WORKFORCE ALLIANCE OF THE NORTH BAY (WANB)
REGIONAL WORKFORCE DEVELOPMENT BOARD (RWDB)

BYLAWS APPROVED AND ADOPTED FEB 9, 2016

ARTICLE I. CREATION OF THE WANB REGIONAL WORKFORCE DEVELOPMENT BOARD

The Workforce Alliance of the North Bay, hereinafter referred to as the WANB, is established under the authority of the Workforce Innovations and Opportunity Act of 2014, hereinafter called WIOA.

ARTICLE II. PURPOSE OF THE WANB RWDB

The purpose of Regional Workforce Development Board (RWDB) is to recommend policy to the WANB Governing Board for the workforce development system in Marin, Napa and Lake counties in coordination with statewide workforce development efforts. Additionally, the RWDB conducts research on programs and the needs of their regional economy. They also competitively procure and oversee the America’s Job Centers of California (AJCC’s), where job seekers can get employment information, find out about career development training opportunities and connect to various programs in their area.

ARTICLE III. DUTIES OF THE WANB RWDB

Section 1. The Workforce Alliance of the North Bay (WANB) Governing Board (GB), and the WANB Regional Workforce Development Board (RWDB) conducts strategic planning, oversight, and evaluation of the local workforce development area. The RWDB shall promote effective outcomes consistent with statewide goals, objectives, and negotiated local performance.

Section 2. Duties

Duties of the WANB RWDB shall be in accordance with the WIOA and include, but are not limited to:

1. Developing a local workforce development area plan for Marin, Napa and Lake counties
2. Carry out analyses of the economic conditions in the region, the needed knowledge and skills for the region, the workforce in the region and the education and training activities in the region.
3. Convening, brokering and leveraging of partners and resources to address identified industry and workforce issues;
4. Employer and industry engagement;
5. In partnership with secondary and postsecondary education, lead efforts in the local workforce area to develop and implement career pathways by aligning employment, training, education and supportive services;
6. Identify and promote proven and promising strategies for meeting the needs of employers, workers and jobseekers;
7. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce system;
8. Conduct program oversight of local youth, and adult training activities and the one-stop delivery system;
9. Negotiate local performance and accountability measures;
10. Competitively select youth and adult one stop operators and providers of workforce services; certify operators and terminate for cause;
11. Coordinate workforce activities with education and training providers in the area;
12. Develop a budget for activities of the local board that is consistent with the adopted local plan.
13. Assess physical and programmatic accessibility for people with disabilities

Section 3. Methods

The WANB RWDB shall perform all duties in accordance with these methods:

1. **Convener:** Bring together business, labor, education, and economic development to focus on community workforce issues.
2. **Workforce Analyst:** Develop, disseminate and understand current labor market and economic information and trends.
3. **Broker:** Bring together systems to solve common problems, or broker new relationships with businesses and workers.
4. **Community Voice:** Advocate for the importance of workforce policy, providing perspective about the need for and availability of skilled workers.
5. **Capacity Builder:** Enhance the region’s ability to meet the workforce needs of local employers.

Section 4. The WANB RWDB shall perform other functions and duties as required by the WIOA, or by State of California implementing legislation or Executive Orders, and shall act in accordance with the WIOA and under the direction of the Governing Board.

**ARTICLE IV. RWDB MEMBERSHIP**

**Section 1.** Appointment and Size
The WANB GB shall appoint the WANB RWDB members. A single member may be appointed to represent multiple constituencies on the WANB RWDB as set forth in Section 2 below. The membership size of the RWDB may increase or decrease depending on whether members are representing multiple constituencies. The membership shall not exceed thirty-five (35) members. No matter how many constituencies a member represents, a member is entitled to only one vote and may only be counted as a single member of the RWDB.

Section 2. Composition

a. The WANB GB shall ensure the membership of the WANB RWDB conforms to all requirements of the WIOA, as prescribed:

1. **Business Representatives:** The majority (51%) of RWDB membership must be representatives of business in the local workforce area who reflect the employment opportunities of the Workforce Alliance of the North Bay LWDA. The business representatives shall include owners, executives or operating officers of businesses, or employers with optimum policy-making or hiring authority. The WANB Governing Board shall appoint these representatives from among individuals nominated by local business or business trade organizations in the Workforce Alliance of the North Bay LWDA. If there are no nominations made by local business or business trade organizations, the WANB RWDB, in its capacity as a business-lead organization, shall make the nominations.

2. **Workforce Representatives:** At least 20 percent (20%) of WANB RWDB membership must be workforce representatives which must:
   - include two or more representatives of labor organizations, where such organizations exist in the local area. Where labor organizations don’t exist, representatives must be selected from other employee representatives.
   - include one or more representatives of 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. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed, and may include:
The board **may include** the following to contribute to the 20 percent Workforce Representative requirement:

- 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,
- 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.

4. **Education and Training Representatives:** The balance of local board membership **must include**:

- At least one eligible provider administering adult education and literacy activities under WIOA Title II;
- At least one representative from an institute of higher education providing workforce investment activities, including community colleges; and
- At least one representative from each of the following governmental and economic and community development entities:
  - Economic and community development entities;
  - The State Employment Service Office under Wagner-Peyser Act (29 USC 49 et seq.) serving the local area; and
  - The programs carried out under Title 1 of the Rehabilitation Act of 1973, other than sec. 112 or Part C of that title.

5. **Other Representatives:** Membership may include other representatives as determined to be appropriate by the WANB Governing Board including:
• 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;
• Governmental and economic and community development entities who represent transportation, housing and public assistance programs,
• Philanthropic organizations serving the local area; and
• Other appropriate individuals as determined by the Governing Board.

b. Applicants for regional board membership will submit an application for review by the RWDB Executive Committee. The Executive Committee will then forward its recommendations to the WANB Governing Board for appointment to the RWDB.

Section 3. Optimal Policy Making Authority

Members of the WANB RWDB that represent organizations, agencies or other entities shall be individuals with optimum policymaking authority within those organizations, agencies or entities.

Section 4. Changes in Composition

The WANB GB, if recommended by a two-third (2/3) vote of the RWDB, may change the constituent membership of the WANB RWDB through additional appointments.

Section 5. Term

Membership terms shall be for three (3) years.

Section 6. Vacancies and Recruitments

In the event of a vacancy, the RWDB shall solicit and accept nominations in accordance with WIOA representation. A vacancy may not necessarily be filled if the required composition of the RWDB can be maintained without filling the vacancy. All applicants shall be required to submit a membership application to the WANB Executive Director. Eligible applications shall be presented to the Governing board for consideration and action and appointment. The WANB GB shall make appointments to any vacant position whose term has not yet expired, and the appointed successor shall serve out the remainder of the term of the original appointment.
**Section 7.** Resignations

Any RWDB member may resign by submitting written notice to the RWDB Chairperson and/or WANB Executive Director.

**ARTICLE V. REMOVAL OF MEMBERS**

WANB RWDB members may be removed by the WANB GB for cause, upon the initiative of the WANB GB or upon consideration of removal recommendations from the RWDB, for any of the following reasons:

a. For the member’s violation of the conflict of interest code or laws or failure to complete or declare applicable financial disclosures.

b. When the member ceases to be representative of the constituency for which appointment was made.

c. For the member’s failure to meet attendance requirements (Article VII, Section 1).

d. For the member’s refusal to report to or consult with the member’s appointing authority.

**ARTICLE VI. RWDB OFFICERS**

**Section 1.** Officers

The officers of the RWDB shall be a Chair, Vice-Chair and Past Chair. The offices of Chair and Vice-Chair shall be filled by members who qualify as representatives of business, as described in Article IV, Section 2.a.1.

**Section 2.** Election of Officers

The Chair and Vice-Chair shall be elected annually for one-year terms, effective July 1 to June 30. The WANB RWDB shall conduct an election and select persons for the offices of Chair and Vice-Chair. In the event the Chair or Vice-Chair resigns from the RWDB during his/her term of office, the RWDB at its next regularly scheduled meeting shall elect a qualified RWDB member to serve the remaining term of the office.

**Section 3.** Duties of Officers

a. Chair:
1. The Chair shall appoint all standing committee chairs.
2. The Chair shall set the agenda for RWDB meetings, preside at all meetings of the RWDB and in general perform all duties incident to the office as directed by the RWDB. This includes attending conferences.

b. Vice-Chair: The Vice-Chair shall act on behalf of the Chair during the Chair’s absence.

c. Past-Chair: The Past-chair shall act on behalf of the Chair or Vice-Chair’s absence.

ARTICLE VII. DUTIES OF MEMBERS

Section 1. Attendance

Members shall attend meetings of the WANB RWDB and committees to which they are appointed. The Executive Committee shall routinely review member attendance at board and committee meetings. An excused absence shall be recorded in the minutes when a member or designee notifies the Clerk of the Board his/her staff of the intended absence by 5 p.m. of the day before the scheduled Board or Committee meeting indicating good and sufficient reasons for the absence, except that if the absence is due to illness occurring during the twenty-four (24) hour period, the absence shall be deemed excused if the Clerk of the Board is notified of the illness prior to the roll call for the meeting. Members of the board must not miss more than three (3) consecutive committee and full meetings of the WANB RWDB unless the absences are excused, or more than five (5) consecutive committee and full meetings even if some or all of those absences are excused, except that the board may grant the RWDB member a leave of absence upon prior request. (See Article V for Removal of Members).

Section 2. Service on Committees

Every member shall actively participate as a member on at least one (1) committee. Non-board members may actively participate on committees at the invitation of the committee chair and approval of the WANB RWDB.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee comprised of the Officers of the RWDB; the Chair, Vice Chair and the immediate past-Chair if still a current member; and the chairs of standing committees.
Section 2. The Chair of the WANB RWDB shall serve as the Chair of the Executive Committee.

Section 3. The Executive Committee shall meet per approved Master Calendar or as deemed necessary by its Chair.

Section 4. The purpose of the Executive Committee shall be to:

a. Assume overall responsibility for internal WANB RWDB development including membership, training, resource attraction and internal governance policies;

b. Provide program oversight of the One-Stop systems within the Workforce Alliance of the North Bay regional area;

c. Provide recommendations regarding regular agenda items of the WANB RWDB;

d. Maintain the Bylaws and develop/submit necessary modifications of the Bylaws to the WANB RWDB and WANB Governing Board for approval;

e. Consult with WANB RWDB support staff.

Section 5. The Executive Committee is hereby authorized to act on behalf of the WANB RWDB when timelines are such that actions must be taken prior to the next regularly scheduled meeting of the full WANB RWDB, subject to reporting of the action to the full WANB RWDB at its next meeting and, other than for procedural actions, subject to ratification by the full WANB RWDB.

Section 6. All members of the Executive Committee shall be current members of the WANB RWDB in good standing.

Section 7. At no time shall the membership of the WANB RWDB Executive Committee constitute a quorum of the total membership, either by an increase in the number of Chair appointees, or by a reduction in the general membership of the board.

Section 8. The Executive Committee shall recommend for approval the names of current members of the board in good standing for appointments to boards and commissions outside the WANB RWDB structure, when such recommendations are requested of the WANB RWDB by such outside boards and commissions.

ARTICLE IX OTHER COMMITTEES OF THE RWDB
Section 1. In addition to the Executive Committee, the WANB RWDB shall, as necessary be organized into standing or ad hoc committees to carry out its functions and responsibilities as assigned. Standing committees are formed to consider subjects on an ongoing basis or stated period of time. As needed, the WANB RWDB may also form ad hoc committees charged with accomplishing specific tasks within a relatively short period of time. The Chair and members of the committees shall be designated by the Board Chair.

Standing Committees: Each county under the WANB umbrella will have a Local Advisory Subcommittee pursuant to the Joint Powers Agency Agreement. Each local advisory subcommittee will have a Chair and Vice Chair representing business and be a member in good standing. The members of the local advisory subcommittees will be appointed by the Chair of the RWDB. The membership criteria will be established by the RWDB Executive Committee in accordance with WIOA Section 679.360. Interested parties must submit an application for appointment.

Section 2. Each of the committees described in Section 1 shall meet as deemed necessary by the committee chairperson to conduct the business of the committee.

Section 3. The size of each of the committees described in Section 1 and the terms of the members shall be established by the Executive Committee.

Section 4. Each of the committees described in Section 1 shall report progress and recommend actions at WANB RWDB meetings.

Section 5. No standing or ad hoc committee shall have independent authority to commit the WANB RWDB to policy or action without approval of the RWDB, except as noted by Article VIII, Section 5.

Section 6. Ad hoc committees may be created by the WANB RWDB for such particular purposes as may be deemed necessary or desirable to enhance or assist the board in carrying out its functions and furthering the purposes of board. Membership on such ad hoc committees may include individuals who are not members of the WANB RWDB.

ARTICLE X. MEETING PROCEDURES

Section 1. Brown Act. All meetings of the WANB RWDB, its Executive Committee and all standing committees, including without limitation, regular, adjourned regular, special and emergency meetings shall be called, noticed, held and conducted in accordance with the Ralph M. Brown Act, Chapter 9, Division 3, Title 5 of the California Government Code commencing with Section 54950 ("Brown Act").
Section 2. **Minutes.** WANB RWDB shall require the keeping of the minutes of its regular, adjourned regular, special and emergency meetings excepting closed sessions, and shall approve such minutes at the next available meeting. Until approved, the minutes shall be considered merely Clerk of the Board notes. Such notes shall be considered preliminary memoranda subject to modification by the Clerk of the Board for purposes of the Public Records Act (Government Code section 6250 et seq.) and shall not become a public record available to the public on request except in the form released and available to the members and public when the agenda is posted for the meeting at which the proposed minutes will be considered.

Section 3. **Quorum.** For purposes of the transaction of business and conducting of meetings of the WANB RWDB or its committees, a quorum shall be 51 percent (51%) of the total number of currently appointed RWDB or committee members as applicable.

Section 4. **Voting. Recusal.** The transaction of business shall require a majority vote of the quorum present. Each member shall have one vote. A member who has a conflict of interest regarding any matter before the board or any committee on which the member sits shall declare the existence of such conflict prior to the matter being heard, recuse himself/herself from participation in the matter, and shall leave the meeting room until the hearing, deliberation and action on the matter are concluded. Vote by proxy is prohibited.

Section 5. **Calling of Meetings.** Special meetings of the WANB RWDB may be called by the Chair or by the signed petition of one-third (1/3) of the currently-appointed members.

Section 6. **Parliamentary Procedure.** The WANB RWDB and its committees shall conduct their meetings in accordance with Robert’s Rules of Order, except where those provisions conflict with these Bylaws, in which case these Bylaws shall apply.

Section 7. **Use of Technology.** Alternative technological means, such as telephone or video or digital conferencing, may be used at WANB RWDB and committee meetings as permitted by the Brown Act.

Section 8. **Annual Meeting Calendar.** The Annual WANB Master Calendar will be presented for approval at the first RWDB meeting every January.

ARTICLE XI. **REIMBURSEMENT**

Members of the WANB RWDB shall receive no reimbursement for expenses incurred while serving on the board with the exception of expenses, authorized in advance by the board, incurred in connection with the member attendance at
board-approved conferences, trainings and other approved activities other than board meetings or committee meetings.

**ARTICLE XII. CONFLICT OF INTEREST, ETHICS AND ECONOMIC INTERESTS**

**Section 1:** Conflict of Interest

No member of the RWDB 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 RWDB member from casting a vote on a matter that has the effect of generally benefiting the constituencies represented by that member where interest in based solely on that member’s seat on the RWDB.

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 affiliations: director, board member, advisor, paid consultant or employee.

C. RWDB 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, RWDB members shall comply with applicable Conflict of Interest laws and any conflict of interest code adopted by the WNB, including requirements for public disclosure and recusal.

**Section 2:** Ethics Training

Each member shall receive training in ethics in accordance with RWDB policies and applicable Federal and State laws and regulation.

**Section 3:** Economic Interest

RWDB 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 RWDB, in compliance with applicable law.
ARTICLE XIII. ADOPTION AND AMENDMENT OF BYLAWS

Section 1. Effective Date

These Bylaws and any amendments thereto shall be effective only when approved by WANB Counsel, the WANB RWDB with final approval by the WANB Governing Board. Annual review of the bylaws will be conducted by the Executive Committee at the beginning of every year. Any recommendations will be go through RWDB and Counsel approval process.

Section 2. Severability.

The Bylaws of the WANB RWDB and any amendments thereto shall conform to all applicable statutes, regulations and the agreement between WANB RWDB and the WANB Governing Board nothing in these Bylaws shall be construed to take precedence over federal, state or local laws or regulations or to constrain the rights and obligations of the County under such laws and regulations. Should any part, term, portion or provision of these Bylaws by decided by a court of competent jurisdiction to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

Adopted
On: January 12, 2017

APPROVED AS TO FORM:
By: Jenna Brady, Counsel
    Workforce Alliance of the North Bay

APPROVED BY:
By: Damon Connolly, President
    Workforce Alliance of the North Bay

ATTEST:
By: Cynthia Gunselman, Clerk of the Board
    Workforce Alliance of the North Bay