

Local Workforce Development Board Bylaws

BYLAWS

**WORKFORCE DEVELOPMENT BOARD
OF THE CITY OF LOS ANGELES**
(A Non-Profit Public Benefit Corporation)

ARTICLE I – GENERAL

The name of this corporation is the Workforce Development Board of the City of Los Angeles, hereafter referred to as the WDB.

The principal office for the transaction of the business of the corporation (principal executive office) is located at City Hall, 200 N. Spring St, Los Angeles, California 90012. The WDB may change the principal office from one location to another. Any change of this location shall be noted by the WDB Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE II – PURPOSE

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is under the California Non-profit Public Benefit Corporation Law for public and charitable purposes.

The purposes of this corporation are:

To serve in partnership with the City of Los Angeles as the City's lead advocate for the value of a trained workforce and for a unified workforce development strategy and coordinated workforce development system that will produce worker opportunity and upward mobility, and contribute to the competitiveness and economic well-being of businesses and employers.

To provide public policy guidance for, and exercise oversight with respect to, workforce development activities within the City of Los Angeles, financed in whole or in part with funds from the U.S. Department of Labor, in partnership with the elected officials of the City of Los Angeles, and to exercise all other responsibilities authorized by the Workforce Innovation and Opportunity Act (WIOA) and other applicable state and federal laws and regulations.

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To provide lead policy direction on all matters pertaining to the overall WIOA program, the Four (4) Year Plan, the Regional Plan, the Local Annual Plan, including independent oversight and evaluation; setting forth workforce policies for residents of the City, its job seekers and employers; soliciting private sector participation in the program; and identifying the training needs of job seekers and the business community.

To prepare for the Local Elected Officials (LEOs) an annual report each year which describes the status of the WIOA program in the city (e.g. expenditures, obligations, under-expenditures, returned funds/grants, unearned funds/grants, and city administrative and program staffing) and provides the basis for the following year's program activities to be administered by the WIOA Administrative Entity, as well as any annual amendments to the Four (4) Year Plan, the Regional Plan, and the Local Plan.

To assess the overall efficacy, responsiveness, and continued viability of job training, job development and job placement of City residents in the private and public sectors in terms of meeting the needs of job seekers and employers, and to further increase employment opportunities.

To work closely with economic development entities and other stakeholders to promote business and employment opportunities, job creation and retention in Los Angeles- region.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities or exercise powers that in themselves are not in furtherance of the primary purpose set forth in this Article II. Further, no part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE III – POWERS

Section 3.01 General Powers

The powers of this corporation shall be exercised by, and the general management of the affairs of this corporation shall be under the control, supervision, and direction of the WDB subject to the limitations of the Articles of Incorporation, these bylaws, and the California Non-Profit Public Benefit Corporation Law. For purposes of these bylaws, the WDB

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is the same as the Board of Directors as that term is used in the Articles of Incorporation.

Section 3.02 Enumerated Powers

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the WDB shall have the following powers:

- To select and remove all the officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these bylaws, and fix their compensation.
- To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations for those purposes, which are not inconsistent with law, or with the Articles of Incorporation or these bylaws, as they may deem best.
- To appoint an Executive Committee and to delegate the Executive Committee any of the powers and authority of the WDB in the management of the business affairs of the corporation, except the following powers: the filling of WDB vacancies, the fixing of compensation of WDB members, the amendment or repeal of these bylaws, or the adoption of new bylaws, the amendment or repeal of any WDB resolution which by its express terms is not so amendable or repealable, the appointment of WDB members thereof, the expenditure of corporation funds to support a nominee for membership, the approval of any self-dealing transaction, except where permitted by law, or the approval of any actions from which the applicable California laws also require approval of the members.

ARTICLE IV – MEMBERSHIP

Section 4.01 General

The persons who are WDB members shall be the only directors and members of this corporation, and upon ceasing to be a WDB member any such person shall cease to be a director and member of this corporation. Youth Council members who are not on the WDB shall be considered non-voting members of the WDB.

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The members and directors of the corporation shall have no liability for dues or assessments. The rights and privileges of all members shall be equal.

The Secretary shall maintain as part of the corporation a current listing of WDB and Youth Council members and their principal alternates, tenures, committee assignments, addresses and telephone numbers, and other pertinent records related to corporation business.

Section 4.02 Number of Members

The WDB shall consist of at least twenty-three (23) and not more than thirty-seven (37) voting members duly appointed by the Mayor of the City of Los Angeles as outlined in Section 4.04.

The number of members may be changed from time to time by amendment of the Articles of Incorporation adopted by the written consent of members entitled to exercise the majority of the voting power, or by a vote of the majority of a quorum at a meeting of members duly called for such purpose pursuant to the bylaws, and with the concurrence of the Mayor and the City Council.

Section 4.03 Representation

A majority (fifty percent plus one) of the WDB membership shall consist of representatives from private industry and business who shall be owners of business concerns, chief executives or chief operating officers of non-governmental employers, or other private sector executives who have substantial management or policy responsibilities. The following constituencies are integral to the WDB's workforce development related activities and, therefore, to optimize their involvement, support and contribution, they shall have WDB membership with representation at least as follows:

- Business/Trade Associations
- Business Representing Small Business
- Business Representing High Growth Industries
- Business Representing Labor Needs
- Business Offering Employment Opportunities
- Business Offering Long-Term Employment Potential
- Business in Key Southern California Industries

- At least fifteen percent (15%) of the WDB's membership must be representatives of labor organizations and joint labor-management apprenticeship programs;

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- At least two (2) members representing educational entities, which include representatives of adult education, literacy, postsecondary educational institutions, community colleges, and vocational education;
- At least two (2) members representing economic and community development agencies, including private sector economic and community development entities;
- One (1) member representing the State Employment Development Department, who will also represent the veteran's program, the Trade Adjustment Act/NAFTA program, and Unemployment Insurance, Job Services and Labor Market Information activities;
- One (1) member representing the California Department of Rehabilitation;
- Other members deemed appropriate by the Mayor and representing housing agencies, transportation agencies, Job Corps, older worker agencies, philanthropic organizations, etc.

Section 4.04 Appointment of Members

WDB members shall be appointed by the Mayor of the City of Los Angeles, as set forth in the WDB-LEO Agreement, at the time of the Annual Meeting of the WDB for those members whose terms expire at that time or earlier if a vacancy occurs. Such appointment process shall be in accordance with WDB-LEO Agreement.

The nomination procedure consists of the following steps:

1. The Nominations/Membership Committee shall meet at least semi-annually to solicit and receive recommendations for membership on the WDB and Youth Council.
2. The WDB Director shall issue a public call for nominations and such notice shall also simultaneously be forwarded to the Mayor, the City Council, and current WDB members.
3. The Nominations/Membership Committee shall review the nominations, note the existence of vacancies, and forward the names of nominees to the WDB for review.

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4. The WDB shall forward a letter to the Mayor noting the existence of vacancies and identifying the names of potential nominees.
5. Within 30 days of receipt of the WDB's letter, the Mayor shall transmit to the City Council a list of appointments. The Mayor's appointments shall be final if no Council action occurs within 45 days of the Mayor's transmittal. If the Mayor fails to transmit his appointments within 30 days for the Council's consideration and approval, then the authority to appoint the members shall rest with the President of the City Council.

In forwarding nominees for review by the WDB and subsequent consideration by the Mayor, the Nominations/Membership Committee shall solicit nominations from the various constituency groups as follows:

- ◆ Business nominations shall be solicited from and recommended by local business organizations and business associations, including the Los Angeles Area Chamber of Commerce and minority and women business organizations. Nominations shall reasonably represent the regional, industrial and demographic composition of the business community.
- ◆ Education and literacy nominations shall be solicited from and recommended by local education and literacy agencies, vocational education institutions, institutions of higher education or general organizations of such agencies or institutions, and from private business and proprietary schools, or general organizations of such schools, within the City of Los Angeles.
- ◆ Labor nominations shall be solicited from and recommended by the local labor federation and joint labor-management apprenticeship program operators.
- ◆ The Wagner-Peyser Act nomination shall be solicited from and recommended by the Director of the California Employment Development Department.
- ◆ Economic development and community development nominations shall be solicited from and recommended by local economic and community development agencies, including non-governmental agencies.

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- ◆ The Rehabilitation Act of 1973 nomination shall be solicited from and recommended by the California Department of Rehabilitation.
- ◆ Housing agency, Public assistance agency, philanthropic organization and other nominations shall be solicited from and recommended by multiple and appropriate sources.

A nomination list shall be valid for up to one year after the date of submission to the Mayor. The Mayor may choose, for up to one year, to use the nomination list to fill vacancies that occur prior to the end of a member's term or may request that the WDB Nominations/Membership Committee solicit new nominations for such vacancies.

As to the latter, the Nominations/Membership Committee shall submit new nominees for review by the WDB. The WDB shall then propose a new member in accordance with #4 and #5 above.

The aforementioned nomination process under Section 4.04 shall be conducted in collaboration with the Mayor's office.

Section 4.05 Term of Office

The term of the members shall be two (2) years, commencing July 1 of the year of appointment and until their successors are duly appointed. Vacancies shall be filled at the Annual Meeting of the WDB. If a vacancy is not filled at the Annual Meeting, it can be filled at any time thereafter, following the procedures for nomination and appointment as outlined elsewhere in these bylaws. Each member, including a member appointed to fill a vacancy, shall hold office until expiration of the term for which appointed on until a successor has been appointed.

Section 4.06 Vacancies

Vacancies in membership, whether the result of removal or resignation, shall be filled by appointment by the Mayor as described in Section 4.04. In all such appointments, the new member shall represent the same constituency as the initial member.

Section 4.07 Attendance

WDB members are expected to attend full WDB meetings, Standing Committee meetings, and other committee meetings to which they have been assigned.

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WDB members from private industry/business who miss three (3) consecutive full WDB meetings within a calendar year may be considered inactive and subject to removal pursuant to Section 4.08. WDB members from private industry/business who serve on the Executive Committee and miss four (4) consecutive Executive Committee meetings within a calendar year may be considered inactive and subject to removal from the committee pursuant to Section 4.08. WDB members from private industry/business are considered present at full WDB and Executive Committee meeting if their designated alternate is present at said meetings.

Non-business WDB members may be considered inactive and subject to removal pursuant to Section 4.08 if they miss three (3) consecutive full WDB meetings within a calendar year. Non-business WDB members who serve on the Executive Committee and miss four (4) consecutive Executive Committee meetings within a calendar year may be considered inactive and subject to removal from the committee pursuant to Section 4.08. Non-business WDB members are considered present at full WDB and Executive Committee meetings if their designated alternate is present at said meetings.

WDB members from private industry/business and non-business WDB members who are assigned to other WDB Standing Committees are expected to maintain a satisfactory record of attendance at said committee meetings. Satisfactory is defined as a 75% attendance record.

The WDB Executive Director will be responsible for recording WDB member attendance.

Section 4.08 Removal of Members

A member may be removed by the WDB when the member ceases to be representative of the group from which he or she was selected, has other activities or interests detrimental to or in conflict with the interest of the WDB, or does not meet the attendance criteria outlined in Section 4.07. Any member subject to removal for cause shall be given the opportunity to resign.

When a member is identified as ceasing to be representative of the group from which he or she was selected, or has other activities or interests detrimental to, or in conflict with the interests of the WDB, the Executive Director will notify the WDB President/Chair, and the WDB President/Chair will notify the Executive Committee in writing that a removal action may be warranted. The Executive Committee may take action to remove the member, or forward a recommendation to the full

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WDB that the member be removed. The member in question will be given notice and an opportunity to speak at the meeting(s) where this subject will be discussed.

After a member is absent and inactive as described in Section 4.07 above, the WDB Chair or his/her designee may contact the member to find out what problems exist and if the member still has an interest in serving on the WDB. The absent and inactive member will have one more opportunity to attend a meeting. If the member misses another meeting within a calendar year, the WDB Chair may notify the Executive Committee in writing that the inactive member may be considered for removal. The Executive Committee may take action to remove the member, or forward a recommendation to the full WDB that the member be removed. The member in question will be given notice and an opportunity to speak at the meeting(s); at which this subject will be discussed.

Section 4.085 Resignations

Notwithstanding Section 4.08, any WDB or Youth Council member may resign by notifying the WDB President/Chair and the WDB Executive Director in writing. Any officer or Chair of any Committee may resign from their office by notifying the WDB President/Chair or the WDB Executive Director in writing. Any member of a committee may resign from their committee participation by notifying the WDB President/Chair or the WDB Executive Director in writing.

Section 4.09 Alternates

WDB members from private industry/business may designate by letter one (1) alternate from their business that may represent them at full WDB and committee meetings.

Non-business WDB members may designate by letter one (1) alternate from the same constituency that may represent them at full WDB and committee meetings.

The WDB President/Chair shall approve all private industry/business alternates and non-business alternates.

The Chairs of Standing Committees shall be WDB members from private industry/business. Standing Committee Chairs who also serve on the Executive Committee may designate a private industry/business member of their Standing Committee to serve as a Co-Chair, allowing that designated person to serve as an alternate for attendance and voting at

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Executive Committee meetings when the Standing Committee Chair is unable to attend.

No changes in these bylaws shall be made by a vote of any alternate at a full WDB meeting.

ARTICLE V - OFFICERS

Section 5.01 General

The officers of the WDB shall be a President (also known as the WDB Chair and referred to as such throughout these bylaws), Vice-Chairs (as described in Section 5.05), a Secretary, and a Treasurer. The Chairs of Standing Committees shall also serve as WDB Vice Chairs.

The WDB may, from time to time, appoint such other officers with titles, authority and duties as the WDB may designate by amendment to these bylaws.

Section 5.02 Election of Officers

All officers of the WDB shall be elected by the full WDB.

The Nominations/Membership Committee shall submit to the full WDB nominees for WDB President/Chair. Nominations for WDB President/Chair are limited to WDB members who represent private industry/business. The full WDB, at its Annual Meeting, shall elect the WDB President/Chair.

The Nominations/Membership Committee shall submit to the full WDB nominees for WDB Secretary and WDB Treasurer. Nominations for WDB Treasurer are limited to WDB members who represent private industry/business. The full WDB, at its Annual Meeting, shall elect the WDB Secretary and WDB Treasurer.

The Nominations/Membership Committee shall also, with the concurrence of the newly elected WDB President/Chair, recommend WDB members for election by the full WDB as Vice-Chairs.

In the event of WDB officer vacancies, the Nominations/Membership Committee shall, with the concurrence of the WDB President/Chair,

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recommend for election by the full WDB replacements from among WDB members.

In the event of the WDB President/Chair's death, disqualification, resignation, removal, etc., the Nominations/Membership Committee shall recommend for election by the full WDB a replacement from among the WDB members.

All WDB officers shall serve at the pleasure of the WDB.

Section 5.03 Terms of Office

Each officer shall serve for a period of one year, or until a successor is elected and qualified. Officers are eligible for re-election.

Section 5.04 President/Chair

The WDB President/Chair, as the Chief Executive Officer of the WDB, shall in general supervise and control all business affairs of the WDB. The WDB President/Chair shall preside at all meetings of the WDB, serve as Chair of the Executive Committee, advise the officers and the WDB on matters of general policy, and perform such other duties as may be assigned to him/her from time to time by the WDB. The WDB President/Chair shall provide leadership to the WDB and pursue opportunities to develop a broad community-wide base of voluntary support and cooperation dedicated to meeting the objectives of the WDB.

Section 5.05 Vice Chairs

The WDB President/Chair, in appointing Standing Committee Chairs, with the concurrence of the full WDB, shall give preference to WDB members of private industry/business. In appointing Standing Committee chairs, the WDB President/Chair must fully comply with the membership requirements of the Executive Committee (Article VI, Section 6.02). The Chairs of Standing Committees, as identified in Article VI, shall also serve as WDB Vice Chairs/WDB officers. In addition to their responsibilities as Chairs of Standing Committees, they serve as members of the Executive Committee, assuring that the full WDB and the Executive Committee are fully informed about and engaged in the WDB's leadership agenda.

Section 5.06 Secretary

The WDB Secretary shall certify and keep these original bylaws as amended or otherwise altered to date; keep the minutes of all meetings of

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the WDB including authorization of special meetings, attendance, number of members present, and the official proceedings of the WDB; see that all advance notices are duly given in accordance with the bylaws or as required by law; be custodian of the official corporate records and its seal as applicable; exhibit at all reasonable times to any member, or to the member's agent or attorney, on request thereof, any documents or records which by law the public has a right to see; and in general, perform all the duties of the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the WDB President/Chair.

Section 5.07 Treasurer

The WDB Treasurer shall be a WDB member who represents private industry/business. The WDB treasurer is the Chief Financial Officer of the WDB and shall be responsible for developing and directing all financial matters of the corporation including receiving and disbursing corporation funds in consultation with the WDB President/Chair, and depositing all such monies in the name of the corporation in banks, trust companies, or other depositories in consultation with the WDB President/Chair. In general, the Treasurer shall perform all duties incident to the Office of the Treasurer, including an Annual Financial Report to the Board as to the financial status of the corporation, and other related duties that the WDB President/Chair may from time to time assign.

Section 5.08 Resignation of Officers

Any officer may resign his/her office at any time by giving written notice to the WDB President/Chair or the Executive Director. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. A WDB officer who resigns his office continues as a WDB member unless otherwise provided in his/her written notice. Any resignation is without prejudice to the rights, if any of the WDB under any contract to which the Officer is a party.

Section 5.09 Removal of Officers

WDB members at any regular meeting or special meetings of the full WDB may remove any officer, with or without cause, upon a majority vote of the quorum then present.

Section 5.10 Vacancies

Any vacancy resulting from the death, disqualification, resignation, removal or otherwise of a WDB officer, other than for the WDB President/Chair, shall be filled temporarily with a WDB member by appointment of the WDB President/Chair, until such time as the full WDB shall fill the vacancy by election.

A vacancy resulting from the death, disqualification, resignation, removal or otherwise of the WDB President/Chair shall be filled by the full WDB for the unexpired portion of the term.

Section 5.11 Compensation and Expenses

Officers shall serve without salary and, by resolution of the WDB, may be paid or reimbursed for expenses arising out of their services as officers.

ARTICLE VI - COMMITTEES

Section 6.01 General Powers and Limitations

The WDB shall have the power at any time to create, change the size of membership of, and discharge any committee. Each committee shall have and may exercise such powers as are set forth in these bylaws, or as may be conferred or authorized by the resolution appointing it, provided however, that no such committee shall have the authority to amend, alter or repeal these bylaws; elect, appoint or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the WDB; authorize the voluntary dissolution of the WDB or revoke proceedings thereof; adopt a plan for the distribution of the assets of the WDB; or amend, alter or repeal any resolution of the WDB. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the WDB or any individual member of any responsibility imposed upon it or him/her by law. Each committee shall have at least one meeting per quarter and more as required.

All committees, except the Executive Committee, are authorized only to make recommendations for final decision or action, to be directed either to the full WDB or the Executive Committee, unless such committee has been delegated authority to take final action by resolution of the full WDB or Executive Committee. Such delegation of authority shall be by motion and vote approved by either the full WDB or Executive Committee

Section 6.02 Executive Committee

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The Executive Committee shall be comprised of WDB officers (i.e., the WDB President/Chair, the WDB Secretary, the WDB Treasurer, and WDB Vice Chairs/the Chairs of Standing Committees). The WDB President/Chair shall have the authority to appoint two (2) additional WDB members to the Executive Committee, subject to the approval of the full WDB. No fewer than five (5) members of the Executive Committee shall be WDB representatives of private industry/business.

The Executive Committee shall be a separate board and body from the full WDB, but shall have the same duties and may exercise the same powers as the full WDB (subject to the limitations of the provisions of the Articles of Incorporation and these bylaws). The Executive Committee shall also act as a Board of Referred Powers to the extent permitted by law in the event that a matter is presented to the WDB, which the WDB as a body may not consider because of a prohibited interest of one of its members. The Executive Committee, as a Board of Referred Powers, is vested with the same power as the full WDB to act upon any matter, contract, sale or transaction so acted upon by the full WDB. The WDB shall, by resolution, adopt a procedure for the notification and transfer to the Executive Committee of any matter on which the full WDB, due to a prohibited interest of its members, is unable to act.

The Executive Committee shall also act for the full WDB between the meetings of the WDB and while the WDB is not in session. The Executive Committee shall report all of its actions to the full WDB through a quarterly summary of Executive Committee actions. The members of the Executive Committee shall serve until replaced. The Executive Committee may perform such other duties as from time to time are prescribed by the full WDB.

The majority of a quorum for any Executive Committee meeting must consist of WDB representatives of private industry/business.

The WDB President/Chair shall have the authority to designate another private sector/business member of the Executive Committee to chair a meeting of the Executive Committee in the WDB President/Chair's absence.

The purposes of this committee, among other things, are:

- In collaboration with other WDB Standing Committees, seek opportunities to access and align new resources, financial and otherwise, in advancement of WDB objectives;

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- In collaboration with other WDB Standing Committees, undertake initiatives to leverage other resources, financial and otherwise, in support of WIOA activities; and
- To coordinate and enhance available resources for the workforce participation, employment, and training of city residents.
- To act as a catalyst for systemic reform to improve the provision and coordination of workforce development activities for youth.
- To facilitate labor market studies of demand occupations and the skills required for employment in them.
- To identify growth industry sectors and industry specific occupations that pay living wages and offer progressive wage gains

Section 6.03 Standing Committees

Standing Committees of the WDB are the Oversight Committee (Policy and Training), the Marketing and Outreach Committee, the Nominations/Membership Committee, and the Youth Council.

The WDB Chair, with the concurrence of the full WDB, shall appoint the Standing Committee Chairs. All Standing Committee Chairs serve on the Executive Committee and as WDB Vice Chairs/officers.

The WDB President/Chair shall also assign, absent the concurrence of the full WDB, other WDB members to other Standing Committees.

The Oversight Committee and the Business Services, Marketing and Resource Development Committee may include non-WDB members with subject matter experience and expertise appointed by the WDB President/Chair. The non-WDB members of these two standing committees are considered non-voting members.

(1) Oversight Committee

The purposes of this committee, among other things, are:

- To oversee and advise on the Four (4) Year Plan, the Local Annual Plan, and the Regional Plan;

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- To oversee WIOA funded services and programs administered by the Economic and Workforce Development Department and provided through WorkSource and YouthSource centers;
- Consistent with WDB priorities, to recommend occasional or continuing priority target populations for receipt of WIOA funded services;
- To determine priority uses and oversee distribution of WIOA funds;
- To ensure that the design of WIOA programs and services are fully responsive to the needs of job seekers and industry/employers/businesses;
- To ensure that WIOA funds leverage other resources in support of WDB workforce development efforts;
- To identify target industry sectors for WDB job training and job placement investments;
- To assess the performance, impact and benefit of WIOA programs and services;
- To oversee the Economic and Workforce Development Department's monitoring of WIOA programs and services;
- To develop policies for the successful operation and delivery of WIOA programs and services;
- To develop criteria for the evaluation of WIOA programs and services; and
- To determine the types of training and supportive services necessary to meet the needs of local and regional employers for trained workers;
- To determine the occupations for which WIOA funded training will be provided;
- To establish the level of WIOA expenditures for training and supportive services;
- To ensure that training provided with WIOA funds results in the award of an industry recognized/certified credential;
- To ensure that the expenditure of WIOA funds for training, especially on-the-job training, are in accordance with WIOA regulations;
- To ensure the cost effectiveness of WIOA funded training;
- To ensure that WIOA funds for training leverage other resources/funding in support of training;
- To develop criteria for determining the success of WIOA funded training;
- To evaluate the success of WIOA funded training;
- To analyze WIOA expenditures for training;

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- To develop criteria for determining the success of WIOA funded supportive services;
- To evaluate the success of WIOA funded supportive services;
- To analyze WIOA expenditures for supportive services;
- To address issues related to WorkSource Center and YouthSource Center service delivery;
- To oversee certification of WorkSource and YouthSource centers, and other WIOA program operators/service deliverers; and
- To address issues related to the provision and adequacy of WIOA service delivery to persons with disabilities.

(2) Business Services, Marketing and Resource Development Committee

The Business Services, Marketing and Resource Development Committee shall be chaired by a WDB member representing private industry/business.

The Business Services, Marketing and Outreach Committee will oversee the development of an annual marketing plan, in collaboration with the Economic and Workforce Development Department, and monitor its implementation and effectiveness. WDB and Economic and Workforce Development Department staff will ensure that an annual marketing plan is developed and successfully implemented for WIOA programs and services. The plan will market WIOA programs to private sector employers, job seekers, and other WIOA eligible populations. The marketing plan should also include the publication of an Annual Report and newsletters, issuance of labor market data and employment statistics, and the conduct of job fairs and other public relations outreach activities/services.

The purposes of this committee, among other things, are:

- Manage and promote the branding of WorkSource Centers/America's Job Center of California (AJCC);
- In collaboration with other WDB Standing Committees, assure that the WDB's electronic infrastructure and technology for service delivery, marketing, outreach, and education are relevant and current to achieving the WDB's strategic goals.

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- To provide outreach to public sector institutions, private sector institutions and their leadership, as well as businesses, workers and their advocates;
- To promote collaborative relationships with labor, employers, business, community colleges, school districts, social services agencies, non-profit agencies, government agencies, etc. that are critical to successful workforce development efforts;
- To monitor federal and state workforce development legislation that provides local and regional flexibility in the delivery of workforce development services.
- To improve public awareness and understanding of the workforce development system and workforce development issues;
- To develop continuous and elevated communications with federal, state, and local officials on the value and effectiveness of workforce development legislation and funding;
- To connect workforce development and economic development initiatives.
- To determine the types, levels and effectiveness of WIOA funded rapid response services;
- To determine the types, levels and effectiveness of WIOA funded business services;
- To provide advice, assistance and make recommendations to the Economic and Workforce Development Department as to the delivery of non-WIOA business services;
- To assist the Economic and Workforce Development Department in the coordination, marketing and delivery of non-WIOA funded business services;
- To serve as the WDB's lead in advancing collaborations with economic development entities and activities for the purpose of job creation and job retention; and
- To develop program and service delivery strategies in response to industry/employer demands for trained workers.

(3) Nominations/Membership Committee

This committee will meet at least semi-annually and will be comprised of no less than three (3) WDB members.

The purposes of the committee are:

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- To recommend to the full WDB, WDB private industry/business members for election at the Annual Meeting as WDB President/Chair;
- To recommend to the full WDB, WDB private industry/business nominees for election at the Annual Meeting as Treasurer;
- To recommend to the full WDB, with the concurrence of the newly elected WDB President/Chair, the names of WDB members for election as other WDB officers;
- To recommend to the full WDB the names of WDB private industry/business members to fill a WDB President/Chair vacancy that occurs prior to term expiration;
- To recommend to the full WDB, with the concurrence of the WDB President/Chair, the election of WDB members to fill other WDB officer vacancies that occur prior to term expiration;
- To recruit individuals from the various required constituencies (e.g., private industry/business, labor, non-profit organizations, etc.) for appointment as WDB members;
- To forward to the WDB for review nominees for appointment as WDB members; and
- To recruit individuals who are not members of the WDB for appointment by the WDB to the Youth Council.

(4) Youth Council

The President of the Youth Council is a WDB member appointed by the WDB President/Chair with the concurrence of the full WDB. The President of the Youth Council chairs all Youth Council meetings.

The remaining members of the Youth Council shall consist of WDB members assigned to the Youth Council by the WDB President/Chair and other, non-WDB members who are approved by the full WDB and considered non-voting members of the WDB.

Among the membership of the Youth Council shall be in- and out-of-school youth representatives, a private sector representative who may or may not be the President/Chair of the Youth Council, a local educational agency representative serving youth, a nonprofit agency representative serving youth,

and an apprenticeship training program representative serving youth. Total Youth Council membership is limited to nineteen (19) persons.

A. The purposes of the Youth Council, among other things, are:

- To ascertain the workforce development needs of youth;
- To ascertain the human resource needs of employers/businesses that hire youth;
- To sponsor policy forums and other events necessary to facilitate discussions of and implement “best practices” in workforce development programs and services for youth;
- To establish the strategies, priorities, policies and practices for meeting the workforce development needs of youth;
- To establish the strategies, priorities, policies and practices for meeting the human resource needs of employers/businesses that hire youth;
- To create employment opportunities for youth;
- To develop portions of all of the City’s WIOA plans related to youth service delivery;
- To establish the levels of WIOA funding for workforce development programs and services for youth;
- To monitor the expenditure of WIOA funds for workforce development programs and services for youth;
- To develop the criteria for selecting WIOA youth workforce development program operators and service providers;
- To develop the criteria for ascertaining the effectiveness of WIOA funded workforce development programs and services for youth;
- To evaluate the success of WIOA funded workforce development programs and services for youth;
- To ensure that WIOA funded workforce development programs and services for youth will facilitate their acquisition of literacy and numeracy skills;

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- To ensure that WIOA funded workforce development programs and services for youth will facilitate this acquisition of work-related skills;
- To ensure that WIOA funded workforce development programs and services for youth will facilitate their successful completion of secondary education with an appropriate credential, their successful transition to higher education, and their successful entry into the labor market;
- To ensure that youth receiving WIOA funded workforce development services will be provided career exploration, career exposure, internships, and work experience opportunities;
- To identify the targeted youth populations for priority receipt of WIOA funded workforce development services;
- To foster the development and continuous improvement of YouthSource Centers;
- To ensure that WIOA Youth funds leverage other resources in support of WDB sponsored youth workforce development programs and services;
- To facilitate youth workforce development service delivery collaborations and linkages with educational institutions (e.g., the Los Angeles Unified School District, the Los Angeles Community College District, etc.), non-profits, philanthropic organizations (United Way, etc.), employers and business associations (the Los Angeles Area Chamber of Commerce, etc.), and government agencies (e.g., the County Probation Department, County Department of Public Social Services, City of Los Angeles Department of Recreation and Parks, etc.);
- To oversee the Economic and Workforce Development Department's monitoring of WIOA programs and services to youth;
- To ensure that youth workforce development programs and services provided directly by the Economic and Workforce Development Department re independently monitored; and
- To the extent possible, facilitate the integration of WorkSource and YouthSource center programs and services.

Section 6.04 Ad Hoc Committees

The WDB President/Chair, with the concurrence of the full WDB or the Executive Committee, may appoint Ad Hoc Committees of the WDB, as necessary, for performance of special limited term projects. These special committees may include non-WDB members as non-voting participants. The President/Chair will clearly charge any Ad Hoc Committee with the scope and time frame of their work. All Ad Hoc Committee meetings shall meet in compliance with California's open meeting laws. Ad Hoc Committees are authorized only to make recommendations to the WDB, the Executive Committee, or other Standing Committee, unless an Ad Hoc Committee has been delegated authority to take final action by resolution of the full WDB or Executive Committee. Such delegation of authority shall be by motion and vote approved by the full WDB or the Executive Committee.

Section 6.05 Task Forces

The WDB President/Chair may appoint Task Forces consisting solely of WDB members (as long as such Task Forces do not constitute a quorum of any Standing Committee). With the concurrence of the WDB Chair, the Chairs of Standing Committees may also form Task Forces of their committee. A Task Force is a non-quorum number of the committee's members. Every Task Force so formed shall be given a clear charge and time frame. Task Force meetings shall be in compliance with open meeting laws.

With the concurrence of the WDB President/Chair, the Chairs of the Oversight Committee, Business Services, Marketing and Resource Development Committee, and the Youth Council may also form Task Forces of their committee. A Task Force is a non-quorum number of the committee's members and non-WDB members with experience or subject matter expertise. Every Task Force so formed shall be given a clear charge and time frame. Task Force meetings do not require compliance with California open meeting laws.

Task Forces appointed by the WDB President/Chair and the Chairs of the aforementioned committees are authorized only to make recommendations to the full WDB, the Executive Committee and the appropriate standing committee.

Section 6.06 Term of Office of Committee Chairs and Committee Members

Committee Chairs and committee members shall serve until the next Annual Meeting or until a successor is appointed pursuant to Section 5.08, Section 5.10 and Section 6.03.

ARTICLE VII - STAFF SUPPORT

Section 7.01 WDB Executive Director

The Executive Director will operate under the supervision of a member of the Mayor's staff with daily consultation and support from the WDB President/Chair. The Executive Director will facilitate strategic leadership on workforce development initiatives and issues; develop long-range plans; guide the creation of public policy and the exercise of oversight with respect to the Workforce Development System; promote and negotiate strategic collaborations to increase the coordination of local investments in workforce development; manage relationships with key stakeholders related to all workforce development activities in Los Angeles region; and coordinate the scheduling and planning of all Workforce Investment Board and committee meetings. The Executive Director will oversee the administration of such items as meeting notices, materials and compliance with the WDB/LEO Agreement, bylaws and the Brown Act.

The Executive Director will be evaluated by a member of the Mayor's staff in consultation with the WDB President/Chair, based on performance criteria approved by and in consultation with the Executive Committee.

Section 7.02 WDB Support Staff

The WDB may establish such supporting staff positions as it deems desirable from time to time which may be filled by hired employees, persons provided by other organizations, or personal services contractors in accordance with procedures set forth in the WDB-LEO Agreement. Subject to the control and direction of the General Manager of the Economic and Workforce Development Department and the WDB Chair, the Executive Director shall select and supervise all supporting staff as necessary for the proper conduct of WDB business.

ARTICLE VIII - VOTING

Section 8.01 General

All Youth Council members who are not on the WDB/not WDB members are considered non-voting members of the WDB (Section 4.01). Each regular WDB member shall be entitled to one (1) vote.

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Consistent with Section 4.09 of these bylaws, each non-business WDB member may designate by letter one (1) alternate who comes from the same constituency as the member to vote in his/her absence at full WDB and Standing Committee meetings.

Also consistent with Section 4.09 of these bylaws, each private industry/business WDB member may designate by letter one (1) alternate from their business to vote in his/her absence at full WDB and standing committee meetings.

All private industry/business and non-business alternates are subject to the approval of the WDB President/Chair.

Section 8.02 Quorum

For the purpose of Executive Committee decision making a quorum is fifty percent (50%) plus one of the committee's membership. The majority of a quorum for Executive Committee meetings must consist of WDB private industry/business representatives. For the conduct of all business, a quorum of the full WDB and its Standing Committees shall be fifty percent (50%) plus one of their respective membership. An exception to this requirement is allowed for joint meetings of Standing Committees, as indicated below.

A quorum is required for all decisions the WDB is legally obligated to make under the WDB-LEO Agreement, its bylaws, its Articles of Incorporation, and WIOA. Such decisions include, but are not limited to, the budget, amendment of the WDB-LEO Agreement, amendment of the bylaws, election of officers, actions involving merger or dissolution of the corporation or disposal of assets, or any action which determines final WDB policy on the administration of WIOA.

In the event a member is required to recuse himself or herself and leave the meeting room, his or her presence will be counted towards quorum as though he or she were present in the meeting room. However, a majority vote of the quorum shall be required to pass an action item.

Joint meetings are allowable between the full WDB and the Youth Council, which require a quorum of fifty percent (50%) plus one of their respective membership. Joint meetings between the Executive Committee and other Standing Committees are prohibited. As to joint meetings between other Standing Committees, a quorum shall be fifty percent (50%) plus one of the aggregate membership.

Section 8.03 Conflict of Interest

No member shall vote on, participate directly or indirectly in the consideration of, or in any way attempt to influence other members on any matter directly bearing on services to be provided by that member or any organization, which the member directly represents or any matter, which would financially benefit the member, or any organization the member represents. In the event such a potential conflict of interest does arise, the member shall be required to disclose such interest, which shall be recorded in the official records (minutes) prior to the vote. The WDB has adopted a Conflict of Interest Code, which is binding upon the WDB and each of its members. For definition of "Financial Benefit" and other requirements of California law, the provisions of the California Government Code will prevail.

Each member is responsible for determining whether any potential or actual conflict of interest exists or arises for him/herself during tenure on the WDB.**Section 8.04 Ethics**

Each WDB member shall receive training in ethics in accordance with WDB written policies and guidelines and applicable federal or state law and regulations. Members must complete training within a year of their appointment and then complete training every two years thereafter.

Section 8.05. Economic Interest

Each WDB member and their alternates shall file a Statement of Economic Interest form (Form 700) required by the The Political Reform Act (Gov. Code §§ 81000-91014) as a condition of assuming membership, annually while serving as a member, and upon leaving membership of the WDB.

ARTICLE IX - MEETINGS

Section 9.01 General

All WDB meetings will be open to the public according to the provisions of the Brown Act (CA Gov't Code 54950 et seq). Agenda for meetings shall provide an opportunity for members of the public to directly address the WDB on any item of interest to the public, before or during the WDB's consideration of the item, that is within the subject matter jurisdiction of the corporation. No action shall be taken on any item not appearing on

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the agenda unless the action is otherwise authorized by the Brown Act to be acted upon without having appeared on the posted agenda. The WDB may adopt rules governing the procedure and manner for receipt of public comments.

Minutes will be taken of all WDB meetings, be distributed to all members, and be made available to the public for review and reproduction.

Section 9.02 Regular Meetings

Regular meetings of the full WDB will be held at least once per quarter, at such time and place as the WDB President/Chair designates. The WDB President/Chair may call Executive Committee meetings as necessary. All meetings will adhere to the guidelines of the Brown Act.

Section 9.03 Annual Meetings

A regular meeting of the full WDB shall be convened each summer and shall be known as the Annual Meeting, which is held for the purpose of electing officers of the WDB and for the transaction of such other business as may come before the meeting. The WDB Treasurer shall present an Annual Financial Report at the Annual Meeting.

Section 9.04 Special Meetings

Special meetings of the Executive Committee may be called by the WDB President/Chair or any six (6) members of said body, provided the notice of the meeting is posted in accordance with the Brown Act and notification is given 24 hours prior to the meeting. The purpose(s) must be specified by the meeting agenda.

Section 9.05 Advance Meeting Notice

Advance notice of the time, date, place and general purpose of all WDB meetings shall be given to each member, each member's principal alternate, and to any other interested party who in writing has requested such advance notices in accordance with the Brown Act. The Corporation Record of Members and principal alternates, and the mailing list of other interested parties shall be maintained and used by the WDB Secretary for such notices.

Notices for regular and special meetings shall be effectuated in accordance with the requirements of the Brown Act, California Government Code §54940 et seq.

Section 9.06 Adjournment

A majority of the members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case advance notice of the time and place shall be posted and personally given to the members who were not present at the time of the adjournment.

ARTICLE X - AMENDMENTS

These bylaws of the corporation may be altered, amended or repealed and new bylaws adopted by the vote of the majority of the voting members then holding office at any meeting of the full WDB after notice that such action is a purpose of the meeting.

ARTICLE XI - GENERAL PROVISIONS

Section 11.01 Parliamentary Procedures

When parliamentary procedures are not covered by the bylaws, Robert's Rules of Order Revised shall prevail.

Section 11.02 Precedence

Nothing in these bylaws shall be construed to take precedence over federal laws or regulations, California laws or regulations, or local laws or regulations.

ARTICLE XII - INDEMNIFICATION

Section 12.01 Right to Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

“Expenses,” as used in these bylaws, shall have the same meaning as in that section of the Corporations Code.

On written request to the WDB by any person seeking indemnification under Corporation Code section 5238(b) or section 5238(c), the WDB shall promptly decide under Corporation Code section 5238(e) whether the applicable standard of conduct set forth in Corporation Code section 5238(b) or section 5238(c) has been met and, if so, the WDB shall authorize indemnification. If the WDB cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, the WDB shall promptly call a meeting of members. At that meeting, the members shall determine under Corporation Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification. If no quorum is obtainable, the corporation shall proceed to seek a court order allowing indemnification pursuant to Corporation Code section 5238(e).

To the fullest extent permitted by law and except as otherwise determined by the WDB in a specific instance, expenses incurred by a person seeking indemnification under this section of the bylaws in defending any proceeding covered by this section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

All rights of indemnification set forth above are subject to provisions of the WDB-LEO Agreement.

The WDB may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 12.02 Insurance and Other Indemnification

The WDB shall have the power to (1) purchase and maintain, at the WDB’s expense, insurance on behalf of the WDB and on behalf of others to the extent that power to do so has been or may be granted by statute,

and (2) give other indemnification to the extend not prohibited by statute. WDB members have been indemnified and held harmless.

ARTICLE XIII - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual.

Upon the winding up and dissolution of this corporation, or in the event of its failure to carry out the objects and purposes herein set forth, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501C (3) of the Internal Revenue Code of 1954.

CERTIFICATION OF CHAIR

I, the undersigned, certify that I am the presently elected President/Chair of the WDB of the City of Los Angeles, a California non-profit corporation, and the above bylaws, consisting of 28 pages, are the bylaws of this corporation as adopted at a meeting of APRIL 5, 2016.



Charles Woo, Chair
Workforce Development Board,
City of Los Angeles

