

**BYLAWS**  
**OF THE**  
**NAPA COUNTY WORKFORCE**  
**INVESTMENT BOARD (NCWIB)**

**ARTICLE I. CREATION OF THE WORKFORCE INVESTMENT BOARD**

Pursuant to the legislative mandates outlined in the Workforce Investment Act of 1998 ("WIA"), Public Law 105-220, Section 117, and State of California implementing legislation and/or Executive Orders, the Napa County Workforce Investment Board ("NCWIB") has been created and its members appointed for the Napa County Local Workforce Investment Area by the elected Board of Supervisors ("Board") of the County of Napa, ("County"). The purpose of these Bylaws is to summarize the purpose and principal functions of and to establish rules of conduct for the NCWIB.

**ARTICLE II. PURPOSE OF THE NCWIB**

The principal purpose of the NCWIB is to insure involvement of the business and industrial community, including small businesses, minority business enterprises, education, labor organizations, community-based organizations, economic development agencies and one-stop delivery system partners in workforce investment activities that will lead to development of a high quality local workforce within Napa County to most effectively satisfy the labor demand needs of the business community while enhancing the economic well being of individuals in need of workforce investment services.

**ARTICLE III. FUNCTIONS OF THE NCWIB**

**Section 1.** The NCWIB shall provide policy guidance for and exercise oversight with respect to activities contained in the 5-year Local Workforce Investment Plan for the County of Napa and the Job Connection Strategic Operating Plan.

**Section 2.** The NCWIB shall develop an effective Local Plan to provide a coordinated mix of services to meet the workforce investment needs of the local labor market. The NCWIB and the County shall jointly approve and submit the Local Plan to the Governor of the State of California.

**Section 3.** The NCWIB will establish performance criteria for all activities contained in the Local Workforce Investment Plan and provide oversight of the activities conducted by County and its subgrantees to ensure their efficient and effective operation including reviewing proposed subgrants for consistency with the local workforce investment area plan and the adopted performance criteria.

**Section 4.** The NCWIB will direct activities designed to actively solicit public and private support for and participation in WIA programs.

**Section 5.** The NCWIB shall perform other functions and duties as required by the WIA or by State of California implementing legislation and/or Executive Orders and shall act in accordance with the WIA and the Memorandum of Understanding entered into between the NCWIB and the County.

#### **ARTICLE IV. NCWIB MEMBERSHIP**

**Section 1.** The Napa County Board of Supervisors shall appoint the NCWIB members.

**Section 2.** The NCWIB shall have a minimum of twenty-eight (28) members. Additional members representing the business community may be added to the NCWIB upon request by the NCWIB and approval by the Board of Supervisors. At a minimum, the membership shall include fifteen (15) business representatives and fifteen (13) public sector representatives with optimum policymaking or hiring authority from the following groups:

**Section 3.** Of the Public Sector representatives:

- a. Four (4) members shall represent organized labor;
- b. Two (2) members shall represent education;
- c. Two (2) members shall represent community-based organizations;
- d. Two (2) members shall represent economic development, including private sector economic development;
- e. One (1) member shall be a member of the Board of Supervisors of Napa County; and
- f. The remainder of the public sector appointments shall be made from public entities, agencies or organizations having an interest in workforce investment activities in Napa County.

Where appropriate, a public sector member may represent more than one category.

- Section 4.** The majority of the members appointed to the NCWIB, including the Chair, shall be representatives of business in the local area, who:
- a. Are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policymaking or hiring authority; and
  - b. Represent businesses with employment opportunities that reflect the employment opportunities of the local area.

**Section 5.** The Board of Supervisors, if recommended by a 2/3 vote of the NCWIB, may change the constituent membership of the NCWIB through additional appointments. The membership of the NCWIB shall not exceed 45 members (including all appointed members of standing committees).

**Section 6.** Membership terms shall be for two (2) years.

**Section 7.** The Board of Supervisors shall make appointments to any vacant position whose term has not yet expired, and the appointed successor shall serve out the remainder of the term of the original appointment.

**Section 8.** A Youth Council, as mandated in the Act, shall be appointed by the NCWIB and function as a standing committee of the NCWIB. Members of the Youth Council shall include: NCWIB members with expertise on youth issues (education, organized labor, business); representatives of youth service agencies; former youth program participants; representatives of public housing authorities; parents; youth, and Job Corp members.

## **ARTICLE V. NCWIB OFFICERS**

**Section 1.** The officers of the NCWIB shall be a Chairperson, Vice-Chairperson and Secretary-Treasurer. The Chairperson and Vice-Chairperson shall be elected annually for one-year terms, commencing with the beginning of the WIA fiscal year immediately following the election. The NCWIB shall conduct an election and select persons for the offices of Chairperson and Vice-Chairperson during the last quarter (April, May, June) of each fiscal year. The offices of Chairperson and Vice Chairperson shall be filled by members who qualify as representatives of business, as described in Article IV, Section 3. The Vice Chairperson shall act on behalf of the Chairperson during the Chairperson's absence. In the event the Chairperson or Vice-Chairperson resigns from the NCWIB during his/her term of office, the NCWIB its next regularly scheduled meeting shall elect a qualified NCWIB member to serve the remaining term of the office. The office of Secretary-Treasurer shall be

filled ex-officio by the Napa County employee performing the function of Workforce Investment Area Administrator/WIB Director. The Secretary-Treasurer may deputize a Napa County employee to perform the functions of the Secretary-Treasurer in his/her absence.

**Section 2.** The Chairperson shall appoint all adhoc committee Chairs, subject to ratification by the NCWIB. The Chairperson, following consultation with the Executive Committee, shall appoint all members to committees.

**Section 3.** The Chairperson shall set the agenda for NCWIB meetings, preside at all meetings of the NCWIB and in general perform all duties incident to the office as directed by the NCWIB. This includes attending conferences.

**Section 4.** In the absence of the Chairperson and the Vice Chairperson, the Secretary-Treasurer shall open the meeting and call for nominations of a temporary Chairperson for that specific meeting.

**Section 5.** The authority and duties of the Secretary-Treasurer shall include:

- a. To sign on behalf of the NCWIB all documents previously approved by the NCWIB.
- b. To record all of the proceedings of the NCWIB including its committees and to carefully preserve all of its books and papers. The Secretary-Treasurer shall cause all notices to be duly given in accordance with the Bylaws of the NCWIB and shall perform such other duties as the NCWIB may direct.
- c. To keep a true and faithful account of any monies received and paid out and to give such bonds for faithful performance as the duties for the NCWIB may require.

**ARTICLE VI. DUTIES OF MEMBERS**

**Section 1. Attendance**

Members shall attend meetings of the NCWIB and of committees to which they are appointed. The Executive Committee shall routinely review member attendance at NCWIB and committee meetings. An excused absence shall be recorded in the NCWIB minutes when a NCWIB member or designee notifies the NCWIB Secretary-Treasurer or his/her staff of the intended absence by 5 p.m. of the day before the meeting the scheduled NCWIB Board or Committee meeting indicating good and sufficient reasons for the absence, except that if the absence is due to illness occurring during the 24 hour period, the absence shall be

deemed excused if the Secretary-Treasurer is notified of the illness prior to the roll call for the meeting. Members of the NCWIB must not miss more than three (3) consecutive committee and full meetings of the NCWIB unless the absences are excused, or more than five (5) consecutive committee and full meetings even if some or all of those absences are excused, except that the NCWIB may grant the NCWIB member a leave of absence upon prior request. (See Article X for Removal of Members).

**Section 2. Service on Committees**

Every member of the NCWIB shall actively participate as a member on at least one (1) committee. Non-NCWIB members may actively participate on committees at the invitation of the Committee Chairperson, but shall have no voting privileges on committee actions, except for the Youth Council whose non-NCWIB members formally appointed by the NCWIB shall have Youth Council voting privileges.

**ARTICLE VII. EXECUTIVE COMMITTEE**

**Section 1.** There shall be an Executive Committee comprised of the Officers of the NCWIB; the immediate past-Chairperson if still a current NCWIB member; and the Chairs of each of the committees.

**Section 2.** The Chairperson of the NCWIB shall serve as the Chairperson of the Executive Committee.

**Section 3.** The Executive Committee shall meet monthly, or as deemed necessary by the Chairperson.

**Section 4.** The purpose of the Executive Committee shall be to:

- a. Assume overall responsibility for internal NCWIB development including membership, training, resource attraction and internal governance policies;
- b. Provide recommendations regarding regular agenda items of the NCWIB;
- c. Maintain the Bylaws and develop/submit necessary modifications of the Bylaws to the NCWIB and Board of Supervisors for approval;
- d. Consult with NCWIB support staff.

**Section 5.** The Executive Committee is hereby authorized to act on behalf of the NCWIB when timelines are such that actions must be taken prior to the next regularly scheduled meeting of the full NCWIB

**Section 6.** All members of the Executive Committee shall be current members of the NCWIB in good standing.

**Section 7.** At no time shall the membership of the NCWIB Executive Committee constitute a quorum of the total membership, either by an increase in the number of Chairperson appointees, or by a reduction in the general membership of the NCWIB.

**Section 8.** The NCWIB Executive Committee shall recommend to the NCWIB for approval the names of current members of the NCWIB in good standing for appointments to boards and commissions outside the NCWIB structure, when such recommendations are requested of the NCWIB by such outside boards and commissions.

## **ARTICLE VIII. COMMITTEES OF THE NCWIB**

**Section 1.** In addition to the Executive Committee, the NCWIB shall have one other standing committee and three (3) adhoc committees, named and functioning as follows:

a. Youth Council (Standing Committee)

- 1) The Youth Council is a Workforce Investment Act (WIA) mandated committee that prepares the overall local youth plan, recommends the selection of youth service providers, evaluates the performance of those youth service providers, and establishes funding priorities for youth employment programs.
- 2) The objective of the Youth Council is to oversee the investment of WIA youth funding and to ensure effective linkages and leveraging of resources. Through the effective use of its membership, the Youth Council is also positioned to influence educational policy.
- 3) The meetins of the Youth Council shall be held in compliance with the Brown Act (Government Code Section 54950 et.sec.)

b. Strategic Partnerships & Investment Committee (Adhoc)

Implements the NCWIB's goal to link the economic, workforce and education sectors into a coherent workforce delivery system tailored to local needs. Consequently, this committee will help to

leverage WIA resources through mutually beneficial partnerships with state, federal and local organizations that share the same goals. In order to match labor force and labor pool needs, the committee may oversee various research activities including workforce issues identification and employer needs assessments.

c. Marketing & Communications (Adhoc)

- 1) Focuses on the development and implementation of the NCWIB communications plan (including newsletters, brochures, website, publications, etc). This committee recommends and coordinates WIB events tied to deliverables of the full Board. It will develop relationships with local media and assure coverage.
- 2) The overall objective for this committee is to establish the NCWIB as the leader of the workforce agenda in the minds of policy makers and the community.

d. System Finance & Oversight (Adhoc)

- 1) Oversees the development of the workforce system budget, implemented by the Job Connection. In addition, the committee will guide contractor selection, certification and evaluation; oversee the development of the memorandum of understanding with workforce system partners; and develop and negotiate performance outcomes with the State of California and the Job Connection.
- 2) The overall objective of this committee is to assure a high quality and efficient workforce delivery system for residents and employers.

**Section 2.** Committees shall meet on a bi-monthly basis, or as deemed necessary by the committee chairperson to conduct the business of the committee.

**Section 3.** The size of each committee and the terms of the members shall be established by the Executive Committee. Each committee shall establish for itself all other procedures for the conduct of its business consistent with these Bylaws.

**Section 4.** Committees shall report progress and recommend actions at NCWIB meetings.

**Section 5.** No standing or ad hoc committee shall have independent authority to commit the NCWIB to policy or action without approval of the NCWIB, except as noted by Article VII, Section 5.

**Section 6.** Other ad hoc Committees may be created by the NCWIB for such particular purposes as may be deemed necessary or desirable to enhance or assist the NCWIB in carrying out its functions and furthering the purposes of NCWIB. Membership on ad hoc committees may include individuals who are not members of the NCWIB

## **ARTICLE IX. MEETING PROCEDURES**

**Section 1.** Brown Act. All meetings of the NCWIB, its Executive Committee and all standing committees, including without limitation, regular, adjourned regular, special and emergency meetings shall be called, noticed, held and conducted in accordance with the Ralph M. Brown Act, Chapter 9, Division 3, Title 5 of the California Government Code commencing with Section 54950.

**Section 2.** Minutes. NCWIB shall require the keeping of the minutes of its regular, adjourned regular, special and emergency meetings excepting closed sessions, and shall approve such minutes at the next available meeting. Until approved, the minutes shall be considered merely the Secretary-Treasurer's notes. Such notes shall be considered preliminary memoranda subject to modification by the Secretary-Treasurer for purposes of the Public Records Act (Government Code section 6250 et seq.) and shall not become a public record available to the public on request except in the form released and available to the members and public when the agenda is posted for the meeting at which the proposed minutes will be considered.

**Section 3.** Quorum. A majority of the currently appointed NCWIB members shall constitute a quorum for the transaction of business as long as a majority of the members present were appointed under Article IV, Section 4.

**Section 4.** Voting; Recusal. The transaction of business shall require a majority vote of the quorum present. Each member shall have one vote. A member of the NCWIB who has a conflict of interest regarding any matter before the NCWIB or any committee on which the member sits shall declare the existence of such conflict prior to the matter being heard, recuse himself/herself from participation in the matter, and shall leave the meeting room until the hearing, deliberation and action on the matter are concluded.

**Section 5.** Calling of Meetings. Special meetings of the NCWIB may be called by the Chairperson or by the signed petition of one-third of the currently-appointed members of the NCWIB.

**Section 6.** Parliamentary Procedure. The NCWIB and its committees shall conduct their meetings according to the latest available edition of the Standard Code of Parliamentary Procedure by Alice Sturgis ("Sturgis") except where the provisions of Sturgis conflict with these Bylaws, in which case these Bylaws shall apply.

**ARTICLE X. REMOVAL OF MEMBERS**

NCWIB members may be removed by the Board of Supervisors for cause upon the initiative of the Board of Supervisors or upon consideration of removal recommendations from the NCWIB for any of the following reasons:

- a. For the member's violation of the conflict of interest code or laws or failure to complete or declare applicable financial disclosures.
- b. When the member ceases to be representative of the category for which appointment was made.
- c. For the member's failure to meet attendance requirements (Article VI, Section 1).
- d. For the member's refusal to report to or consult with the member's appointing authority.

**ARTICLE XI. REIMBURSEMENT**

Members of the NCWIB shall receive no reimbursement for expenses incurred while serving on the NCWIB with the exception of expenses, authorized in advance by the NCWIB, incurred in connection with the members attendance at NCWIB-approved conferences, trainings and other NCWIB approved activities other than NCWIB meetings or committee meetings.

**ARTICLE XII. CONFLICT OF INTEREST CODE AND COMPLIANCE WITH VIA CONFLICT PROVISIONS**

The NCWIB shall adopt a conflict of interest code under Political Reform Act (Government Code section 81000 et seq.) and its members shall file annual Statements of Economic Interest (Form 700) in the

manner and to the extent prescribed by the Code, and comply with the provisions regarding conflict of interest set forth in that Act. The members of the NCWIB shall also comply with the provision of the WIA that provides that no member of any board created pursuant to the WIA shall cast a vote on the provision of services by that member (or any organization which that member directly represents) or vote on any matter which would provide direct financial benefit to that member.

**ARTICLE XIII. ADOPTION AND AMENDMENT OF BYLAWS**

**Section 1.** **Effective Date.** These Bylaws and any amendments thereto shall be effective only when adopted by the NCWIB and approved by the Board of Supervisors.

**Section 2.** **Severability**

The Bylaws of the NCWIB and any amendments thereto shall conform to all applicable statutes, regulations and the agreement between NCWIB and the County of Napa and nothing in these Bylaws shall be construed to take precedence over federal, state or local laws or regulations or to constrain the rights and obligations of the County under such laws and regulations. Should any part, term, portion or provision of these Bylaws be decided by a court of competent jurisdiction 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.

Adopted by the NCWIB: December 2007

Approved by the Board of Supervisors: \_\_\_\_\_