



ORANGE COUNTY WORKFORCE INVESTMENT BOARD

BYLAWS

December 2010

ARTICLE I: NAME, PURPOSE AND FUNCTIONS

- A. The name of this organization shall be the Orange County Workforce Investment Board, hereinafter referred to as "OCWIB." It is established pursuant to the legislative mandates outlined in the Workforce Investment Act of 1998 (WIA), 20 USC 9201.
1. The Orange County Board of Supervisors, hereinafter referred to as "County", appoints the members of the OCWIB.
 2. The official office location and mailing address of the OCWIB shall be:
1300 So. Grand Ave, Building B, 3rd Floor, Santa Ana, CA 92705.
- B. The purpose of the OCWIB is to:
1. Work in agreement with the County to design and coordinate workforce and economic development activities and policies for Orange County, California.
 2. Strive to increase the involvement of the business community in workforce and economic development activities.
 3. Increase employment opportunities for the residents of Orange County.
- C. In accordance with 20 Code of Federal Regulations (CFR), Sections 661.290, 661.305, 661.335 and 662.410, and WIA Sections 116(c) and 117(h) for the Orange County Workforce Investment Area, and as the County appointed Board that oversees the Comprehensive Economic Development Strategy for the entire County of Orange which fulfills the statutory requirement contained in 13 CFR, Chapter III, Part 304 to designate the County of Orange as an Economic Development District, the functions of the OCWIB are as follows:
1. Developing and submitting a comprehensive five-year local workforce investment plan for Orange County to the Governor, in partnership with the Board of Supervisors;
 2. Appointing a Youth Council as a subgroup of the OCWIB and coordinating workforce and youth plans and activities with the Youth Council;
 3. Recommending to the County the designation and selection of One-Stop Operator(s) and eligible providers of youth services; Selecting One-Stop operators, with the agreement of the local chief elected official, annually reviewing their operations, and terminating for cause the eligibility of such operators.
 4. Certifying One-Stop operators;

5. Conducting oversight of the One-Stop system, youth activities and employment and training activities in partnership with the County;
6. Selecting eligible providers of adult and dislocated worker intensive services and training services and maintaining a list of eligible providers with performance and cost information;
7. Developing a budget for the purpose of carrying out the duties of the OCWIB, subject to the approval of the County;
8. Negotiating and reaching agreement on local performance measures with the County and the Governor;
9. Assisting the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act;
10. Coordinating workforce investment activities with economic development strategies and developing employer linkages;
11. Functioning as the Comprehensive Economic Development Strategy (CEDS) committee for Orange County, California as follows:
 - (a) Updating and implementing the CEDS,
 - (1) Submitting annual reports relating to the strategy, and all the requirements therein; and
 - (2) Assisting entities in their application for Economic Development Administration funding that implements the CEDS.
 - (b) Operating as the County's focal point for the development and implementation of federal, state and other private and public assistance programs for public works impact projects, loans and grants for business development by collecting data pursuant to Orange County's strategy for development, through:
 - (1) Analyzing the present economic situation;
 - (2) Identifying potential development opportunities;
 - (3) Examining the actions required to realize the County's potential; and
 - (4) Selecting feasible project opportunities and implementing the required actions.
 - (c) Developing and seeking adoption of policies which affect favorable economic development for Orange County.
 - (d) Aligning Orange County's Economic and Workforce Development.
 - (e) Interfacing with other organizations or projects with similar goals.

12. Promoting private sector involvement in the statewide workforce investment system through effective connecting, brokering, and coaching activities through intermediaries such as the One-Stop operator in the local area or through community-based, faith-based and other organizations;
 13. Participating in regional planning responsibilities required by the state; and
 14. Adhering to all other applicable laws or regulations or as directed by the California Workforce Investment Board or its administrative agencies.
- D. In accordance with 20 CFR, Part 652, Section 667.262(a) the OCWIB shall not use Workforce Investment Act funds for employment generating activities, economic development, and other similar activities, unless they are directly related to training for eligible individuals, such as for employer outreach and job development activities.
- E. In the performance of its responsibilities, the OCWIB shall not engage nor employ any discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state or federal laws, regulations or ordinances.

ARTICLE II: APPOINTMENT AND MEMBERSHIP

- A. In accordance with WIA, Section 117, the County shall appoint members to the OCWIB from nominations.
- B. Membership of the OCWIB is to be composed as follows:
1. Majority business members (50% + 1)
 2. Mandated members* representing the following categories (numbers indicated are for minimum representation):
 - (a) Education agencies (2)
 - (b) Labor organizations (15% of local board membership or at least 10% of local board members if the local labor federation fails to nominate enough members)
 - (c) Community based organizations (2)
 - (d) Economic development agencies (2)
 - (e) Required One-Stop partners not represented in other categories

**members may represent multiple categories*
 3. Nominations to the private sector seats on the OCWIB shall be made by business, professional and/or trade organizations in the Orange County area and individual member(s) of the Orange County Board of Supervisors. There shall be at least one nomination for each vacancy.

4. The following criteria will be used for all nominations for membership appointments:
 - (a) Business members will be recruited as follows:
 - (1) Chambers of commerce, trade associations or other business organizations shall nominate candidates.
 - (2) Candidates must be in positions with a high degree of policymaking and hiring authority within the business they represent.
 - (3) Representatives from small businesses will be recruited.
 - (4) Representatives from the industry clusters identified by Orange County labor market information research will be recruited.
 - (5) Representatives to provide for geographic representation from all parts of Orange County will be recruited.
 - (6) Representatives who have an expressed interest and expertise in the economy of the County.
 - (b) Education member representation will be selected based on the following categories:
 - (1) Two (2) Community College representatives located within the Local Workforce Investment Area. Representatives shall rotate in pairs and shall serve or designate an appropriate representative.
 - (2) One (1) K-12 representative.
 - (3) One (1) Regional Occupational Program (ROP) representative.
 - (4) One (1) University of California, Irvine representative.
 - (5) One (1) California State University, Fullerton representative.
 - (c) Representatives of labor organizations will be nominated by local labor federations, including a representative of an apprenticeship program. At least 15 percent of local board members shall be representatives of labor organizations unless the local labor federation fails to nominate enough members. If this occurs, then at least 10 percent of the local board members shall be representatives of labor organizations.
 - (d) Community Based Organization (CBO) members (at minimum 2) will be selected based on the following:
 - (1) Representatives from CBOs that are required One-Stop Partners will also be counted as CBO members.

- (2) Representatives of CBOs will be selected from CBOs that have expertise related to or provide services to employers, employees or job seekers in Orange County or that provide services that fill identified voids in the service delivery system.
- (e) Economic development agency members (at minimum 2) will be selected based on the following:
 - (1) An entity representing Economic Development in Orange County will be recruited.
 - (2) A representative from the local chapter of California Association for Local Economic Development will be recruited.
 - (3) Private sector economic development entities will be recruited.
- (f) Required One-Stop partner members are designated by their organization.
- (g) The County may exercise its right to appoint one community leader under the "Special Category" member designation.
- (h) All regular OCWIB member appointments shall be for a term of three (3) years.
 - (1) Appointments shall end on December 31st.
 - (2) Terms shall be staggered to ensure a continuity of representation.
 - (3) Appointments made to fill a vacancy left by a member before the expiration of the term of that member shall be for the remaining term of that member.
 - (4) Service beyond a three-year term shall be considered by a nominating authority at the end of each three-year term.
 - (5) A member, who has not been reappointed or replaced at the termination date of appointment, shall serve as a member until reappointed or replaced with no lapse of representation unless the appointing authority rules otherwise.

ARTICLE III: BOARD OFFICERS

A. OCWIB officers shall consist of:

1. Chairperson

- (a) The Board Chairperson shall be a private sector representative. The duties of the Chairperson shall be to preside at OCWIB meetings, decide points of order, announce all business, entertain motions, put motions to vote, and announce vote results.
- (b) The Chairperson shall appoint and may remove committee Chairpersons.

(c) The Chairperson may call special meetings of the OCWIB.

(d) The Chairperson or his or her designee may represent the OCWIB at public functions.

2. Vice-Chairperson

(a) The Vice-Chairperson shall be a private sector representative.

(b) The Vice-Chairperson shall perform the duties of the Chairperson in his or her absence.

(c) If the Chair becomes vacant, the Vice-Chairperson shall succeed to the Chair for the balance of the term of office.

3. Second Vice-Chairperson

The Second Vice-Chairperson shall perform duties of the Chairperson in the absence of both the Chairperson and the Vice-Chairperson.

B. Election of officers shall be held annually during the last OCWIB meeting of each fiscal year by majority vote, a quorum being present.

1. An ad hoc committee shall be appointed for purposes of securing nominations for OCWIB officers.

2. Additional nominations from the floor will be accepted by the Chair or acting Chair of the OCWIB before the vote takes place.

3. All officers shall be elected for a term of one (1) year, and shall serve until their successors are elected.

4. They shall begin their terms of office at the close of the meeting during which they were elected.

ARTICLE IV: DUTIES OF MEMBERS

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

B. Members shall notify the Executive Director and/or staff of the OCWIB, of any expected absence for a meeting by 5:00 PM of the day before a regularly scheduled OCWIB or Committee meeting, indicating good and sufficient reasons for the absence. Such notification may be direct or through staff of the OCWIB.

C. Each member of the OCWIB should serve on at least one standing committee as necessary.

ARTICLE V: REMOVAL AND RESIGNATION OF MEMBERS

- A. The Chairperson may recommend to the OCWIB the removal of any member(s) based on cause or absenteeism.
 - 1. Removal for Cause - Cause shall be defined by the OCWIB 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 or interfere with the individual's ability to properly function as a member of the OCWIB.
 - 2. Removal for Absenteeism - Members may be removed from membership on the OCWIB if the member is absent from more than three (3) consecutive regular OCWIB or standing committee meetings.
 - 3. Removal of a member shall require a majority vote of the OCWIB, a quorum being present.
- B. Resignation of OCWIB members should be effected by a written letter of resignation submitted to the Chairperson of the OCWIB and to the County.

ARTICLE VI: COMMITTEES

- A. Executive Committee
 - 1. There shall be an Executive Committee comprised of:
 - (a) The Chairperson of the OCWIB
 - (b) The Vice-Chairperson of the OCWIB
 - (c) The Second Vice-Chairperson of the OCWIB
 - (d) Standing Committee Chairs
 - (e) Immediate Past OCWIB Chairperson
 - (f) 3-4 OCWIB members at large, appointed by the OCWIB Chairperson
 - 2. Composition of the Executive Committee must include a majority of private sector members.
 - (a) It is the intent of the Board to have a labor representative seated on the Executive Committee.
 - 3. The Executive Committee shall hold meetings at the request of the Chairperson, or the OCWIB Executive Director.

4. The Executive Committee shall review the OCWIB Bylaws and suggest amendments to the OCWIB in accordance with Section IX below.
 5. The Executive Committee shall formulate public relations, marketing and job development activities, lead the coordination of economic and workforce development activities and strategies, and manage local labor market information to benefit employers and job seekers in connection with other agencies.
- B. The OCWIB shall have two (2) standing committees:
1. The Service Delivery and Performance Committee provides programmatic oversight of the One-Stop System including the development of a quality One-Stop System, coordination of services, performance measure attainment, workforce development policy implementation and partnership facilitation. In addition, the Service Delivery and Performance Committee oversees the negotiation and maintenance of Memoranda of Understanding (MOUs), measures customer satisfaction, manages the One-Stop Certification process for comprehensive One-Stop Centers and identifies potential satellite sites and points of service.
 2. The Youth Council recommends eligible providers of youth activities to be awarded grants or contracts, conducts oversight with respect to eligible providers of youth activities and coordinates authorized youth activities in Orange County. Membership on the Youth Council may include:
 - (a) Members of the OCWIB, such as educators, which may include special education personnel, employers, and representatives of human service agencies, who have special interest or expertise in youth policy;
 - (b) Members who represent service agencies, such as juvenile justice and local law enforcement agencies;
 - (c) Members who represent local public housing authorities;
 - (d) Parents of eligible youth seeking assistance;
 - (e) Individuals, including former participants, and members who represent organizations that have experience relating to youth activities;
 - (f) Members who represent the Job Corps, if a Job Corps Center is located in the local area represented by the council; and
 - (g) Other individuals, who the chair of the OCWIB, in cooperation with the County, determines to be appropriate.
- C. Ad Hoc Committees - In addition to the standing committees and the Executive Committee, the Chairperson of the OCWIB may establish ad hoc committees to accomplish time-limited tasks that support the goals of the OCWIB.
- D. Terms of appointment to the Executive Committee and standing committees shall be for one year; and terms of appointment for ad hoc committees shall be for the period of time required to fulfill the committee's purpose.

- E. When appropriate, committees may call on other knowledgeable individuals who are not OCWIB members to act as consultants to the committees. Said individuals shall receive no remuneration, shall not have voting privileges and shall be subject to all conflict of interest statutes, regulations and ordinances.

ARTICLE VII: MEETINGS AND ACTIONS

- A. The OCWIB shall, at its first meeting of each year, adopt a schedule of regular meetings and transmit that schedule to members, the County, and the public at large.
- B. All OCWIB meetings shall be open, public and noticed in conformance with the provisions of the Ralph M. Brown Act, California Government Code Section 54950 et seq., as amended and held at a location within Orange County, California that satisfies the access requirements of the Americans with Disabilities Act.
- C. Special meetings of the OCWIB may be called either by the Chairperson or at the request of a majority of OCWIB members.
 - 1. Notice of special meetings shall be delivered to members personally, by mail or electronically, and must be received no later than twenty-four hours in advance of the meeting.
 - 2. Said notice must state the business to be considered and whether alternative technological means may be used such as telephone or video conferencing, as technological resource availability permits and as permissible by the Ralph M. Brown Act.
- D. Use of technology - Alternative technological means such as telephone or video conferencing, may be used at an OCWIB, standing or ad hoc meeting as technological resource availability permits and as permissible by the Ralph M. Brown Act.
- E. Quorum and voting requirements for meetings are as follows:
 - 1. Quorum requirements are as follows:
 - (a) OCWIB meetings – Quorum shall be no less than fifty percent + 1 of the membership.
 - (b) Executive Committee – Quorum shall be no less than fifty percent + 1 of the Committee membership. However, if there are unfilled vacancies in the membership of the Executive Committee, then the quorum requirement will be proportionately reduced.
 - (c) OCWIB Standing Committees – Quorum shall be the members present, but no less than three (3).
 - (d) Ad hoc Committees – Quorum shall be the members present, but no less than three (3).

2. Voting Majority – Decisions and acts made by majority vote of the members at any duly constituted meeting shall be regarded as acts of the OCWIB, except as otherwise provided by these Bylaws.
 - (a) Members choosing to abstain from voting on specific actions will not affect majority requirements.
 - (b) Abstentions are considered a “non-vote” - neither a vote in the affirmative nor in the negative. However, in order for an action to be passed, a majority of the quorum casting votes must vote in the affirmative.

For example: If, at a standing committee meeting, six (6) voting members of the OCWIB are present to vote, and on a particular motion, three (3) vote in the affirmative, two (2) vote in the negative, and one (1) member abstains, the motion passes.

3. Conflict of Interest – Members of the OCWIB and any of its committees or subcommittees shall abstain from voting on any issue in which they may be personally interested, as shown below, to avoid a conflict of interest in accordance with County, state and federal laws, regulations and ordinances and shall refrain from engaging in any behavior that conflicts with the best interest of the County.
 - (a) Members of the OCWIB shall not vote nor attempt to influence any other OCWIB member on a matter under consideration by the OCWIB:
 - (1) Regarding the provision of services by such member (or by an entity that such member represents); or
 - (2) That would provide direct financial benefit to such member or the immediate family of such member; or
 - (3) Engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.
 - (b) If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with County Staff to assist them in making that determination.
 - (c) In order to avoid a conflict of interest or the appearance of such conflict, all members of the OCWIB shall annually disclose information regarding their private economic interests on the Fair Political Practices Commission – Statement of Economic Interests, California Form 700 and shall fully comply with County, state or federal laws and policy.
 - (d) Neither the OCWIB nor any of its members shall promote, directly or indirectly, any political party, political candidate or political activity using the name, emblem or any other identifier of the OCWIB.
 - (e) No assets or assistance provided by the County to the OCWIB shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

ARTICLE VIII: AUTHORITY

- A. Parliamentary Authority – The latest available edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the OCWIB and its committees and subcommittees in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the OCWIB may adopt, or any applicable County, state and federal laws, regulations and ordinances.
- B. When circumstances demand that action be taken before the next scheduled OCWIB meeting, the OCWIB may authorize and grant its full authority to the Executive, standing, or ad hoc committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the OCWIB being present.
 - 1. Such actions taken on behalf of the OCWIB, by a committee, will be presented as an information item at the next regular OCWIB meeting.
 - 2. Such actions will not require further action by the OCWIB.
- C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled OCWIB meeting, the Executive Committee is authorized to take action on behalf of the OCWIB.
 - 1. OCWIB members shall be notified either in writing or electronically within (10) ten business days of any Executive Committee action.
 - 2. Such action is subject to review and ratification by the general membership of the OCWIB at its next meeting.
- D. Standing and Ad Hoc Committees
 - 1. Standing committees shall have independent authority to release a Request for Proposal (RFP) provided the scope of such RFP is within the purview of the committee. Final funding and contract decisions will remain with the OCWIB unless the OCWIB specifically delegates such authority.
 - 2. Except as outlined above, no standing or ad hoc committee shall have independent authority to commit the OCWIB to policy or action without approval of the OCWIB.

ARTICLE IX: ADOPTION AND AMENDMENT OF BYLAWS

- A. Adoption – Affirmative vote of at least fifty percent + 1 of those voting, a quorum being present, shall be required to adopt these Bylaws
- B. Amendments
 - 1. Any member of the OCWIB or the OCWIB Executive Director may propose amendments to the Bylaws.

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

ARTICLE X: SEVERABILITY

Should any part term, portion or provision of these Bylaws be determined to be in conflict with any law, regulation or ordinance 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.

ARTICLE XI: REIMBURSEMENT

OCWIB and Youth Council members shall not be paid for their services, but shall be reimbursed for their necessary and actual expenses incurred in the performance of their duties connected with their activities or responsibilities under the WIA. All requests for reimbursement must be submitted in accordance with the approved travel and expense policy of the County.