

work2future Workforce Development Board By-Laws

The WORK2FUTURE BOARD hereby adopts these By-laws as amended November 21, 2019.

RECITALS

- A. The State of California, pursuant to the Workforce Innovation and Opportunity Act (WIOA), hereinafter called the Act, has designated the San Jose Silicon Valley Workforce Development Area for the delivery of workforce services relevant to local residents and businesses.
- 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 Jose 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 includes the municipalities of San José, Campbell, Gilroy, Los Altos Hills, Los Gatos, UUMonte Sereno, Morgan Hill, and Saratoga, and the unincorporated areas of Santa Clara County, which have been designated as the San Jose 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, 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 development area.

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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, as further stipulated in California Unemployment Insurance Code Section 14202UU.
- 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. A majority of the members of the WORK2FUTURE BOARD shall be representatives of business in the local area, who:
 - 1) Are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority.
 - 2) Represent businesses, including small businesses, or organizations representing businesses described in this subdivision, 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 local area.
 - 3) Are appointed from among individuals nominated by local business organizations and business trade associatioUUs.
- B. Not less than 20 percent of the members of the WORK2FUTURE BOARD shall be representatives of the workforce within the San Jose Silicon Valley Workforce Development Area, who:

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- 1) Shall include representatives of labor organizations, who have been nominated by local labor federations and these representatives shall amount to not less than 15 percent of board membership, and be subject to the following:
 - (a) Shall 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.
- 2) May include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities.
- 3) 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. The WORK2FUTURE BOARD shall include representatives of entities administering education and training activities in the local area, who:

- 1) Shall include a representative of eligible providers administering adult education and literacy activities under Title II of the Workforce Innovation and Opportunity Act.
- 2) Shall include a representative of institutions of higher education providing workforce investment activities, including community colleges.
- 3) 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.

D. The WORK2FUTURE BOARD shall include representatives of governmental and economic and community development entities serving the local area, who:

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- 1) Shall include a representative of economic and community development entities.
 - 2) 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.
 - 3) Shall include an appropriate representative of the programs 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.
 - 4) May include representatives of philanthropic organizations serving the local area.
- E. The WORK2FUTURE BOARD may include such other individuals or representatives of entities as the local CEO may determine to be appropriate.
- 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 BOARD. Such a determination may be made based on a WORK2FUTURE BOARD member's violation of the Brown Act, the City's Code

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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.

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- 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.

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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 two (2) standing committees:
- a. Executive Committee
 - b. Business Services 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 standing committees, a sufficient number of members elected at large to ensure that the committee has seven members, and the work2future Director acting as a non-voting, ex officio member.
- 6.3 Terms of the at-large members of the Executive Committee are two years and they shall be staggered to ensure that only a portion of the at-large membership expires in a given year. To achieve staggered terms, a portion of at-large members shall be elected to one-year terms only in the first election after adoption of these amended By-laws. At-large members shall serve a maximum of two consecutive two-year terms.
- 6.4 *Executive Committee Authority* — The Executive Committee shall have the authority to act on behalf of the WORK2FUTURE BOARD when time is of the essence to (1) accept grant awards, (2) approve contracts and associated funding, (3) approve Memoranda of Understanding, and (4) approve the Local Plan and Regional Plan. Any such actions taken by the Executive Committee shall be reported as discussion items at the next regular meeting of the WORK2FUTURE BOARD.
- 6.5 In addition to such other duties as it may undertake, the Executive Committee shall develop and track the budget, and oversee fiscal compliance and work2future performance with respect to state and federal WIOA performance goals.
- 6.6 *Business Services Committee* — California Unemployment Insurance Code Section 14200(c)(9)(C) requires that the WORK2FUTURE BOARD establish a business services committee.
- 6.7 *Business Services Committee Composition* – The Business Services Committee shall be comprised of Board members who represent the leading industries and employers in the regional economy and potential emerging sectors that have significant potential to contribute to job growth in the regional economy if

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investments were made for training and educational programs, as well as business executives who are not members of the Board but, nonetheless, represent the kinds of employers described above. The Chair shall appoint Board members to the Committee and the Executive Committee shall elect Committee members who are not on the Board.

- 6.8 Business Services Committee Duties — The Business Services Committee shall further develop and make recommendations for work2future’s business service plan to increase employer involvement in the activities of work2future.
- 6.9 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.
- 6.10 Chair Appointments - Each committee, except the Executive Committee, will choose its own chairs with the approval of the Board Chair.
- 6.11 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.
- 6.12 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.
- 6.13 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.
- 6.14 Information regarding meetings of Standing Committees will be made available to WORK2FUTURE BOARD members and the public on work2future’s website.
- 6.15 Except as stipulated in Article 6.4, 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, 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

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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 sub-agreements. 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) and two hours in sexual harassment and discrimination prevention (AB 1661 Sexual Harassment and Discrimination Prevention 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.

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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 as amended by the WORK2FUTURE BOARD on November 21, 2019.

/s/
Joseph Flynn, Board Chair

/s/
Susan Koepp-Baker, Board Vice-Chair

/s/
Monique Melchor, Board Secretary