

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
BOARD ACTION SUMMARY**

DEPT: Workforce Development

BOARD AGENDA:6.B.1
AGENDA DATE: May 15, 2018

SUBJECT:

Approval to Amend the Bylaws and the Conflict of Interest Policy and Code of Conduct of the Stanislaus County Workforce Development Board

BOARD ACTION AS FOLLOWS:

RESOLUTION NO. 2018-0212

On motion of Supervisor Withrow , Seconded by Supervisor Olsen
and approved by the following vote,

Ayes: Supervisors: Olsen, Chiesa, Withrow, Monteith, and Chairman DeMartini

Noes: Supervisors: None

Excused or Absent: Supervisors: None

Abstaining: Supervisor: None

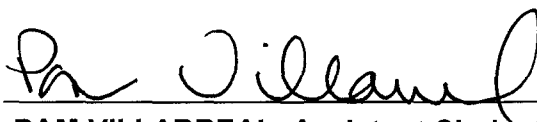
1) Approved as recommended

2) Denied

3) Approved as amended

4) Other:

MOTION:



ATTEST: PAM VILLARREAL, Assistant Clerk of the Board of Supervisors

File No.

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
AGENDA ITEM**

DEPT: Workforce Development

BOARD AGENDA:6.B.1
AGENDA DATE: May 15, 2018

CONSENT:

CEO CONCURRENCE: YES

4/5 Vote Required: No

SUBJECT:

Approval to Amend the Bylaws and the Conflict of Interest Policy and Code of Conduct of the Stanislaus County Workforce Development Board

STAFF RECOMMENDATION:

1. Approve and adopt the recommended amendments to the Bylaws and the Conflict of Interest Policy and Code of Conduct for the Stanislaus County Workforce Development Board.

DISCUSSION:

On April 5, 2016, the Stanislaus County Board of Supervisors approved an Agenda Item to form the Workforce Development Board (WDB). The WDB is responsible for shaping and strengthening local and regional workforce development efforts to support small, medium, and large business job growth and provides a strategic vision for the many workforce development activities.

In that same Agenda Item, the Board of Supervisors also approved the operating bylaws which satisfied requirements of Workforce Innovation and Opportunity Act (WIOA). The bylaws allowed the Stanislaus County WDB to be fully functional as of July 1, 2016.

On June 7, 2016, the Board of Supervisors approved an Agenda Item which included the recommended amendments of the WDB bylaws. The amendment included the member cap up to 28, a member cannot miss more than three (3) consecutive meetings and for the Stanislaus County Board of Supervisors to appoint an interim Chair to the WDB allowing the WDB to be fully functioning as of July 1, 2016.

On October 2, 2017 the WDB approved a Conflict of Interest Policy and Code of Conduct for the Stanislaus County Workforce Development Board, Board Committees and staff to the Board. Previously the WDB was subject to the Stanislaus County Conflict of Interest Code, however the Stanislaus County Conflict of Interest Code did not name the Workforce Development Board. The Department worked with County Counsel to ensure the policy complies with state, federal and local laws. The approved policy is attached. With this change, the Workforce Development Board bylaws needed to be updated.

The WDB staff presented the first draft of the proposed amendments of the bylaws to the WDB at the January 8, 2018 meeting. After consideration of recommendations from the WDB, a proposed draft of the amended bylaws was provided to WDB members on February 15, 2018 via e-mail in accordance with the current established WDB bylaws.

On April 2, 2018 the WDB approved the following amendments of the bylaws in addition to technical adjustments as seen on the attachment. Page two-three, Article IV – Membership – Add verbiage incorporating member term limits in the bylaws as they were not previously stated. Add verbiage indicating there is no limit on the number of terms served by a member;

- Page three, Article V – Officers - Add verbiage increasing the officer term limits from one year to two year terms; Remove the verbiage “The County Board of Supervisors may appoint initially an Interim Chair until annual elections are conducted and Officers are elected” as this is no longer the situation of the WDB; Remove verbiage “an employee of Stanislaus County as approved by the Board of Supervisors;”.
- Page three, Article V – Officers – Strike “annually” from the paragraph as the officer terms are changing from one to two years so the elections will not be held annually any longer.
- Page four, Article VI – Meetings – Add verbiage “unexcused” in the rule that a Board member cannot miss more than three (3) consecutive Board meetings, to now state, “A member with three (3) consecutive unexcused absences from meetings . . .”. Add the following verbiage, “A member may participate in Board meetings via teleconference if he or she is unable to attend the meeting physically, however, all specific requirements relating to teleconferencing must be followed.” The WDB complies with the provisions of the Ralph M. Brown Act (Gov. Code § 54950 et seq.) Section 54953(b) of the Ralph M. Brown Act authorizes the conduct of meetings by legislative bodies through teleconferencing under specified circumstances.
- Page four-five, Article 7 – Committees – Add “advisory” to all “standing committee” statements as originally it was only added to Youth Services.
- Page five, Article X – Conflict of Interest – Add verbiage to include “Workforce Development’s” after Stanislaus County, to now state, “Furthermore, members of the Board shall be subject to the Stanislaus County Workforce Development’s Conflict of Interest Policy and Code of Conduct, . . .”

The Workforce Development Board is recommending to the Board of Supervisors the amended by-laws. If approved, the bylaws will be effective immediately.

POLICY ISSUE:

Section 679.310 of the Workforce Innovation and Opportunity Act requires County Board of Supervisors' approval for amendments to the WDB bylaws.

FISCAL IMPACT:

There is no fiscal impact associated with this agenda item.

BOARD OF SUPERVISORS' PRIORITY:

The recommended action is consistent with the Boards' priority of *Developing a Healthy Economy* by providing a mechanism to support the Board in its efforts to support the development of the workforce in an efficient and effective manner.

STAFFING IMPACT:

There is no staffing impact associated with this request.

CONTACT PERSON:

Doris Foster, Director, Telephone: 209-652-2458

ATTACHMENT(S):

1. SCWDB Full Conflict of Interest Policy
2. Attachment-WDB Amended Bylaws - Red Line
3. Attachment-WDB Amended Bylaws

**STANISLAUS COUNTY WORKFORCE DEVELOPMENT BOARD
CONFLICT OF INTEREST POLICY
AND CODE OF CONDUCT**

A. CONFLICT OF INTEREST POLICY AND PROCEDURE

Statement of Policy: *It is the policy and expectation of the Stanislaus County Workforce Development Board (SCWDB) that its Members will fulfill the fiduciary duties applicable to their service as Members of the WDB. Due to the legal and statutory structures of the WDB, it is expected that conflicts of interest will arise and this policy is intended to provide a framework that will allow the work of the SCWDB to be achieved without the fact of or appearance of impropriety. Where this document references “Member” it shall mean any agent, WDB employee, officer, and Board Member. The SCWDB and all other agencies receiving direct financial assistance through the Workforce Innovation and Opportunity Act (WIOA) in the SCWDB region shall avoid conflict of interest, real or apparent, by observing the following requirements:*

1. SCWDB is required under state law and the federal Workforce Innovation and Opportunity Act of 2014 to have policies to address conflicts of interest, among other things. The fiduciary duties of Members under state law and the WIOA include, without limitation, a continuing responsibility to thoroughly comply with conflicts-of-interest principles.
2. Each Member shall sign an Attestation denoting that the Conflict of Interest and Code of Conduct Policies have been read, are understood, and that the Member pledges to conduct him/herself in accordance with such policies and procedures during their service to the Board.
3. Each Member must also provide a disclosure of potential conflicts created by his or her position(s) outside of their service to the SCWDB. Such conflicts are detailed on the Disclosure of Conflict(s) of Interest form.
4. No Members shall use his or her position, or the knowledge obtained from his or her position, in such a manner that conflicts with the interest of the SCWDB or results in personal gain to the Member, or a third party that the Member is employed by, has a fiduciary relationship with, or to whom the Member provides services.
5. Any Member that has, or believes he or she has, a conflict of interest must disclose such potential conflict in accordance with the procedures established by the SCWDB in this policy and shall do so in writing on a prescribed form. In accordance with 20 CFR 683.200(c)(5)(i) “...a State WDB member, Local WDB Member, or WDB standing committee member must neither cast a vote on, nor participate in any decision-making capacity, on the provision of services by such member (or any organization which that member directly represents), nor on any matter which would provide any direct financial benefit to that member or that Member’s immediate family.

The following are deemed conflicts of interest that create a duty of the Member to fully disclose such interest immediately:

- a. If Member has a significant personal financial interest in a proposed transaction involving the SCWDB.
 - b. If Member is employed by, or is Trustee, Director, or Officer of any individual, organization or entity that shall have a financial interest in a proposed transaction involving the SCWDB.
 - c. If a Member represents a third party either through personal, professional, or confidential relationship and such party shall have a financial interest in a proposed transaction involving the SCWDB.
 - d. No Member shall solicit or accept gratuities or favors from suppliers or potential suppliers, including subcontractors.
 - e. No Member shall participate in the selection, award or administration of a procurement supported by WIOA funds where, to the individual's knowledge, any of the following has a financial or substantial interest in any organization which may be considered for award:
 - i. the officer, employee, agent or SCWDB Member;
 - ii. any Member of his or her immediate family;
 - iii. his or her partner, or;
 - iv. a person or organization which employs, or is about to employ, any of the above.
6. In the event that a SCWDB Member has an interest, directly or indirectly, in a business entity that would have a direct pecuniary effect due to any official action taken by the SCWDB, the Member shall declare, before a vote or discussion on the matter, the nature and extent of the interest and shall not voluntarily discuss the proposed SCWDB action. A Member shall not be excluded from the meeting following such declaration. Furthermore, this limitation on discussion shall not prohibit the Member from providing factual information in response to direct questions concerning the matter from other Members. The disclosure shall be reflected in the minutes of the meeting of the SCWDB.
7. If an award of funding is made with Member violating the requirements of this procedure, the SCWDB is empowered to immediately suspend the obligation; the suspension subject to review at the next regular or special meeting of the SCWDB. The balance of the Board, excluding the Member(s) with potential conflict, will then determine what final corrective actions necessary. Actions will be taken in accordance with this Conflict of Interest Policy and Code of Conduct, and could include: removal of the Member, suspension of the obligation, termination of the obligation, or civil action to recover any monetary damages.
8. This policy is not meant to necessarily rule out transactions between the SCWDB and other persons or entities where an interest or a relationship between the Member and such a person or entity exists. This policy does, however, require proper disclosure and documentation of such relationships so that all decisions regarding these possible transactions are made in the best interest of the SCWDB. As stated in 20 CFR Section 683.200(c)(5)(ii) "*Neither membership on the State WDB, the Local WDB, or a WDB standing committee, nor the*

receipt of WIOA funds to provide training and related services, by itself, violates the conflict of interest provisions.”

9. Nothing in this policy should be construed to prevent any Member’s participation in WIOA programs. SCWDB membership should not result in an employer receiving any more or any less consideration for trainees. What is important is to insure that the officer, employee, agent or SCWDB Member does not approve his/her own training package, or contract for services, but that the system of approval allows for objective determinations.

B. CODE OF CONDUCT

A written set of standards (Code of Conduct) governing the performance of the WDB and its employees, officers, or agents related to real or apparent conflicts of interest is a requirement (29 CFR 95.42). The following standards shall apply for the WDB, its employees, and its WDB standing committees:

1. Adherence to the Conflict of Interest Policies.
2. Adherence to procurement procedures that serve to minimize the appearance of conflicts, in addition to eliminating actual conflicts. Members who represent One Stop Operators, Partners or actual or potential Service Providers and who serve on committees that oversee the One Stop System or the allocation of resources that would potentially be allocated to their programs shall refrain from discussing or voting on any matter that would impact the programs they represent.
3. A Member’s employer may not participate in any way in a future bid on procurement where the Member helped to draft specifications. In order to avoid potential conflicts as circumstances change, Members whose employers may wish to participate in a future procurement will refrain from involvement in specification development or procurement processes.

A Member shall not become a recipient, directly or indirectly, of any salary payments or loans or gifts or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the SCWDB except that a disclosed token gift of a value within applicable Federally allowable maximums may be approved by the board.

C. STATEMENTS OF ECONOMIC INTERESTS

1. All Members shall file statements of economic interests disclosing all sources of income, interests in real property and investments and business positions in business entities located in or doing business in Stanislaus County. Such statements shall be completed annually.
2. The Director of Stanislaus County Workforce Development shall furnish to each Member a Form 700- Annual Statement of Economic Interests. The Director shall retain a copy of each Member’s completed Statement and shall forward the originals to the Clerk of the Board of Supervisors for Stanislaus County at:

Clerk of the Board of Supervisors
Attention: Elizabeth (Liz) King
1010 Tenth Street, Suite 6700
Modesto, CA 95354

The Clerk of the Board shall retain the originals in the Clerk of the Board Office.

**STANISLAUS COUNTY WORKFORCE DEVELOPMENT BOARD
CONFLICT OF INTEREST POLICY AND CODE OF CONDUCT
BOARD MEMBER**

I, _____, a Member of the Stanislaus County Workforce Development Board do hereby attest and affirm that I have read and understand the Conflict of Interest Policy and Code of Conduct duly adopted on October 2, 2017.

I also hereby declare and promise to carry out my responsibilities in relation to upholding the Conflict of Interest Policy and Code of Conduct during my term as a Board Member.

Board Member

Signed: _____

Date: _____

Witness

Signature: _____

Print Name: _____

Date: _____

**STANISLAUS COUNTY WORKFORCE DEVELOPMENT BOARD
CONFLICT OF INTEREST POLICY AND CODE OF CONDUCT
BOARD COMMITTEE MEMBER**

I, _____, a member of a committee of the Stanislaus County Workforce Development Board do hereby attest and affirm that I have read and understand the Conflict of Interest Policy and Code of Conduct duly adopted on October 2, 2017.

I also hereby declare and promise to carry out my responsibilities in relation to upholding the Conflict of Interest Policy and Code of Conduct during my term as a Board Committee Member.

Board Committee Member

Signed: _____

Date: _____

Witness

Signature: _____

Print Name: _____

Date: _____

**STANISLAUS COUNTY WORKFORCE DEVELOPMENT BOARD
CONFLICT OF INTEREST POLICY AND CODE OF CONDUCT
WDB STAFF**

I, _____, a staff member of the Stanislaus County Workforce Development Board, do hereby attest and affirm that I have read and understand the Conflict of Interest Policy and Code of Conduct duly adopted on October 2, 2017.

I also hereby declare and promise to carry out my responsibilities in relation to upholding the Conflict of Interest Policy and Code of Conduct during my tenure as a WDB staff member.

Staff Member

Signed: _____

Date: _____

Witness

Signature: _____

Print Name: _____

Date: _____

**STANISLAUS COUNTY WORKFORCE DEVELOPMENT BOARD
DISCLOSURE OF CONFLICT(S) OF INTEREST**

I, _____, a Member of the Stanislaus County Workforce Development Board, or WDB Staff Member hereby disclose the following conflict(s) of interest with another position that I hold outside of the WDB.

Check All That Apply

_____ I have no conflicts to disclose.

_____ I represent a private sector employer that has current business/contractual dealings with the SCWDB WDB, or one or more of the One Stop Operators, Partners, or other WIOA funded Service Providers/Contractors.

_____ I have a family member(s) who is employed by a current or potential WIOA funded Service Provider/Contractor or by another organization that provides services directly to the SCWDB WDB.

_____ I represent a WIOA funded Service Provider/Contractor.

_____ I represent a One Stop Operator.

_____ I represent An AJCC Partner.

_____ Other: *(please describe the nature of the conflict)*

For the reasons stated above, I promise and attest that I will hereby declare, before a vote or discussion on the matter, the nature and extent of the conflict. I will hereby voluntarily withhold from participating in any discussions pertaining to this matter and abstain from voting on the subject. I further understand that this shall not prohibit me from responding to any direct questions on the matter from other Members.

Member Signature

Witness Signature

Signed: _____

Print Name: _____

Date: _____

STANISLAUS COUNTY
WORKFORCE DEVELOPMENT BOARD

BYLAWS

ARTICLE I
NAME

The name of this body shall be the Stanislaus County Workforce Development Board. **Whenever the term "Board" is used in these Bylaws, it shall mean the Stanislaus County Workforce Development Board.**

ARTICLE II
AUTHORITY

Stanislaus County's authority to form this Board is based in the federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 (~~the~~ "WIOA"), and the state California Workforce Innovation and Opportunity Act, California Unemployment Insurance Code section 14000 *et seq.*

ARTICLE III
PURPOSE

The purpose of the Board shall be to carry out job training and employment programs, and to set policy for the workforce development system in the local Workforce Development Area of Stanislaus County, in coordination with statewide workforce development efforts and consistent with the federal WIOA, as amended, in order to: (i) attract greater employer participation in all aspects of local employment and training activities; (ii) increase the employment, retention, and earnings of customers/participants; (iii) increase the occupational skill attainment by customers/participants; (iv) improve the quality of the workforce, reduce dependency on social services, and enhance the productivity and competitiveness of the local Workforce Development Area; and (v) to accept donations and to otherwise actively apply for, seek, and accept funding, including from local, state, and federal sources, for this purpose.

ARTICLE IV
MEMBERSHIP

The County Board of Supervisors, as the chief local elected official in Stanislaus County, is authorized to appoint the members of the Board. The Board shall consist of no more than twenty eight (28) members with no limit on number of terms served, be consistent with ~~the~~ Workforce Innovation and Opportunity Act (WIOA) regulations, as it may be amended from time to time, and meet the following requirements:

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1. Business Representatives. A majority (i.e., at least 51%) of the members of the Board, including the Board Chair, shall consist of representatives of **Stanislaus County's private business sector**. The term for Business Representatives is four years.

2. Labor Representatives. No less than twenty percent (20%) of the members of the Board shall consist of representatives of labor organizations who have been nominated by local labor federations and (i) shall include at least one (1) representative, who is a member of a labor organization or a training director, from a joint labor-management apprenticeship program (if no such joint labor-management program exists in Stanislaus County, then the representative shall be a representative of an apprenticeship program within Stanislaus County, if such a program exists); (ii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve Vveterans or that provide or support competitive integrated employment for individuals with disabilities; and (iii) may include 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. The term for Labor Representatives is four years.

3. Education/Training Representatives. The Board shall include members who are representatives of entities administering education and training activities in Stanislaus County, which (i) shall include a representative of eligible providers administering adult education and literacy activities under title II of ~~the~~ WIOA ("Adult Education Representatives"); (ii) shall include a representative of institutions of higher education, including community colleges, providing workforce investment activities; ("Higher Learning Education Representatives") and (iii) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment. The term for Education/Training Representatives is four years.

4. Economic/Community Development Representatives. The Board shall include members who are representatives of governmental and economic and community development entities serving Stanislaus County who (i) shall include a representative of economic and community development activities; (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act serving Stanislaus

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County; (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 serving Stanislaus County; (iv) may include representatives of agencies or entities administering programs serving Stanislaus County relating to transportation, housing, and public assistance; and (v) may include representatives of philanthropic organizations serving Stanislaus County. The term for Economic and Community Development Representatives is four years.

5. Other Representatives. The Board may include such other individuals or representatives of entities that the Stanislaus Board of Supervisors, as the local chief elected official in Stanislaus County, determines to be appropriate and as is consistent with ~~the~~ WIOA. Members of the Board that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities. The members of the Board shall represent diverse geographic areas within Stanislaus County. Members of the Board shall serve without compensation but shall receive reimbursement for their actual expenses consistent with the policies of the Stanislaus County. The term for Other Representatives is two years.

ARTICLE V
OFFICERS

The Officers of the Board shall be a Chair, a Vice Chair, and a Secretary. Only members of the Board may be Officers. Each Office shall have a term of ~~one~~ two (1) years. Officers shall be elected ~~annually~~ annually at a regular meeting of the Board. ~~The County Board of Supervisors may appoint initially an Interim Chair Until annual elections are conducted and Offices are elected.~~

The Chair of the Board shall, if present, preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Board or prescribed by these Bylaws.

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Board. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board. At the Board's discretion, the Secretary may delegate the responsibilities contained in this

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paragraph to ~~Stanislaus County Workforce Development staff, an employee of Stanislaus County as approved by the Board of Supervisors.~~

ARTICLE VI
MEETINGS

The Board shall establish a regular meeting time and place. The Board may, through public notification, call for special meetings it deems necessary.

At all meetings of the Board, the Board shall comply with the provisions of the Ralph M. Brown Act (Gov. Code § 54950 *et seq.*), and the provisions of the California Public Records Act (Gov. Code § 6250 *et seq.*), as either or both may be amended from time to time.

A member with three (3) consecutive unexcused absences from meetings is considered resigned from the Board. A member may participate in Board meetings via teleconference if he or she is unable to attend the meeting physically, however, all specific requirements relating to teleconferencing must be followed.

ARTICLE VII
COMMITTEES

The Board may designate and direct the activities of standing advisory committees to provide information and to assist the Board in carrying out workforce development activities. Such standing advisory committees shall be chaired by a member of the Board, may include other members of the Board, and shall include other individuals appointed by the Board who are not members of the Board and who the Board determines have appropriate experience and expertise. At a minimum, the Board may designate each of the following:

1. One-Stop Operations. A standing advisory committee to provide information and assist with operational and other issues relating to the One-Stop Delivery System, which may include as members representatives of the One-Stop Partners.

2. Youth Services. A standing advisory committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth, which shall include community-based organizations with a demonstrated record of success in serving eligible youth.

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WORKFORCE DEVELOPMENT BOARD

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3. Individuals with Disabilities. A standing advisory committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues regarding providing programmatic and physical access to the services, programs, and activities of the One-Stop Delivery System, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

4. Other Committees. The Board may designate other standing advisory committees in addition to the standing committees specified above.

ARTICLE VIII
QUORUM AND VOTING

The meetings of the Board shall be conducted in accordance with *Robert's Rules of Order* and the Brown Act. A majority of the current membership of the Board shall constitute a quorum for the transaction of any and all business duly presented at a meeting of the Board. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act of the Board.

ARTICLE IX
VACANCIES

Vacancies on the Board shall exist upon the death, resignation, or removal of any member, and whenever the number of authorized members is increased. Any member may resign from the Board by giving written notice to the Chair of the Board or to the Stanislaus County Board of Supervisors. Vacancies on the Board shall ~~may~~ be filled by the Stanislaus County Board of Supervisors.

ARTICLE X
CONFLICT OF INTEREST

Members of the Board are deemed to be Public Officials pursuant to the Political Reform Act, and are subject to the provisions of that Act, the regulations of the Fair Political Practices Commission, and Government Code section 1090 *et seq.*, as any or all may be amended from time to time. Furthermore, members of the Board shall be subject to the Stanislaus County Workforce Development's Conflict of Interest Policy and Code of Conduct, and annually shall file a Statement of Economic Interest as required under that Code.

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ARTICLE XI
AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by the approval of the Stanislaus County Board of Supervisors. A recommendation to amend, repeal, or alter these Bylaws, in whole or in part, may be made by a majority vote of the Board members present at any duly held meeting of the Board, provided that a copy of any amendment proposed for consideration shall be ~~provided to mailed to the last recorded address of~~ each member of the Board at least thirty (30) days prior to the date of the meeting at which such vote shall be held. These Bylaws, and any amendments to these Bylaws, shall take effect only upon approval by the Stanislaus County Board of Supervisors.

STANISLAUS COUNTY
WORKFORCE DEVELOPMENT BOARD

BYLAWS

ARTICLE I
NAME

The name of this body shall be the Stanislaus County Workforce Development **Board. Whenever the term "Board" is used in these Bylaws, it shall mean the** Stanislaus County Workforce Development Board.

ARTICLE II
AUTHORITY

Stanislaus County's authority to form this Board is based in the federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 ("WIOA"), and the state California Workforce Innovation and Opportunity Act, California Unemployment Insurance Code section 14000 *et seq.*

ARTICLE III
PURPOSE

The purpose of the Board shall be to carry out job training and employment programs, and to set policy for the workforce development system in the local Workforce Development Area of Stanislaus County, in coordination with statewide workforce development efforts and consistent with the federal WIOA, as amended, in order to: (i) attract greater employer participation in all aspects of local employment and training activities; (ii) increase the employment, retention, and earnings of customers/participants; (iii) increase the occupational skill attainment by customers/participants; (iv) improve the quality of the workforce, reduce dependency on social services, and enhance the productivity and competitiveness of the local Workforce Development Area; and (v) to accept donations and to otherwise actively apply for, seek, and accept funding, including from local, state, and federal sources, for this purpose.

ARTICLE IV
MEMBERSHIP

The County Board of Supervisors, as the chief local elected official in Stanislaus County, is authorized to appoint the members of the Board. The Board shall consist of no more than twenty eight (28) members with no limit on number of terms served, be consistent with Workforce Innovation and Opportunity Act (WIOA) regulations, as it may be amended from time to time, and meet the following requirements:

STANISLAUS COUNTY
WORKFORCE DEVELOPMENT BOARD

BYLAWS

1. Business Representatives. A majority (i.e., at least 51%) of the members of the Board, including the Board Chair, shall consist of representatives of **Stanislaus County's private business sector**. The term for Business Representatives is four years.

2. Labor Representatives. No less than twenty percent (20%) of the members of the Board shall consist of representatives of labor organizations who have been nominated by local labor federations and (i) shall include at least one (1) representative, who is a member of a labor organization or a training director, from a joint labor-management apprenticeship program (if no such joint labor-management program exists in Stanislaus County, then the representative shall be a representative of an apprenticeship program within Stanislaus County, if such a program exists); (ii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve Veterans or that provide or support competitive integrated employment for individuals with disabilities; and (iii) may include 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. The term for Labor Representatives is four years.

3. Education/Training Representatives. The Board shall include members who are representatives of entities administering education and training activities in Stanislaus County, which (i) shall include a representative of eligible providers administering adult education and literacy activities under title II of WIOA ("**Adult Education Representatives**"); (ii) shall include a representative of institutions of higher education, including community colleges, providing workforce investment activities; ("**Higher Learning Education Representatives**") and (iii) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment. The term for Education/Training Representatives is four years.

4. Economic/Community Development Representatives. The Board shall include members who are representatives of governmental and economic and community development entities serving Stanislaus County who (i) shall include a representative of economic and community development activities; (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act serving Stanislaus

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County; (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 serving Stanislaus County; (iv) may include representatives of agencies or entities administering programs serving Stanislaus County relating to transportation, housing, and public assistance; and (v) may include representatives of philanthropic organizations serving Stanislaus County. The term for Economic and Community Development Representatives is four years.

5. Other Representatives. The Board may include such other individuals or representatives of entities that the Stanislaus Board of Supervisors, as the local chief elected official in Stanislaus County, determines to be appropriate and as is consistent with WIOA. Members of the Board that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities. The members of the Board shall represent diverse geographic areas within Stanislaus County. Members of the Board shall serve without compensation but shall receive reimbursement for their actual expenses consistent with the policies of the Stanislaus County. The term for Other Representatives is two years.

ARTICLE V
OFFICERS

The Officers of the Board shall be a Chair, a Vice Chair, and a Secretary. Only members of the Board may be Officers. Each Office shall have a term of two years. Officers shall be elected at a regular meeting of the Board. The Chair of the Board shall, if present, preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Board or prescribed by these Bylaws.

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Board. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board. At the Board's discretion, the Secretary may delegate the responsibilities contained in this paragraph to Stanislaus County Workforce Development staff.

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ARTICLE VI
MEETINGS

The Board shall establish a regular meeting time and place. The Board may, through public notification, call for special meetings it deems necessary.

At all meetings of the Board, the Board shall comply with the provisions of the Ralph M. Brown Act (Gov. Code § 54950 *et seq.*), and the provisions of the California Public Records Act (Gov. Code § 6250 *et seq.*), as either or both may be amended from time to time.

A member with three (3) consecutive unexcused absences from meetings is considered resigned from the Board. A member may participate in Board meetings via teleconference if he or she is unable to attend the meeting physically, however, all specific requirements relating to teleconferencing must be followed.

ARTICLE VII
COMMITTEES

The Board may designate and direct the activities of standing advisory committees to provide information and to assist the Board in carrying out workforce development activities. Such standing advisory committees shall be chaired by a member of the Board, may include other members of the Board, and shall include other individuals appointed by the Board who are not members of the Board and who the Board determines have appropriate experience and expertise. At a minimum, the Board may designate each of the following:

1. One-Stop Operations. A standing advisory committee to provide information and assist with operational and other issues relating to the One-Stop Delivery System, which may include as members representatives of the One-Stop Partners.

2. Youth Services. A standing advisory committee to provide information and to assist with planning, operational, and other issues relating to the provision of services to youth, which shall include community-based organizations with a demonstrated record of success in serving eligible youth.

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3. Individuals with Disabilities. A standing advisory committee to provide information and to assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues regarding providing programmatic and physical access to the services, programs, and activities of the One-Stop Delivery System, as well as appropriate training for staff on providing supports for or accommodations to, and finding employment opportunities for, individuals with disabilities.

4. Other Committees. The Board may designate other standing advisory committees in addition to the standing committees specified above.

ARTICLE VIII
QUORUM AND VOTING

The meetings of the Board shall be conducted in accordance with *Robert's Rules of Order* and the Brown Act. A majority of the current membership of the Board shall constitute a quorum for the transaction of any and all business duly presented at a meeting of the Board. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act of the Board.

ARTICLE IX
VACANCIES

Vacancies on the Board shall exist upon the death, resignation, or removal of any member, and whenever the number of authorized members is increased. Any member may resign from the Board by giving written notice to the Chair of the Board or to the Stanislaus County Board of Supervisors. Vacancies on the Board shall be filled by the Stanislaus County Board of Supervisors.

ARTICLE X
CONFLICT OF INTEREST

Members of the Board are deemed to be Public Officials pursuant to the Political Reform Act, and are subject to the provisions of that Act, the regulations of the Fair Political Practices Commission, and Government Code section 1090 *et seq.*, as any or all may be amended from time to time. Furthermore, members of the Board shall be subject to the Stanislaus County **Workforce Development's** Conflict of Interest Policy and Code of Conduct, and annually shall file a Statement of Economic Interest as required under that Code.

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ARTICLE XI
AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by the approval of the Stanislaus County Board of Supervisors. A recommendation to amend, repeal, or alter these Bylaws, in whole or in part, may be made by a majority vote of the Board members present at any duly held meeting of the Board, provided that a copy of any amendment proposed for consideration shall be provided to each member of the Board at least thirty (30) days prior to the date of the meeting at which such vote shall be held. These Bylaws, and any amendments to these Bylaws, shall take effect only upon approval by the Stanislaus County Board of Supervisors.