

## BYLAWS – TRWIB, INC.

Revised – December 17, 2021

Revised — December 8, 2017

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These Bylaws replace Bylaws previously approved on December 8, 2017

### ARTICLE I – Corporate Name

The name of the Corporation shall be TRWIB, Inc. (the “Corporation” or the “TRWIB”), a 501(c)3 corporation whose offices are located at 650 Smithfield Street, Suite 2400, Pittsburgh, PA 15222, doing business as “Partner4Work.”

### ARTICLE II – Purpose & Objectives

#### A. Purpose

The purpose of TRWIB is to deliver innovative workforce solutions for the City of Pittsburgh and Allegheny County to ensure that the current and future needs of businesses and job seekers are met and to assist in building an economically vibrant region.

The Corporation is a non-stock, non-profit entity.

The Board of Directors and the Executive Committee shall govern the Corporation. Actions taken by the Executive Committee shall be acknowledged by the Full Board.

The Corporation is organized and intended to be tax-exempt within the meaning of the Internal Revenue Code of 1986, as amended, and includes all purposes, powers, and privileges conferred upon the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988.

Notwithstanding any provisions of these articles, the organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

In the event of dissolution, all remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Pennsylvania.

## **B. Objectives**

The primary objectives of the TRWIB are to deliver innovative workforce solutions for employers, job seekers, workers, and youth in the City of Pittsburgh and Allegheny County; to provide policy guidance and program oversight; to educate the community through robust labor market analytics. The TRWIB will deliver these objectives in collaboration with the Mayor of the City of Pittsburgh, the Allegheny County Executive, and key stakeholders.

## **ARTICLE III – Conformance with Federal and State Laws**

1. TRWIB has been established to serve as a Workforce Development Board under Section 107 of the Workforce Innovation and Opportunity Act of 2014 (the Act), and Commonwealth policies and procedures affecting Workforce Development Boards. As such, TRWIB shall conform to the requirements of the Act, federal regulations, and/or Commonwealth policies and procedures, as may be in effect from time to time. This shall include Pennsylvania's System of Record Policy.
2. PA CareerLink® sites will use CWDS/PA CareerLink® as the common information-management system. CWDS/PA CareerLink® is the official system of record used for all data collection and reporting for all required partners located in comprehensive and affiliate PA CareerLink® sites. Shared information and data agreements will be used to support access to information and information sharing among partners as allowed by authorizing laws and regulations.
3. PA CareerLink® sites will use CWDS/PA CareerLink® as the job-match system when job seekers are looking for employment and employers are searching for candidates.
4. All WIOA, WIA, Wagner-Peyser Act, and TAA grant recipients are required to report individual participant data and financial data via Pennsylvania's system of record, CWDS/PA CareerLink®.
5. All participant, employer, and provider data must be entered into CWDS within 30 calendar days of the actual date of occurrence (e.g. service start date, hold date, entered employment, certifications, assessments, program exit dates).
6. Requests for funds by TRWIB will be made using CWDS/PA CareerLink®.

## **ARTICLE IV - Directors**

1. The Allegheny County Chief Executive and the Mayor shall appoint the Board of Directors.
2. Composition shall, at a minimum, be consistent with statutory requirements and include individuals from industries, specific businesses, and other representatives with optimal decision-making authority, as the Allegheny County Chief Executive and Mayor deem necessary. The local board will notify the Chief Elected Officials within fifteen (15) days of a vacancy in a required position and will submit a nomination for the required position to the Chief Elected Officials within 90 days.
3. The TRWIB shall request from various business, labor, adult literacy, higher education, government, and other organizations those names of individuals who may have interest in serving on the TRWIB and forward a list of nominees to the Allegheny County Chief Executive and Mayor for their consideration and appointment.
4. The TRWIB shall not permit alternates in the absence of the appointed Director. Directors are expected to attend every meeting.
5. From and after the date of these Bylaws, Directors shall be appointed from nominations made to the Mayor or Allegheny County Chief Executive for a term of two (2) or three (3) years. Reappointments shall be handled in the same manner. At all times, nominations and

appointments will be staggered and made in accordance with the Act and Commonwealth requirements. There shall be no limitations on the number of terms an appointee can serve.

6. If a Director should die, resign, be removed before his or her term ends, or be unable to complete his or her term of office, the Allegheny County Chief Executive and the Mayor may replace such Director. If a Director no longer holds optimal decision-making or hiring authority with his/her specified entity or if separated from his/her specified entity, the Director's appointment is no longer valid and the Director may not continue to serve in the appointed role.
7. The Directors shall constitute the Board and these terms shall mean the same body of persons when used in these Bylaws.

Specifically, the TRWIB will:

- Develop its vision, mission, strategic goals, and policies that shall govern its operation;
- Produce comprehensive strategic plans and strategies to carry out the vision of the TRWIB; and identify the necessary program elements and work to develop a cohesive, efficient, effective, and customer-focused workforce development system, including the development of standards, policies, and performance measures;
- Approve negotiated local program performance standards with various funding sources as appropriate, and put in place performance criteria and reporting as the TRWIB deems necessary to ensure an informed consumer;
- Develop a continuous improvement process for the workforce development system in the area;
- Create and sustain an effective linkage with the employment market with emphasis on the private sector including developing services as are necessary to assist the employer in recruitment, retention, and training of their workforce;
- Partner with the economic development organizations to provide services to new and expanding employers, thereby providing expanded opportunities for job seekers;
- Assist in the development of a dynamic labor market information system and the timely dissemination of such information so as to help create a robust human capital marketplace in the Southwest PA Region;
- Approve a budget for the operation of TRWIB and secure resources as may be necessary to operate;
- Assume such other work as the Mayor and the Allegheny County Executive may request TRWIB to undertake on their behalf.

## **ARTICLE V – Governance Structure**

### **A. Full Membership**

1. Officers of the Board shall consist of a Chair, a Vice-Chair, Secretary, and Treasurer. Officers of the Board will be elected to a two-year term by the Board. There is no limit to the number of terms a Director may serve as an Officer. Officers can be removed from the respective office by a two-thirds vote of the Full Board. The Officers collective, will herein be referred to as, the Executive Committee. The Board may designate additional officers and assistant officers from time to time.
2. The Full Board is responsible for:
  - Ongoing planning activities to determine the mission of the organization and its strategic direction, to define specific goals and objectives related to the mission, and to evaluate the success of the organization's services toward achieving the mission.

- Annually approving the organization's budget and assessing the organization's financial performance in relation to the budget at least four times per year.
3. **Compensation.** No compensation shall be paid to any Director for their services as Director. At the discretion of the Executive Committee, a Director may be reimbursed for travel and actual expenses necessarily incurred by him or her in attending meetings and performing other duties on behalf of the Corporation.
  4. **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.
  5. **Conflict of Interest.** The Corporation shall not be precluded from conducting business with any partnership, firm, or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of Article IV are met. The Board shall adopt a conflict of interest policy in compliance with PA Department of Labor and Industry Workforce System Policy No. 02-2015 or subsequent revisions, which shall require each Director to disclose any actual or potential conflict between the Director's personal interests and his or her duty to the Corporation. The Secretary shall review or cause to be reviewed disclosure information and advise the Board Chair and other appropriate entities of potential conflicts. Any Director deemed by the Executive Committee pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the effect on the quorum.
  6. **Standard of Care and Fiduciary Duty.** Each Director shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which s/he may serve, in good faith, in a manner s/he/they reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing duties, Directors shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
    - One or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
    - Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
    - A committee of the Board of this Corporation upon which he does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
    - A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
  7. **Factors Which May Be Considered by Directors.** In discharging the duties of their respective positions, the committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees, beneficiaries and others having dealings with this Corporation and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 8 hereof.

8. **Rules and Regulations.** The Board may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by a simple majority vote of Directors present and entitled to vote at a meeting of the Members where a quorum is present.
9. **Removal.** The Allegheny County Executive and the Mayor shall have the sole authority to remove Directors for cause. For purposes of this Section, cause shall mean any action or inaction, which, in the sole discretion of the Allegheny County Chief Executive and the Mayor, materially and adversely affects or may affect the Corporation or its reputation, including, for the avoidance of doubt, a Director's failure to attend three (3) or more consecutive Board meetings without explanation. The Board or the Chair shall inform the Allegheny County Executive and the Mayor, and may make recommendations to the Allegheny County Executive and the Mayor for removal of a Director for cause; *provided, however*, that the decision to remove a Member lies within the sole discretion of the Allegheny County Executive and the Mayor.

## **B. Officers**

1. **Enumeration.** The officers of the Corporation shall consist of a "Chair," "Vice-Chair," "Secretary," "Treasurer," and such other officers and assistant officers as the Board may, from time to time, designate.
2. **Election and Term of Office.** Each of the officers of the Corporation will be elected and/or appointed every two years by the Full Board and will remain in office and shall serve at the pleasure of the Full Board, until his or her successor is duly elected and takes office.
3. **Vacancies.** The Directors entitled to vote shall fill any vacancy. The Chair may, however, fill vacancies in the office of "Secretary," "Treasurer," or any other office designated by the Board for the period ending upon the date when such vacancy is filled by the Membership.
4. **The Chair.** The Chair serves as the chairperson of the Board and as such shall be responsible for and have supervision over the management and operation of the Corporation, subject to the control of the Executive Committee and Directors. The Chair shall also preside at all meetings of the Board and Executive Committee. The Chair shall see that the affairs of the Corporation are conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the directions of the Board. The Chair shall be an ex-officio member of all committees. The Chair must be a member of the business community.
5. **Vice-Chair.** The Vice-Chair, shall, in the absence, disability, inability or refusal to act of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as shall from time to time be imposed by the Board. If there is no Vice Chair or if the Vice Chair cannot act, will not act, or is absent from his/her duties, then the Secretary shall assume the duties of the Vice Chair.
6. **Secretary.** The Secretary shall make or cause to be made minutes of all meetings of the Executive Committee and Board. The Secretary shall be responsible for or cause the timely mailing or delivery of all notices of meetings of the Board, and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Executive Committee or Directors. The Secretary shall perform the duties of the Chair when the Chair and Vice-Chair are absent or disabled and shall undertake such other responsibilities as the Board or Chair may assign.
7. **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and credit of the Corporation in such depositories as shall be designated by the Executive Committee. He / She shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board or the Executive Committee, and shall render to the Chair and Members, at the regular meetings

of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board, he or she shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office.

8. **Other Officers.** The Board may also choose such other Officers and Assistant Officers and Agents as the needs of the Corporation may require, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by Resolution of the Board and Membership. These Officers of the Corporation need not be Directors.
9. **Standard of Care.** An Officer shall perform his or her duties as an officer in good faith in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of being an Officer of the Corporation.
10. **Bonds.** The Board, in its discretion, may require the Treasurer and any of its Officers to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

**C. Executive Committee**

1. **Authority.** Subject to the rights of the Directors and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of an Executive Committee, which shall administer, manage, preserve, and protect the property of the Corporation. All actions taken by the Executive Committee shall be acknowledged by the Full Board.
2. **Qualification and Appointment.** Any Director is eligible to become an Officer of this Corporation.
3. **Number and Term.** The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, the Treasurer, the Chair of each of the other standing committees, one representative of the Mayor, and one representative of the County Executive, a member-at-large, and such other appointments at the discretion of the Chair. In no event will the number of members of the Executive Committee exceed fifteen (15) members.
4. **Vacancies.** In the event of a vacancy, the Executive Committee may name a Director to serve in an interim capacity until the next Full Membership meeting. Executive Committee appointees named as a result of vacancies occurring on the Executive Committee by death, resignation, and refusal to serve or otherwise shall be approved by the Directors entitled to vote. A new Officer of the Executive Committee appointed or elected to fill the vacancy will serve for the unexpired term of the predecessor in office. The local board will notify Local Chief Elected Officials within ninety (90) days of a vacancy.
5. **Specific functions of the Executive Committee**
  - a) Assessing the organization's annual performance and confirm the organization's compliance with existing legal, regulatory, and financial reporting requirements.
  - b) Working with the Audit/Finance Committee to approve the Corporation's budget and assessing the Corporation's financial performance in relation to the budget at least four times per year.
  - c) Hiring, establishing compensation, and annually evaluating the performance of the Chief Executive Officer.

## Article VI – Meetings

### A. Meetings in general

1. **(a) Notice.** All meetings requiring notice by these bylaws or by statute shall be given by written notice to all Board members. If the date set for the meeting falls on a legal holiday, then the meeting will be held on a day determined by the Chief Executive Officer. This provision of the Bylaws constitutes notice to all members of the Executive Committee and all Members of all regular meetings, and no further notice shall be required, although further notice may be given.  
**(b) Notice of Special Meeting.** Written notice of the date, time and place of each special meeting shall be sent to all Directors at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting and shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary of the Board or Vice Chair of the Membership as the case may be or another designated officer of the corporation and shall be delivered to each Member as the case may be either personally or by mail, facsimile, electronic mail or telegram to his or her residence or place of business as listed on the records of the Corporation. If the notice is sent by mail or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.
2. **Quorum.** Unless otherwise specifically provided in these Bylaws, the presence of one-half (1/2) plus one Board members entitled to vote shall constitute a quorum at all meetings. In addition to those who are actually present at a meeting, participants shall be deemed as present at such meeting if a telephone, video conferencing, or other technology is used by means of which all persons participating in the meeting can hear each other simultaneously. The act of a majority of the Members entitled to vote at a meeting at which a quorum is present shall be the act of the Board or Members as the case may be. A majority of those present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board or Membership as the case may be to another time and place. Notice of any such adjourned meeting shall be given to the Members as the case may be who are not present at the time of adjournment.
3. **Voting.** Each Member as the case may be entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Membership. The Secretary is authorized to cast the proxy ballots of those members who are not present, but have submitted a voting proxy. Such proxies will be voted when the Chair or the Secretary declares a quorum is present.
4. **Location.** All meetings of the Board shall be held at the registered office of the Corporation unless otherwise designated in the notice.
5. **Attendance.** Directors are expected to attend all meetings. A Director's failure to attend three (3) or more consecutive Board meetings without explanation, the Board or the Chair shall inform the Allegheny County Executive and the Mayor, and may make recommendations to the Allegheny County Executive and the Mayor for removal of a Director for cause; *provided, however*, that the decision to remove a Member lies within the sole discretion of the Allegheny County Executive and the Mayor.
6. **Sunshine Act Provisions.** The PA Sunshine Act, Act 65 of 2021 Senate Bill 554, Section 709 and Section 712 contain the revisions that will affect future public notice and transparency (65 P.S. 271 et seq.) and PA Department of Labor and Industry Workforce System Policy No. 02-2015, the Board shall make available to the public, on a regular basis through electronic means and open meetings, information regarding: the activities of the Board, information regarding membership, and minutes of formal meetings of the Board and/or its Executive Committee.

In January of each year, the Board shall publish its schedule of public meetings in a newspaper of general circulation, at TRWIB's public website [www.partner4work.org](http://www.partner4work.org), and at the Corporate offices at 650 Smithfield Street, Suite 2400, Pittsburgh PA 15222. Any changes during the year will be similarly published.

Public meetings will be held in a physical location and/or by telephonic or other electronic means and meeting notices will indicate public accessibility as necessary to ensure PA Sunshine Law compliance.

Board and Executive Committee agendas, including a listing of each matter of agency business that will or may be the subject of deliberation or official action, shall be posted at [www.partner4work.org](http://www.partner4work.org), the physical location of the meeting, and the Corporate offices no less than 24 hours in advance of the public meeting. TRWIB shall make available to individuals in attendance of the meeting copies of the agenda, which will include a listing of each matter of agency business that will be or may be the subject of deliberation or official action at the meeting.

**B. Full Membership Meetings**

1. **Regular Meetings.** The Full Membership will meet four times a year. The meeting dates will be approved at the annual meeting for the upcoming year.
2. **Annual Meeting.** The Board shall designate one meeting a year to be the annual meeting.
3. **Special meetings.** Special meetings for the Membership may be called at the discretion of the Chair. Further, Special meetings for the Membership may be called by the Vice Chair of the Membership upon the order of the Chair of the Membership or at the written request of a number of Members constituting a quorum of the Members then in office and entitled to vote.

**C. Executive Committee Meetings**

1. **Regular Meetings.** The Executive Committee shall meet four times per year. The meeting dates will be approved at the annual meeting for the upcoming year. Such dates will be advertised both to the members and to the public. Regular meetings of the Executive Committee shall be open according to the Sunshine Act.
2. **Special meetings.** Special meetings for the Executive Committee shall be called or cause to be called by the Secretary upon the order of the Chair or at the written request of a number of the Officers constituting a quorum of the Executive Committee then in office and entitled to vote.
3. **Actions by Consent.** If all the Executive Committee members shall severally or collectively consent in writing prior to or subsequent to any action to be taken by the Executive Committee, and that writing is filed with the Secretary of the Corporation, such action shall be valid as a corporate action as though it had been authorized at a regular meeting of the Executive Committee.
4. **Telephone or Electronic Meetings.** One or more Executive Committee member shall be considered present and may participate and vote in any meeting of the Executive Committee by means of any communications equipment whereby all persons participating at the meeting can simultaneously hear each other.
5. **Electronic voting.** Executive Committee members may vote on action items electronically. The collection of those votes shall be filed at the corporate office.

**Article VII – Committees**

There shall be an Executive Committee and such other standing committees as the Full Membership may deem advisable in the administration and conduct of the affairs of the Corporation. Ad Hoc committees



and task forces can be created at the discretion of the Chair. Each board member shall serve on at least one committee or task force. Committees shall meet as necessary. Committees may create sub-committees as needed. Standing Committees shall include one non-board member. Without limiting the foregoing, standing committees of the Corporation shall include an Executive Committee, a Governance Committee, an Audit/Finance Committee, and a Youth Advisory Committee, each of which shall have such authority as may be determined by the Board and shall report to the Board.

### **Executive Committee**

The Executive Committee is responsible for the general direction of the organization and is empowered to act on behalf of the full board. Special functions of the committee include:

1. Preparing an annual report on the organization's performance and confirm the organization's compliance with existing legal, regulatory, and financial reporting requirements.
2. Working with the Audit/Finance Committee to prepare the organization's budget and assessing the organization's financial performance in relation to the budget at least four times per year.
3. Hiring, establishing compensation, and annually evaluating the performance of the Chief Executive Officer.

**Membership:** The Executive Committee must consist of the Chair, Vice Chair, Secretary, Treasurer, standing committee chairs, one representative of the Mayor, one representative of the Allegheny County Executive, one member-at-large, and other appointments at the discretion of the Chair.

### **Governance Committee**

The Governance Committee is responsible for recommending nominees for appointment and/or reappointment to the Board, reviewing bylaws and recommending any needed changes, developing best practices of highly functioning board, board education, and strategic and succession planning.

**Membership:** The Governance Committee is made up of current members of the Board of Directors and one member at-large. The committee is chaired by a member of the board, who also serves on the Executive Committee.

### **Audit/Finance**

The Audit/Finance Committee is responsible for the direction and oversight regarding the overall financial management of TRWIB, Inc. Functions include reviewing and recommending the organization's annual budget (prepared by the staff) for final approval by the Board, long-term financial planning, monitoring actual vs. budgeted financial performance, establishment and monitoring of accounting policies and procedures, hiring, setting the compensation, and overseeing the auditor's activities. It set rules and processes for complaints concerning accounting and internal control practices. The Audit/Finance Committee is also responsible for review and recommendation for approval of the final audited financial statements, as well as any communications received from the auditor regarding internal controls, illegal acts, or fraud. The Audit/Finance Committee also serves as the primary point of contact for any employee who suspects that fraud has been committed against the organization or by one of its employees.

**Membership:** The Audit/Finance Committee is composed of a diverse group of Partner4Work Board members who are concerned with the financial situation of the Partner4Work and one member-at-large. Committee members will possess an understanding of the Partner4Work's diverse funding streams, funding restrictions, and budgeting process. At least one member of the committee that is a board member and qualifies as a "financial expert." The Committee Chair is a Partner4Work Board member who serves on the Partner4Work's Executive Committee and as Treasurer of TRWIB, Inc.

### **Youth Advisory**

The Youth Advisory Committee is charged with leading the efforts to prepare youth with the skills needed to develop a world-class workforce pipeline in Pittsburgh and Allegheny County. This Committee recommends the distribution of funds, manages youth service contracts and guides the vision for youth programs.

**Membership:** The Youth Advisory Committee is comprised of current members of Partner4Work's Board of Directors and members of the community with the expertise in youth services. The committee is chaired by a member of the board who also serves on the Executive Committee.

**Limitation on Power of Committees.** No committee of the Board other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these Bylaws or the Nonprofit Corporation Law of 1988 in the Board as such, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such powers and authority.

#### **Article VIII – Personal Liability of Directors**

1. **Directors’ Personal Liability.** To the extent permitted by law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action.
2. **Preservation of Rights.** Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Member or former Member may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Member of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **Article IX – Indemnification**

1. **Mandatory Indemnification of Directors and Officers.** The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law) each Director or officer (including each former Director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was an authorized representative of the corporation, against all expenses (including attorneys’ fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.
2. **Mandatory Advancement of Expenses to Directors and Officers.** The Corporation shall pay expenses (including attorneys’ fees and disbursements) incurred by a Member or Officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or Officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or Officer to repay all amounts advanced if it shall ultimately be determined that s/he is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.
3. **Permissive Indemnification and Advancement of Expenses.** The Corporation may, as determined by the Executive Committee from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was an authorized representative of the corporation, both as to action in his or her official capacity while holding such office or position, against all expenses (including attorneys’ fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Executive Committee from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that s/he is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

4. **Scope of Indemnification.** Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification (i.e., gross negligence or willful misconduct) is expressly prohibited by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law or any successor statute as in effect at the time of such alleged action or failure to take action.
5. **Miscellaneous.** Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provide by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Director, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the members or the Executive Committee of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.
6. **Definition of Authorized Representatives.** For the purposes of this Article, the term, "authorized representative" shall mean a Director, trustee, officer, employee or agent of the Corporation or of any corporation controlled by the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

#### **Article X – Restrictions Regarding the Operations of the Corporation; Administration of Funds, Contracts, Checks, Deposits, and Funds**

1. **Fund Solicitation.** The TRWIB Board or its Officers or designated agents may solicit funds for special projects.
2. **Fund Maintenance.**
  - a) In accordance with the Workforce Innovation and Opportunity Act and all applicable federal and state policies and regulations, funds shall be maintained in such a manner as to ensure the safety, accessibility, and separateness from government funds.
  - b) Title I Funds of the Workforce Innovation and Opportunity Act will be maintained by such fiscal agent as the TRWIB and the Mayor for City funds and the County Executive for County funds, shall designate,
  - c) All other Funds may be maintained by the Board through its Treasurer.
3. **Funds and Contract Commitment or Disbursement.** Unless otherwise restricted by law, the following commitments and disbursements designate the level of approval that must be obtained prior to commitment or disbursement:
  - a) All grants that are to be awarded to the Corporation must be submitted to a vote of the Membership to accept the grant. Acceptance of the grant will require a simple majority of the members present at a meeting in which a quorum is declared. The full Board may delegate the authority to accept an award, or all awards, to the Executive Committee.
  - b) The Treasurer will annually submit a budget to the full Board for approval, prior to the start of the fiscal year. Approval of the budget will require a simple majority of the members present at a meeting for which a quorum is declared.

- c) CEO, upon acceptance of a grant award, shall have the authority to execute the grant and any contracts/agreements that are incorporated in the grant.
4. **No Private or Political Beneficiaries.** In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.
  5. **No Violation of Purposes.** In no event and under no circumstances shall the Executive Committee or Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.
  6. **Annual Report.** The Treasurer shall submit annually to the Executive Committee and Membership a statement containing those details required to be included under the provisions of the Pennsylvania Non-Profit Corporation Law, the Articles of Incorporation of this Corporation, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.
  7. **Books and Records.** This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Membership, Executive Committee and Committees' meetings. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.
  8. **Tax Records.** The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection for any person requesting to see them.

#### **Article XI – Bylaw Amendments**

1. **Authority.** Subject to the rights of the Directors set forth in the Pennsylvania Non-Profit Corporation Law, these Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a two-thirds vote of the Membership entitled to vote.
2. **Notice.** The Directors of the Corporation shall be given at least seven (7) days' prior written notice of any meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws, which are under consideration and the proposed changes thereto.