



ORANGE COUNTY DEVELOPMENT BOARD

BYLAWS

MAY 2016

ARTICLE I: NAME, PURPOSE, FUNCTIONS AND ADHERENCE TO APPLICABLE LEGISLATION

A. The name of this organization shall be the Orange County Development Board, hereinafter referred to as "OCDB." The OCDB is established as the local workforce development board pursuant to the legislative mandates outlined in the Workforce Innovation and Opportunity Act of 2014 (WIOA), 29 U.S.C. 3101 et seq., Public Law 113-128, 128 Stat.1425)

1. The Orange County Board of Supervisors, hereinafter referred to as "County", appoints the members of the OCDB.
2. The State (Employment Development Department and California Workforce Development Board) has designated Orange County as the proposed single economic sub-region and regional planning unit as required by Section 106 of the Workforce Innovation and Opportunity Act (WIOA) to include the Cities of Anaheim and Santa Ana.
3. The official office location and mailing address of the OCDB shall be:

1300 So. Grand Ave, Building B, 3rd Floor, Santa Ana, CA 92705.

B. The purpose of the OCDB is to:

1. Work in agreement with the County to design and coordinate workforce, economic and other community development activities and policies for the Orange County, California region.
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.
4. Ensure to the extent possible the Board is fully leveraging all region investments beginning no later than July 1, 2017 and continuing until the conclusion of the WIOA legislation.

C. In accordance with 20 Code of Federal Regulations (CFR), Parts 678, 679, 680, 681,683, and WIOA Sections 106, 107, 108, 111, 121, 122, 123, 129 and 134 for the Orange County Workforce Development Area/Region, the functions of the OCDB shall be performed in partnership with the County Chief Elected Official.

- D. 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 OCDB shall:
1. Functioning as the Comprehensive Economic Development Strategy (CEDS) committee for Orange County, California as follows:
 - a. Updating and implementing the CEDS,
 - i. Submitting annual reports relating to the strategy, and all the requirements therein; and
 - ii. 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:
 - i. Analyzing the present economic situation;
 - ii. Identifying potential development opportunities;
 - iii. Examining the actions required to realize the County's potential; and
 - iv. 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.
- E. In accordance with 20 CFR, Part 652, Section 667.262(a) the "OCDB" shall not use WIOA 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.
- F. In the performance of its responsibilities, the OCDB 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.
- G. In the performance of its responsibilities the OCDB shall adhere to all other applicable laws or regulations or as directed by the California Workforce Board or its administrative agencies.

ARTICLE II: APPOINTMENT AND MEMBERSHIP

- A. In accordance with WIOA §§107(b)(1) and 107(b)(2), the County Chief Elected Official shall appoint members from nominations as described in WIOA to the categories listed below. The minimum number of OCDB members shall be 19 members.
- B. Membership of the OCDB shall be composed as follows:
1. Majority business members who are individuals with optimum policymaking or hiring authority (50% + 1) and are:
 - a. Business owners, or
 - b. Chief executives, or
 - c. Operating officers, or
 - d. Other business executives, or
 - e. Employers.
 - i. These representatives shall include a representative(s) of small businesses
 - ii. Private sector representatives may be from organizations representing businesses, that provide employment opportunities in the Orange County workforce area, in in-demand industry sectors or occupations or provide employment opportunities that, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area
 2. Labor organization representatives who shall comprise at least 20% of local board members:
 - a. Two (2) or more of the members must be representatives of labor.
 - b. One (1) or more of the members must be representatives of a joint labor-management, or union affiliated, registered apprenticeship program in Orange County, who is a training director or a member of a labor organization.
 - c. To meet the twenty percent (20%) requirement the Board may include one or more representatives of community-based organizations (CBO) who
 - i. 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
 - ii. Provide or support competitive integrated employment for individuals with disabilities; or

- iii. Represent organizations with 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.
 - 3. Representatives of entities administering education and training activities in Orange County, who shall include
 - a. A representative of eligible providers administering adult education and literacy activities under WIOA title II, and
 - b. A representative of institutions of higher education providing workforce investment activities (including community colleges)
 - i. This category of membership may include representatives of local educational agencies, and community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.
 - 4. Representatives of governmental and economic and community development entities who shall include
 - a. A representative of economic and community development entities
 - b. A representative from the State Employment Service Office under the Wagner-Peyser Act
 - c. A representative of the programs carried out under title I of the Rehabilitation Act of 1973
 - d. This category of members may include representatives of agencies or entities administering programs in Orange County relating to transportation, housing, and public assistance, or representatives of philanthropic organizations serving Orange County
 - 5. Such other individuals or representatives of entities as the chief elected official for Orange County determines to be appropriate.
- C. Members may represent multiple categories but may only have one vote per issue.
- D. To be eligible for appointment to the OCDB members must be nominated as described below for the category to which they are appointed:
- 1. Nominations to the private sector seats on the OCDB shall:
 - a. Be made by business, professional and/or trade organizations in the Orange County area. There shall be at least one nomination for each vacancy.
 - b. Be a result of recruitments from Chambers of commerce, trade associations or other business organizations.

- c. Be individuals with "optimum policy-making authority." These individual are expected to be able to speak affirmatively on behalf of the entity he or she represents and to commit the entity to a chosen course of action.
 - d. Include representatives from small business.
 - e. Include representatives from the industry clusters identified by Orange County labor market information research.
 - f. Include representatives to provide for geographic representation from all parts of Orange County.
 - g. Include representatives who have an expressed interest and expertise in the economy of the County.
2. As there are multiple institutions of higher education in the Orange County workforce development area, nominations to the education seat on the OCDB shall be solicited from those institutions.
 3. Representatives of labor organizations shall be nominated by local labor federations, or other representatives of employees where there are no labor federations.
 4. As there are multiple local providers of Adult and Family Literacy in the Orange County workforce development area, nominations shall be solicited from those entities.
 5. Economic development agency members will be selected from:
 - a. An entity representing Economic Development in Orange County; or
 - b. A representative from the local chapter of California Association for Local Economic Development; or
 - c. Private sector economic development entities.
 6. The County may exercise its right to appoint one community leader under the "Special Category" member designation with special consideration to the Board's business category.
 7. Appointment of representatives of organizations referred to in WIOA as having "demonstrated experience and expertise" means the member should be an individual who contributes to the field of workforce development, human resources, training and development, or a core program function or who the Local Board recognizes for valuable contributions in education or workforce development related fields.

E. Term of Appointment

1. All regular OCDB member appointments shall be for a term of three (3) years.
 - a. Appointments shall end on December 31st.

- b. Terms shall be staggered to ensure a continuity of representation.
- c. 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.
- d. 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. OCDB officers shall consist of:

1. A chairperson

- a. The Board Chairperson shall be a private sector representative. The duties of the Chairperson shall be to preside at OCDB 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 OCDB.
- d. The chairperson or his or her designee may represent the OCDB 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's office becomes vacant, the vice-chairperson shall succeed to the office of 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 first OCDB meeting of each fiscal year by majority vote, a quorum being present. The election date may be changed in any given year if formally determined necessary by the full OCDB.

- 1. An ad hoc committee shall be appointed for purposes of securing nominations for OCDB officers.
- 2. Additional nominations from the floor will be accepted by the chair or acting chair of the OCDB 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. Officers 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 OCDB and of committees to which they are appointed. The Executive Committee shall routinely review member attendance at OCDB and committee meetings.
- B. Members shall notify the Executive Director and/or staff of the OCDB, of any expected absence for a meeting at least 48 hours before a regularly scheduled OCDB or Committee meeting, indicating good and sufficient reasons for the absence. Such notification may be direct or through staff of the OCDB.
- C. Each member of the OCDB should serve on at least one standing committee as necessary.

ARTICLE V: REMOVAL AND RESIGNATION OF MEMBERS

- A. The Chairperson may recommend to the OCDB the removal of any member(s) based on cause or absenteeism.
 1. Removal for Cause - Cause shall be defined by the OCDB 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 OCDB.
 2. Removal for Absenteeism - Members may be recommended for removal from membership on the OCDB if the member has more than three (3) consecutive unexcused absences from regular OCDB or standing committee meetings. Removal of a member shall require a majority vote of the OCDB, a quorum being present which vote shall be communicated to the Chief Elected Official who shall make the final determination regarding removal of that member.
- B. Resignation of OCDB members should be effected by a written letter of resignation submitted to the Chairperson of the OCDB and to the County.

ARTICLE VI: COMMITTEES

- A. Executive Committee
 1. There shall be an Executive Committee comprised of:
 - a. The Chairperson of the OCDB
 - b. The Vice-Chairperson of the OCDB
 - c. The Second Vice-Chairperson of the OCDB

- d. Standing Committee Chairs
 - e. Immediate Past Chairperson
 - f. 3-4 OCDB members at large, appointed by the OCDB chairperson which shall include a labor representative if a labor representative is not included as one of the above listed members.
2. Composition of the Executive Committee must include a majority of private sector members.
 3. The Executive Committee shall hold meetings at the request of the Chairperson, or the OCDB Executive Director.
 4. The Executive Committee shall review the OCDB Bylaws and suggest amendments to the OCDB 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 OCDB shall have two (2) standing committees whose chairs shall be members of the OCDB:
1. The Service Delivery and Performance Committee provides programmatic oversight of the One-Stop System, including young adult services, and the development of a quality One-Stop System, coordination of services, performance measure attainment, workforce development policy implementation, accessibility in accordance with the Americans with Disabilities Act 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. Members shall include at least one representative from a community based organization.
 2. The Business Services Committee shall make recommendations with respect to work based activities such as on-the-job training, customized training, incumbent worker training, work experience and transitional work experience. The Committee will oversee regional and industry sector partnerships and the Employer Services measure to be determined under the WIOA.
- C. Ad Hoc Committees - In addition to the standing committees and the Executive Committee, the Chairperson of the OCDB may establish ad hoc committees to accomplish time-limited tasks that support the goals of the OCDB.
- 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

OCDB 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 OCDB 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 OCDB 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 OCDB may be called either by the chairperson or at the request of a majority of OCDB 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 OCDB 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. OCDB meetings – Quorum shall be no less than fifty percent + 1 of the membership.
 - b. Executive Committee – Quorum shall be the members present, but no less than three (3).
 - c. OCDB 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. Quorums may be established by including those individuals calling in to a meeting.
 - 3. Once a quorum has been established the quorum remains regardless of whether members leave the meeting.
 - 4. Voting Majority – Decisions and acts made by majority vote of the members at any duly

constituted meeting shall be regarded as acts of the OCDB, except as otherwise provided by these Bylaws.

- a. Members abstaining from voting on specific actions will not affect majority or quorum 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 those individuals able to cast a vote must vote in the affirmative.

F. Conflict of Interest

1. Members of the OCDB and/or any of its committees or subcommittees shall abstain from:
 - a. Voting on a matter under consideration by the OCDB
 - i. Regarding the provision of services by such member or by an entity that such member represents; or
 - ii. That would provide direct financial benefit to such member or the immediate family of such member
 - b. Participating in the selection or award of a contract if they have an organizational conflict of interest or would realize a financial benefit from the award of a contract.
 - i. An organizational conflict of interest may arise because of a relationship with a parent company, affiliate, or subsidiary organization, such that the board member is unable or appears to be unable to be impartial in conducting a procurement action involving a related organization.
 - ii. A financial conflict of interest arises if the member or a member of their immediate family would realize a pecuniary benefit from the award.
 - c. Participating in the selection or award of a contract if they have a real or apparent conflict of interest.
 - d. Engaging in any behavior that conflicts with the best interests of the County.
2. 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.
3. In order to avoid a conflict of interest or the appearance of such conflict, all members of the OCDB 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.
4. Neither the OCDB 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 OCDB.
5. No assets or assistance provided by the County to the OCDB 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 OCDB 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 OCDB 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 OCDB meeting, the Executive Committee may act on its behalf.
 - 1. Such actions taken on behalf of the OCDB will be presented as an information item at the next regular meeting.
 - 2. Such actions will not require further action by the OCDB.
- C. Standing and Ad Hoc Committees
 - 1. The OCDB shall direct the activities of each of the committees.
 - 2. Standing committees may be directed by the OCDB 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 OCDB unless the OCDB specifically delegates such authority.

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 OCDB or the OCDB Executive Director may propose amendments to the Bylaws.
 - 2. Proposed amendments shall be submitted in writing and made available to each member of the OCDB 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

OCDB members including committee 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 WIOA. All requests for reimbursement must be submitted in accordance with the approved travel and expense policy of the County.

ADOPTED May 10, 2016