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TRANSMITTAL LETTER

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 3:53

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: PINELLAS COUNTY WORKFORCE DEVELOPMENT BOARD INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**Additional Copy Required**

FROM: DAVID T. WELCH  
Name (printed or typed)

1601-16th STREET SOUTH  
Address

ST. PETERSBURG, FLORIDA, 33705  
City, State & Zip

813-8940511  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN JAN 26 1998

**PINELLAS WORKFORCE DEVELOPMENT BOARD , INC.  
ARTICLES OF INCORPORATION, INC.**

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SECRETARY OF STATE  
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**ARTICLE I**

**NAME**

The name of this Corporation shall be Pinellas Workforce Development Board, Inc.

**ARTICLE II**

**OFFICES**

The principal office address shall be located at 13770 - 58<sup>th</sup> Street North, Clearwater, Pinellas County, Florida, 34620. The principal place of business may be changed from time to time by action of the Board of Directors. The name and address of the Initial Registered Agent is; Bruce Baptist, 13770 58th Street, North, Suite 312, Clearwater, Florida 33760.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is as follows:

- A. Act as the Workforce Development Board for Pinellas County, including the controlling and administration of its business and affairs pertaining to workforce development;
- B. Establish policies and procure services to prepare unskilled youths and adults for long term employment within the local community;
- C. Provide policy guidance and oversight on matters pertaining to the provision of services under the Job Training Partnership Act for Region 14 and oversight to matters affecting all workforce development, as allowed by state and federal authority;
- D. Emphasize activities and programs designed to increase private sector employment opportunities for economically disadvantaged persons, dislocated workers and graduates of post-secondary training institutions;
- E. Establish the policies, goals and objectives of the local employment and training system in accordance with identified needs, including the certification of competency levels for training programs;
- F. Emphasize coordination of Region 14 employment and training programs with state job training and employment organizations, education agencies, other human service funding organizations, and economic development and private sector groups;
- G. Educate the residents of Pinellas County, members of the employer community, and training vendors in matters pertaining to employment, training, and labor market information.

ARTICLE IV

MEMBERSHIP

A. Membership Structure

1. The Pinellas Workforce Development Board shall consist of no more than thirty-five (35) members.
2. Representation on the Board will be maintained according to the following distribution:
  - a. A majority of members will be from the private-for-profit employment community, representing large, small, and minority businesses.
  - b. The remaining members will represent the following categories of organizations:
    - 1) organized labor
    - 2) education
    - 3) rehabilitation
    - 4) community-based organizations
    - 5) Jobs and Benefits
    - 6) economic development
    - 7) public assistance
    - 8) local elected officials
    - 9) private career colleges

B. Membership Appointment

1. Board members will be formally appointed by the local elected officials, under the terms of the Pinellas County Board of County Commissioners and City of St. Petersburg Consortium Agreement.
2. The Executive Committee of the Board will make final recommendations on Board appointments to the chief local elected officials.
3. Business representatives will be appointed from nominations made by general business organizations, including, but not limited to the St. Petersburg, Clearwater and other Chambers of Commerce, the Economic Development Council and employer associations.
4. Members representing other organizational categories will be selected from nominations made by representative organizations.
5. Board members shall be owners, board members, chief executive or chief operating officers, or senior level officials with substantial management or policy responsibility of the organization that the Board member represents.

C. Term of Membership

1. The term of membership will be for two (2) years.
2. Terms of membership will begin July 1, with one-half of the Board scheduled for appointment each year.

D. Designation of Alternates

1. Each Board member may designate one (1) alternate. The alternate must be from the same company or organization.
2. Alternates will receive all information given to full members and will be expected to attend Board meetings in the member's absence. Alternates will not be allowed to make a motion or vote at Board meetings and proxy votes are not acceptable.

E. Revocation of Membership

Board members are expected to attend all regular Board meetings and Committee meetings to which they are assigned. At the end of each year, the names of members whose attendance is below 75% of combined Board and Committee meetings will be brought to the full Board for discussion. A majority vote of the Board will be held to determine if those members should be retained or removed from the Board; however, no member shall be removed from the Board whose membership is mandated by law.

ARTICLE V

OFFICERS

A. Positions

The officers of the Board shall be as follows:

1. Chair: The Chair shall be a representative of business or industry. The Chair shall preside at all Board and Executive Committee Meetings and perform other duties as may be assigned to him/her by the Board.
2. Vice-Chair: The Vice-Chair shall be a representative of business or industry and, in the absence of the Chair or in the event of his/her inability to act, perform the duties of the Chair.
3. Secretary: The Secretary shall, in general, perform the duties incident to the office, and other such duties as assigned by the Chair.
4. Treasurer: The Treasurer shall, in general, perform the duties incident to the office, and other such duties as assigned by the Chair. The Treasurer will chair the Finance Committee.

B. Election and Term of Office

1. Election of officers will be held at the last regularly scheduled Board meeting of the program year (July 1-June 30). Election will be by a majority vote of those present at the meeting.
2. A Nominating Committee will be appointed by the Chair prior to the election to develop a slate of nominations. The Committee will be chaired by the immediate past Chair. Nominations will also be accepted from the floor at the election meeting.
3. Term of office for all officers will be one year, from July 1 to June 30. Officers may be elected to one (1) additional term in the same office.

C. Vacancies

A vacancy in any office may be filled by the current Chair for the unexpired term of the office. In the event the Chair becomes vacant, the Vice Chair becomes Chair and the vacancy to be filled will be the Vice Chair.

ARTICLE VI

MEETINGS

A. Occurrence

1. Regular meetings of the Board may be scheduled on a monthly basis. The Board must meet at least once per quarter. Notification of the meeting date will be made at least ten days prior to the meeting and the agenda will be sent to the Board prior to the meeting. An Annual meeting schedule, to include date, time and location, will be established at the beginning of each year.
2. In accordance with the Government in the Sunshine Law, special meetings of the Board may be called by the Chair, Vice Chair, or a majority of the Executive Committee upon a request of any member of the Board. Board members will be notified at least five (5) days prior to a called special meeting.

B. Quorum

1. 50% + 1 of the membership shall constitute a quorum for the transaction of business at any Board meeting.
2. Board decision will be made by a majority (50% +1) of those members present, once a quorum has been established.

C. Voting Rights

1. No member shall be entitled to more than one (1) vote.
2. No member of the Board may vote on any matter which has a direct bearing on services to be provided by that member, or by any organization of which that member is a board or staff member. Such conflicts of interest must be stated publicly by the member prior to participating in discussion.

on such matters and must be disclosed on the "Notice of Conflict" form within the required time limit.

D. Procedure

1. Board and committee meetings will be open and accessible to the public and held in accordance with the Government in the Sunshine Law. Board members must adhere to financial disclosure requirements. Board meeting notices will be available to interested parties.
2. Roberts Rules of Order will be observed.
3. All Board meetings will be conducted in accordance with a printed agenda.

ARTICLE VII

COMMITTEES

A. Standing Committees

Standing Committees may be established by the Board to assist it in its functions. The powers and authority of any such committee will be determined by the full Board.

The Chair and members of each standing committee, except the Executive Committee, will be appointed by the Board Chair. Board members' preference for committee assignments will be considered in making the appointments.

1. Executive Committee

- a. The Executive Committee shall be composed of the Officers of the Board, all standing committee chairs, the immediate past Chair, and three (3) board members at large to be elected by the Board.
- b. The Executive Committee shall have and may exercise all authority of the Board, except for the following prohibitions:
  - 1) The Executive Committee may not remove existing officers or members or elect new officers.
  - 2) The Executive Committee may not adopt, repeal, or amend these By-Laws or Articles of Incorporation..
  - 3) Except under Article VII, Section A, Subsection 1.f, the Executive Committee may not adopt or amend the budget or adopt programs.
- c. The Executive Committee shall serve as the Administrative Committee for Board staff and shall determine the functions of that staff.
- d. The Executive Committee may serve as the Appeals Board to hear and decide appeals of administrative decisions.

- e. The Executive Committee shall distribute its agenda prior to any meeting to the full membership of the Board. Board members are welcome to attend all Executive Committee meetings. The Executive Committee shall advise the Board of Committee actions taken at the next scheduled Board meeting.
- f. The Executive Committee may approve Board proposals for competitively bid funds from federal, state and local governments, from foundations, and from sector sources, only when time requirements clearly do not permit action by the full Board. The Chair, in its discretion, may defer approval to the next meeting of the full Board upon the request of any Board member. In the event of a tie vote by the Executive Committee to approve Board proposals for competitively bid funds, the item or items shall be automatically deferred to the next meeting of the full Board.
- g. The Executive Committee shall establish guidelines for the monitoring and evaluation of all programs, contracts, services, and training vendors to ensure comparable evaluation.
- h. The Executive Committee may approve selected service providers and training vendors in compliance with all procedures of the Board.

2. Programs Committee

- a. The Programs Committee will be chaired by a member of the Board and will be composed of members of the Board and the community.
- b. The Programs Committee will analyze needs for employment and training-related services for adults and youth in Pinellas County, both those funded with JTPA and non-JTPA funds, and develop strategies to address identified needs.
- c. The Programs Committee will analyze needs for employment and training-related services for Project Independence/welfare recipients in Pinellas County, both those funded with JTPA and non-JTPA funds, and develop strategies to address identified needs.
- d. The Programs Committee will recommend, through discussion and study, the prioritization of groups who will be served by all Board funds.
- e. The Programs Committee will assess, analyze and advise the Board on labor market issues, identifying those occupations in demand in this county.
- f. The Programs Committee will oversee the Board request for proposals process, and review and recommend to the Board programs that are proposed for funding under the Employment Job Training Plan.
- g. The Programs Committee will review periodic and annual performance reports on adult and youth employment and training program activities and make recommendations to the Board regarding deficiencies in performance.
- h. The Programs Committee will evaluate the overall success of the Board programs in meeting the needs of eligible participants.

- i. The Programs Committee will make recommendations to the Board on any program modifications needed based on evaluation and monitoring results.
- j. The Programs Committee will oversee coordination of Board-funded programs for target groups with other organizations in the community.
- k. The Board administrator shall recruit partnership participation on the Programs Committee.

3. Finance Committee

- a. The Finance Committee will be chaired by the Board Treasurer and be composed of members of the Board and designated staff.
- b. The Finance Committee will review monthly, quarterly and annual financial data reports on all employment and training activities authorized by the Board.
- c. The Finance Committee will review the financial considerations of grant proposals submitted by the Board for other sources of funds.
- d. The Finance Committee will work to improve the utilization of other sources of funding of training in addition to JTPA.
- e. The Finance Committee will review and approve all budgets and budget revisions prior to submission to the Executive Committee and the Board.
- f. The Finance Committee will select the audit firm for the annual Board audit, receive audit reports and review all audit resolutions.
- g. The Finance Committee will review and approve all financial policies and procedures.

B. Ad Hoc Committees

- 1. Ad Hoc Committees may be established by the Board or Chair to address specific, short-term issues. The duties of the committee will be determined at the time the committee is established.
- 2. The Chair and members of each Ad Hoc committee will be appointed by the Board Chair. Membership of Ad Hoc committees may include Board alternates or other agency and committee representatives as determined by the Ad Hoc Committee Chair.
- 3. The Chair shall direct Board administration to form agency partnership work groups to formulate recommendations regarding One-Stop Career Centers, Welfare-to-Work, High Wage/High Demand Training and School-to-Work.



**ARTICLE VIII**

**INDEMNIFICATION OF DIRECTORS**

The Board members, individually and collectively, shall be indemnified by the Corporation as any suits, actions, causes of actions, including administrative proceedings, arising out of the duties, obligations and responsibilities of the Board members, such indemnification to include payment of reasonable court costs and attorneys fees of the Board member or members, to the full extent permitted by common law and the Florida Not-for-Profit Corporation Act.

**ARTICLE IX**

**AMENDMENTS**

These By-Laws may be altered, amended, or repealed by new By-Laws adopted by the affirmative vote of a majority of the Board members at a meeting called for the purpose of alteration, amendment, repeal, or adoption of these By-Laws. The proposed amendments shall be distributed to Board members at least five(5) days prior to the meeting date.

**ARTICLE X**

The names and addresses of the officers and persons constituting the first Board of Directors are as follows:

Chairman of Board:

David T. Welch  
1601-16<sup>th</sup> Street South  
St. Petersburg, FL 33705

Secretary:

Sharon C. Rhoads  
6551 Central Avenue  
St. Petersburg, FL 33710

Treasurer:

Ronald M. Ricardo  
33 North Garden Ave., Suite 800  
Clearwater, FL 34615

Vice Chair:

Joe Lang  
669 1<sup>st</sup> Avenue North  
St. Petersburg, FL 33701

**ARTICLE XI**

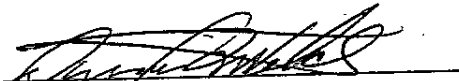
The names and residences of the subscribers are:

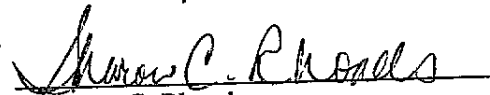
David T. Welch, 1601-16<sup>th</sup> Street South, St. Petersburg, FL 33705  
Sharon C. Rhoads, 6551 Central Avenue, St. Petersburg, FL 33710  
Ronald M. Ricardo, 33 North Garden Avenue, Clearwater, FL 34615

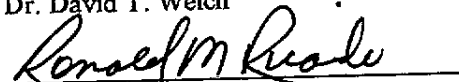
**ARTICLE XII**

In the event of the dissolution of the corporation, no member, director, or officer shall be entitled to or receive any distribution or division of remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be awarded to other non-profit organizations.

WITNESS our hands and seal on this 17<sup>th</sup> day of January, 1998.

  
Dr. David T. Welch

  
Sharon C. Rhoads


  
Ronald M. Ricardo

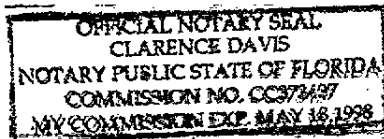
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public in and for the State of Florida, this day, personally appeared David T. Welch, Sharon C. Rhoads, and Ronald M. Ricardo, to me well known and known to me to be the persons described in and who executed the forgoing Articles of Incorporation and acknowledged before me that they executed the foregoing instrument for the purposes therein stated and expressed.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, on this 17<sup>th</sup> day of January, 1998.

  
Notary Public



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 3:54

**AFFIDAVIT**

I, Bruce Baptist, do hereby consent to be the Registered Agent for Pinellas Workforce Development Board, Inc.,  
located in Clearwater, Florida.

Bruce Baptist  
Bruce Baptist

STATE OF FLORIDA  
COUNTY OF PINELLAS

Subscribed and sworn to (or affirmed) before me this 17th day of January, 1998,  
by Bruce Baptist, who is personally known to me.

Clarence Davis  
Notary Public

OFFICIAL NOTARY SEAL  
CLARENCE DAVIS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC373437  
MY COMMISSION EXP. MAY 18, 1998