DIRECTORS

General roles and responsibilities of Directors, but are not limited to:

- (a) attendance, either by telephone or in person, at quarterly meetings of the Corporation;
- (b) service on at least one committee as appropriate;
- (c) compliance with governance principles as defined in Article 2;
- (d) compliance with the Code of Conduct and Conflict of Interest Policy;
- (e) compliance with these bylaws; and
- (f) adherence to the *Corporation Member Job Description (Appendix IV)*.

The Directors, in acting in their appointed capacity on the Board, are accountable to the Mayor.

Section 3.4- DELEGATION OF BOARD DUTIES

A Director may request a delegate to observe meetings on their behalf and/or to accompany the Director, however the Director is prohibited from delegating any local board duty to proxies or alternates.

Section 3.5 - RESIGNATION POLICY

Any Director may resign at any time, such resignation to be made in writing to the Mayor and copied to the Chairperson, and to take effect at the time specified therein, or, if the time is not specified, at the time of its receipt by the Chairperson. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.6-VACANCIES

- (a) A vacancy on the Board occurs when:

- (1) the Director's term expires;
  - (2) the Director no longer meets the requirements for membership as set forth in Section 3.1;
  - (3) the Director resigns; or
  - (4) the Director is removed from the Board for cause.
- (b) The Mayor may appoint new Directors to the Board consistent with Section 3.1 of these bylaws, WIOA and any subsequent amendments thereto.
- (c) A vacancy in any officer position may be filled by a majority vote of the Directors for the unexpired portion of the term.

#### Section 3.7 - REMOVAL OF OFFICERS

- (a) At any time, the Mayor shall remove a Director if there is evidence or documentation of the following:
- (1) violation of conflict-of-interest policy;
  - (2) failure to meet Local Workforce Development Board member representation requirements defined in the applicable laws, regulations and guidance; or
  - (3) proof of fraud or abuse by the Director.
- (b) Upon the Chairperson's recommendation to the Mayor, a Director may be removed from service by the Mayor for any of the following:
- (1) the Director no longer meets the requirements for membership as set forth in Section 3.1;
  - (2) the Director is absent from:
    - a. Director is absent from two consecutive regularly scheduled meetings of the Board, unless such absences are excused by the Chairperson;
    - b. the Director is absent from a total of five or more regularly scheduled meetings of the Board during a single term of appointment, unless such absences are excused by the Chairperson;
  - (3) professional dishonesty;

- (4) failure to meet Local Workforce Development Board member representation requirements defined in the applicable laws, regulations and guidance; or
- (5) the Director engages in unacceptable conduct during meetings of the Board or while representing the Corporation, or violates the Code of Conduct;
- (6) working against principles and purposes of the organization;
- (7) injuring the professional standing of a Director;
- (8) the Director does not comply with assigned responsibilities;
- (9) the Director is declared of unsound mind by order of the court; or
- (10) the Director is convicted of a felony.

#### **ARTICLE 4**

##### ETHICAL OBLIGATIONS OF BOARD MEMBERS

###### Section 4.1- CODE OF CONDUCT

All Directors must sign a *Code of Conduct Statement*, found in **Appendix VII** of these bylaws, to be kept on file with the Corporation. By signing this statement, each Director agrees to abide by specific guiding principles established by the Corporation in connection with his or her membership on the Board.

###### Section 4.2 - CONFLICT OF INTEREST FORM

Prior to taking office, each Director agrees to adhere to the Commonwealth's conflict of interest policy, which sets forth, in part, the avoidance of even the appearance of a conflict of interest and disclosure of any potential or perceived conflicts. Each Director must sign a *Conflict-of-Interest Code Form* found in **Appendix VI** of these bylaws, to be kept on file with the Corporation.

###### Section 4.3-STATEMENT OF FINANCIAL INTEREST

Members of the Board are considered public officials as outlined in Commonwealth's guidance and are therefore required to complete and file a *Statement of Financial Interest Form*, found in **Appendix V** of these bylaws. This form must be filed each year by the Director during each year the position is held and the year following end of service.

###### Section 4.4- INTERESTED DIRECTORS OR OFFICERS

Notwithstanding the foregoing Section 4.2, no contract or transaction between the Corporation and one or more Directors or officers, or between the Corporation and any



other Corporation, partnership, association, or other organization in which one or more of the Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or anticipates in the meeting of the Board which authorized the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

- (a) the material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or
- (b) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

#### Section 4.5 - INTERESTED BOARD OF DIRECTORS

A Director shall not be personally liable as such for monetary damages for any action taken, or any failure to take action, unless (i) the Director has breached or failed to perform the duties of his/her office under Section 5712 of the Nonprofit Corporation law of 1988 (relating to standard of care and justifiable reliance), and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 3.11 shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law. No amendment or repeal of this Section 3.11 shall apply to or have any effect on the liability or alleged liability of, any director for or with respect to any acts or failures to act of such Director occurring prior to such amendment or repeal.

### ARTICLE 5 MEETINGS OF THE BOARD Section

#### 5.1- MEETINGS OF THE BOARD

- (a) Regular Meetings
  - (1) The Board will meet a minimum of 4 times a year. Phone based meetings are permitted.
  - (2) Notice of meetings must be sent to each Director and must be delivered at least seven days prior to the meeting. The notices shall specify location, day, and time of the meeting and any other information required by the law or these bylaws.

(b) Executive Committee Meetings

- (1) The Executive Committee Meeting shall meet whenever necessary during those months when there is not a full meeting of the Board, but generally on a quarterly basis.
- (2) Executive Committee meetings may be held as closed sessions, although official action on any matter discussed at such meeting shall be taken at an open meeting.

(c) Special Meetings

- (1) Special meetings of the Board may be called by the Chairperson or by three or more Directors.
- (2) Directors will be given a minimum of five days written notice and a minimum of two days telephone notice. The Board may waive the five days written notice and two days telephone notice requirement pending a two-thirds approval from the Board.

(d) Waiver of Notice

Whenever any written notice is required to be given under the provisions of these bylaws, a waiver in writing signed by the person(s) entitled to said notice whether before or after the time stated shall be deemed equivalent to the giving of such notice except as otherwise required by these bylaws. Neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of such notice. Attendance by a Director at any meeting shall constitute a waiver of notice at such a meeting except where a Director attends a meeting for the express purpose of objecting at the beginning of a meeting to the transaction of any business because the meeting was not lawfully called or convened.

(e) Public Notification

Public notification of meetings shall be guided by the Pennsylvania Sunshine Act, 65 Pa. C.S.A. §701, et seq. and WIOA Section 107(e), or their subsequent amendments thereto.

Section 5.2 - QUORUM

- (a) A simple majority of the Directors shall be present at each meeting in order to constitute a quorum for the transaction of business.

- (b) Every Director shall be entitled to vote except as specified in these bylaws or provided by statute. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.
- (c) Interested Directors shall be counted in determining the presence or a quorum at a meeting of the Board which authorizes a contract or transaction specified in these sections. However, interested Directors shall not participate in any vote.
- (d) Except for amendments to these bylaws pursuant to Section 9.01, all actions of the Board may be passed by simple majority.

#### Section 5.3 - VOTING

- (a) Each Director shall be entitled to vote in the following manner at each meeting: voice vote, show of hands or by ballot as determined by the Directors present; or by mail, email, facsimile, or otherwise delivered; as determined by the Board and if a ballot is sent with notice of the issue to be voted upon.
- (b) Records of all votes must be maintained and available for review by the public.
- (c) Directors may not vote by proxy at any board meeting.

#### Section 5.4 - PARLIAMENTARY PROCEDURE

- (a) In general business, Board will work to achieve consensus in decisions after adequate discussion.
- (b) Modified Robert's Rules of Order shall govern the proceedings of the Board when consensus cannot be achieved and Directors have called for a vote.

### **ARTICLE 6 BOARD OFFICERS**

#### Section 6.1- OFFICERS

The elected officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. The immediate past Chairperson of the Corporation shall serve as Past Chairperson for the duration of the term of the subsequent Chairperson, so long as the Past Chairperson continues as a Director.

## Section 6.2 - QUALIFICATIONS AND SELECTION

- (a) The officers of the Corporation shall be members of the Board.
- (b) The Chairperson of the Board shall be elected by a majority of the Board membership from among those Directors appointed to represent business.
- (c) The Vice Chairperson, Secretary and Treasurer shall be elected by a majority of the Directors.
- (c) The immediate past Chairperson shall be automatically designated as the Past Chairperson upon election of the new Chairperson.
- (e) Elections for officers shall be held once every three years in the fourth quarter or as needed depending on vacancies. Terms of office shall begin at the next quarterly meeting after the election.

## Section 6.3 - DUTIES OF OFFICERS

The officers of the Corporation shall have the following duties.

- (a) The Chairperson shall:
  - (1) preside at all regular meetings of the Board and other meetings as appropriate;
  - (2) supervise the conduct of Board business;
  - (3) have general supervision of the affairs of the Corporation and report such affairs to the Director;
  - (4) serve as mediator for opposing views among Directors that threaten to hinder the momentum as positive development of Board policies and initiatives;
  - (5) provide leadership to ensure open and rationale discussions for policies and procedures;
  - (6) appoint, in collaboration with the Mayor, Committee Chairpersons;
  - (7) collaborate with Committee Chairpersons on the appointment of committee members;
  - (8) monitor the progress of committees toward stated goals and objectives;
  - (9) help establish partnerships that may bring additional financing and/or technical resources to further the Board's mission and/or objectives; and

(10) promote the Corporation and advocate for its policies as necessary/appropriate, including attending select public relations events

(b) The Vice Chairperson shall:

(1) act in the absence or disability of the Chairperson to fulfill the duties ascribed to the Chairperson;

(2) promote the Board and advocate for its policies as necessary/appropriate, including attending public relations events; and

(3) perform such duties as may be assigned to him or her by the Chairperson.

(a) In the absence of the Chairperson, the execution by the Vice Chairperson on behalf of the Corporation of any instrument will have the same force and effect as if it were executed by the Chairperson on behalf of the Corporation.

(c) The Secretary shall:

(1) oversee all meeting records, such as agendas, minutes, and notices;

(2) record all votes at meetings;

(3) be knowledgeable of all approved governing rules and regulations of the Board, including Robert's Rule of Order;

(4) promote the Corporation and advocate for its policies as necessary/appropriate, including attending select public relations events; and

(5) perform such duties as may be assigned to him or her by the Chairperson.

(d) The Treasurer shall:

(1) provide for the custody of the funds or other property of the Corporation;

(2) collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Corporation;

(3) deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the Board may from time to time designate;

(4) whenever so required by the Board, render an account showing all transactions as

Treasurer, and the financial condition of the Corporation; and

(5) perform such duties as assigned to him or her by the Chairperson.

(e) The Past Chairperson shall:

(1) serve in an advisory capacity to the Chairperson;

(2) promote the Corporation and advocate for its policies as necessary/appropriate, including attending public relations events; and

(3) perform such duties as may be assigned to him or her by the Chairperson.

#### Section 6.4- TERMS OF OFFICERS

Elected officers may serve up to a total of two consecutive three-year terms in the same office.

#### Section 6.5- REPLACEMENT OF DIRECTORS PRIOR TO TERM EXPIRATION

If a Director resigns or is removed and, as a result, the composition of the Board is no longer consistent with the law, the Mayor will appoint a new Director in the affected category. If the position is one for which a nomination process is required, the Mayor may select from among those individuals nominated, but not appointed, within the two years prior the vacancy.

### ARTICLE 7 COMMITTEES

#### Section 7.1- COMMITTEES

(a) The Board shall establish standing, ad hoc committees, subcommittees, and task forces as necessary to fulfill the goals and objectives of the Corporation.

(b) Committee Chairpersons shall be appointed by the Board Chairperson in collaboration with the Mayor.

(c) Committee Chairpersons serve at the discretion of the Chairperson.

#### Section 7.2-COMMITTEE MEMBERSHIP

(a) All Directors are expected to serve on at least one Committee.

(b) Committee Members shall be selected from among members of the Board and the general

public by the Committee Chairperson in collaboration with the Chairperson. Committee Members serve at the discretion of the Committee.

- (c) Members of the general public may serve as a Subcommittee Chairperson subject to the approval of the Board Chairperson.

#### Section 7.3 -STANDING COMMITTEES

- (a) Among its standing committees, the Corporation will maintain a committee specifically charged to address issues of youth preparing for and transitioning into the workforce and a committee charged with overseeing the System Operator of the PA CareerLink® Philadelphia.
- (b) Executive Committee
  - (1) Membership
    - (A) The Executive Committee shall consist of elected and appointed officers of the Corporation and of the Chairperson of each Standing Committee.
    - (B) Committee chairs who are members of the Board shall serve on the Executive Committee at the discretion of the Chairperson.
    - (C) The president of the Philadelphia Council AFL-CIO shall have a standing seat on the Executive Committee.
  - (2) The purpose of the Executive Committee is to position and promote the Corporation so it can effectively carry out its work to design and implement a high-quality local workforce development system.
  - (3) The Executive Committee is charged to provide leadership for the Board, oversee the Corporations' organizational structure, and address, as necessary, business between meetings of the full Board.

### ARTICLE 8

#### STAFFING AND ORGANIZATIONAL STRUCTURE

##### Section 8.1-STAFF OF THE CORPORATION

- (a) Regular full-time staff shall be employed by the Corporation to carry out the Corporation's work. It shall be structured to carry out directives, initiatives and legal responsibilities of the Corporation.

- (b) The staff of the Corporation shall be authorized to carry out, under the direction of the Board, all staff duties of the Corporation.

Section 8.2-CHIEF EXECUTIVE OFFICER OF THE CORPORATION

The Chief Executive Officer of the Corporation shall:

- (a) be appointed by the Mayor;
- (b) perform the duties assigned by the Executive Committee, including, but not limited to, oversight of the staff, business and day-to-day operations of the Corporation; and
- (c) sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other officer or agent of the Corporation.

Section 8.3 - SALARIES

The salaries of the Chief Executive Officer and the other staff of the Corporation shall be fixed from time to time by the Board or by such officer as may be designated by resolution of the Board. Neither the Chief Executive Officer nor any other member of the staff of the Corporation shall be prevented from receiving such salary or other compensation by reason of the fact that he is also a member of the Board.

**ARTICLE 9**  
BOOKS AND RECORDS

Section 9.1- BOOKS AND RECORDS

The Corporation shall keep:

- (a) minutes of regular Board meetings and Executive Committee meetings, which minutes will be made available to the public upon request;
- (b) records of the names and addresses of all Directors; and
- (c) correct and complete books and records of accounts. Copies of the Corporation's audited financial statement will be made available to members of the Board upon request.



**ARTICLE 10**  
**AMENDMENTS**

Section 10.1-AMENDMENTS

- (a) These bylaws may be altered, amended, repealed, or revised by an affirmative vote of two-thirds of the members of the Board taken in accordance with the provisions of these bylaws.
- (b) Copies of proposed amendments shall be given to members in writing at least one week prior to the request of an amendment vote.

The appendices may be updated as necessary without formal action of the Corporation. However, the Directors must be notified of any such update.