

## **BYLAWS**

### **WORKFORCE DEVELOPMENT BOARD**

#### **OF**

### **SAN JOAQUIN COUNTY**

The Workforce Development Board of San Joaquin County hereby creates these Bylaws.

#### **RECITALS**

- A. The State of California, pursuant to the Workforce Innovation and Opportunity Act (WIOA) of 2014, hereafter called the Act, has designated the County of San Joaquin as a Workforce Development Area (WDA) for the operation of employment and training programs at the local level, and provides funding thereto.
- B. The State and Federal rules and regulations promulgated pursuant to the Act provide for program activities and require San Joaquin County to establish a Workforce Development Board, to be as follows:

#### **1.00 NAME**

The name of this body shall be the Workforce Development Board of San Joaquin County, hereafter referred to as the WDB.

#### **2.00 PURPOSE AND FUNCTION**

- 2.10 The purpose of the WDB shall be to: (1) Provide strategic and operational oversight in collaboration with the required and additional partners and workforce stakeholders to help develop a comprehensive and high-quality workforce development system in the local area and larger planning region; (2) Assist in the achievement of the State's strategic and operational vision and goals as outlined in the Unified State Plan; and (3) Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.
- 2.20 The WDB shall serve as the San Joaquin County business and industry contact point for the local employment and training system. The WDB will present the views of the private sector, organized labor, public assistance agencies, community based organizations, educational agencies, including public education, rehabilitation agencies, economic development agencies, and the California Employment Development Department ensuring programs are responsive to local employment needs.
- 2.30 The WDB shall provide direction on ways to increase private sector employment and training opportunities that align with regional labor market dynamics for persons under the Act.

- 2.40** The WDB shall identify the skills gap and needs of local employers and formulate programs to address those needs.
- 2.50** The WDB shall provide policy guidance for, and exercise oversight with respect to, activities under the local Workforce Development Plan (WDP) for its Workforce Development Area (WDA) in partnership with San Joaquin County.
- 2.60** Pursuant to requirements of the Act, the WDB has entered into a written WDB/Board of Supervisors Agreement with San Joaquin County that describes:
- a. Methods and procedures for development of the local and regional Workforce Development Plan (WDP) and budget for the local WDA;
  - b. Designation of San Joaquin County as the WDA grant recipient and administrator of the plan;
  - c. A process for achieving approval of the WDP by both the WDB and the County of San Joaquin;
  - d. A process to select WorkNet (One Stop) Operators;
  - e. A process to approve local performance measures to be negotiated with the State;
  - f. A process to approve budgets for One-Stop and Youth systems under WIOA.
- In any instance in which the terms of the Agreement referred to above conflict with these Bylaws, the terms of the WDB/Board of Supervisors Agreement shall prevail.
- 2.70** The WDB shall discharge and perform any and other duties, responsibilities, and functions deemed appropriate by action of the WDB, the WIOA, or State enabling legislation or required by governing agencies and their respective rules and regulations which are herein incorporated into these Bylaws by reference.

### **3.00 MEMBERSHIP**

- 3.10** Pursuant to provisions authorized by the Act, San Joaquin County has established the membership and structure of the WDB. Determination of the size and membership of the WDB remains the sole authority of the WDB. Individuals appointed to the WDB may represent more than one category of membership.
- 3.20** WDB membership shall include the following:
- a. A majority of the members of the Local Board must be representatives of business in the local area. At a minimum, two members must represent small business as defined by the U.S. Small Business Administration. Each business representative must meet the following criteria:
    - (i) be an owner, chief executive officer, chief operating officer, or other individual with optimum policy-making or hiring authority;
    - (ii) provide employment opportunities in in-demand industry sectors or occupations, as those terms are defined in WIOA sec. 3(23); and

- (iii) are nominated by local business organizations and/business trade associations.

One Business Representative shall be appointed from each supervisorial district and the remainder shall be “at-large” appointments.

- b. At least 20 percent of the members of the local board must be workforce representatives. These representatives:
  - (i) must include two or more representatives of labor organizations who have been nominated by local labor federations;
  - (ii) must include one or more representatives of a joint labor management, or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization; and
  - (iii) are nominated by local business organizations and/business trade associations.
  - (iv) may include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities; and
  - (v) may include one or more representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

At least 15 percent of Local Board members shall be representatives of labor organizations unless the local labor federation fails to nominate enough members. If this occurs, then at least 10 percent of the Local Board members shall be representatives of labor organizations.

Where labor representatives described above do not exist, representatives must be selected from other employee representatives.

- c. Each local board shall include representatives of entities administering adult education and training activities in the local area, who:
  - (i) shall include at least one representative of eligible providers administering adult education and literacy activities under WIOA title II; and
  - (ii) shall include at least one representative of institutions of higher education providing workforce investment activities (including community colleges).
- d. Each local board shall include representatives of governmental and economic and community development entities serving the local area, who:
  - (i) shall include at least one representative of economic and community development entities;

- (ii) shall include at least one representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.); and
  - (iii) shall include at least one representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of the title (29 U.S.C. 732, 741).
- e. Each local board may include other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate such as:
  - (i) entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment;
  - (ii) governmental and economic community development entities who represent transportation, housing, and public assistance programs; and
  - (iii) philanthropic organizations serving the local area.

**3.30** Members nominated and appointed to the WDB are expected to personally fulfill their duties. Alternates may not be designated or used. Proxies are prohibited under the Brown Act.

**3.40** WDB members are responsible for notifying the WDB upon change of status, which could lead to lack of representation as identified in these Bylaws. Upon such notice, WDB shall determine if the member may continue. Members whose status changes may remain on the WDB pending recruitment and replacement.

In the event of a vacancy, whether due to resignation, removal, expiration of term, change in employment status, or other cause, the WDB Chairperson or designated staff shall notify the Clerk of the Board of Supervisors in writing within ten (10) business days of becoming aware of the vacancy. The Clerk of the Board of Supervisors shall initiate the process for filling the vacancy and appointment by the Board of Supervisors in accordance with applicable membership criteria under WIOA and governing local laws and procedures. The notice shall include the name of the departing member, membership category, entity or organization the member represented, and the reason for the vacancy, if known.

All vacancies on the WDB shall be filled within the specified timeframes consistent with protocols established by the Board of Supervisors.

**3.50** The term of WDB membership shall be for two (2) years from the date of appointment by the San Joaquin County BOS.

Members shall serve past the expiration date of their term until their successors are appointed.

**3.60** Members may be re-appointed, except those members who have been removed from the WDB for cause. Such members may not be re-appointed, except with two-thirds approval of the full WDB.

**3.70** WDB members may resign upon written notice.

**3.80** An official membership list, attendance materials, a record of the actions of the WDB, and a detailed statement on the composition, structure, membership, and nomination process for the WDB shall be maintained by the WDB.

**3.90** a. WDB members may be removed for cause by two-thirds vote of the WDB members in attendance at any regular meeting providing that a quorum of the WDB is present. Removal of WDB members may only be accomplished at meetings of the full WDB. Such authority may not be assigned to an Executive or other committee. Cause shall be defined as determined by the WDB that the member has violated the WDB's Code of Conduct.

b. Three (3) consecutive unexcused absences of a board member from regularly scheduled meetings of the WDB shall be deemed as a resignation of that board member.

It shall be the responsibility of the respective WDB member to notify the WDB when he or she will be absent and provide the reason for the absence.

Individuals deemed to have resigned from as a WDB member under this section may appeal removal to the Executive Committee of the WDB who shall have discretion on whether to reinstate the individual as a WDB member.

#### **4.00 OFFICERS**

**4.10** The presiding officer of the WDB shall have a two-year term of office beginning on July 1 and ending on June 30, two years later.

**4.20** The WDB shall elect by a majority vote from its membership its Chairperson and Vice-Chairperson. Elections shall occur prior to July 1, biennially. The WDB Chairperson and Vice-Chairperson shall be business representatives, and may succeed themselves if so re-elected.

**4.30** The San Joaquin County BOS must ratify the WDB's selection of a Chairperson. The Board of Supervisors shall either affirm the Chairperson selected by the WDB membership or appoint another business representative on the WDB to serve as Chairperson. The BOS has the final authority to appoint or re-appoint the WDB Chairperson.

**4.40** The Chairperson and Executive Director WDB/Employment and Economic Development Department (EEDD) shall have the responsibility of preparing the agenda for WDB meetings and the management of business of the WDB.

**4.50** In absence of the WDB Chairperson, the elected Vice-Chairperson shall serve as the presiding officer. In the absence of both the Chairperson and Vice-Chairperson, the WDB shall, at the beginning of its meeting, designate by majority vote, a Chairperson pro tem to serve as presiding officer of that meeting. Such a Chairperson pro tem must be a business representative.

#### **5.00 MEETINGS AND QUORUMS**

**5.10** The WDB shall meet not less than four (4) times annually on a calendar quarterly basis.

- 5.20** The WDB Chairperson, or a majority of the WDB, or the Executive Director of the EEDD may call special meetings of the WDB.
- 5.30** All meetings of the WDB shall be conducted and noticed in conformance with the Ralph M. Brown Act (California Government Code 54960, et seq. as amended).
- 5.40** A quorum shall consist of fifty-one percent (51%) of the authorized WDB. Authorized WDB members shall be defined as those Board members currently in office, exclusive of vacancies.
- 5.50** Action may be taken by a simple majority of those present and voting, provided that a quorum is attained. If the quorum, duly obtained at any regular meeting, is lost due to a member(s) disqualification due to conflicts of interest, so that no decision is possible and business is stalled, the quorum for that particular meeting or issue shall be reduced by the number of disqualified members and the particular item or business shall be determined by a vote of a majority (50% + 1), unless otherwise required, of the newly designated and convened quorum.
- 5.60** The WDB meetings shall be governed by Robert's Rules of Order, Revised, in all cases to which they are applicable and to the extent in which they are not inconsistent with, or in conflict with, these Bylaws.
- 5.70** WDB members may participate in a scheduled board meeting via teleconference call provided the call is scheduled in conformance with Brown Act requirements. The name of the WDB member, the address and location of the teleconference call shall be published with the release of the WDB meeting agenda to allow any member of the public to attend the meeting at the published location.

The location selected must be consistent and in compliance with the Brown Act.

## **6.00 COMMITTEES**

- 6.10** The WDB Chairperson, with the approval of the WDB, shall establish committees of the WDB, which may be standing committees, technical workgroups, and/or business or community advisory groups as determined to be required by the WDB.
- 6.20** The WDB Chairperson shall appoint Committee chairpersons and vice-chairpersons from the WDB membership.
- 6.30** Committee members shall be appointed by the WDB Chairperson and include WDB members. Committees may be supplemented by non-voting, ex-officio, non-WDB members, as deemed appropriate by the WDB Chairperson. Standing committees must be chaired by a member of the local board, may include other members of the local board, and must include other individuals appointed by the local board who are not members of the local board and who have demonstrated experience and expertise in education or workforce development as determined by the local board.
- 6.40** The WDB may empower a Committee to take action on behalf of the WDB for specified purpose(s). The power of any committee to act on behalf of the full WDB requires a two-thirds (2/3) majority vote of a WDB quorum. Notification of such a committee meeting shall be sent to all WDB members, who may attend and vote. Such meetings shall be subject to the provisions of the Ralph M. Brown Act.

WDB Committees empowered to take full action on behalf of the full Workforce Development Board shall have a quorum requirement of fifty-one percent (51%), of the authorized committee members. WDB Committees whose functions are to recommend an action or whose roles are advisory in nature, requiring confirmation by the Workforce Development Board, shall have no quorum requirement.

- 6.50** All actions of WDB Committees are advisory to WDB unless the WDB delegates the authority to act on behalf of the WDB.

## **7.00 STAFFING AND SUPPORT OF THE WDB**

- 7.10** San Joaquin County shall provide, from funds made available under the Act, staff and necessary office and material support for the WDB.

- 7.20** At a minimum, staff support to the WDB shall include:

- a. A Director WDB/EEDD who shall be managing officer of the WDB and who shall be managing officer of the WDA.
- b. Legal Counsel, available from the County of San Joaquin, and other sources as required.
- c. Other staff support to the WDB as is deemed appropriate and necessary under its responsibilities described in Agreement with San Joaquin County, the Act, and applicable State legislation to provide, under direction of the Director WDB/EEDD, professional, clerical, and technical staff support for the WDB and its committees.

## **8.00 CONFLICT OF INTEREST**

- 8.10** No member of the WDB may receive any of his/her income from funds available under the Act.

- 8.20** No WDB member shall engage in any activity, including participation in the selection, award, or administration of a subgrant or contract supported by WIOA funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when the individual, and member of the individual's immediate family, the individual's partner or an organization which employs, or is about to employ, any of the above, has a financial or other interest in the firm or organization selected for award. The officers, employees, or agents of the agency making the award will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to subagreements. WDB members shall not participate in financial matters before the WDB that pertain to organizations that they represent.

A WDB member shall not cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or any organization, which that member directly represents), nor on any matter, which would provide any direct financial benefit to that member.

Neither membership on the WDB, nor the receipt of WIOA funds to provide training and related services shall be construed, by themselves, to violate the provisions of this section. Members of the WDB may vote on the Workforce Development Plan.

- 8.30** WDB members shall avoid organizational conflict of interest, and they and their personnel, employees, or agents shall avoid personal conflict of interest and appearance of conflict of interest in awarding financial assistance, and in the conduct of procurement activities involving funds under the Act.
- 8.40** Members of the WDB shall comply with the intent of the California Political Reform Act of 1979, as amended (commencing with Section 87300 of Chapter 7, Title IX, of the California Government Code) and the County of San Joaquin Conflict of Interest Code.

## **9.00 AMENDMENTS**

- 9.10** Amendments to these Bylaws may be approved by a two-thirds (2/3) affirmative vote of the full WDB membership, at any regular meeting of the WDB, provided however, that the amendments proposed have been submitted in writing at the previous regular meeting or included in the call to the meeting. Amendments proposed to these Bylaws must be received by the WDB membership no less than ten (10) working days prior to their consideration by the WDB.

## **10.00 EFFECT**

- 10.10** These Bylaws shall become effective upon initial adoption by a majority vote of the WDB, and shall remain in effect, as amended per section 9.00 above, until dissolution of WDB.
- 10.20** In any conflict arising between the provisions of the Act, applicable State law, or other implementing regulations, the legal provisions of law and regulation shall prevail, except as the Bylaws represent allowable discretion by WDB in interpretation and implementation of law and regulation.