



**WORKFORCE  
DEVELOPMENT BOARD  
BYLAWS**

**Adopted: 2/17/2016**

**BYLAWS OF THE  
NORTH CENTRAL COUNTIES CONSORTIUM  
WORKFORCE DEVELOPMENT BOARD**

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**ARTICLE I – NAME**

The name of this body shall be the NORTH CENTRAL COUNTIES CONSORTIUM WORKFORCE DEVELOPMENT BOARD, referred to as the “WDB”.

**ARTICLE II – AUTHORIZATION**

The WDB is organized in accordance with the Workforce Innovation and Opportunity Act of 2014, referred to as “WIOA”.

**ARTICLE III – PURPOSE**

**Section 1:** The WDB shall, in partnership with the NORTH CENTRAL COUNTIES CONSORTIUM GOVERNING BOARD, referred to as the “Governing Board”, establish and oversee the workforce system for the Counties of Colusa, Glenn, Sutter and Yuba.

**Section 2:** The WDB shall perform those duties set out in the WDB and Governing Board Agreement.

**ARTICLE IV – MEMBERSHIP**

**Section 1:** COMPOSITION – The Governing Board shall ensure the composition of the WDB is in accordance with all requirements of the WIOA and at a minimum include:

*A. Business* – The majority (51%) of the WDB membership must be representatives of business in the local area who are owners of businesses, chief executives or operating officers, other business executives or employers with optimum policymaking or hiring authority that provide employment opportunities in in-demand sectors or occupations. Efforts will be made to include broad representation of businesses throughout the local area, consisting of both large and small employers.

*B. Workforce* – Not less than 20% of WDB members must be representatives of workforce within the local area. Of that, at least 15% must represent labor organizations and joint-labor management registered apprenticeship programs. Two (2) members or more must represent labor organizations nominated by local labor federations, or if they do not exist in the local area, employee representatives. One (1) member or more must represent a joint-labor management registered apprenticeship program or if they do not exist in the local area, other registered apprenticeship program. In addition, the workforce representatives may include one (1) or more representatives of community based organizations (CBOs) with expertise in addressing the employment needs of individual barriers to employment, including those that represent or

provide service to individuals with disabilities, veterans, WIOA eligible youth (including out-of-school youth).

*C. Educational and Training* – Representatives of entities administering education and training activities in the local area. At least one (1) member must be a representative of providers of adult education and literacy activities under Title II of WIOA. At least one (1) member must be a representative of higher education institutions that provide workforce training (including community colleges).

*D. Governmental and Economic and Community Development* – Representatives of governmental and economic and community development entities in the local area. These shall include at least one (1) representative from each of the following: economic or community development entities; the State Employment Service Office under Wagner-Peyser serving the local area; and programs carried out under Title I of the Rehabilitation Act of 1973.

*E. Membership* may include other individuals or representatives of entities as the Governing Board may determine to be appropriate. A single member of the WDB may be appointed as a representative of more than one entity on the WDB if the individual meets all the criteria for representation in accordance with WIOA.

**Section 2:** APPOINTMENTS – Members of the WDB shall be appointed by the Governing Board in accordance with the Revised Joint Exercise of Powers Agreement as amended.

**Section 3:** TERM – WDB members shall be appointed for four year terms. The terms of all members may be staggered at the discretion of the Governing Board. Members may apply for reappointment upon completion of their term.

**Section 4:** VACANCIES AND RECRUITMENT – In the event of a vacancy, the WDB shall solicit and accept nominations for the WDB in accordance with representation needed and shall comply with the Maddy Act, California Government Code 54970-54974, regarding announcement and posting of membership vacancies. A vacancy may not necessarily be filled if the required composition of the WDB can be maintained without filling the vacancy. All applicants shall be required to submit a membership application to the WDB Executive Director. Eligible applications shall be presented to the Governing Board for consideration and action for appointment.

**Section 5:** RESIGNATIONS – Any WDB member may resign by submitting written notice to the WDB Chairperson and/or WDB Executive Director.

**Section 6:** REMOVAL FOR CAUSE – Any member may be removed from the WDB for cause if a two-thirds (2/3) majority of the WDB approves such action at a legally constituted meeting. Such action must be confirmed by an affirmative vote of not less than three (3) members of the Governing Board. Absence at three (3) consecutive regular meetings, and/or more than one-half (1/2) of the regular meetings in any one year shall result in that position being declared vacant by the WDB, without the need for resignation or removal for cause.

## ARTICLE V – MEETINGS

**Section 1:** REGULAR MEETINGS – The WDB shall meet no less than four (4) times a year, and at least quarterly. All meetings of the WDB shall be called and conducted in compliance with the provisions the Ralph M. Brown Act (the Brown Act), California Government Code 54950-54963. The use of technology such as phone and web-based meetings may be used to ensure members actively participate in meetings, consistent with the requirements of the Brown Act.

**Section 2:** SPECIAL MEETINGS – The Chairperson of the WDB or a majority of WDB members may call special meetings at any time for any purpose in accordance with the Brown Act. Each member will be given adequate notice of such meeting.

**Section 3:** QUORUM – A simple majority of appointed WDB members shall constitute a quorum.

**Section 4:** VOTING – Each member of the WDB shall have one vote on an action. A simple majority vote of a quorum is needed to pass a motion.

**Section 5:** Any member employed or any way affiliated with an organization receiving or attempting to receive funding from the WDB, or would otherwise be the basis for a conflict of interest, shall abstain from discussing or voting on any official action relating to that organization.

**Section 6:** RULES – Roberts Rules of Order shall govern the WDB’s actions, unless inconsistent with these Bylaws, with the Revised Joint Exercise of Powers Agreement with the WDB/Governing Board Agreement or with applicable laws or regulations.

## ARTICLE VI – AD HOC COMMITTEES

**Section 1:** The WDB Chairperson, with approval of the WDB, shall create ad hoc committees to assist the WDB in carrying out its duties or current work.

**Section 2:** Ad hoc committees may include individuals who are not appointed to the WDB so long as the individual has expertise in the topic/task of such body.

**Section 3:** A simple majority of an ad hoc committee shall constitute a quorum. A simple majority vote of a quorum will constitute committee action.

**Section 4:** All actions of a WDB ad hoc committee shall be advisory to the full WDB, unless the full WDB has expressly delegated final authority to a given ad hoc committee on a given issue or matter.

## ARTICLE VII – OFFICERS

**Section 1:** The officers of the WDB shall be Chairperson and Vice Chairperson. The presiding officer of the WDB shall be the Chairperson.

**Section 2:** The Chairperson and Vice Chairperson shall serve a term of one year from July 1 through June 30. The foregoing shall not prohibit the WDB officers from serving additional terms.

**Section 3:** The WDB shall elect a Chairperson and Vice Chairperson by majority vote from its membership.

**Section 4:** The Chairperson shall be elected from among the WDB Business membership.

**Section 5:** The Chairperson shall have the responsibility for approving the WDB agenda and managing WDB business.

**Section 6:** In the absence of the Chairperson, the Vice Chairperson shall serve as presiding officer.

**Section 7:** The Vice Chairperson shall serve the same term and have the same duties as the Chairperson, in his/her absence.

**Section 8:** The Executive Director for the North Central Counties Consortium shall serve as Secretary for the WDB.

**Section 9:** The Executive Director of the North Central Counties Consortium shall act as the Executive Director to the WDB and shall provide staff resources for the WDB. The Director shall be responsible for all records, materials, and other information deemed necessary by the WDB.

## **ARTICLE VIII – CONFLICT OF INTEREST, ETHICS & ECONOMIC INTERESTS**

**Section 1:** CONFLICT OF INTEREST – No member of the WDB shall cast a vote or attempt to influence the body on any matter that has direct bearing on services to be provided by or which would financially benefit such a member or any organization with which such member is affiliated. However, nothing in these Bylaws shall necessarily preclude any WDB member from casting a vote on a matter that has the effect of generally benefitting the constituencies represented by that member where interest is based solely on that member’s seat on the WDB.

- A. For purposes of this Section, “any matter that has direct bearing” shall include policy and funding decisions that affect any organization in direct competition for funding with an organization such member represents or that would provide direct financial benefit to such member of the immediate family members of such member.
- B. For purposes of this Section, “represents” includes the following types of affiliation: director, board member, advisor, paid consultant or employee.
- C. WDB members shall make every attempt to avoid personal conflict of interest in awarding financial assistance, and in conducting procurement activities involving funds under the WIOA.

D. In order to avoid conflict of interest or the appearance of such conflict, WDB members shall comply with applicable Conflict of Interest laws and any conflict of interest code adopted by the WDB, including requirements for public disclosure and recusal.

**Section 2:** ETHICS TRAINING – Each member shall receive training in ethics in accordance with WDB policies and applicable Federal or State law and regulations.

**Section 3:** ECONOMIC INTEREST – WDB members shall file a Statement of Economic Interest promulgated by the Fair Political Practices Commission as a condition of assuming membership, annually while serving as a member, and upon leaving membership of the WDB, in compliance with applicable law.

### **ARTICLE IX – INDEMNIFICATION**

WDB members shall be held harmless and indemnified from liability incurred due to their volunteer Board membership to the extent allowed by law, and to the extent that such indemnification is available from an active Directors' and Officers' insurance policy or from grant funds available to the Consortium. Grant funds may not be used for indemnification unless it is an allowable use for the funds under the terms of the grant.

### **ARTICLE X – BYLAWS**

**Section 1:** ADOPTION – These Bylaws are hereby adopted on this 17<sup>th</sup> day of February, 2016, and shall become effective immediately.

**Section 2:** AMENDMENTS – The Bylaws may be amended or repealed in part or in whole only by two-thirds (2/3) vote of the members present and voting at a regular or special meeting at which a quorum is present.

**Section 3:** STANDING OF BYLAWS – Nothing in these Bylaws may, nor shall they be construed to take precedence over Federal, State or local laws or regulations.