

BYLAWS OF
THE ORANGE COUNTY WORKFORCE DEVELOPMENT BOARD

ARTICLE I. Name of Organization

- A. The name of this organization shall be Orange County Workforce Development Board, hereinafter referred to as “OCWDB”.
- B. The official location and mailing address of the OCWDB shall be:

1300 S. Grand Ave.

Building B

Santa Ana, CA 92705

ARTICLE II. Establishment of OCWDB

The members of the OCWDB are appointed by the Orange County (“County”) Board of Supervisors (“BOS”) as the County’s Chief Elected Official (the “CEO”) pursuant to the Workforce Innovation and Opportunity Act of 2014 (“WIOA”). Pursuant to section 106 of WIOA, BOS is designated as the entity responsible for setting policy, and for the direction and oversight of employment and training programs at the local level and for providing funding thereto.

Federal and State rules and regulations provide for WIOA program activities, and require BOS, as the Chief Elected Officials for the County of Orange Workforce Development Area, to appoint a local Workforce Development Board.

The OCWDB (formerly known as the Orange County Development Board and the Orange County Workforce Investment Board) was established by BOS to serve as the local workforce development board on February 15, 2000.

ARTICLE III. Purpose and Functions of OCWDB

The OCWDB shall serve as an advisory body to BOS and shall serve as a liaison between BOS, Orange County Community Resources (“OCCR”), and citizens of the County.

- A. These bylaws have been established by the CEO, consistent with State policy, for OCWDB membership. These bylaws address:
 - 1. The nomination process used by the CEO to select the local OCWDB chairperson and member;
 - 2. The term limitations on how the term appointments will be staggered to ensure only a portion of membership expire in a given year;
 - 3. The process to notify the CEO of an OCWDB member vacancy to ensure a prompt nominee is provided to fill the vacancy;

4. The proxy and alternative designee process that will be used when the OCWDB member is unable to attend a meeting and assigns a designee;
5. The use of technology, such as phone and web-based meetings, will be used to promote OCWDB member participation;
6. The process to ensure OCWDB members actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities; and
7. A description of any other conditions governing appointment or membership on the OCWDB as deemed appropriate by the CEO.

B. In accordance with the WIOA, the purpose of the OCWDB is to work with the County to:

1. Assist BOS through OCCR, in strategic planning, program oversight and evaluation of the local workforce development area. OCWDB shall promote effective outcomes consistent with statewide goals, objectives, and negotiated local performance measures.
2. Represent a wide variety of individuals, businesses, and organizations throughout the local area. The OCWDB shall serve as a strategic convener to promote and broker effective relationships between the County and economic, education, and workforce partners. The OCWDB shall maintain strategic and strong relationships with business organizations, chambers of commerce, labor and trade associations, education providers, and others as needed or required.
3. As the County appointed advisory board which oversees the Comprehensive Economic Development Strategy for the entire County, and fulfills the statutory requirement in 13 CFR, Chapter III, Part 304 to designate the County as an Economic Development District, the OCWDB shall:

- a. Function as the Comprehensive Economic Development Strategy ("CEDS") committee for Orange County, California, in a manner as follows:

Updating and implementing the CEDS:

- i. Submitting annual reports relating to the strategy and all the requirements therein.
- ii. Assisting entities in their application for Economic Development Administration funding that implements the CEDS.

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 the 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.
- iv. Selecting feasible project opportunities and implementing the required actions.

Developing and seeking adoption of policies which affect favorable economic development for the County.

- i. Aligning the County's Economic and Workforce Development.
- ii. Interfacing with other organizations or projects with similar goals.

ARTICLE IV: Appointment and Membership

A. Membership of the OCWDB shall be composed as follows:

- 1. There shall be no less than nineteen (19) members and no more than twenty-one (21) members that comprise the OCWDB.
 - a. Ten (10) OCWDB members shall be appointed by BOS with each Supervisor nominating two (2) OCWDB members from inside or outside of the District that the Supervisor represents. A Supervisor may nominate a person from outside of the District that the Supervisor represents only with concurrence, in writing, of the Supervisor who represents the District in which the proposed nominee resides. Board appointments shall be solely representative of Businesses as defined in WIOA Section 107(b)(2)(A).
 - b. Up to eleven (11) OCWDB members shall be appointed by BOS as Members-At-Large. The Members-At-Large shall assure conformance with mandated membership requirements of WIOA, as required by federal and state statutes and regulations. BOS
 - c. In accordance with WIOA §§107(b)(1) and 107(b)(2), BOS, as the County CEO, shall appoint members from nominations as described in WIOA to the required categories of membership listed below:
 - i. Representatives of Business (WIOA Section 107(b)(2)(A))
 - a. The majority of the members of the OCWDB must be representatives of business in the local area and must meet the following criteria:
 - i. Be an owner, chief executive officer, chief operating officer, or individual with optimum policymaking or hiring authority.
 - ii. Provide employment opportunities in in-demand industry sectors or occupations, as defined in WIOA section 3(23); and provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area.

- iii. Are appointed from among individuals nominated by local business organizations and business trade associations.
- iv. Must include, at minimum, two members who represent small business as defined by the U.S. Small Business Administration. Representatives serving on the OCWDB may also serve on the State Workforce Development Board.
- v. Representatives of Workforce (WIOA Section 107(b)(2)(B)):
 - a. Not less than 20 percent of the members of the OCWDB must be workforce representatives within the local area that:
 - i. Shall include representatives of labor organizations, for a local area in which employees are represented by labor organizations, who have been nominated by local labor federations and shall amount to no less than 15 percent of local board membership, and be subject to the following:
 - 1. For a local area in which no employees are represented by such organizations, other representatives of employees shall be appointed to BOS; however, any local board that appoints representatives of employees that are not nominated by local labor federations shall demonstrate that no employees are represented by such organizations in the local area.
 - 2. Include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of a state-approved apprenticeship program in the area, if such a program exists.
 - ii. May include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities.
 - iii. May include one or more representatives of 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.

- iv. Representatives of the Balance of OCWDB Membership:
- b. Education and Training (WIOA Section 107(b)(2)(C)):
- i. At least one eligible provider administering adult education and literacy activities under WIOA title II.
 - ii. At least one representative from an institution of higher education providing workforce investment activities, including community colleges.
 - 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.
- c. Governmental and Economic and Community Development entities (WIOA Section 107(b)(2)(D)): The OCWDB shall include representatives of governmental, economic, and community development entities serving the local area, who:
- i. Shall include an appropriate representative from the state employment service office under the Wagner-Peyser Act (29 U.S.C Sec. 49 et seq.) serving the local area.
 - ii. Shall include an appropriate representative of the program carried out under Title I of the Rehabilitation Act of 1973 (29 U.S.C. Sec. 720 et seq.), other than Section 112 or Part C of that Title (29 U.S.C. Sec. 732, 741) serving the local area.
 - iii. May include representatives of agencies or entities administering programs relating to transportation, housing, and public assistance serving the local area.
 - iv. May include representatives of philanthropic organizations serving the local area.
- d. Other Individuals or Representatives of Entities: The OCWDB may include individuals or representatives of other appropriate entities in the local area, including:
- i. Entities administering education and training activities who represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to

employment.

- ii. Other appropriate individuals or representatives of entities as determined by the chief elected official.

B. Qualifications for OCWDB Membership

1. OCWDB members shall be broadly representative of different racial, ethnic, religious, socio-economic, disability, age, genders, sexual orientation, or marital status groups in the County.
2. Demonstrate an understanding of workforce and economic development.
3. Residency and Voting Requirements: Except where BOS finds it is in the best interest of the County to waive voter and residency requirements, all members of the OCWDB shall be:
 - a. registered voters in the County; and,
 - b. reside in the district of the nominating member of BOS of Supervisors unless Supervisor representing the district where the nominee resides provides written consent for the nomination.
4. Satisfy all federal, state, local or any other qualifications for the OCWDB members.

C. Length of OCWDB Membership

1. All OCWDB member appointments shall be for a term concurrent with the term of office of the nominating member of BOS. A member of the OCWDB whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.
2. All OCWDB appointments deemed to be "at large" appointments, as described in these Bylaws Article IV(A)(1)(b) shall be for two-year terms subject to Article IV(B)(3)(b).
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. Pursuant to Government Code section 1302, a member whose term has expired shall continue serving as a member until reappointed or replaced.
5. In the event of a vacancy, the OCWDB Executive Director (defined in Section XV) in partnership with the OCWDB is responsible for providing notice to Board and maintaining the required composition of the OCWDB. A vacancy may not necessarily be filled if the required composition of the OCWDB can be maintained without filling the vacancy.

D. Proxy and Alternative OCWDB Committee Chairs

Vote by Proxy: OCWDB does not allow a vote by proxy. Chairperson, Vice-Chairperson and Second Vice-Chairperson may appoint an existing OCWDB member to chair

committee meetings with prior approval of the Executive Director in the event the regular committee chair is unavailable. Requests for alternative designee (an existing officer of the OCWDB) must be made via email or mail and approved 48 hours prior to each meeting.

Alternative designees must also meet the following requirements:

1. Alternative designee is a business representative (for Full board, Executive, Business Services Committee), and he or she must have optimum policy-making hiring authority.

ARTICLE V. OCWDB Officers

A. OCWDB officers shall consist of:

1. The Chairperson shall:
 - a. Preside over all regular and special meetings.
 - b. Act as an ex officio member on all committees.
 - c. Establish committees and coordinate the appointment of OCWDB members thereto and to the Nominating Committee.
 - d. Represent the OCWDB at, or designate a representative to attend, public functions.
 - e. Perform all other responsibilities allocated to the Chairperson under these bylaws.
2. The first Vice-Chairperson shall:
 - a. Assume the duties of the Chairperson when the Chairperson is absent or unable to perform the duties of the Chairperson.
 - b. Perform all other responsibilities allocated to the Vice-Chairperson under these bylaws.
3. The second Vice-Chairperson (if applicable) shall:
 - a. If both the Chairperson and the first Vice-Chairperson are absent, the second Vice-Chairperson shall conduct meetings and act on behalf of the Chairperson.
 - b. Perform all other responsibilities allocated to the Second Vice-Chairperson under these bylaws.
4. Terms for officers of the OCWDB shall be for one year.
5. No person, except a member of BOS, may serve as Chairperson of the OCWDB for more than two (2) consecutive terms.
6. No person, except a member of BOS, may serve simultaneously as Chairperson for two or more Boards, Commissions, or Committees.

- B. Elections:
1. Election of officers shall be held annually during the last OCWDB meeting of each calendar year by majority vote, a quorum being present.
 2. Nominations will be taken from the floor (and members can self-nominate) at the OCWDB meeting.
 3. For elections involving two candidates running for the same position, in the case of a tie, a second vote will be taken.
 4. For elections involving more than two candidates running for the same position, in the case of a tie involving the two candidates with the highest votes, a runoff election shall be held between the candidates with the two highest votes. If a tie remains, it shall be broken by coin toss, as described above. In the case of a three-way tie, a runoff election shall be held for all three candidates. If a tie remains, all three candidates shall have one representative coin toss, conducted by the County. The winning candidate is the candidate whose coin differentiates itself from the other two.

ARTICLE VI. Duties of Members

- A. Members shall attend meetings of the OCWDB and of committees to which they are appointed. The Executive Committee shall regularly review member attendance at OCWDB and committee meetings.
- B. Members shall serve as a member on at least one Standing Committee of the OCWDB.
- C. Member shall not reveal confidential facts, data, or information of BOS during or after membership services have been rendered, without prior consent of the Executive Committee and OCWDB Executive Director as required by this bylaws document.
- D. Members shall notify the Chairperson of the OCWDB of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled OCWDB meeting, indicating good and sufficient reasons for the absence.
- E. In the performance of its responsibilities, the OCWDB shall not engage in nor employ any unlawfully 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.
- F. Members of the OCWDB shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures.
- G. Members of the OCWDB shall comply with County Code of Ethics.
- H. Members of the OCWDB shall operate strictly within designated purposes of the OCWDB.
- I. As set forth in WIOA, the OCWDB shall, in partnership with BOS, perform the following duties, among others:

1. Act as a convener to bring together business, labor, education and economic development entities to focus on local workforce issues.
2. Conduct workforce analysis by developing, disseminating and understanding current local and regional labor market and economic information and trends.
3. Serve as a broker by bringing together systems to solve common problems, or broker new relationships with business and workers to support the efforts of OCCCR, Orange Region Planning Unit, and Orange County WIOA Programs.
4. Serve as the community voice by advocating for the importance of workforce policy, providing perspective about the need for, and availability of skilled workers.
5. Serve as a capacity builder to enhance the local workforce development area and Orange Region Planning Unit's ability to meet the workforce needs of the local employers.
 - a. Work with the County to ensure that local workforce activities comply with the applicable uniform administrative requirements, cost principles, and audit requirements included in the appropriate circulars or rules of the Office of Management and Budget (WIOA Section 184(a)(2) and (3)).
 - b. In partnership with the County, the OCWDB will recommend the America's Job Center of California (AJCC) Operator(s), with the agreement of BOS, through a competitive process such as a Request for Proposal (RFP) or other County of Orange approved procurement processes, unless granted a waiver by the state (WIOA Section 121[d][2][A] and 107[g][2]).
 - c. Comply with State Board policies and guidelines, legislative mandates and/or other special provisions as may be required under federal law or policy, including the WIOA or state legislation.
 - d. In partnership with BOS, develop a local workforce development plan.
 - e. In collaboration with secondary and postsecondary education programs, lead efforts in the local workforce development area to develop and implement career pathways within the local workforce development area.
 - f. Lead efforts to engage with a diverse range of employers and economic development entities, including coordination with BOS economic development strategies.
 - g. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers and job seekers.
 - h. OCWDB shall serve a member of the Orange Regional Planning Unit that includes the Santa Ana Workforce Development Board and Anaheim Workforce Development Board to ensure the workforce development areas, collaborate with other local boards and chief elected officials in preparation and submission of a regional plan as described in WIOA section 106(c) (2) and the development workforce programs and services that enhance business and jobseeker within the region. OCWDB members shall engage in and contribute to, regional planning and regional plan

implementation to include participating in regional planning meetings and regional plan implementation efforts, review and approve the regional plan, modifications and participate in regional performance negotiations.

- i. Assist BOS in developing the local workforce and labor market information system; specifically, in the collection, analysis, and utilization of workforce and labor market information for the Orange Regional Planning Unit.
- j. Conduct other research, data collection, and analysis related to the workforce needs of the regional economy, after receiving input from a wide array of stakeholders who are determined to be necessary to carry out OCWDB functions.
- k. Promote the participation of private-sector employers in WIOA programs in the local workforce development area and the Orange Regional Planning Unit.
- l. Ensure priority of service shall be given to veterans, recipients of public assistance, other low-income individuals, and individuals who are basic skills deficient for receipt of career and training services funded by WIOA Adult funding (WIOA Section 134[c][3][E] and Training and Employment Guidance Letter 19-16, Subject: Guidance on Services provided through the Adult and Dislocated Worker Programs under the Workforce Innovation and Opportunity Act (WIOA) and the Wagner-Peyser Act Employment Service (ES), as amended by title III of the WIOA Final Rules, (March 1, 2017).
- m. In partnership with BOS, as the Chief Elected Official, conduct oversight of workforce activities authorized under WIOA.
- n. Conduct other duties and obligations as may be required by the State of California, the U.S. Department of Labor, and WIOA and associated rules and regulations, for the implementation of WIOA and to achieve the goals stated in these bylaws.

ARTICLE VII. Committees and Subcommittees

- A. All standing committees are governed by the Brown Act and established under the OCWDB shall conform to the bylaws of the full OCWDB. All actions of OCWDB standing committees and workgroups are advisory to the OCWDB. Chairs of the OCWDB standing committees, in consultation with the OCWDB and the OCWDB Executive Director, shall prepare the agenda for standing committee meetings.
- B. Members who are designated as a America's Job Center of California One-Stop Career Center Operator, WIOA Title I Career Service Provider or WIOA Youth Service Provider shall not serve on any standing committee that deals with the oversight of the Job Center, One-Stop system, youth services or allocation of resources that would potentially be allocated to that member's program or might otherwise be the basis of a conflict of interest, as outlined in these bylaws.
- C. OCWDB Non-voting Committee Advisors
 - 1. Membership on Committees

- a. OCWDB members make up the standing committee membership, however attendance by community members and other experts in the field may benefit committees. As such, non-voting community committee advisors (“Committee Advisor Member(s)”) may be invited to participate and serve on an OCWDB standing committee. Committee Advisory Members shall reflect the needs of the local area and must be appointed to committees based on their experience and expertise. The selection of Committee Advisory Members as members of committees shall be in alignment with committee charters. Committee Advisory Members must be residents of, and registered to vote in, the County of Orange. Committee Advisory Members shall not have OCWDB voting privileges, are not members of the OCWDB, and are not factored into calculating quorum requirements for the OCWDB or the committees on which they serve. The term of each Committee Advisor Member will be no more than three years and they will serve at the will of the applicable committee chair. Each standing committee shall have no more than three Committee Advisory Members.

2. Responsibilities

- a. In accordance with WIOA, Local Workforce Development Boards are encouraged to establish standing committees to provide information and to assist with planning, operations, oversight, and other issues relating to the provision of services. As with OCWDB committee members, Committee Advisory Members are expected to contribute to the discussion and provide feedback and insight to the conversation. Committee Advisor Members shall receive an orientation packet to ensure an understanding of WIOA and OCWDB programs and services. Committee Advisor Members are required to attend corresponding standing committee and full board meetings and abide by all rules governing OCWDB and its members, as described in the OCWDB Bylaws. Committee Advisory Members shall be cognizant of their obligation to fulfill the responsibility of the committee and to display high moral conduct with an attitude of open-mindedness and inclusion. Committee Advisory Members shall not use the position in any manner that reflects negatively on OCWDB or the County of Orange. Committee Advisory Members shall be subject to the conflict of interest statutes, regulations, and ordinances.

3. Attendance

- a. Committee Advisory Members will be subject to the same attendance requirements as OCWDB members per the OCWDB Bylaws. A Committee Advisor Member who fails to attend three meetings in a program year (July – June) will be automatically removed from the committee.

4. Nomination

- a. OCWDB members and staff shall refer individuals for consideration to serve as Committee Advisory Members. Each individual is to submit a resume, completed OCWDB application, and conflict of interest form to the OCWDB Executive Director. The following steps describe the review and approval process. A meeting may be requested during any of the following steps:
 - i. Review by OCWDB Executive Director;

- ii. Review and approval by Committee Chair; and
 - iii. Review and vote by OCWDB Full Board.
- D. Standing Committees: The OCWDB shall have four (4) standing committees:
- 1. Executive Committee
 - 2. Youth Committee
 - 3. One-Stop Oversight Committee
 - 4. Business Services Committee
- E. To the extent possible, standing committees shall be comprised of the required OCWDB representative categories as specified in WIOA and must be chaired by a member of the OCWDB.
- F. The term of the Chairperson of any standing committee shall be for two (2) fiscal years, concurrent with the term of the Chairperson of the OCWDB.
- G. Each standing committee chairperson shall be appointed by the OCWDB Chairperson. OCWDB members will volunteer to be on the standing committees and will be recommended by the OCWDB Chairperson. If the required membership is not met for the committees, the OCWDB Chairperson will appoint members accordingly.
- 1. Executive Committee:
 - a. Executive Committee shall be comprised of the following OCWDB members: Chairperson, Vice Chairperson, Second Vice Chairperson and the Chairperson of each standing committee.
 - b. OCWDB Chairperson shall serve as Chairperson of the Executive Committee.
 - c. Responsibilities of the Executive Committee shall include:
 - i. Report upon all action taken by the Executive Committee to the full OCWDB at regularly scheduled OCWDB meetings:
 - a. Emergency actions and all other actions taken by the Executive Committee without prior approval of the full OCWDB, are conditional and subject to either ratification or rescission by the OCWDB at the first meeting following the emergency or action.
 - b. Make recommendations for membership to the OCWDB in compliance with membership requirements as specified in WIOA.

- c. In consultation with OCWDB's Executive Director, determine responsibilities of all standing committees and workgroups and review work plans of such bodies.
- d. Perform other duties as deemed necessary by the OCWDB's Executive Director.

2. Youth Committee:

- a. Responsibilities of the Youth Committee shall include, but not be limited to the following:
 - i. Review WIOA youth policies, procedures, monitoring reports and evaluation(s) of services, activities, and grants or contracts funded by the WIOA:
 - a. Inform, assist, and make recommendations to the Executive Committee and the full OCWDB in developing and overseeing the delivery of WIOA youth programs to review and make recommendations regarding initiatives, and to assist with the selection of eligible providers for these programs.
 - b. Report back to the full OCWDB on program performance, compliance, issues, as directed by the full OCWDB.
 - c. Foster integration and collaboration of youth activities in the local workforce development area.
 - b. The Youth Committee shall be established and composed of a Committee chairperson appointed by the OCWDB Chairperson. OCWDB members will volunteer to be on the committee and will be recommended by the OCWDB Chairperson. When membership is not met for the committee, the OCWDB Chairperson will appoint members accordingly.
 - c. The term of each Youth Committee member shall coincide with the term of the OCWDB Chairperson.

3. One-Stop Oversight Committee:

- a. Responsibilities of the One-Stop Oversight Committee shall include, but not be limited to the following:
 - i. Review policies, procedures, monitoring reports and evaluation(s) of services, activities, and grants or contracts, including the America's Job Center of California One-Stop Career, WIOA Title I Career Services, funded by the WIOA, as related to all Adult, Dislocated Worker, Layoff Aversion and Rapid Response Programs.
 - ii. Inform, assist, and make recommendations to the Executive Committee and the full OCWDB on developing and overseeing the delivery of career services through Adult, Dislocated Worker, and other WIOA programs; to review and make recommendations

regarding initiatives; and to assist with the selection of eligible providers for these programs.

- iii. Report back to the full OCWDB on program performance, compliance, issues, as directed by the full OCWDB.
 - iv. The One-Stop Oversight Committee Chairperson shall be appointed by the OCWDB Chairperson. OCWDB members shall volunteer to be on a committee and will be recommended by the OCWDB Chairperson. In cases when membership is not met for the committee, the OCWDB Chairperson will appoint members accordingly.
 - v. The term of each One-Stop Oversight Committee member shall coincide with the term of the OCWDB Chairperson.
4. Business Services Committee:
- a. The Business Services Committee chairperson shall be appointed by the OCWDB Chairperson. OCWDB members will volunteer to be on the committee and will be recommended by the OCWDB Chairperson. In such case that membership is not met for the committee, the OCWDB Chairperson will appoint members accordingly.
 - b. Responsibilities of the Business Services Committee shall include but not be limited to the following:
 - i. Develop and make recommendations for the Business Service Plan to BOS in an effort to increase employer engagement in the activities of the OCWDB.
 - ii. Submit the Business Services Plan along with the local workforce development and regional Strategic Plan to the State of California Workforce Development Board (CWDB).
 - iii. Conduct Labor Market Intelligence (LMI) analysis.
 - iv. Provide oversight of Rapid Response and Layoff Aversion services.
 - v. Report back to the full OCWDB on issues, as directed by the full OCWDB on a quarterly basis.
 - vi. The term of each Business Services Committee member shall coincide with the term of the OCWDB Chairperson.
5. Ad Hoc Committees:
- a. The Chairperson of the OCWDB may establish ad hoc committees of less than quorum of the OCWDB to accomplish time-limited tasks that support the goals of the OCWDB. When an ad hoc committee is created, the Chairperson shall identify the committee's membership, the scope of work, work product, and date of dissolution. Terms of appointment for an ad hoc committee shall be for the period of time required to fulfill the ad hoc committee's purpose.

- b. When appropriate, ad-hoc committees may call on other knowledgeable individuals who are not OCWDB members to act as consultants to the committees. Said individuals shall be subject to the conflict of interest statutes, regulations, and ordinances.
- c. The ad hoc committee chairperson shall be appointed by the OCWDB Chairperson. OCWDB members will volunteer to be on the committee and will be recommended by the OCWDB Chairperson. If the required membership for an ad hoc committee is not met, the OCWDB Chairperson will appoint members accordingly.

ARTICLE VIII. Meetings and Actions

- A. The OCWDB shall, at its last meeting (November) of each calendar year, adopt a schedule of regular meetings (no meetings in July or December) and transmit that schedule in writing to members, the County and the public at large.
- B. All OCWDB 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 regular time, date and location within Orange County, California that satisfies the access requirements of the Americans with Disabilities Act.
- C. At a minimum the OCWDB shall hold one regular meeting per quarter, as scheduled by the OCWDB Executive Director in coordination with OCCR.
- D. OCWDB meetings shall be held at a location within Orange County, California, determined by OCCR that satisfies the access requirement of the American with Disabilities Act.
- E. OCWDB meetings shall be held during regular business hours.
- F. Special meetings of the OCWDB may be called either by the Chairperson, CEO or at the request of a majority of OCWDB members. Notice of special meetings shall:
 - 1. be delivered to members personally, by mail or electronically, and must be received no later than 24 hours in advance of the meeting.
 - 2. 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.
- H. OCCR shall provide administrative support (OCCR Support) to the OCWDB. OCCR Support shall include, but not be limited, to the following:
 - 1. Attendance at Meetings: A representative designated by the OCCR, shall attend each meeting, and maintain a record of all proceedings and directives of the OCWDB.
 - 2. Preparation and Distribution of Agenda: OCCR Support will prepare, publicly post and distribute all agendas of the OCWDB meetings. The agenda shall consist of a brief general description of each item to be considered by the OCWDB, pursuant to the Ralph M. Brown Act, Government Code section 54950 et seq. OCCR Support will prepare, publicly post, and distribute all supplemental agendas when there has been an item added, continued, deleted, and/or modified since the distribution of the initial agenda.

3. The regular OCWDB meeting agenda will be distributed and made available to the public at least 72 hours prior to the meeting, pursuant to the Ralph M. Brown Act, Government Code section 54950 et seq.
4. OCCR staff will audiotape meetings, and tape will act as official meeting record.

H. Quorum Requirements

1. Quorum requirements are as follows:
 - a. General OCWDB Meetings: Quorum shall be no less than 50%+1 of the membership.
 - b. Executive Committee: Quorum shall be no less than 50%+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. Standing Committees: Quorum shall be the members present, but no less than 50% +1 of the members.
- I. Voting Majority: Decisions and acts made by majority vote of the members at any duly constituted meeting shall be regarded as acts of the OCWDB, except as otherwise provided by these Bylaws.
 1. Members choosing to abstain from voting on specific actions will not affect majority requirements. 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 committee are present to vote, and on a particular motion, three (3) votes in the affirmative, two (2) votes in the negative, and one (1) member abstains, the motion passes.
- J. Voting by Proxy: Members of BOS and the County Executive Officer who serve as OCWDB members are not permitted to vote by proxy.

ARTICLE IX. Compensation and Reimbursement

- A. Members shall receive no compensation for serving on the OCWDB. The County may authorize reimbursement for actual expenses incurred while performing within the scope of their duties and powers in accordance with County policies and procedures. All requests for reimbursement shall be submitted in advance and require pre-approval in accordance with the policies and procedures adopted by the County, on a form prepared by the Auditor-Controller.

ARTICLE X. Removal and Resignation of Members

- A. Removal: BOS may, at any time and without cause, remove any OCWDB member from office prior to the expiration of his/her term of office by majority vote of BOS.
- B. Resignation: Resignation of OCWDB members shall be effected by a written resignation submitted to the Chairperson of the OCWDB and to BOS.

- C. The Chairperson shall notify the Clerk of BOS in writing of any vacancies within 10 days of learning the existence of any such vacancy.

ARTICLE XI. Authority

- A. Parliamentary Authority: The Chairperson shall preside and manage OCWDB meetings using parliamentary procedure consistent with these bylaws, any special rules of order the OCWDB may adopt, and any applicable County, state, and federal law.
- B. When circumstances demand that action be taken before the next scheduled OCWDB meeting the OCWDB may authorize and grant its full authority to the Executive or any standing committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the OCWDB being present.
 - 1. Such actions taken on behalf of the OCWDB by a committee will be presented as an information item at the next regular OCWDB meeting.
 - 2. Such actions will not require further action by the OCWDB.
- C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled OCWDB meeting, the Executive Committee is authorized to take action on behalf of the OCWDB.
 - 1. OCWDB members shall be notified either in writing or electronically within 72 hours of any such Executive Committee action.
 - 2. Such action is subject to review and ratification by the general membership of the OCWDB at its next meeting.
- D. Standing and Ad Hoc Committees
 - 1. Standing and ad hoc committees shall have no independent authority and shall be limited to exercising only those specific functions granted to them by the OCWDB.
 - 2. No standing or ad hoc committee shall have independent authority to commit the OCWDB to any policy or action without the prior approval of the general membership of the OCWDB.

ARTICLE XII. Conflict of Interest

- 1. Members of the OCWDB and any of its committees or subcommittees shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with County, state, and federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of the County.
- 2. Members of the OCWDB shall not vote nor attempt to influence any other OCWDB member on a matter under consideration by the OCWDB or any of its committees or subcommittees:
 - a. Regarding the provision of services by such member (or by an entity that such member represents); or

- b. That would provide direct financial benefit to such member or the immediate family of such member; or
 - c. Engage in any other activity constituting a conflict of interest under County, state, or federal law.
- 3. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County staff to assist them in making that determination.
 - 4. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the OCWDB shall disclose on forms provided by the County information regarding their private economic interests that may be implicated by their service on the OCWDB.
 - 5. OCWDB members shall timely file annual Statements of Economic Interests (Form 700) and other financial disclosures as required by law.
 - 6. OCWDB members shall complete annual ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).
 - 7. Neither OCWDB nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, or any other identifier of OCWDB.
 - 8. No assets or assistance provided by County to OCWDB shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

ARTICLE XIII. Adoption and Amendment of Bylaws

- A. Bylaws Amendments Recommended to the County:
 - 1. A quorum of the OCWDB being present, shall be required to review and recommend or oppose Bylaw amendments being presented for Board approval. An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend these Bylaws for Board approval. The Bylaws become effective upon approval of BOS. OCWDB and County staff positions will be stated in the Agenda Staff Report seeking Board approval of the amended Bylaws.
- B. Bylaws Amendments Recommended to OCWDB:
 - 1. Any member of the OCWDB may propose amendments to these Bylaws.
 - 2. Proposed amendments shall be submitted in writing and made available to each member of the OCWDB in compliance with the Brown Act.

ARTICLE XIV. Severability

Should any part term, portion or provision of these bylaws be determined to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact

in the first instance.

ARTICLE XV. Staffing Support

- A. The OCWDB is programmatically responsible to BOS, through OCCR. OCWDB shall not have non-workforce board member staff. The OCCR's Director of Workforce Development shall provide support to the OCWDB and serve in the capacity of OCWDB Executive Director ("Executive Director"). The Executive Director is an employee of the County who shall assist with carrying out the functions of the OCWDB. The Executive Director shall have the authority to sign documents on behalf of the OCWDB, provided the OCWDB and, as applicable, BOS have duly approved the execution of all such documents.
- B. The OCWDB shall have no authority to accept gifts or donations on behalf of the County. Each OCWDB member shall attend annual trainings as determined by OCCR and/or BOS including, but not limited to, trainings relating to ethics and conflicts of interest.
- C. The OCWDB establishment and operation shall be at no cost to the County, except for general clerical administrative support provided by the County.

Article XVI. Advocacy

The OCWDB website shall be hosted on the OCCR domain and managed by OCCR.

The County must preapprove all OCWDB correspondence, statements, press releases, and reports prior to release. A 50+ 1 majority of the quorum of the OCWDB must approve all such correspondence, statements, press releases, and reports prior to the OCWDB's submittal of any such items to OCCR and request for the County's approval of such items.

All OCWDB communications shall be preapproved by OCCR and be on OCCR and OCWDB letterhead.

OCWDB's recommendations on legislation must be approved by the majority vote of a quorum of the OCWDB and submitted to the County Executive Office of Legislative Affairs for recommendation to the County through OCCR. The OCWDB shall not take positions on legislation without the approval of the County.