

work2future Workforce Development Board By-Laws

Approved on December 10, 2015

The WORK2FUTURE BOARD hereby creates these By-laws.

RECITALS

- A. The State of California, pursuant to the Workforce Innovation and Opportunity Act (WIOA), hereinafter called the Act, has designated the San José Silicon Valley Workforce Development Area for the operation of employment and training programs at the local level, and provides funding thereto.
- B. State rules and regulations, promulgated pursuant to the federal Act, provide for program activities and require the Mayor of San José, acting as the local Chief Elected Official (CEO) for the San José Silicon Valley Workforce Development Area, to appoint a Workforce Development Board.

ARTICLE I: ORGANIZATION

- 1.1 **Name:** The name of this body shall be WORK2FUTURE and shall be governed by the WORK2FUTURE Workforce Development Board of Directors, hereinafter referred to as WORK2FUTURE BOARD.
- 1.2 **Geographic Area:** The local area to be served by the WORK2FUTURE BOARD for purposes of the Workforce Innovation and Opportunity Act include the municipalities of San José, Campbell, Morgan Hill, Los Altos Hills, Gilroy, Los Gatos, Saratoga, and Monte Sereno, and the unincorporated areas of Santa Clara County, which has been designated as the San José Silicon Valley Workforce Development Area pursuant to the provisions of Section 106 of WIOA.

ARTICLE II: PURPOSES

- 2.1 **Purpose:** WORK2FUTURE BOARD was formed for the following purposes:
 - A. As a strategic convener, promote and broker effective partnerships among businesses, educators, organizations and local elected officials, and develop a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training and education programs to promote economic growth.
 - B. Provide public policy guidance for, and exercise oversight with respect to, Workforce Investment Act (WIA) and WIOA activities within the workforce region, financed in whole or in part with funds from the U.S. Department of Labor, in partnership with the elected officials of the local workforce area.

work2future Workforce Development Board Draft By-Laws

ARTICLE III: MEMBERSHIP

- 3.1 In accordance with the Act and the criteria established by the California Workforce Development Board, this section sets forth the membership and structure of the WORK2FUTURE BOARD. Board members are appointed by the Mayor of San Jose, acting as the local CEO, who shall confer voting privileges to all appointed members. Each WORK2FUTURE BOARD member shall have one vote, and such voting may not be done by proxy.
- 3.2 The City of San José's Office of Economic Development (OED), work2future Division ("work2future"), will notify the local CEO when vacancies occur and provide nominations for WORK2FUTURE BOARD membership for consideration to the CEO, who shall review the nominations and appoint members to the WORK2FUTURE BOARD.
- 3.3 The local CEO and work2future will ensure that the membership and appointment of the WORK2FUTURE BOARD will conform to the requirements of Section 107(b)(2) of the Act.
- 3.4 The term of membership for all WORK2FUTURE BOARD members shall be for four (4) years.
- 3.5 Term appointments shall be staggered to the extent possible to ensure that only a portion of the WORK2FUTURE BOARD membership expires in a given year.
- 3.6 A. Business representatives. A majority of the WORK2FUTURE BOARD membership shall be representatives of business in the local area. The business representatives shall: (i) include owners of businesses, chief executives or operating officers of businesses, or other business executives, including human resources executives, or employers with optimum policymaking or hiring authority within the entities they represent; (ii) represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the San José Silicon Valley Workforce Development Area; and (iii) be appointed from among individuals nominated by local business organizations and business trade associations.
- B. *Workforce representatives/Labor organizations.* Not less than 20% of the WORK2FUTURE BOARD's membership shall be representatives of the workforce within the San José Silicon Valley Workforce Development Area. (i) California Unemployment Insurance Code Section 14202(b) requires that at least 15% of the WORK2FUTURE BOARD's membership shall be representatives of labor organizations nominated by local labor federations and (ii) shall include 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

work2future Workforce Development Board Draft By-Laws

area, such a representative of an apprenticeship program in the area, if such a program exists; (iii) shall include representatives of community-based organizations, including organizations representing individuals with disabilities and veterans, and organizations that serve populations with barriers to employment, such as the economically disadvantaged, youth, farmworkers, homeless, and immigrants; (iv) may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

C. *Entities administering education and training activities.* WIOA and California Unemployment Insurance Code Section 14202(c) requires that the WORK2FUTURE BOARD's membership shall include representatives of governmental and economic and community development entities serving the local area, who (i) shall include a representative of economic and community development entities; (ii) shall include an appropriate representative from the California Employment Development Department; (iii) shall include an appropriate representative of programs carried out under title I of the Rehabilitation Act of 1973; and (iv) may include representatives of philanthropic organizations serving the local area.

D. *Other entities.*

3.7 The WORK2FUTURE BOARD shall be kept to the smallest number possible by having members represent more than one category such that the membership is still consistent with the membership requirements established by the Act, and as modified by any amendments, reauthorizations of the Act, and/or final rules, regulations and policy guidance letters.

A. WORK2FUTURE BOARD members are responsible for notifying the WORK2FUTURE BOARD upon change of status, which could lead to lack of representation as identified in these By-laws. Upon such notice, the WORK2FUTURE BOARD shall determine if the member may continue. Members whose status changes may remain on the WORK2FUTURE BOARD pending recruitment and replacement.

B. WORK2FUTURE BOARD members may resign upon written notice to the Secretary of the WORK2FUTURE BOARD.

C. An official membership list, attendance materials, records of the actions of the WORK2FUTURE BOARD, and a detailed statement on the composition, structure, membership, and nomination process for the WORK2FUTURE BOARD shall be maintained by the WORK2FUTURE BOARD.

D. WORK2FUTURE BOARD members may be removed for cause or because of absence. Cause shall be defined as determination by the WORK2FUTURE BOARD that the member is unsuitable to serve on the

work2future Workforce Development Board Draft By-Laws

WORK2FUTURE BOARD. Such a determination may be made based on a WORK2FUTURE BOARD member's violation of the Brown Act, the City's Code of Ethics for members of boards, committees and commissions, non-disclosure of a conflict of interest, or similar misconduct.

E. WORK2FUTURE BOARD members may be removed from membership on the WORK2FUTURE BOARD for cause if the member is absent from two (2) consecutive regular meetings of the WORK2FUTURE BOARD during their term of service.

F. Members may be removed for cause by a two-thirds vote of the full WORK2FUTURE BOARD members in attendance at any regular meeting providing that a quorum of the WORK2FUTURE BOARD is present.

ARTICLE IV: OFFICERS AND THEIR ELECTION

4.1 Chair

A. The WORK2FUTURE BOARD shall elect one (1) member as Chairperson.

B. The term of office for the Chairperson shall be two (2) years.

C. The Chairperson shall be a business representative.

D. The Chairperson shall preside over all regular meetings and special meetings.

E. The Chairperson shall be an ex-officio member of all committees.

4.2 Vice-Chair

A. The WORK2FUTURE BOARD shall elect one (1) member as Vice-Chairperson.

B. The term of office for the Vice-Chair shall be two (2) years.

C. The Vice-Chair shall be a business representative.

D. In the absence of the Chair, the Vice-Chair shall act as Chair pro tem to serve as presiding officer of that meeting.

4.3 In the absence of the Chair and the Vice-Chair, the WORK2FUTURE BOARD shall, at the beginning of its meeting, designate by majority vote, a Chairperson pro tem to serve as presiding officer of that meeting. Such a Chairperson pro tem must be a business representative.

work2future Workforce Development Board Draft By-Laws

- 4.4 The work2future Director shall serve as Secretary of the WORK2FUTURE BOARD.

ARTICLE V: MEETINGS AND QUORUMS

- 5.1 The WORK2FUTURE BOARD shall meet not less than three (3) times annually. WORK2FUTURE BOARD members may participate in WORK2FUTURE BOARD or committee meetings through teleconferencing or videoconferencing, at the discretion of the Chair, to the extent such participation is allowable by state law and policy.
- 5.2 The WORK2FUTURE BOARD shall hold an annual organizational meeting in each fiscal year. The WORK2FUTURE BOARD shall, at its annual organizational meeting, adopt a schedule of meetings and post that schedule on its website (www.work2future.biz) to inform its members, the CEO, the seven partnering municipalities, and the public.
- 5.3 The WORK2FUTURE BOARD Chair may call special meetings of the WORK2FUTURE BOARD.
- 5.4 All meetings of the WORK2FUTURE BOARD shall be conducted and notified in conformance with the Ralph M. Brown Act, California Government Code Section 54960, et. seq. as amended, and the City of San José's Consolidated Open Government and Ethics Resolution, as amended.
- 5.5 Information regarding meetings of the WORK2FUTURE BOARD will be available to WORK2FUTURE BOARD members and the public on work2future's website.
- 5.6 A simple quorum shall consist of fifty percent (50%), plus one (1), of the authorized WORK2FUTURE BOARD members present who must be present in person to effect a quorum. Authorized WORK2FUTURE BOARD members shall be defined as those members currently in office, exclusive of vacancies. A quorum of the WORK2FUTURE BOARD, once attained in meeting, shall be considered as retained throughout the meeting.
- 5.7 Action may be taken by a simple majority of those present and voting, provided that a quorum is present. When a quorum is established and less than ten (10) members remain, a minimum of six (6) votes to take action are required.
- 5.8 WORK2FUTURE BOARD meetings shall be governed by Robert's Rules of Order, Newly Revised, in all cases to which they are applicable and to the extent in which they are not inconsistent with, or in conflict with, these By-laws.

work2future Workforce Development Board Draft By-Laws

ARTICLE VI: COMMITTEES

- 6.1 *Standing Committees.* Standing committees shall include other individuals appointed by the WORK2FUTURE BOARD who are not members of the WORK2FUTURE BOARD and who the WORK2FUTURE BOARD determines have appropriate experience and expertise. The WORK2FUTURE BOARD shall have four (4) standing committees:
- a. The Executive Committee
 - b. The Youth Committee
 - c. The Finance and Performance Committee
 - d. The Private Employer Business Council Committee
- 6.2 **Executive Committee Composition** - The Executive Committee shall be comprised of the WORK2FUTURE BOARD Chair, the WORK2FUTURE BOARD Vice-Chair, the chairs of the other three standing committees, a sufficient number of members elected at large to ensure that the committee has seven members, and the work2future Executive Director acting as a non-voting, ex officio member.
- 6.3 **Youth Committee**
- 6.4 **Youth Committee Composition** – The Youth Committee shall be comprised of all official WORK2FUTURE BOARD Youth Committee Members, plus WORK2FUTURE BOARD members appointed by the Chair, and may include private sector representatives and other representatives of community-based organizations who are not formal members of the WORK2FUTURE BOARD but who have a record of success in serving youth.
- 6.5 **Youth Committee Chair** – see section 6.10.
- 6.6 **Finance and Performance Committee** – The Finance and Performance Committee shall develop and track the budget, and oversee fiscal compliance and work2future’s performance to Department of Labor goals.
- 6.7 **Finance and Performance Committee Composition** – The Finance and Performance Committee shall be comprised of interested WORK2FUTURE BOARD members, appointed by the Chair.
- 6.8 **Private Employer Business Council Committee** – California Unemployment Insurance Code Section 14200(c)(9)(C) requires that the WORK2FUTURE BOARD establish a business services committee that further develops and makes recommendations for the Business Service Plan to the WORK2FUTURE

work2future Workforce Development Board Draft By-Laws

BOARD in an effort to increase employer involvement in the activities of the WORK2FUTURE BOARD. The WORK2FUTURE BOARD's Private Employer Business Council Committee was established in 2012 to meet the requirements of California Unemployment Insurance Code Section 14200(c)(9)(C).

- 6.9 Private Employer Business Council Committee Composition – The Private Employer Business Council Committee shall be comprised of business representative WORK2FUTURE BOARD members representing leading industries and employers, as well as those WORK2FUTURE BOARD members representing potential emerging sectors with significant potential to contribute to job growth.
- 6.10 Committee Chairs – The WORK2FUTURE BOARD Chair shall act as Chair of the Executive Committee, the WORK2FUTURE BOARD Vice Chair as Chair of the Executive Committee in his/her absence, and an Executive Committee Member elected by said committee shall act as Chair of the Executive Committee in the event the Chair and the Vice Chair are absent.
- 6.11 Chair Appointments - Each committee, except the Executive Committee, will choose its own chairs with the approval of the Board Chair. The Chair of the Youth Committee must be a full WORK2FUTURE BOARD member.
- 6.12 Ad Hoc Committees – The Chair may appoint ad hoc committees at his/her discretion. The creation of said committees shall be reported to the full Board.
- 6.13 Ad Hoc Committee Composition – Ad Hoc Committees may only have as voting members full members of the WORK2FUTURE BOARD. Non-WORK2FUTURE BOARD members may be asked to participate as non-voting members.
- 6.14 All Standing Committee meetings shall be subject to the provisions of the Ralph M. Brown Act and the City of San José's Consolidated Open Government and Ethics Resolution.
- 6.15 Information regarding meetings of Standing Committees will be made available to WORK2FUTURE BOARD members and the public on work2future's website.
- 6.16 All actions of the WORK2FUTURE BOARD Standing Committees are advisory to the WORK2FUTURE BOARD unless the WORK2FUTURE BOARD delegates the authority to act on behalf of the WORK2FUTURE BOARD.

ARTICLE VII: CONFLICT OF INTEREST

- 7.1 No WORK2FUTURE BOARD member shall engage in any activity, including participation in the selection, award, or administration of a subgrant or contract supported by WORK2FUTURE BOARD funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when the individual,

work2future Workforce Development Board Draft By-Laws

member of the individual's immediate family, the individual's business partner or an organization which employs, or is about to employ, any of the above, has a financial or other interest in the firm or organization selected for the award. The officers, employees, or agents of any agency making the award will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to subagreements. WORK2FUTURE BOARD members shall not participate in financial matters before the WORK2FUTURE BOARD that pertain to organizations that they represent.

A member of a local board, or a member of a standing committee, may not vote on a matter under consideration by the local board regarding the provision of services by such member (or by an entity that such member represents); or that would provide direct financial benefit to such member or the immediate family of such member; or engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State plan.

Neither membership on the WORK2FUTURE BOARD, nor the receipt of Act funds to provide training and related services shall be construed, by themselves, to violate the provision of this section.

- 7.2 WORK2FUTURE BOARD members shall avoid organizational and operational conflict of interest, and they and their personnel, employees, or agents shall avoid personal conflict of interest and appearance of conflict of interest in awarding financial assistance, and in the conduct of procurement activities involving funds under the Act.
- 7.3 Members of the WORK2FUTURE BOARD shall comply with the intent of the California Administrative Code, title 2, section 18730 and any amendments duly adopted by the Fair Political Practices Commission.
- 7.4 WORK2FUTURE BOARD members are required to complete two hours of training in ethics principles and laws (AB1234 Ethics Training) every two years.

ARTICLE VIII: REQUIRED DISCLOSURES

- 8.1 Prior to taking any action relating to an existing or potential work2future contract, a WORK2FUTURE BOARD member must disclose all communication between the WORK2FUTURE BOARD member and the interested contractor or contractor representative(s) regarding the action. The disclosure shall be made orally at the meeting, prior to the discussion of the action on the meeting agenda, and must identify the substance of the communication.
- 8.2 WORK2FUTURE BOARD members must file an annual Statement of Economic Interests (Form 700) by April 1 of each year, within 30 days of assuming office, and within 30 days of leaving office with the San José City Clerk.

ARTICLE IX: AMENDMENTS

- 9.1 Amendments to these By-laws must be approved by a fifty percent plus one (50% + 1) affirmative vote of the full WORK2FUTURE BOARD membership, at any regular meeting of the WORK2FUTURE BOARD, provided, however, that the amendments proposed have been submitted in writing at the previous regular meeting or included in the call to the meeting. Amendments to the By-laws shall be reviewed and approved by Counsel prior to the WORK2FUTURE BOARD's consideration and approval. Amendments proposed to these By-laws must be received by the WORK2FUTURE BOARD membership no less than seven (-7-) working days prior to their consideration.

ARTICLE X: EFFECT

- 10.1 These By-laws shall become effective immediately upon adoption by a majority vote of the WORK2FUTURE BOARD, and shall remain in effect, as amended per section 9.00 above, or until dissolution of the WORK2FUTURE BOARD.
- 10.2 In any conflict arising between the provision of the Act, applicable State law, or other implementing regulations, the legal provisions of law and regulations shall prevail, except as By-laws represent allowable discretion by the WORK2FUTURE BOARD in interpretation and implementation of law and regulation.

Adopted by the WORK2FUTURE BOARD on December 10, 2015.

Joe Flynn, Board Chair

Sima Yazdani, Board Vice-Chair

Christopher Donnelly, Board Secretary