

SONOMA COUNTY
Workforce Investment Board

BYLAWS

Approved December 9, 1999
Amended December 13, 2000
Amended April 10, 2002
Amended October 9, 2002
Amended September 14, 2004
Amended October 24, 2006

Table of Contents

ARTICLE I	1
PURPOSE AND FUNCTIONS	1
A. AUTHORIZATION	1
B. FUNCTIONS	1
ARTICLE II	2
MEMBERSHIP	2
A. MEMBERSHIP AND APPOINTMENT	2
B. TERMS OF APPOINTMENT	3
ARTICLE III	3
REMOVAL AND RESIGNATION OF MEMBERS	3
A. REMOVAL OF MEMBERS	3
B. RESIGNATION OF MEMBERS	4
ARTICLE IV	4
DUTIES OF MEMBERS	4
A. ATTENDANCE	4
B. NOTIFICATION OF ABSENCE	4
C. SERVICE ON COMMITTEES	4
ARTICLE V	5
MEETINGS AND ACTIONS	5
A. SCHEDULE OF REGULAR MEETINGS	5
B. NOTICE OF MEETINGS	5
C. SPECIAL MEETINGS	5
D. QUORUM	5
E. PUBLIC MEETINGS	6
F. MEETING MINUTES	6
G. APPROVAL OF MINUTES	6
H. MAJORITY RULE	6
I. RULES OF ORDER	6
ARTICLE VI	6
OFFICERS	6
A. OFFICERS	6
B. TERMS OF OFFICE	6
C. ELECTION OF OFFICERS	7
D. CHAIRPERSON	7
E. CHAIRPERSON-ELECT	7
F. PAST-CHAIRPERSON	7

ARTICLE VII	7
COMMITTEES	7
A. GENERAL COMMITTEE PROVISIONS	7
B. STANDING COMMITTEES	8
C. EXECUTIVE COMMITTEE	8
D. AD HOC COMMITTEES	9
E. COMMITTEE SIZE	9
F. COMMITTEE REPORTS	10
G. COMMITTEE AUTHORITY	10
H. TERMS OF APPOINTMENT	10
I. CONSULTANTS TO COMMITTEES	10
ARTICLE VIII	10
CONFLICT OF INTEREST	10
A. VOTING	10
B. DISCLOSURE	11
C. RECORD OF ABSTENTION	11
D. APPLICATION	11
ARTICLE IX	11
STAFF SUPPORT	11
ARTICLE X	12
BYLAWS	12
A. ADOPTION	12
B. IMPLEMENTATION	12
C. AMENDMENTS	12
D. REVIEW	13
E. STANDING OF BYLAWS	13

SONOMA COUNTY
Workforce Investment Board

Bylaws

ARTICLE I

PURPOSE AND FUNCTIONS

A. AUTHORIZATION

The Sonoma County Workforce Investment Board, hereinafter referred to as the WIB, is established under Section 117 of the Workforce Investment Act of 1998, Public Law 105-220, hereinafter called WIA.

The purpose of the WIB is to set policy for the workforce investment system in Sonoma County in coordination with statewide workforce investment efforts.

B. FUNCTIONS

The WIB has the responsibility to set policy for workforce investment in Sonoma County, as outlined above. The Board of Supervisors appoints members to the WIB. The functions of the WIB are as follows:

1. The WIB, in partnership with the Board of Supervisors, shall develop and submit a local workforce investment plan for Sonoma County.
2. The WIB shall select the following operators and providers:
 - a. With agreement of the Board of Supervisors, the WIB shall designate the operator(s) of Sonoma County's one-stop system, Job Link.
 - b. The WIB shall identify eligible providers of youth services by awarding grants or contracts on a competitive basis, based on the recommendations of the Youth Council.
3. The WIB, in partnership with the Board of Supervisors, will conduct oversight of local programs of youth activities authorized under WIA, employment and training activities authorized under WIA, and the Job Link one-stop delivery system.
4. The WIB, the Board of Supervisors and the Governor shall negotiate and reach agreement on local performance measures under WIA.
5. The WIB shall coordinate the statewide and federal workforce investment activities that are authorized under WIA and carried out locally, and shall develop employer linkages for such activities.
6. The WIB shall promote the participation of employers in the workforce investment system and ensure the effective provision of services to assist those employers in meeting hiring needs.

7. The WIB shall meet all other applicable laws or regulations when directed by the California Workforce Investment Board or its administrative agencies.

ARTICLE II

MEMBERSHIP

A. MEMBERSHIP AND APPOINTMENT

1. As authorized under WIA, membership of the Board is established to be composed of forty-five (45) members as follows:
 - a) 23 business members
 - b) 22 members representing the following categories in the numbers indicated:
 - education agencies (4, including 2 locally designated)
 - labor organizations (2)
 - community based organizations (9, including 3 locally designated)
 - economic development agencies (2)
 - required one-stop partners not represented in other categories (5)
2. The following criteria will be used for all membership appointments:
 - a) Business members will be targeted as follows:
 - Candidates must be nominated by chambers of commerce, trade associations or other business organizations.
 - Candidates must be in positions with a high degree of policymaking and hiring authority within the business they represent.
 - b) Education members will be selected from candidates nominated by regional or local education agencies, institutions, or organizations.
 - c) Labor members will be selected from candidates nominated by local labor federations.
 - d) Community Based Organization (CBO) members will be selected based on the following:
 - Representatives from CBOs that are required one-stop partners will also be counted as CBO members.
 - Representatives of three (3) additional CBOs will be selected from CBOs that have expertise related to or provide services to employers, employees or job seekers in Sonoma County, or that provide services that fill identified voids in the service delivery system.

- e) Economic development agency members will be selected based on the following:
- Representatives from economic development agencies that are required one stop partners will also be counted as economic development agency members.
 - If there are not at least two (2) representatives in this category that are required one stop partners, representatives will be selected from candidates nominated by other economic development agencies.

Required one-stop partner members are nominated by their organization, except that the One-Stop partner representative for the Welfare-To-Work program shall be the Assistant Director of the Human Services Department.

In instances where there is more than one agency that could fulfill the role of a particular mandated One-Stop partner, the decision for which agency will be seated on the WIB will be made by the Board of Supervisors, with a recommendation from the WIB's Executive Committee, as specified in Article VII.

In instances where there is only one agency that could fulfill the role of a particular mandated One-Stop partner, that agency is responsible for selecting a representative to be seated on the WIB and no formal action shall be required by the WIB's Executive Committee or the Board of Supervisors.

All other potential WIB members will submit an application for review by the WIB Executive Committee which will then forward its recommendations to the Board of Supervisors for appointment to the WIB. The newly-appointed members will be introduced at the next full meeting of the WIB.

B. TERMS OF APPOINTMENT

WIB members shall be appointed to an initial term of one (1) year. All re-appointments shall be for a term of two years.

ARTICLE III

REMOVAL AND RESIGNATION OF MEMBERS

A. REMOVAL OF MEMBERS

Members may be removed for cause or because of absence in accordance with the following criteria:

1. Removal for Cause:

Cause shall be defined as determination by the WIB that the member is unable effectively to represent the categorical seat to which he/she is appointed due to

change of employment or status that substantially alters the member's qualifications which were present and considered in making the initial appointment.

2. Removal for Absenteeism

Members may be removed from membership on the WIB if the member is absent from more than three (3) consecutive regular committee meetings or two (2) consecutive regular full meetings of the WIB. A member with a substantial pattern of absences may be removed from membership.

The Chairperson shall recommend to the WIB the removal of any member(s) based on cause or absence. Removal of a member shall require a majority vote of the WIB Executive Committee, a quorum being present.

B. RESIGNATION OF MEMBERS

1. Resignation of WIB members should be effected by a written letter of resignation submitted to the Chairperson of the WIB, and to the Board of Supervisors.
2. If a member is absent from three (3) consecutive regular full meetings of the WIB, without notification as specified in Article IV, and after a good faith effort by the Chairperson to contact member regarding the absences, the member shall be considered to have resigned.

ARTICLE IV

DUTIES OF MEMBERS

A. ATTENDANCE

Members shall attend meetings of the WIB and of committees to which they are appointed. The Executive Committee shall routinely review member attendance at WIB and committee meetings.

B. NOTIFICATION OF ABSENCE

Members shall notify the Chairperson of the WIB of any expected absence for a meeting by 5:00 PM of the day before the meeting, indicating good and sufficient reasons for the absence. Such notification may be direct or through staff of the WIB.

C. SERVICE ON COMMITTEES

Each member of the WIB shall serve on committees as necessary.

ARTICLE V

MEETINGS AND ACTIONS

A. SCHEDULE OF REGULAR MEETINGS

1. The WIB, or the Executive Committee, shall, at its first meeting of each year adopt a schedule of regular meetings and transmit that schedule to members, the Board and the public at large.
2. Regular meetings may be canceled either by the Chairperson or by a majority vote at a duly constituted meeting.
3. Alternate dates for the regular meeting may be set either by the Chairperson, if ten (10) working days' notice is provided to all members, or by a majority vote at a duly-constituted meeting.

B. NOTICE OF MEETINGS

Notice of regular meetings, specifying time, date, location and agenda, shall be provided, in writing or electronically, to WIB members seven (7) days prior to scheduled meetings.

C. SPECIAL MEETINGS

Special meetings of the WIB may be called either by the Chairperson or at the request of a majority of WIB members. Notice of special meetings shall be delivered to members personally, by mail or electronically, and must be received twenty-four hours in advance of time of the meeting. Said notice must state the business to be considered. Special meetings shall be called and conducted in accordance with California Government Code Section 54956 (Ralph M. Brown Act).

D. QUORUM

1. For purposes of conducting a meeting of the full WIB, a quorum of the WIB shall be the whole number more than fifty percent (50%) of the total number of members who have been duly appointed to the WIB.
2. For purposes of voting on policy or contract issues, WIB members who have disqualified themselves due to a conflict of interest will not affect the determination of a quorum.

E. PUBLIC MEETINGS

All meetings of the WIB shall be open, public, and noticed in conformance with the Ralph M. Brown Act, California Government Code 54960, et. seq., as amended.

F. MEETING MINUTES

The recording secretary shall record in the minutes: the time and place of the meeting, members who are present; official acts of the WIB; and the number of votes of members, ayes, noes, and abstentions, except when the action is unanimous. When requested by a member, his or her dissent or approval, and reasons, shall be recorded. When a member abstains due to a conflict of interest, his or her abstention and the reasons shall be recorded.

G. APPROVAL OF MINUTES

The minutes shall be presented for approval at the succeeding regular meeting.

H. MAJORITY RULE

Decisions and acts made by majority vote of the members at any duly-constituted meeting shall be regarded as acts of the WIB except as otherwise provided by these Bylaws.

I. RULES OF ORDER

The current version of Robert's Rules of Order shall guide the WIB in all proceedings, except as otherwise provided for in these Bylaws.

ARTICLE VI

OFFICERS

A. OFFICERS

Officers of the WIB shall be the Chairperson, the Chairperson-Elect and the Past-Chairperson.

B. TERMS OF OFFICE

With the exception of the Chairperson, terms shall be for one year. The Chairperson shall serve for a two year term. The Chairperson-Elect may also serve for up to two years.

C. ELECTION OF OFFICERS

Election of officers shall be held annually at the last meeting of each fiscal year.

D. CHAIRPERSON

The WIB Chairperson shall be a representative from the business membership category. The duties of the Chairperson shall be to preside at WIB meetings, decide points of order, announce all business, entertain motions, put motions to vote, and announce vote results.

1. The Chairperson may appoint and/or remove, all committee Chairpersons and members.
2. The Chairperson may call special meetings of the WIB.
3. The Chairperson, or his or her designee, shall represent the WIB at public functions.
4. The Chairperson may designate another business category member to chair WIB meetings.

E. CHAIRPERSON-ELECT

The Chairperson-Elect shall be a representative from the business membership category who shall succeed the Chairperson.

1. The Chairperson-Elect shall perform the duties of the Chairperson in his or her absence.
2. If the Chair becomes vacant, the Chairperson-Elect shall succeed to the Chair for the balance of term of office.

F. PAST-CHAIRPERSON

The Past-Chairperson shall be the immediate past WIB Chairperson.

1. The Past-Chairperson shall perform duties of the Chairperson in the absence of both the Chairperson and the Chairperson-Elect.

ARTICLE VII

COMMITTEES

A. GENERAL COMMITTEE PROVISIONS

1. The WIB shall have three standing committees as designated in Section B of this Article.

2. Each WIB member is expected to serve on at least one standing committee.
3. All standing committee meetings shall be subject to the provisions of California Government Code Section 54960, et. seq. (Ralph M. Brown Act).

B. STANDING COMMITTEES

1. The Executive Committee is responsible for taking action under section C of this Article.
2. The Job Link Steering Committee shall be responsible for operational oversight of the one-stop centers. The committee shall ensure that Job Link agencies will offer services through a simplified and coordinated delivery system that is customer driven, provides high quality service, and has strong accountability. Members of the Job Link Steering Committee shall be representatives of the required one-stop partners as listed under WIA and representatives of the other co-located Job Link partners. Each agency's Director or Designee shall appoint the representative of each partner. Members in the Job Link Steering Committee may include individuals who are not WIB members.
3. The Youth Council, hereafter referred to as the Youth Education & Employment Services (YE²S) Council, shall develop the portions of the local plan related to youth activities, recommend eligible providers of youth activities to be awarded grants or contracts, conduct oversight with respect to eligible providers of youth activities, and coordinate authorized youth activities in Sonoma County. The YE²S Council membership shall include members of the WIB and other community organizations or individuals that meet the requirements of WIA or the locally approved membership structure. Membership is recommended by the WIB and is approved by the Board of Supervisors.

The Executive Committee may appoint other standing committees as necessary.

C. EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of:

- The Chairperson of the WIB
- The Chairperson-Elect of the WIB
- The Past-Chairperson of the WIB
- The Chair of each standing committee, whether or not said is Chair is a WIB member. If the committee Chair is not a WIB member, said Chair will have voting privileges on the Executive Committee. These voting rights do not extend to the full WIB.
- Any other WIB members designated at the discretion of the Chairperson.
- The WIB Director, ex-officio, non-voting member.

1. The Executive Committee shall hold meetings at the request of the Chairperson, or the WIB Director. One-half of the voting members of the Executive Committee shall constitute a quorum.
2. When circumstances demand that action be taken in less than the time required to call a Special Meeting of the WIB (per Article V. Section C.), the Executive Committee is authorized to take action on behalf of the WIB. Executive Committee actions are subject to review by the WIB at its next meeting. In the case of actions taken by the Executive Committee on behalf of the full WIB under provisions of this paragraph, two-thirds of the voting members of the Executive Committee shall constitute a quorum.
3. A majority vote of the Executive Committee membership shall be required in order for action to be taken, pursuant to paragraph C.2.
4. The Executive Committee shall review the Bylaws annually and may suggest amendments to the WIB. It may also review proposed Bylaws amendments in order to make recommendations on such amendments to the WIB.
5. Except as provided for under Article II. Membership, item f., the Executive Committee shall recruit, review applications, and recommend new WIB and YE²S Council members directly to the Board of Supervisors. The Chair shall present new members at the next full WIB meeting.
6. The Executive Committee shall routinely review member attendance at WIB and Committee meetings.

D. AD HOC COMMITTEES

In addition to the standing committees, the Chairperson of the WIB may establish Ad Hoc Committees.

1. Membership in Ad Hoc Committees may include individuals who are not members of the WIB.
2. Ad Hoc Committees may be established to accomplish time-limited tasks that support the goals of the WIB.

E. COMMITTEE SIZE

Committee size may be established the Executive Committee or by amendment to these Bylaws. Except as otherwise noted in these Bylaws, a quorum of a committee shall be the whole number greater than 50% of the appointed committee members.

F. COMMITTEE REPORTS

Committees shall report progress and recommend actions, when appropriate, at WIB meetings.

G. COMMITTEE AUTHORITY

The WIB may authorize standing or ad hoc committees to make limited, independent recommendations to the Board of Supervisors prior to presentation to the WIB. When taking actions so authorized, an affirmative vote of two-thirds (2/3) of those voting, a quorum being present, shall be required to approve the action be considered.

- 1) Except as outlined below, no standing or ad hoc committee shall have independent authority to commit the WIB to policy or action without approval of the WIB.
 - a) As specified in Sections C.2. and C.5. above, the Executive Committee has the authority to take emergency action of behalf of the WIB and the authority to make recommendations to the Board of Supervisors for the appointment of new members to the WIB and the YE²S Council.
- 2) A Committee may adopt recommendations to the WIB by majority vote of members in attendance after a quorum has been established.

H. TERMS OF APPOINTMENT

Terms of appointment to standing committees shall be for one year; for ad hoc committees, terms of appointment shall be for the period of time required to fulfill the committee's purpose. Chairs of each standing committee shall be elected each year by a vote of committee members. Selection of committee chair should occur not later than June of the fiscal year.

I. CONSULTANTS TO COMMITTEES

When appropriate, committees may call on other knowledgeable individuals to act as consultants on the committee level. Said individuals shall not have voting privileges.

ARTICLE VIII

CONFLICT OF INTEREST

A. VOTING

No member of the WIB, or any of the WIB's committees, 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 member or any organization with which such

member is affiliated. However, if determined appropriate by the Office of the County Counsel, County of Sonoma, members of the WIB may vote on the overall Workforce Investment Plan even if that Plan could provide funds to an organization which a member represents.

1. For purposes of this Article, “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 or the immediate family members of such member.
2. For purposes of this Article, “represents” shall include the following types of affiliation: director, board member, advisor, paid consultant or employee.

WIB members shall make every attempt to avoid personal conflict of interest in awarding financial assistance, and in the conduct of procurement activities involving funds under the Act.

B. DISCLOSURE

In order to avoid conflict of interest or the appearance of such conflict, each member shall comply with any conflict of interest code adopted by the WIB and the Board of Supervisors. In addition members shall submit to the Chairperson a written listing of his or her pertinent affiliations as described in A. 2., above.

C. RECORD OF ABSTENTION

Minutes of meetings shall record the abstentions of members who are prohibited from voting due to conflict of interest.

D. APPLICATION

These prohibitions shall apply to regular, special, and committee meetings of the WIB.

ARTICLE IX

STAFF SUPPORT

As provided in the Agreement between the WIB and the Board of Supervisors, the Local Workforce Area administrative entity shall provide staff support for the WIB and all committees including the YE²S Council.

Staff shall:

1. Prepare and distribute agendas and other materials, submit recommendations for WIB and YE²S Council consideration and, as appropriate, participate in discussions on items before the WIB or the YE²S Council.
2. Provide for necessary staff, budgetary, legal, and administrative services to carry out the programs, policies, and directives of the WIB, the YE²S Council, and the Board of Supervisors.
3. Prepare administrative reports required by the Board of Supervisors or other governmental agencies.
4. Attend WIB and YE²S Council meetings, take minutes, and prepare and maintain records of all proceedings.
5. Orient and train new WIB and YE²S Council members, as needed.

The WIB Director or staff designee shall be an ex-officio non-voting party to all meetings of the WIB and the YE²S Council.

ARTICLE X

BYLAWS

A. ADOPTION

An affirmative vote of two-thirds (2/3) of those voting, a quorum being present, shall be required to adopt these Bylaws.

B. IMPLEMENTATION

Following adoption, the WIB shall move to implement the requirements of these Bylaws.

C. AMENDMENTS

Any member of the WIB or the WIB Director may propose amendments to the Bylaws.

1. Proposed amendments shall be submitted in writing and made available to each member of the WIB no less than five (5) days prior to consideration before a vote can be taken.
2. An affirmative vote of two-thirds (2/3) of those voting, a quorum being present, shall be required to amend these Bylaws.

D. REVIEW

At least annually, and otherwise as needed, the Executive Committee shall review the WIB's Bylaws for appropriateness of language, content and possible amendments.

E. STANDING OF BYLAWS

Nothing in these Bylaws may, nor shall they be construed to, take precedence over Federal, State, or local laws or regulations.