

# BYLAWS

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## SONOMA COUNTY WORKFORCE INVESTMENT BOARD

**Adopted: May 11, 2022**

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**SONOMA COUNTY  
WORKFORCE INVESTMENT BOARD  
BYLAWS**

**ARTICLE I  
PURPOSE AND FUNCTIONS**

**A. AUTHORIZATION**

The name of the organization shall be Sonoma County Workforce Investment Board and shall serve as the Workforce Development Board for the local area of Sonoma County, hereinafter referred to as the WIB.

The purpose of the WIB is to set policy and exercise oversight for the workforce development system in Sonoma County in coordination with activities conducted under the Workforce Innovation and Opportunity Act of 2014, Public Law 113-128, and hereinafter referred to as WIOA.

**B. FUNCTIONS**

The WIB has the responsibility to set policy and exercise oversight for workforce development in Sonoma County, as outlined above. The Board of Supervisors, hereinafter referred to as BOS, appoints members to the WIB based on recommendations of the WIB Executive Committee.

The functions of the WIB shall be in accordance with the WIOA and are as follows:

- With approval from the BOS, develop and submit a local workforce development plan for Sonoma County.
- Conduct workforce research and regional labor market analysis to assist in the development and implementation of the local plan.
- Convene workforce development system stakeholders in the development of the local plan and identify resources to leverage support for workforce development.
- Engage with a diverse range of employers and entities in the region to promote business representation and ensure the effective provision of services to support those employers.
- Develop and implement career pathways with education partners by aligning employment, training, education, and supportive services.
- Identify and promote proven and promising workforce development practices in the local area.
- Use technology to maximize accessibility and effectiveness of the local workforce development system.

- With approval from the BOS, conduct oversight for local Youth and Adult programs of workforce investment activities, employment and training activities, and the Job Link one-stop delivery system, which provides access to career and training services, programs, and activities, through a physical center, a network of one-stop partners, and via electronic means.
- Delegate Sonoma County Human Services Department to develop the budget for workforce development activities of the WIB, as stated in the BOS-WIB Memorandum of Understanding.
- In partnership with the California Workforce Development Board, negotiate and reach agreement on local performance accountability measures.
- Identify eligible providers of training, career, and youth services in the local area by awarding grants or contracts on a competitive basis, as required.
- Coordinate activities with education and training providers in the local area.
- Assess Job Link one-stop delivery center accessibility for individuals with disabilities, as required.
- Meet all other applicable laws or regulations when directed by the California Workforce Development Board or its administrative agencies.

**ARTICLE II**  
**MEMBERSHIP**

**A. MEMBERSHIP AND APPOINTMENT**

As authorized under WIOA, Sec. 107, membership of the WIB is established to be composed of at least 19 members or more, in the percentages that follow:

1. Business representatives shall constitute a majority of WIB membership and must include two or more members that represent small business as defined by the U.S. Small Business Administration.
2. Representatives of the workforce shall constitute at least 20% of WIB membership, including representatives of labor organizations, which must constitute at least 15% of WIB membership.
3. The board shall include at least one of each of the following:
  - adult education/literacy representative
  - vocational rehabilitation representative
  - higher education representative
  - Wagner-Peyser representative
  - economic development agency representative

The following criteria will be used for membership appointments:

1. Business members must be in positions with a high degree of policymaking and hiring authority within the business they represent. Their business must provide employment opportunities with high quality work-relevant training and development in local in-demand industry sectors or occupations.
2. Education members will be selected from candidates nominated by regional or local education agencies, institutions, or organizations.
3. Labor members will be selected from candidates nominated by local labor federations, including a representative of an apprenticeship program. If the local labor federations fail to nominate enough members to reach 15% of WIB membership, then the requirement shall be 10% of WIB membership, as stated in CUIC Sec. 14202.
4. Representatives of the workforce, which must constitute 20% of WIB membership, include labor members and may also include representatives of organizations, including community based organizations with experience and expertise in addressing barriers to employment, including organizations that serve veterans, individuals with disabilities, or eligible youth, including out of school youth.
5. Governmental and economic development members will be selected from candidates nominated by local and state economic development and employment agencies.

All potential WIB members will submit an application for review by the WIB Executive Committee. Applications that are approved will be forwarded to the BOS for appointment to 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 (2) years. This staggering of appointments ensures only a portion of memberships expire in a given year.

**ARTICLE III  
DUTIES OF MEMBERS**

**A. ATTENDANCE**

Members shall attend meetings of the WIB and of committees to which they are appointed. ~~For each member's term of service to the WIB, he/she shall designate a proxy to attend meetings in the unexpected or unavoidable absence of the seated member. The proxy will participate as a voting member and shall formally represent the same sector or seat occupied by the seated member. Proxy designations will be reviewed by the Executive Committee. If a new proxy needs to be designated during the member's term, the member shall make the request in writing to the Chair.~~ Amended May 20<sup>th</sup>, 2022

The Executive Committee shall routinely review member attendance. WIB members who miss more than two (2) consecutive regular WIB meetings will prompt an Executive

Committee membership review and possible action. A leave of absence for a specified time period may be requested in writing to the WIB Chair, and will be evaluated on a case-by-case-basis by the Executive Committee.

**B. NOTIFICATION OF ABSENCE**

Members shall notify the WIB Chair or staff 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. Proper notification of absence will be recorded as an excused absence and not counted as a missed meeting.

**C. SERVICE ON COMMITTEES**

Each member should actively participate in WIB meeting and shall serve on committees or be assigned individual projects, as necessary.

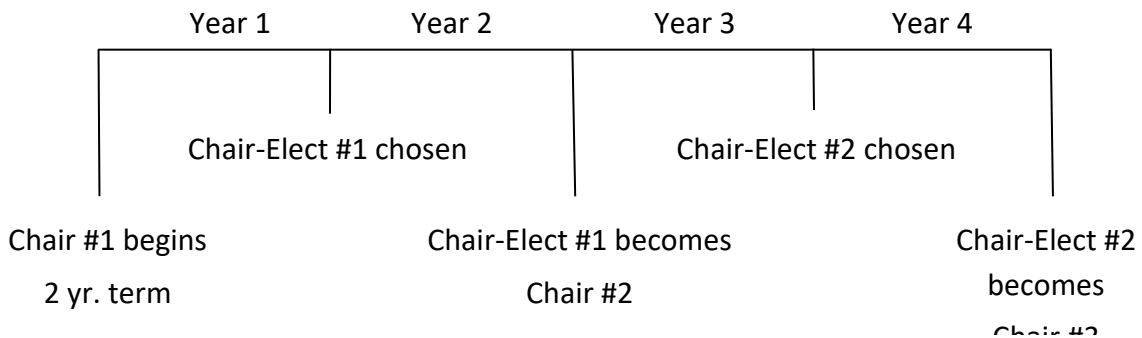
**ARTICLE IV  
OFFICERS**

**A. OFFICERS**

Officers of the WIB hold authority to preside at WIB meetings and represent the WIB at public functions. Officers of the WIB shall be the Chair, the Chair-Elect and the Past-Chair.

**B. TERMS OF OFFICE**

The Chair-Elect shall serve a one year term, after which they will assume the role of Chair. The Chair shall serve a two year term, and the Past-Chair shall serve a two year term.



**C. CHAIR-ELECT**

The Chair-Elect shall be a representative from the Business membership category who shall succeed the Chair.

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

3. Election of the Chair-Elect will take place every two years on a schedule that is staggered with the Chair's term of office. Therefore, when the current Chair finishes the first year of their term, the Chair-Elect will be chosen. The Chair-Elect will serve in that role for one year before assuming the role of Chair as illustrated above.

#### D. CHAIR

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

1. May appoint and/or remove, all committee Chairs and members.
2. May call special meetings of the WIB.
3. Shall represent the WIB at public functions.

#### E. PAST-CHAIR

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

1. The Past-Chair shall perform duties of the Chair in the absence of both the Chair and the Chair-Elect. The Past-Chair shall also perform duties of the Chair, in the absence of the Chair, during the first year before the next Chair-Elect has been chosen.

### **ARTICLE V**

#### **MEETINGS AND ACTIONS**

##### A. REGULAR MEETINGS

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

##### B. SPECIAL MEETINGS

Special meetings may be called either by the Chair or at the request of a majority of WIB members.

##### C. NOTICE OF MEETINGS

Notice of WIB meetings, specifying time, date, location and agenda, shall be provided, in writing or electronically, to WIB members and the public in accordance with the Brown Act.

**D. PUBLIC MEETINGS**

All meetings of the WIB shall be open to the public, called, and conducted in conformity with the provisions of the Brown Act.

**E. MINUTES**

The recording secretary shall record in the minutes: the time and place of the meeting, members who are present; time and name of members who join the meeting late or leave the meeting early; official acts of the WIB; and the number of votes of members, ayes, noes, and abstentions. 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. The minutes shall be presented for approval at the succeeding regular meeting.

**F. QUORUM**

1. For purposes of conducting a meeting of the full WIB, a quorum of the WIB shall be 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.

**G. MAJORITY RULE**

Actions brought before the WIB shall require a majority vote of the members at any duly-constituted meeting except as otherwise provided by these Bylaws.

**H. RULES OF ORDER**

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

**I. USE OF TECHNOLOGY**

Alternative technology means, such as telephone or video or digital conferencing, may be used at board and committee meetings as permitted by the Brown Act.

**ARTICLE VI**

**EXECUTIVE COMMITTEE**

**A. EXECUTIVE COMMITTEE PROVISIONS**

1. There shall be an Executive Committee comprised of:
  - The Chair of the WIB
  - The Chair-Elect of the WIB
  - The Past-Chair of the WIB
  - The Chair of each standing committee
  - A representative from Labor selected by WIB Labor representatives



- Any other WIB members designated at the discretion of the Chair
  - The WIB Director, ex-officio, non-voting member
2. The Executive Committee shall hold meetings at the request of the Chair, or the WIB Director. 50% of the voting members of the Executive Committee shall constitute a quorum.
  3. When circumstances demand that action be taken in less than the time required to call a Special Meeting of the WIB, 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.
  4. The Executive Committee shall review the Bylaws annually and may suggest amendments to the WIB.
  5. The Executive Committee shall recruit, review applications, and recommend new WIB members to the BOS.
  6. The Executive Committee shall routinely review member attendance at WIB and Committee meetings.
  7. The Executive Committee shall review the membership of the WIB Executive Committee on an annual basis. In addition to fulfilling membership requirements, this review shall also analyze each committee member's time served with a focus on rotating leadership roles among the whole of the WIB membership.

**ARTICLE VII  
COMMITTEES**

**A. GENERAL COMMITTEE PROVISIONS**

1. The WIB may appoint standing committees as designated in Section B of this Article.
2. Each WIB member is expected to serve on standing committees, special projects, or at events, as needed.
3. All standing committee meetings shall be subject to the provisions of the Brown Act.

**B. STANDING COMMITTEES**

1. The Executive Committee is responsible for taking action under Article VI.
2. The Job Link Steering Committee shall be responsible for operational oversight of the one-stop center. The committee shall ensure that Job Link 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 WIOA 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. Job Link Steering Committee will follow all other procedures as stated in these Bylaws.

3. The Youth Committee, if convened, will work to promote youth programs that support education, training and career development opportunities, develop work-linked learning opportunities for youth, and align opportunities with identified business needs to develop a skilled workforce. The Youth Committee membership may include WIB members, youth employers, and other community-based organizations with a demonstrated record of success in serving eligible youth.
4. The Executive Committee may appoint other standing committees as necessary.
5. To facilitate communication and continuity of decision making between the WIB and its committees, all committee Chairs must be WIB members.

#### C. AD HOC COMMITTEES

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

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

#### D. COMMITTEE SIZE

Committee size may be established by the Executive Committee or by amendment to these Bylaws. A quorum of a committee shall be 50% of the appointed committee members.

#### E. COMMITTEE REPORTS

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

#### F. COMMITTEE AUTHORITY

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 Article VI above, the Executive Committee has the authority to take emergency action on behalf of the WIB and the authority to make recommendations to the BOS for the appointment of new WIB members.
2. A committee may adopt recommendations to the WIB by majority vote of members in attendance after a quorum has been established.

#### G. TERMS OF APPOINTMENT

Terms of appointment to standing committees shall be for two years; 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 every two years by a vote of committee members.

H. 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. COMPLIANCE

WIB members shall comply with conflict of interest laws set forth in the Political Reform Act as well as the WIB Code of Conduct and Conflict of Interest Policy.

**ARTICLE IX**

**RESIGNATION, REMOVAL, AND REINSTATEMENT OF MEMBERS**

A. RESIGNATION

Resignation of WIB members should be documented in writing and submitted to the WIB Chair by default.

B. REMOVAL

The Chair or WIB Director shall recommend to the WIB Executive Committee the removal of any member(s) based on any of the reasons listed below. Removal of a member shall require a majority vote of the WIB Executive Committee, with a quorum being present.

1. Member ceases to be representative of the category for which appointment was made. Member may be required to resign or will be requested to submit a new application to continue membership. At the discretion of the WIB Executive Committee, member may continue to act as representative until the end of the fiscal year.
2. Member fails to comply with the Conflict of Interest provisions outlined in Article VIII.
3. Member does not meet attendance requirements as specified in Article III. WIB members absent from two (2) consecutive regular full WIB meetings without notification or more than three (3) consecutive regular standing committee meetings without notification will be contacted in writing. In addition, the Chair will make a good faith effort to contact the member regarding their absenteeism. WIB members absent from three (3) consecutive regular full WIB meetings or four (4) consecutive regular standing committee meetings will be considered to have a substantial pattern of absences and be recommended for removal by the WIB Executive Committee.

C. REINSTATEMENT

1. A removed member shall be allowed to explain any compelling reasons as to why the Executive Committee should reconsider their committee or WIB membership.
2. Upon recommendation from the Chair and Executive Committee action, the WIB Director shall have the authority to reinstate a removed member.

## **ARTICLE X**

### **STAFF SUPPORT**

As provided in the agreement between the WIB and the BOS, the Local Workforce Area administrative entity shall provide staff support for the WIB and all committees. Staff shall:

1. Prepare and distribute agendas and other materials, submit recommendations for WIB consideration and, as appropriate, participate in discussions on items before the WIB.
2. Provide for necessary staff, budgetary, legal, and administrative services to carry out the programs, policies, and directives of the WIB and the BOS.
3. Prepare administrative reports required by the BOS or other governmental agencies.
4. Maintain an official membership list, attendance records, records of all proceedings, minutes of all public meetings and other documents of the WIB and its committees.
5. Orient and train new WIB members as needed.

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

## **ARTICLE XI**

### **BYLAWS**

#### **A. ADOPTION**

An affirmative vote of one half (1/2) 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 WIB member or the WIB Director may propose amendments to the Bylaws.

1. Proposed amendments shall be submitted in writing and made available to each WIB member no less than five (5) days prior to consideration before a vote can be taken.

2. An affirmative vote of one half (1/2) 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.

F. SEVERABILITY

If any part of these bylaws is held to be null and/or void, the validity of the remaining portion of the bylaws shall not be affected.