



WORKFORCE INVESTMENT CORPORATION
Board Meeting, January 11, 2012 – 1:00 P.M.
Madren Center – Clemson, SC

AGENDA

- I. Call to Order/Opening Remarks** David Collins, Board Chair
- II. Approval of Minutes (12/7/11)*** David Collins
- III. Committee Reports**
 - A. Marketing Committee* Ed Parris, Chair
 - i. 2012 Job Fair
 - March 22, 2012
 - Madren Center, Grand Ballroom
 - Open to the public from 10am-2pm
 - Early admittance from 9am-10am with wristband for attending JobReady Workshop
 - \$35 booth fee for employers
- IV. Non-Profit Status/Update*** David Collins
 - A. Acknowledge and Ratify appointment of new Board
 - B. Adopt & Ratify the filed Articles of Incorporation as the Articles of the new entity
 - C. Adopt the Bylaws
 - D. Elect the Officers
 - E. Resolve to file for tax exempt status under section 501(c)(3) of the Internal Revenue Code
 - F. Resolve to register as the entity as a charitable fundraising organization with the Secretary of State
- V. Other Business**
- VI. Adjournment**

* - Action Required

NEXT MEETING – MARCH 14, 2012 - 1:00 P.M.
MADREN CENTER, CLEMSON, SC
LUNCH IMMEDIATELY PRECEDES THE MEETING AT 12:00 P.M.



WORKFORCE INVESTMENT BOARD

BOARD MEETING

December 7, 2011 - Minutes

Board Room - Madren Conference Center – Clemson, SC

Members Present:

Trent Acker
Jim Alexander
Todd Bennington
Ronnie Booth
Stan Brooks

David Collins
Stephanie Collins
Danny Fahey
Billy Gibson
Charlie Haneman

Butch Harris
Russ Karpick
Kristi King-Brock
Melvin Martin

Members Absent:

Danny Brothers
Hugh Foster
Mary Gaston

Terence Hassan
Burriss Nelson
Lawrence Nichols

Bob Oppermann
Ed Parris

Staff Present:

Sharon Crite
Windy Graham

Jennifer Kelly
Crayton Pruitt

Shae Rozakos
Brandi Runion

Guests Present:

Karen Craven
Andy Dyson
Shari Gibson
Debra Giordano

Dana Grant
Emily Hawkins
Abby Linden
Ron Mattox

Renee' Murdock
Steve Pelissier
Doug Stephenson

I. Call to Order/Opening Remarks

Chair Stephanie Collins called the meeting to order and announced the meeting was being recorded for processing of minutes. A quorum was present to conduct the business of the Board. Introductions were made around the room.

II. Approval of Minutes (10/11/11)

The minutes from the October 11th, 2011 meeting were e-mailed with the meeting notice, included in the meeting packet. Chair Stephanie Collins called for any corrections or amendments to the minutes.

BOARD ACTION TAKEN: Dr. Ronnie Booth made a motion to approve the minutes as submitted, second by Russ Karpick. The motion carried with a unanimous with a show of hands vote.

III. Committee Reports

A.) Youth Council

i. Youth Council Membership

Mandatory Membership (Parent of Eligible Youth)

Chair Stephanie Collins stated that the Youth Council had received a nomination for Karen Kay Smith to be accepted to the Youth Council to represent the mandated spot of a second Parent of an Eligible Youth. She stated that the Youth Council had already approved this nomination and that it was being brought before the Board for vote.

BOARD ACTION TAKEN: A motion to approve the acceptance of Karen Kay Smith to the Youth Council was made by Youth Council; the motion carried with a unanimous with a show of hands vote.

ii. 1st Quarter Performance Report

Kristi King-Brock referred Board members to page 9 of the packet provided. She reviewed the numbers and pointed out that we are meeting or exceeding all performance measures for Youth. Chair Stephanie

Collins gave recognition that this is due to the exceptional performance of staff.

iii. Budget Request

Chair Stephanie Collins reviewed the listed Budget Requests by Youth Council, she explained that the Youth Search Guides are used in each of the three offices and that to upgrade them to a lifetime license would cost \$810. It was stated that the Guides are in English. She also reviewed the request for display kiosks and signage for the PYC Pelzer location that does not already have a kiosk for the materials used on a daily basis. She stated that this request would total \$475. She reviewed and asked for any questions on either request. She stated that the total budget request was \$1,285 and that the money would come from the contingency funds reviewed previously.

BOARD ACTION TAKEN: A motion to approve the budget with the requests covered was made by Youth Council. The motion carried with a unanimous with a show of hands vote.

iv. RFP Direction/Discussion

Kristi King-Brock stated that the Youth Council intends to RFP for both in-school and out-of-school youth to be served by a single provider. She stated that no set number of in-school youth will be set to be served, she stated that will give the provider leeway to serve youth, if applicable. She stated that the target in-school youth would be seniors in high school with multiple barriers. She stated that the in-school youth would only be judged by two performance measures. (1) Placement in Employment (including military) or Education; and (2) Attainment of a Degree or Certificate.

Dr. Ronnie Booth asked if the target in-school youth would be those identified as ones that would likely not graduate without some intervention. He stated that it makes sense, since the cost is much less to serve a participant while they are still in school as opposed to when they are no longer in school. Kristi King-Brock stated that those are the target youth.

Jim Alexander asked how the proposed budget figures were calculated. Brandi Runion explained that the projected budget was calculated by decreasing the current year's budget by 10%. She stated that an additional 10% is removed to cover WIB/Admin cost and a final 8% is

removed for Program Admin cost, which leaves the overall projected budget of around \$800,000 for the provider.

BOARD ACTION TAKEN: A motion to approve RFP for PY '12 for one provider to provide services to youth serving in/out-of-school youth, with seniors with multiple barriers (most in need) being the prioritized in-school youth. With the option to serve in-school participants up to 20% of youth funds was made by Youth Council; the motion carried with a unanimous with a show of hands vote with the exception of Danny Fahey abstaining.

Dr. Ronnie Booth stated that he would like to see an RFP prepared for Adult/DW as well. He stated that he was proposing this now, to allow time for the staff to prepare the RFP.

BOARD ACTION TAKEN: A motion to RFP Adult/DW OneStop Coordination, Eligibility, Assessment, Intensive Services, Training, and Follow-up was made by Dr. Ronnie Booth; the motion was seconded by Kristi King-Brock. The motion passed with a unanimous with a show of hands vote.

B.) Finance Committee

i. Budget Request

OJT Request

David Collins referred the Board to pages 10-11 of the packet provided. He reviewed the current OJT budget and number of contracts that had been written to date. He reviewed the motion from Finance Committee to transfer \$30,000 from OJT-DW to OJT-Adult.

BOARD ACTION TAKEN: Finance Committee made a motion to approve the transfer of \$30,000 from OJT-DW to OJT-Adult. The motion carried with a unanimous with a show of hands vote.

PY '11 Final Allocation

David Collins reviewed that the Final Allocations from SCDEW for PY '11 had been received. He stated that the budgets had been based on the "Worst Case Scenario" numbers that SCDEW had originally provided, and that the Final Allocations were a little more than what the "Worst Case Scenario", so we received an additional \$190,923 (\$92,400 Program Adult, \$8,061 Admin Adult, \$79,430 Program DW, & \$11,032 Admin DW). The Finance Committee is proposing that \$190,923 be moved into the Contingency line item.

BOARD ACTION TAKEN: Finance Committee made a motion to approve the transfer of \$190,923 into the Contingency line item. The motion carried with a unanimous with a show of hands vote.

C. Executive Committee Report

i. Allocation of Adult Education Funds

Chair Stephanie Collins asked that Brandi Runion explain the fund request. Brandi Runion explained that previously the Board voted to approve the allocation of the Adult Ed funds in a particular way, but after the Adult Ed Directors met, they proposed a different way of dividing the funds between the different locations. This was approved by the Executive Committee. She stated that this change in how the funds were divided was for information purposes only and that no vote was required.

IV. Eligible Training Provider List

Shae Rozakos referred the Board to page 12 of the packet provided. She reviewed the application of MedCerts.com to be added to the EPTL. She reviewed the WIA requirements for providers to be added to the ETPL. She reviewed that inclusion on the Statewide List of Certified Training Providers, in itself, does not guarantee that WIA funds are available in an eligible offering; participants must be approved for the training after the career counselors determine that the training is appropriate for the participant in question.

Butch Harris asked if there are basic criteria that the providers must meet. Windy Graham stated that there were, she stated that they must be entered into a program of study that leads to the attainment of a certificate and that the program of study must be in a specific job identified in our clusters.

Dr. Ronnie Booth cautioned the use of a provider or course of study if the participant is having to buy a computer to have a chance to attain the certificate. If required we will only cover the cost of textbooks.

Butch Harris asked if once the provider is on the list, if there is any process to remove them as a provider. Windy Graham stated that the ETPL is reviewed annually.

BOARD ACTION TAKEN: A motion to approve the addition of Medcerts.com to the Eligible Training Provider List was made by Butch Harris; the motion was seconded by Jim Alexander. The motion passed with a unanimous with a show of hands vote.

V. Annual Plan Modification

Shae Rozakos reviewed what the Annual Plan Modification was, she stated that it contained all the votes made by the Board, any Memorandum of Agreements, locally defied policies such as Youth Barriers, etc. She stated that it covers any of the information that has changed and needs to be reported to Columbia and that it is an official endorsement of all previous decisions to pass to the County Council Chairs.

BOARD ACTION TAKEN: A motion to approve the Annual Plan Modification was made by Dr. Ronnie Booth; the motion was seconded by Russ Karpick. The motion passed with a unanimous with a show of hands vote.

VI. Anderson SCWorks Center

Shae Rozakos gave an overview of the situation. She stated that she would like to give an account of the some of the events to bring the Board up to speed. She stated that WorkLink was notified on October 31st at 1 pm that asbestos had been disturbed at the Anderson SCWorks Center. SCDEW had indicated that we were to have all SCWorks functions out of the W. Whitner Street facility as soon as possible (2 weeks) which would have been November 18, so that a confirmed contamination could be cleaned by an SCDHEC-Certified Asbestos Contractor. SCDEW estimated that the clean-up process would take approximately 2 months. She stated that on November 15th, Anderson County Council approved an Emergency Ordinance & Temporary Lease of the 3rd Floor of the Bailes Building at an equivalent cost to 6 months at the W. Whitner Street facility. She stated that the move was to occur over the weekend, and operations would have been in place on November 21st. She stated that shortly after the County Council's vote, SCDEW consulted with SCDHEC and determined that the level of contamination was not sufficient to evacuate. She stated that as of the time of the Board meeting, responsibility for the costs incurred was being discussed.

Chair Stephanie Collins thanked the staff, Jim Alexander and Burriss Nelson for their involvement and support throughout this situation.

VII. Non-Profit Status/Update

Chair Stephanie Collins read the approval of the WorkLink Corporation letter. She stated that the County Council Chairs would be meeting on Monday.

David Collins asked about the "Consortium Panel", if it was the County Council Chairs. Dr. Ronnie Booth and Steve Pelissier stated that it was. Dr. Ronnie Booth stated that the panel is the County Council Chairs and that Jennifer Willis from Pickens County has designated Councilman Neil Smith as her representative to attend the meetings and keep her updated. He stated that she can designate him as her representative for those meetings but she can't designate her signature and that is what is required for the panel.

Dr. Ronnie Booth stated that he wanted to thank and recognize Steve Pelissier for his time and effort in meeting with the lawyer to proceed with the process of gaining the approval for corporation and the process that was included in doing so.

Melvin Martin asked why the quorum requirement was set at 40% instead of a simple majority of the members being required to be present. Steve Pelissier stated that 40% was set because it was determined previously that 40% would be enough to conduct the business of the Board. He stated that in the updating of By-Laws that one of the objectives was to avoid changing things too much from the previous way business was conducted.

David Collins asked who determines the administrative entity for the LWIA. Butch Harris stated that the Board was responsible for making that decision.

VIII. 2012 Board & Vice-Chair

Chair Stephanie Collins stated that they needed to vote for the upcoming year's Chair and Vice-Chair for the Board. She asked for any nominations

for the Board Chair. Butch Harris nominated David Collins for Board Chair, David Collins accepted the nomination. Chair Stephanie Collins asked if there were any other nominations, none were made.

BOARD ACTION TAKEN: A motion to accept David Collins as the 2012 WorkLink Board Chair was made by Butch Harris; the motion was seconded by Stan Brooks. The motion passed with a unanimous with a show of hands vote.

Chair Stephanie Collins stated they would move onto the Vice-Chair nominations. She stated that she would like to nominate Stan Brooks for Vice-Chair, Stan Brooks accepted the nomination. Chair Stephanie Collins asked if there were any other nominations, none were made.

BOARD ACTION TAKEN: A motion to accept Stan Brooks as the 2012 WorkLink Board Vice-Chair was made by Chair Stephanie Collins; the motion was seconded by Dr. Ronnie Booth. The motion passed with a unanimous with a show of hands vote.

IX. 2012 Board & Committee Calendar

Chair Stephanie Collins referred the Board to the proposed 2012 Board and Committee Calendar on page 19 of the packet provided, for review.

Shae Rozakos stated that the staff had discussed moving the scheduled "retreat" from December to the March 14th meeting to allow for a retreat to actually take place. She noted that the retreat has been skipped each year due to the business of the Board needing to take place at the end of the year. She stated that by moving it to March, the retreat could take place and that would facilitate informing Board members more about WIA and the day to day that is involved in the SCWorks Centers. Dr. Ronnie Booth stated that either March or May would be a good idea for the rescheduled retreat. Shae Rozakos state that the staff would review and plan for the retreat on whichever of the two meetings worked best to allow for a retreat schedule.

BOARD ACTION TAKEN: A motion was made to accept the dates listed for the 2012 Board & Committee Meetings by Dr. Ronnie Booth. The motion was seconded by Butch Harris. The motion passed with a unanimous with a show of hands vote.

X. Other Business

Chair Stephanie Collins reviewed the Monitoring Schedule and Data Validation Schedule.

Todd Bennington gave his account of an employer's perspective after visiting the Seneca SCWorks Center. He stated that there were crucial tools missing, such as background checks and GED certification checks. He stated that he felt that these were the type of things that needed to be done to help employers in finding the right employees. Kristi King-Brock stated that these types of things should be added to the RFP. Jim Alexander stated that an additional item that should be added to the RFP is drug tests. Staff will make an inquiry to SCDEW to see if these requests are allowable.

Dr. Ronnie Booth asked if there had been any update on whether the UI staff would be moved out of the local SCWorks Centers as previously discussed. Shae Rozakos stated that the last update that she had received was that the plan was to move those staff positions out of the local offices and into the Greenville office in the future. She stated that she has not been given an updated timeline for when this might occur.

XI. Adjournment

With no further business the meeting was adjourned.

Respectfully submitted by Crayton Pruitt- Workforce Program Assistant

OCT 27 2011

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
Nonprofit Corporation – Domestic
Filing Fee \$25.00

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to S. C. Code of Laws §33-31-202, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is South Carolina WorkLink Workforce Investment Corporation.
2. The initial registered office (registered agent's address in SC) of the nonprofit corporation is
511 Westinghouse Road
Street Address
Pendleton Anderson South Carolina 29670
City County State Zip Code

The name of the registered agent of the nonprofit corporation at that office is:

Elizabeth Rozakos
Print Name

I hereby consent to the appointment as registered agent of the corporation.

Elizabeth Rozakos
Agent's Signature

3. Check "a", "b", or "c" whichever is applicable. Check only one box.
 - a. The nonprofit corporation is a public benefit corporation.
 - b. The nonprofit corporation is a religious corporation.
 - c. The nonprofit corporation is a mutual benefit corporation.
4. Check "a" or "b", whichever is applicable.
 - a. This corporation will have members.
 - b. This corporation will not have members.
5. The address of the principal office of the nonprofit corporation is

511 Westinghouse Road
Street Address

Pendleton Anderson South Carolina 29670
City, County, State, Zip Code



6. If this nonprofit corporation is either a public benefit or religious corporation complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation. If you are going to apply for 501(c)(3) status, you must complete section "a".

- a. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

OR

- b. If the dissolved corporation is not described in Section 501(c)(3) of the Internal Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (i) above.
- If you chose to name a specific public benefit, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

7. If the corporation is a mutual benefit corporation complete either "a" or "b", whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

- a. Upon dissolution of the mutual benefit corporation the (remaining) assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.
- b. Upon dissolution of the mutual benefit corporation the (remaining) assets, consistent with law, shall be distributed to:

8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows (See S.C. Code of Laws §33-31-202(c)).

See Schedule A

9. The name and address of each incorporator is as follows (only one is required, but you may have more than one).

Tommy Dunn 131 Ming Lane Anderson, SC 29625
Name Address Zip Code

Jennifer Willis P.O. Box 288 Easley, SC 29641
Name Address Zip Code

Joel Thrift 629 Seed Farm Rd. Westminster, SC 29693
Name Address Zip Code

10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles:

Name (only if named in articles) Signature of director

Name (only if named in articles) Signature of director

Name (only if named in articles) Signature of director

11. Each incorporator listed in #9 must sign the articles.

Tommy Dunn
Signature of incorporator

Jennifer Willis
Signature of incorporator

Joel Thrift
Signature of incorporator

12. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____

Filing Checklist

- Articles of Incorporation (in duplicate)
- \$25.00 made payable to the South Carolina Secretary of State
- Political Associations must submit a CL-1 Form and an additional \$25 fee
- Self-Addressed, Stamped Return Envelope
- Return all documents to: South Carolina Secretary of State's Office
Attn: Corporate Filings
P.O. Box 11350
Columbia, SC 29211

SCHEDULE A
TO
ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

The optional provisions which the nonprofit corporation elects to include in the Articles of Incorporation are as follows (See 33-31-202(c) of the 1976 South Carolina Code, the applicable comments thereto, and the instructions to this form):

The purpose of the Corporation is to provide job skills training services and to engage in such other workforce investment activities as are necessary or beneficial to carry out its role as a Local Workforce Investment Board under Public Law 108-220, the Workforce Investment Act of 1998 (the "WIA"), for the Corporation's Local Workforce Investment Service Area, as designated by the Governor of South Carolina, all in accordance with the WIA, the State Plan for implementation of the WIA in South Carolina and the Intergovernmental Agreement Creating the South Carolina WorkLink Workforce Investment Corporation entered into by and between Anderson County, South Carolina, Pickens County, South Carolina and Oconee County, South Carolina, all as same may be amended. This Corporation shall be organized and operated exclusively for the charitable and educational purpose described above. No part of any net earnings shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation and this Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. This Corporation shall irrevocably dedicate its assets to qualifying charitable and educational activities under Section 501(c)(3) of the Internal Revenue Code, and to the extent required, subject to any further limitations established by the WIA, as implemented under the State Plan.

501(c)(3) Attachment

If your nonprofit is applying for 501(c)(3) Tax Exempt status with the Internal Revenue Service, you must include this attachment with your Articles of Incorporation. Incorporating as a nonprofit in South Carolina does not ensure tax exempt status. A determination of tax exempt status can only be made by the Internal Revenue Service upon submission of an Application of Exemption under Section 501(c)(3) of the Internal Revenue Code (Form 1023).

I. Purpose of the Nonprofit Corporation

Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized and operated are exclusively for one or more of the following purposes (you may check as many as are applicable):

- | | |
|---|---|
| <input checked="" type="checkbox"/> Charitable | <input type="checkbox"/> Scientific |
| <input type="checkbox"/> Religious | <input type="checkbox"/> Testing for Public Safety |
| <input checked="" type="checkbox"/> Educational | <input type="checkbox"/> Fostering National or International Amateur Sports Competition |
| <input type="checkbox"/> Literary | <input type="checkbox"/> Prevention of Cruelty to Animals or Children |

II. Prohibited Activities

Notwithstanding any other provisions of these articles, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

III. Distributions Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (See Articles I above), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**BY-LAWS
OF
SOUTH CAROLINA WORKLINK
WORKFORCE INVESTMENT CORPORATION**

**ARTICLE I
Name and Location**

Section 1. The name of the organization shall be the **South Carolina WorkLink Workforce Investment Corporation** (hereinafter referred to as the “Corporation”). It has been incorporated as a nonprofit corporation under the laws of South Carolina to serve as the Local Workforce Investment Board for Anderson County, Oconee County and Pickens County, South Carolina (the “Counties”), under Public Law 108-220, the Workforce Investment Act of 1998 (the “WIA”), as designated by the Governor of South Carolina, all in accordance with the WIA, the State Plan for the implementation of the WIA and the Intergovernmental Agreement Creating the South Carolina WorkLink Workforce Investment Corporation entered into by and between the Counties, all as same may be amended.

Section 2. The principal offices of the Corporation shall be located in South Carolina, at the place designated from time to time by the Board of Directors.

**ARTICLE II
Purpose**

Section 1. The purpose for which the Corporation is organized is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The purpose of the Corporation is to provide job skills training services and to engage in such other workforce investment activities as are necessary or beneficial to carry out its role as a Local Workforce Investment Board under the WIA, for the Corporation’s Local Workforce Investment Service Area, as designated by the Governor of South Carolina, all in accordance with the WIA, the State Plan for the implementation of the WIA in South Carolina (the “State Plan”) and the Intergovernmental Agreement Creating the South Carolina WorkLink Workforce Investment Corporation entered into by and between the Counties (the “Intergovernmental Agreement”), all as same may be amended. The Corporation shall be organized and operated exclusively for the charitable and educational purpose described above. No part of any net earnings shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distributing

of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. This Corporation shall irrevocably dedicate its assets to qualifying charitable and educational activities under Section 501(c)(3) of the Internal Revenue Code, and to the extent required, subject to any further limitations established by the WIA, as implemented under the State Plan.

Section 2. The Corporation shall receive and disburse such private and public funds as may be made available for the discharge of its purposes.

Section 3. In general, and subject to all those limitations and conditions as are or may be prescribed by law, the Corporation will exercise such other powers which may be necessary or incidental to the attainment of the purposes of the Corporation and may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations or the corresponding provision of any future United States Internal Revenue law, and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations.

Section 4. Notwithstanding any other provisions of this Article, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations.

Section 5. Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose, to be used and dedicated as nearly as practicable in accordance with the purposes of this Corporation as set forth herein, all in accordance with the WIA, as implemented by the State Plan. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes described above.

ARTICLE III **Board of Directors**

Section 1. Duties. The business and affairs of the Corporation shall be directed and managed by the Board of Directors in compliance with the WIA, the State Plan and the Intergovernmental Agreement.

Section 2. Meetings of the Board of Directors. The Board of Directors shall hold regular meetings at least five (5) times per calendar year on such days and times and at such places as the Board shall decide. The Board shall also meet on the call of the Chairperson or Vice-Chairperson of the Board of Directors, the call of the Chairpersons of County Council for each of the Counties (collectively the “WorkLink Consortium Panel”) or on the call of any five (5) Board members for a special meeting of the Board of Directors. All meetings of the Board of Directors shall be open to the public and notice of the meetings must be given as required by the South Carolina Freedom of Information Act, and by the South Carolina Nonprofit Corporation Act. At least five (5) days notice in writing must be given to each Board member showing the time, place and purpose of the special meeting unless notice is waived as allowed by law. Attendance at a meeting constitutes waiver of notice of that meeting. For purposes of determining who is present, any or all Directors may participate in any regular or called special meeting by any means of communication by which all Directors participating may hear each other simultaneously during the meeting. Any Director participating by such means is deemed present at the meeting.

Section 3. Members, Appointment, Terms and Absences. The Board of Directors shall consist of not less than 20 and not more than 25 members, who shall be appointed by unanimous vote of the WorkLink Consortium Panel in accordance with the Intergovernmental Agreement and the requirements of Section 117 of the WIA, as same may be amended. The current President of Tri-County Technical College, or its successor, shall be an ex-officio voting member of the Board of Directors unless removed by the WorkLink Consortium Panel. The Board members shall serve a three year term; provided, however, a Board Member may serve until his or her successor is appointed if that period extends beyond the three year term. Members of the Board of Directors may be appointed to serve any number of successive three year terms. Members of the Board of Directors are expected to attend all meetings of the Board. In the event any member has three unexcused absences during any calendar year, the Workforce Consortium Panel shall be notified in writing by the Chairperson of the Board of Directors of the unexcused absences.

Section 4. Quorum. At least 40% of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Vacancies/Removal. Vacancies on the Board shall be filled by unanimous vote of the WorkLink Consortium Panel and the newly appointed Board member shall serve for the unexpired term of the position filled. Any Board member may be removed by unanimous vote of the WorkLink Consortium Panel. Any member of the Board of Directors may resign by providing written notice to the Chairperson of the Board of Directors and to the WorkLink Consortium Panel.

Section 6. Conflicts of Interest. Conflicts of interest or the appearance of such by Board members or staff shall be avoided if at all possible. If a Board member has a situation that is a contradiction between his or her obligation to the Corporation and his or her self-interest, the Board member shall refrain from voting or otherwise attempting to

influence the Board's decision on any such matter. Board members shall also be subject to the conflicts of interest requirements and obligations contained in the WIA, as same may be amended.

Section 7. Creation of Executive Committee and Authority for Creation or Termination of other Standing Committees. An Executive Committee is hereby established and shall be comprised of the Chairperson, the Vice-Chairperson, the immediate Past-Chairperson, the President of Tri-County Technical College, and three at large members unanimously selected by the WorkLink Consortium Panel. The Executive Committee is authorized to act on behalf of the Board of Directors between regular meetings to expedite the decision-making process and to perform such other roles as designated by the WorkLink Consortium Panel. Such actions of the Executive Committee shall be reported to the Board of Directors at the next regular meeting of the Board, and must be included in the minutes of the regular Board meeting. The Executive Committee shall also act as the Board's Personnel and Governance Committees. The Board of Directors shall also create any other committees that are required by the Workforce Investment Act. In addition, the Board of Directors may create such other standing and ad hoc committees as the Board deems appropriate from time to time. A Standing Committee may be terminated, or consolidated with another committee, by vote of the Board of Directors.

ARTICLE IV **Officers of the Board of Directors**

Section 1. Officers. The officers of the Corporation shall be a Chairperson of the Board, a Vice-Chairperson, a Secretary and a Treasurer. No two offices may be held simultaneously by the same person.

Section 2. Elections and Terms of Office. The officers of the Corporation shall be elected annually by the Board for one-year terms. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by vote of the Board for the unexpired portion of the current term.

Section 5. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, establish other committees as needed, and generally perform such other duties as the Board of Directors may prescribe from time to time. The Chairperson shall be an

ex-officio member of all committees with privileges of voting at all meetings. The Chairperson shall be a business sector representative.

Section 6. Vice-Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall be a business sector representative.

Section 7. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall oversee the handling of all funds and securities of the Corporation; shall oversee monies due and payable to the Corporation from any source whatsoever, and shall oversee the deposit of all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Secretary. The Secretary shall oversee the keeping of the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Corporation records; keep a register of the post office address of each Board member as furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

ARTICLE V **Executive Director**

Section 1. The Executive Committee of the Board of Directors may select and appoint an Executive Director who may be given the necessary authority and responsibility to operate the Corporation in all its activities, subject only to such policies as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such actions. If appointed, the Executive Director shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to so act.

Section 2. If appointed, the authority and responsibility of the Executive Director shall include:

- A. Carrying out all policies established by the Board of Directors and advising on the formation of these policies.
- B. Developing and submitting to the Board of Directors, for the Board's approval, a

plan of organization for the conduct of the Corporation's operations and recommended changes when necessary.

- C. Preparing an annual budget showing the expected revenue and expenditures to be approved by the Board of Directors and by the WorkLink Consortium Panel.
- D. Selecting, employing, controlling and discharging employees. The Executive Director shall recommend and implement personnel policies and procedures which shall be subject to approval by the Executive Committee.
- E. Supervising business affairs to ensure that funds are collected and expended to the best possible advantage of the Corporation.
- F. Presenting to the Board of Directors periodic reports reflecting the service and financial activities of the Corporation.
- G. Attending meetings of the Board of Directors.
- H. Preparing a plan for the achievement of the Corporation's objectives and periodically reviewing and evaluating that plan.
- I. Performing other duties requested by the Board that may be necessary or in the best interest of the Corporation.

ARTICLE VI **Amendment of By-Laws**

Section 1. Except as is hereinafter provided, these by-laws may be amended in any of three manners.

- A. By-laws amendment initiated by the Board of Directors. The Board may submit a proposed By-laws amendment to the WorkLink Consortium. Such a proposal shall require the vote of a majority of Board members, and shall require a minimum fifteen day notification period prior to the vote, in which the proposed amendment is distributed to all Board members for review. The Consortium shall either approve, deny, or modify the proposal submitted by the Board. If modified, the proposal shall be sent back to the Board for comment. The Consortium shall consider any comments submitted by the Board prior to final approval.
- B. By-laws amendment initiated by the Consortium. The Consortium shall be authorized to submit a proposed amendment to the By-laws to the Board of Directors for review. The Board shall offer a recommendation of approval, denial, or modification of the proposed amendment. Such Board action shall require an affirmative vote by a majority of Board members and shall require a fifteen day notification period prior to the vote, in which the proposed amendment is distributed to all Board members for review. After considering the recommendation submitted by the Board, the Consortium shall approve the proposed amendment as originally written, approve the amendment as modified

by the Board, or deny the proposed amendment. If the Consortium does not receive a recommendation from the Board within sixty days of submitting a proposed amendment for review, it will be deemed that the Board has recommended approval.

- C. By-laws amendment to comply with federal regulations. The By-laws shall be automatically amended at any time to conform with changes to the WIA legislation or regulations promulgated in support of that legislation.

Section 2. Sections 3, 4, and 5 of Article II of these by-laws shall not be altered, amended or repealed so as to adversely impact the tax-exempt status of the Corporation. If the Board and WorkLink Consortium Panel should determine that such provisions or any of them are so restrictive upon the operations of the Corporation that its purposes cannot be optimally achieved on account of them, the Board and WorkLink Consortium Panel may jointly petition the Court of Common Pleas for Anderson County, South Carolina in a proceeding to which the Internal Revenue Service is given notice and to which the Attorney General of South Carolina is a party for permission to amend the same and such amendment, and as the Court in such action shall approve, shall become a part of these by-laws. No amendments may be made to any portion of these by-laws that result in the Corporation being out of compliance with the requirements of the WIA, the State Plan or the Intergovernmental Agreement.

These by-laws stand approved by the Board of Directors and WorkLink Consortium Panel in compliance with the mandates provided herein and are signed and dated by an officer of the Corporation.

Chairperson of the Board of Directors

Date of Adoption

Adopted by and with the unanimous consent of the WorkLink Consortium Panel:

ANDERSON COUNTY, SOUTH CAROLINA

By: _____
Chairperson of County Council
Anderson County, South Carolina

OCONEE COUNTY, SOUTH CAROLINA

By: _____
Chairperson of County Council
Oconee County, South Carolina

PICKENS COUNTY, SOUTH CAROLINA

By: _____
Chairperson of County Council
Pickens County, South Carolina

Service Provider
 Status Update
 July 2011 - June 2012

ENROLLMENT REPORT	PYC					
*Special notes:	Includes Gateway to College - carryover= 28					
Board Goal	198					
PY'11 Month	NEW WIA Enrollments	Total Enrollments	Monthly Planned Enrollment	YTD % of Monthly Plan	YTD % of Total Planned	YTD % of Board Goal
<i>Active Carryover</i>		<i>118</i>				
July	2	120	5	40%	3%	61%
August	2	122	10	20%	5%	62%
September	14	136	10	140%	23%	69%
October	13	149	5	260%	39%	75%
November	4	153	5	80%	44%	77%
December	2	155	5	40%	46%	78%
January		155	10			
February		155	10			
March		155	10			
April		155	5			
May		155	5			
June		155	0			
Totals	37	155	80			