

BYLAWS OF THE SKILLSOURCE GROUP, INC.

ARTICLE I - NAME AND LOCATION

SECTION 1 The name of this organization shall be The **SkillSource** Group, Inc., hereinafter referred to in these By-laws as the Corporation.

SECTION 2 The principal office of the Corporation shall be 8300 Boone Boulevard, Suite 450, Vienna, Virginia 22182-2633.

ARTICLE II - PREAMBLE

The Northern Virginia Workforce Investment Board (NVWIB) was established as an unincorporated association pursuant to the Consortium Agreement among the Counties of Fairfax, Loudoun and Prince William and the Cities of Fairfax, Falls Church, Manassas and Manassas Park (the "Jurisdictions") in connection with and to fulfill the requirements of the federal Workforce Investment Act of 1998 (P.L. 105-220) (WIA). The Corporation was formed, upon the determination of the NVWIB, as a Virginia non-stock, non-profit corporation, for the purposes set forth in the Articles of Incorporation of the Corporation.

In general, it is the purpose of the Corporation to assist the NVWIB in implementing the policies regarding workforce development as may be determined from time to time by the NVWIB, to assist the NVWIB in implementing WIA and to assist the NVWIB in fundraising to further the policies and goals of the NVWIB. In furtherance of these purposes, the Corporation shall assist the NVWIB in developing a workforce development system for the Northern Virginia Workforce Investment Area (the "Area") by marshaling resources for workforce development from public and private sources and integrating those resources and services in implementing a workforce development system consistent with the vision, mission and strategic goals stated in the Northern Virginia Workforce Development Strategic Plan adopted by the NVWIB on November 2, 2000 (the "Strategic Plan").

ARTICLE III – NON-PROFIT STATUS

SECTION 1 The Corporation is dedicated to and is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall receive contributions and fees, and shall distribute its funds for civic, charitable, and/or educational purposes, as set forth in its Articles of Incorporation. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Virginia Nonstock Corporation Act; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the Articles of Incorporation of the Corporation.

SECTION 2 As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, nor to devote more than an insubstantial part of its activities to carrying on propaganda. The Corporation may only act to influence legislation to the extent permitted by the provisions of the Code for organizations exempt from Federal income taxes pursuant to Section 501(c)(3) of the Code.

SECTION 3 No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and the Corporation shall not carry on any activities denied to a corporation described in Section 501(c) of the Code, including activities to the extent prohibited by Section 501(m) of the Code.

ARTICLE IV – FUNCTIONS, RESPONSIBILITIES AND POWERS OF THE CORPORATION

SECTION 1 Among its responsibilities, the Corporation shall be responsible to perform the following:

- (1) To conduct and carry on its work exclusively for charitable, educational and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (reference herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws);
- (2) To implement policies as determined by the NVWIB, an unincorporated association formed by the Jurisdictions whose purpose is to implement WIA;
- (3) To promote and implement workforce investment systems and workforce investment activities beyond those otherwise required under WIA;
- (4) To develop and implement integrated workforce development strategies and systems;
- (5) To increase the employment, retention and earnings of employees in the Area, and increase the occupational skills and quality of the workforce, and reduce welfare dependency;
- (6) To promote and assist the NVWIB in implementing the purposes of WIA;
- (7) To accept, aid, support and assist grants, donations and gifts by contributions or otherwise, by governmental entities, other corporations and entities of all nature, individuals, and community chests, funds and foundations organized and operated exclusively for charitable, scientific or educational purposes, and enter into contracts or memoranda of understanding with any and all such entities, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;
- (8) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms associations, trusts, institutions, foundations, or government bureaus, departments or agencies;
- (9) To direct disbursement of funds for workforce investment activities;
- (10) To employ staff;
- (11) To solicit and accept grants and donations from sources other than Federal funds made available under WIA;
- (12) To coordinate workforce investment activities in the Area with economic development strategies and develop other employer linkages with such activities; and
- (13) To promote the participation of private sector employers in the Area and ensure the effective provision of connecting, brokering and coaching activities, through intermediaries such as one-stop operators or through other organizations, and to assist such employers in meeting hiring needs.

ARTICLE V – BOARD OF DIRECTORS; MEMBERSHIP; RESPONSIBILITIES OF MEMBERS

SECTION 1 The activities, responsibilities and affairs of the Corporation shall be managed and governed by a Board of Directors (the "Board"), comprised as set forth in this Article V. The Board shall govern the conduct and activities of the Corporation directly, through such committees of the Board as the Board may determine to be necessary or convenient, through elected officers and, if so determined by the Board, through a President, whom the Corporation may employ. The size of the Board shall be not more than TWENTY (20) voting members, who shall be comprised, appointed or elected, as follows: (i) the Chairman, Vice Chairman,

Secretary and Treasurer of the NVWIB, and the Chief Local Elected Official (CLEO) who is a member of the NVWIB (collectively, the "Appointed Directors"); (ii) not more than TWELVE (12) members of the business or professional community of the Area (collectively, the "Elected Directors"), who shall be recommended to the Board by the Executive Committee and elected by a majority vote of the members of the Board of Directors at a meeting at which a quorum is present, with notice of such meeting having been provided at least ten (10) days in advance of the meeting date; (iii) the immediate Past-Chair of the Corporation; and (iv) the Parliamentarian of the NVWIB (the "Parliamentarian"). The Elected Directors should reflect the diversity of the Area and exhibit the abilities to accomplish the goals of the Corporation. In addition, the Board may also have as non-voting members such non-voting ex officio members representing certain community organizations (e.g., chambers of commerce, public/private partnerships involved in business and workforce issues, etc.) as the Executive Committee, with the concurrence of the Board, may designate.

SECTION 2 The term of each Appointed Director and the Parliamentarian shall be coincident with such Director's term of office as an officer of the NVWIB. The term of each Elected Director shall be two (2) years or until his or her successor is elected and qualified. The terms of the Elected Directors shall be established so that at least three (3) of such Elected Directors shall complete their terms each year. The term of the immediate Past-Chair shall be one (1) year.

SECTION 3 Removal; Vacancies. The Executive Committee of the Board of Directors or the Board of Directors may remove any Elected Director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Elected Director. The NVWIB may remove any Appointed Director or the Parliamentarian, with or without cause, but only at a meeting of the full Executive Committee of the NVWIB, which meeting shall be called pursuant to the procedures set forth in the By-laws of the NVWIB. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a Director or an increase in the number of directors, shall be filled by the entity responsible for appointing or electing, as the case may be, such Director and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

SECTION 4 Meetings. The Board of Directors may hold regular or special meetings at such place, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting and approved by the Chair, the Vice Chair or the Board of Directors and in compliance with the laws of Virginia. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

SECTION 5 Notice of Meetings. Notice of regular and special meetings of the Board of Directors shall be in compliance with the laws of Virginia and shall be given to each Director, in the case of regular meetings, not less than seven (7) days before the meeting, and in the case of special meetings, not less than ten (10) days before the meeting, by delivering the same to the Director in person or to the Director's residence or business address (or such other place as the Director may have directed in writing) by mail, messenger, telecopier, telegraph, or other means of written communication. Any such notice shall set forth the time and place of the meeting.

SECTION 6 Waiver of Notice. A Director may waive any notice required by law, the Articles of Incorporation or these By-laws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.

A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 7 Quorum; Voting. One-half of the number of then-sitting voting members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the Director

objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding it or transacting specified business at the meeting, or (ii) the Director votes against, or abstains from, the action taken.

SECTION 8 Each voting member of the Board shall be entitled to one vote during any regular or special meeting of the Board at which said member is present and which meeting has been duly called at which a quorum is present and acting throughout, except where a real or perceived conflict of interest occurs. Only the Appointed Directors, Elected Directors and immediate Past-Chair shall be allowed to vote; proxy voting shall not be allowed.

SECTION 9 Conflict of interest, real or perceived, will not be tolerated. Any duality of interest or real or perceived conflict of interest on the part of any Board member shall be disclosed to other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action. Any Board member having a duality of interest or conflict of interest, real or perceived, on any matter shall not vote or use his/her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting. The conflict of interest policy shall be reviewed annually for the information and guidance of Board members. Any new members of the Board shall be advised of the policy upon entering the duties of his/her office. There shall be an annual submission of disclosure regarding possible conflict of interest.

SECTION 10 Minutes of each Board meeting shall be distributed to all Board members.

ARTICLE VI- OFFICERS

SECTION 1 The Board shall elect from among its membership a Chair and a Vice Chair, and, in the discretion of the Board of Directors, such other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation. Any two or more offices may be held by the same person.

SECTION 2 Election; Term; Resignation. Officers shall be elected by the Board of Directors. They shall hold office, unless removed, until the earlier of (a) the expiration of their term on the Board of Directors or (b) the date when their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

SECTION 3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

SECTION 4 Duties of Chair and Vice Chair. The Chair shall be the chief executive officer of the Corporation. He or she shall have general charge of and be charged with the duty of supervision of the business of the Corporation, shall preside at all meetings of the Board and perform such other duties as the Board shall assign from time to time. The Vice Chair of the Board shall, at the request of or in the absence of the Chair, preside at meetings of the Board and, when requested to do so by the Board, shall perform all of the functions of the Chair of the Board during the absence or incapacity of the latter.

SECTION 5 Duties of Other Officers. The other officers of the Corporation shall have such authority and perform such duties as may be prescribed by the Board of Directors or by officers authorized by the Board of Directors to appoint them to their respective offices. To the extent that such duties are not so stated, such officers shall have such authority and perform the duties which generally pertain to their respective offices, subject to the control of the Chair, the Vice Chair or the Board of Directors.

SECTION 6 Authority to Speak on Behalf of Corporation. The Chair and the President of the Corporation shall be the only persons authorized to speak to parties outside of the Corporation, including but not limited to the media, for and on behalf of the Corporation, unless otherwise specifically so authorized by the Board of Directors of the Corporation.

ARTICLE VII – PRESIDENT

SECTION 1 The Corporation may employ a President, who shall be hired by and serve at the pleasure of the Board. Notwithstanding any other provision in these By-laws to the contrary, the Corporation may compensate the President and in the event that the President also holds office as an officer of the Corporation, he or she shall not be barred from receiving compensation in the position of Executive Director. A sub-committee of the Board, appointed by the Chair, shall evaluate the performance of the President annually and establish his or her compensation at that time.

SECTION 2 The President shall serve as chief executive officer and have responsibility for the day-to-day operations and affairs of the Corporation, including supervision of all staff. He or she shall, in the execution of approved corporate plans and programs, represent and assist the Chair and the Board in carrying out the purpose and objectives of the Corporation.

SECTION 3 The President shall be a non-voting member of the Board, Executive Committee and all committees.

ARTICLE VIII – COMMITTEES

SECTION 1 Committees. The Board of Directors may create one or more committees, including an Executive Committee, and may appoint members of the Board of Directors to serve on them. Each committee shall have three or more members who serve at the pleasure of the Board of Directors. The creation of a committee shall be approved by a majority of Directors in office when the action is taken. The Chair shall appoint each committee chairperson. Notwithstanding any of the foregoing, the Executive Committee, if created, shall be comprised as set forth in Section 3 below.

SECTION 2 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend or repeal these By-laws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease or exchange, or the mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the Corporation; (vi) approve revocation of voluntary dissolution proceedings; or (v) approve or execute any contract or other obligation in the name of the Corporation or otherwise contractually bind the Corporation.

SECTION 3 Executive Committee. The Board of Directors may appoint an Executive Committee consisting of not more than four (4) Directors, who shall include the Chair, Vice Chair and CLEO. The Chair shall serve as the chairperson of the Executive Committee. The Executive Committee shall have and may exercise all the powers of the Board of Directors when the Board of Directors is not in session, and shall meet at such time and upon such cause as the Executive Committee shall prescribe.

SECTION 4 Advisory Committees. Other committees not having and exercising the authority of the Board of Directors may be constituted and members thereof appointed by a resolution adopted by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present.

SECTION 5 Committee Meetings; Miscellaneous. The provisions of these By-laws which govern meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all committees of Directors and their members as well.

ARTICLE IX – ARTICLES OF INCORPORATION

All references in these By-laws to the Articles of Incorporation shall be deemed to refer to the Articles of Incorporation of the Corporation as amended and in effect from time to time. In the event of any conflict between the provisions of the Articles of Incorporation and these By-laws, the provisions of the Articles of Incorporation shall control.

ARTICLE X – NET REVENUES AND DISSOLUTION

The net revenues of the Corporation shall be devoted exclusively to civic, charitable and educational purposes. Subject to the requirements of law, in the event of the dissolution of the Corporation, the Board shall designate, as recipient of the Corporation's property remaining after paying or making provision for payment of all liabilities of the Corporation, any organization or organizations which are exempt from taxation under either section 501(c)(3) or 501(c)(4) of the Code and which, in the sole discretion of the Board, most nearly furthers the purposes for which the Corporation is organized.

ARTICLE XI – FISCAL MATTERS: CONTRACTS, LOANS, CHECKS, DEPOSITS AND EMPLOYMENT

SECTION 1 Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or limited to specific instances.

SECTION 2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or limited to specific instances.

SECTION 3 Checks, Drafts, Etc. All checks, drafts or other orders of payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as authorized by vote and resolution of the Board.

SECTION 4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time in the name of the Corporation in such banks, trust companies or other depositories as the Board may designate.

SECTION 5 Financial Dealings Generally. All purchases or expenditures for supplies, equipment or services, for the benefit of the Corporation, whether by contract or not, shall adhere to laws, policies and standards governing purchases and expenditures by a not-for-profit organization, subject in all instances to laws and requirements deemed by the Board of Directors, upon the advice of counsel, to be applicable to the Corporation, including the provisions of Workforce Investment Act WIA Grant Agreement Between the Commonwealth of Virginia and Local Workforce Investment Area XI, dated July 1, 2001, and any amendments or renewals thereof. No Director, officer, employee, servant or agent of the Corporation shall have any interest, financial or otherwise, direct or indirect, in any purchases or sale of goods or services by the Corporation, without timely and full disclosures thereof to the Board.

SECTION 6 Agent, Employees, Consultant, Professional Service. Persons or firms other than officers of this Corporation may from time to time be engaged or employed to assist the Corporation in carrying out its program and purposes. Any such employment must be by action of the Board, and may be implemented by the President, upon terms and conditions, including payment for services, set forth by the Board.

ARTICLE XII – CORPORATE RECORDS

The original or attested copies of the Articles of Incorporation, By-laws and records of all meetings of the Board and committees shall be kept at the principal office of the Corporation, or at an office of its registered agent, and shall be open at all reasonable times to inspection by any interested party.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

SECTION 1 Corporate Seal. The corporate seal of the Corporation shall be circular and shall have inscribed thereon, within and around the circumference, "The **SkillSource** Group, Inc." In the center shall be the word "SEAL".

SECTION 2 Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the NVWIB (July 1 to June 30).

SECTION 3 Interpretation. For the purpose of construing these By-laws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

SECTION 4 Amendments. These By-laws shall be adopted by the Board of Directors and may be altered, amended, restated or repealed and new By-laws may be adopted at a regular or special meeting of the Board of Directors, subject to the concurrence of the NVWIB or its Executive Committee; provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Code.

ARTICLE XIV – EFFECTIVE DATE

These By-laws shall become effective as of the date of adoption by the Board. Such adoption shall require a vote of a majority of the voting Board members present at a duly-convened meeting at which a quorum is present and acting throughout.