

# ***Workforce Development Board of Madera County***

## ***By-Laws***

### **Article I: Organization**

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**Section 1.01: Name.** The name of this organization shall be the Workforce Development Board of Madera County. (Hereinafter referred to as the WDB.)

**Section 1.02: Principal Office.** The principal office for the transaction of business is located at 2037 W. Cleveland Avenue, Madera, CA, 93637. This Board may also have offices at such other places as Directors may determine.

**Section 1.03: Authority.** The Workforce Development Board of Madera County (WDB), is established in accordance with Title 1, Subtitle A, Chapter 2, Section 107 of the Federal Workforce Innovation and Opportunity Act (Public Law 113-128, July 2014), and in accordance with Division 7 of the California Unemployment Insurance Code (CUIC), and in accordance with any and all associated enabling legislation, regulations, and/or executive orders.

### **Article II: Purpose**

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**Section 2.01: Purpose.** The WDB shall be organized to serve as the Local WDB as established by Title I, Subtitle A, Chapter 2, Section 107 of the Workforce Innovation and Opportunity Act (WIOA) and shall function in accordance with the provisions of the Act and any and all associated enabling legislation, regulations, and/or executive orders, to carry out the primary purposes of the WDB which are as follows (Title 20 Code of Federal Regulations, Part 679, Subpart C, Section 679.300):

- a) Serve as a strategic leader and convener of local workforce development system stakeholders to develop policies and investments that support workforce system strategies to support local and regional economies, including the development of effective approaches such as local and regional sector partnerships and career pathways and high quality, customer centered service delivery approaches.
- b) 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.

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- c) Assist in the achievement of the State's strategic and operational Vision and goals as outlined in the Unified or Combined State Plan.
- d) Maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided.

### **Article III: Responsibilities**

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**Section 3.01: Responsibilities.** As a partner with Madera County Board of Supervisors in the implementation of the workforce development system in Madera County, the WDB shall assume the following responsibilities:

- a) Enter into an agreement with the Madera County Board of Supervisors establishing the respective roles and responsibilities of the Board and the Local WDB, for implementation of the WIOA at the local level.
- b) Develop and submit, in conjunction with the Madera County Board of Supervisors, the 4-year local plan for the local workforce development area, as required by Section 108 of the WIOA and collaborate with other local areas in the planning region designated by the State of California to submit the local plan as part of the regional plan (20 CFR 679.370(b)).
- c) Conduct workforce research and regional labor market analysis, including:
  - Analyses and regular updates of economic conditions, needed knowledge and skills, workforce and workforce development activities including an analysis of the strengths and weaknesses of such services to address the identified education and skill needs of the workforce and the employment needs of employers;
  - Assistance to the Governor in developing the statewide workforce and labor market information system under the Wagner-Peyser Act for the region; and
  - Other research, data collection, and analysis related to the workforce needs of the regional economy as the board, after receiving input from a wide array of stakeholders, determines to be necessary to carry out its functions (20 CFR 679.370(c)).
- d) Convene, through the local board and standing committees, workforce development system stakeholders to assist in the development of the local plan under Section 108 of the WIOA and in

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identifying non-Federal expertise and resources to leverage support for workforce development activities (20 CFR 679.370(d)).

- e) Lead efforts to engage with a diverse range of employers and other entities in the region to promote business representation on the local board, develop effective linkages with employers to support employer utilization and support of the local workforce development system and activities, and ensure that workforce investment activities meet the needs of employers and support economic growth in the region by enhancing communication, coordination and collaboration among employers, economic development and services providers (20 CFR 679.370(e)) .
- f) Lead efforts, in collaboration with secondary and post-secondary education program representatives, to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services needed by adult and youth, particularly those with barriers to employment (20 CFR 679.370(f)).
- g) Identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and job seekers, and identify and disseminate information about such practices used in other areas for meeting such needs (20 CFR 679.370(g)).
- h) Use technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and job seekers by facilitating connections among the information systems of the one-stop partners, facilitating access to services including in rural areas, identifying strategies for better meeting the needs of individuals with barriers to employment, and leveraging resources and capacity within the local system (20 CFR 679.370(h)).
- i) Conduct oversight of Adult, Dislocated Worker, and Youth services and of the entire one-stop delivery system in the local area (20 CFR 679.370(i)(1)).
- j) Ensure the appropriate use and management of the funds provided under WIOA Subtitle B for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area, and ensure that these investments maximize the performance outcomes under WIOA Section 108 (20 CFR 679.370(i)(2-3)).
- k) Negotiate and reach agreement on local performance measures with the chief local elected official and the Governor (20 CFR 679.370(j)).

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- l) Select providers for youth services, training services, career services, and the one-stop operator; terminate such providers in accordance with 2 CFR 200, if appropriate (20 CFR 679.370(l)).
- m) Work with the State in accordance with WIOA Section 107(d)(10)(E) to ensure that there are sufficient numbers and types of providers of career and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities (20 CFR 679.370(m)).
- n) Coordinate activities with education and training providers in the local area, including reviewing applications to provide adult education and literacy activities under Title II to determine whether such applications are consistent with the local plan, making recommendations to the eligible agency to promote alignment with such plan, and replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals (20 CFR 679.370(n)).
- o) Develop a budget for the activities of the Local Board, with the approval of the chief elected official and consistent with the local plan and the duties of the Local Board (20 CFR 679.370(o)).
- p) Assess, on an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area in accordance with WIOA Section 188 and applicable provisions of the Americans with Disabilities Act of 1990 (20 CFR 679.370(p)).
- q) Certify one-stop centers in the local area in accordance with 20 CFR 678.800 (20 CFR 679.370(q)).

### **Article V: Directors**

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**Section 5.01: Directors.** The representatives of this body shall be known as Directors and shall serve collectively as the WDB.

### **Article VI: Board of Directors**

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**Section 6.01: Powers.** The business and affairs shall be managed by the WDB, which may exercise all powers and do all such lawful acts as are not prohibited by statute, the By-Laws, or directed or required to be exercised or done by others.

**Section 6.02: Duties.** It shall be the duty of the Directors to:

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- a) *Duties Imposed by Law, or By-Laws.* Perform any and all duties imposed on them collectively or individually by law, or by these By-Laws.
- b) *Oversight:* Provide oversight of the Executive Director, WDB to ensure that the responsibilities are properly carried out.
- c) *Meetings.* Meet at such times, and for such purposes, as are specified by these By-Laws.

### **Section 6.03: Composition of the WDB.**

- a) *Number of Board of Directors:* The WDB shall be comprised of members as required by current enabling legislation.
- b) *Qualifications.* Qualifications for Directors shall be determined in accordance with the provisions of Title I, Chapter 2, Section 107(b) of the WIOA.

**Section 6.04: Appointment.** The governing board shall be appointed by the Madera County Board of Supervisors. All newly appointed Directors shall attend a mandatory Orientation with the Executive Director which will be scheduled at a mutually agreed upon time following appointment.

**Section 6.05: Term of Appointment.** The term of Directors shall be for three years.

The exception to term appointments shall be the Madera County Board of Supervisor Member.

If a Director is appointed to fill a vacancy created by a Director leaving the WDB prior to the normal expiration of his or her term, the term of such successor Director shall be three years from the date of appointment.

There shall be no limitation on the number of terms any individual may serve on the WDB.

**Section 6.06: Vacancies.** Vacancies on the WDB shall exist when one or more of the following situations occur:

- a) A Director's fixed term of appointment expires;
- b) A Director's official resignation is accepted by the Local WDB;
- c) A Director dies;
- d) A Director is removed for cause in accordance with the Local WDB, By-Laws; or

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- e) A new, duly-approved membership slot is established.

The procedure for filling vacancies on the WDB shall be as follows:

- a) *Directors Representing Business.* The WDB shall solicit nominations from chambers of commerce and other general-purpose business organizations for vacancies occurring among the positions on the WDB representing private business. All qualified nominations shall be submitted by the Local WDB to the Board of Supervisors, which shall make appointments to the WDB in accordance with the terms and conditions set forth in these By-Laws.
- b) *Other Directors.* The WDB shall solicit nominations from public and private educational organizations, organized labor, rehabilitation agencies, community-based organizations, economic development agencies as appropriate for vacancies occurring among the positions on the WDB representing these constituencies. All qualified nominations shall be submitted by the Local WDB, to the Board of Supervisors, which shall make appointments to the WDB in accordance with the terms and conditions set forth in these By-Laws.
- c) *Process.* All nominations and reappointments will be reviewed by the Executive Committee or the WDB for compliance with the By-Laws, and WIOA prior to submission to the Board of Supervisors for appointment.

**Section 6.07: Termination.** A Director's appointment may be terminated by resignation, death, legal incapacity or removal due to conduct detrimental to the interest of the WDB or failure to attend seventy-five percent (75%) of the regularly scheduled meetings.

**Section 6.08: Removal of Directors.** Any Director may be removed from the WDB when the WDB itself determines that such removal is called for on the basis of the conditions referenced in the preceding section. To accomplish such removal requires that the Board comply with the following procedures:

- a) The Director in question shall be given notice not less than fourteen (14) days prior to any impending action. This notice shall be:
  - 1) in writing detailing the time and place of the meeting where such action will be taken; and,
  - 2) sent to the Director in question by certified mail.
- b) The Director in question shall be given reasonable opportunity to speak before the WDB; however,

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failure to appear before the Board shall not be an impediment to the removal action.

- c) A Director may be removed by a majority vote of a quorum of the WDB.

**Section 6.09: Compensation.** Directors shall serve without compensation.

**Section 6.10: Non-liability of Directors Members.** The Directors shall not be personally liable for the debts, liabilities, or other obligations incurred while performing their duties.

### **Article VII: Officers**

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**Section 7.01: Officers.** The officers shall consist of a Chairperson, Vice-Chairperson, and such other officers as the Board may appoint. The Chairperson and Vice Chairperson shall be from the private sector business category.

**Section 7.02: Selection Process and Term of Office.** The positions of Chairperson and Vice Chairperson will be for the term of two years and will be elected at the meeting held in the last quarter of the fiscal/program year. If for any reason the full two year term cannot be served, an election will be held.

**Section 7.03: Removal and Resignation.** Any officer may be removed from their office either with or without cause by a consenting vote equal to two-thirds of the total number of Directors then serving on the Board. Any officer may resign at any time for any reason by giving written notice to the Chairperson or designee. Such resignation shall be effective as indicated in the Director's letter of resignation and upon acceptance by the WDB.

**Section 7.04: Vacancy.** A vacancy in any office shall be filled in a timely manner following such vacancy.

**Section 7.05: Duties of the Chairperson.** The Chairperson of the WDB shall be the Executive Officer who shall preside at all meetings of the WDB, and shall see that all of the orders and resolutions of the WDB are carried into effect. The Chairperson may participate as an ex-officio member of all committees. The Chairperson shall have any other powers and duties as may be prescribed from time to time by the WDB.

**Section 7.06: Duties of the Vice-Chairperson.** The Vice-Chairperson of the WDB shall perform the duties and exercise the powers of the Chairperson in the absence of the Chairperson. The Vice-Chairperson shall also have any other powers and duties as the WDB shall prescribe.

### **Article VIII: Committees**

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**Section 8.01: Committees.** The WDB may designate committees as may be determined necessary to conduct the business and affairs of the WDB. Standing committees will be the Executive Committee. The WDB may designate Ad Hoc Committees as may be determined necessary to conduct the business and affairs of the WDB. Membership of such committees may, unless otherwise prescribed in these By-Laws, be comprised of Directors and any other individuals the WDB may appoint.

**Section 8.02: Executive Committee.** The Executive Committee shall consist of the WDB Chairperson, WDB Vice-Chairperson, immediate past WDB Chairperson, when possible, Board of Supervisor Member, at least two additional private sector members, and at least one member who is not currently a Director serving on the WDB.

The Executive Committee may meet at stated times or upon notice to all of its members. The WDB has delegated to this Committee the authority to exercise all powers of the WDB, excepting the power to amend these By-Laws, while the WDB is not in session. All business transacted by such Committee must be submitted to and ratified by the WDB at its next regular meeting or at a special meeting called for that purpose. Vacancies on the Executive Committee shall be filled by the WDB at a regular meeting or at a special meeting called for that purpose.

### **Article IX: Meetings of the Board**

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**Section 9.01: Place.** The meetings of the Board shall be held at 2037 W. Cleveland Avenue, Madera or at such other place or places within the County of Madera as may be designated from time to time by the WDB and/or the Chairperson of the Board.

**Section 9.02: Regular Meetings.** Regular meetings of the Board shall be held no less than once per quarter.

**Section 9.03: Annual Meeting.** At the Board's discretion, an annual meeting retreat may be held to review goals and objectives, policies, By-Laws and any other items deemed appropriate and necessary.

**Section 9.04: Special or Emergency Meetings.** Special or emergency meetings of the Board may be called at any time by the Chairperson or Executive Committee or upon written request by a majority of the Directors.

**Section 9.05: Committee Meetings.** All Board members shall receive notice of committee meetings and may attend and participate in all committee meetings.



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**Section 9.06: Notice of Meetings.** Written or printed notice of the time and place of each meeting of the WDB shall be given to each member of the Board, and to each person or organization which has requested in writing notice of such meeting.

**Section 9.07: Contents of Notice.** Notice of meetings of the Board shall specify the place, the day and the hour of the meeting and shall be accompanied by an agenda of the business to be transacted.

**Section 9.08: Quorum.** A quorum shall consist of a majority of the filled positions of the duly appointed Directors. Transactions of any meeting of the WDB, however called and noticed and when held, shall be valid if a quorum is present. In the event of a lack of quorum of the WDB Members, a meeting of the Executive Committee can be called if there is a quorum of the Executive Committee present. This will be properly noticed on the WDB Agenda.

**Section 9.09: Voting.** Each Director shall be entitled to one (1) vote and shall have the privilege of participating fully in the voting procedure, except when a Director's vote would have a direct bearing on services to be provided by, or would financially benefit that Director or any organization represented by that Director, thus creating the potential of conflict of interest. In such case, that Director shall refrain from discussion and/or vote on the subject matter. A Director shall not cast a vote on, participate in, or in any way attempt to use his or her official position to influence: (1) any decision on the provision of services by that Director (or any organization which the Director directly represents), or (2) any decision or matter which would provide direct financial benefit to that Director, or (3) in which that Director knows or has reason to know that he or she, any member of that Director's immediate family, that Director's partner, or any organization which employs, or is about to employ, any of the same, has a financial or other interest; and, (4) in each such case that Director shall disclose his or her disqualifying interest, and that fact shall be included in the minutes of the meeting.

### **Section 9.10: Conduct of Meetings.**

- a) Meetings of the WDB shall be presided over by the Chairperson, or, in the Chairperson's absence, by the Vice-Chairperson, or in the absence of both, by an acting Chairperson chosen by a majority of the Directors present.
- b) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, or with the law.
- c) All meetings shall be open to the public and conducted in conformance with California Government Code 54950 et seq. commonly referred to as the "Ralph M. Brown Act".

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A meeting, to be valid, must have a quorum present as per Section 9.08 of these By-Laws.

### **Article X: Fiscal Year**

**Section 10.01: Date of Fiscal Year.** The fiscal year shall begin on the first day of July and end on the last day of June in each year.

### **Article XI: Execution of Instruments, Deposits and Funds**

**Section 11.01: Execution of Instruments.** The WDB, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WDB, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the WDB by any contract or agreement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Article XII: WDB Records, Seal and Logo**

**Section 12.01: Minutes of Meeting.** The WDB shall keep at its principal office, or at such other place as the WDB may order, a book of minutes recording the proceedings of all meetings of Directors and of all meetings of committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at committee meetings, the number of persons present at any meetings.

**Section 12.02: Records Available to Assessors.** On request of an assessor, the WDB shall make available at its principal office or at a place mutually acceptable, a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, possesses or controls within the County.

**Section 12.03: Inspection of Records by Directors.** The By-Laws and books of account shall, at all reasonable times, be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties. Such inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to make copies. Demand of inspection other than at a meeting shall be made in writing and directed to the Chairperson. The WDB may charge a reasonable fee for making copies in accordance with the Freedom of Information Act. A log of such inspections shall be maintained and document the date, material inspected and copies made.

**Section 12.04: Inspection of Records by the Public.** The By-Laws, books of account, and the minutes of meetings of the Directors, and committees shall be

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open to inspection on the written demand of any member of the public at any reasonable time. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies. The WDB may charge a reasonable fee for making copies.

### **Article XIII: Amendment of the By-Laws**

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**Section 13.01: Amendment Procedures:** These By-Laws may be amended or repealed and new By-Laws adopted, by the vote of two-thirds of the members present of the WDB. Notice required for a meeting to change or repeal the By-Laws shall be seven (7) days prior to the date of the meeting. All directors of the WDB shall receive written notice, personally or by mail that one of the purposes of such meeting of the WDB is to consider a change in the By-Laws, with the text of the proposed amendment(s).

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These By-Laws are hereby adopted as amended on this 17<sup>th</sup> day of August, 2017, and shall be effective upon approval by the Madera County Board of Supervisors.

  
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Brett Frazier, WDB Chair