

BYLAWS

CITY OF LOS ANGELES WORKFORCE DEVELOPMENT BOARD

(A Non-Profit Public Benefit Corporation)

ARTICLE I – GENERAL

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

The principal office for the transaction of the business of the corporation (principal executive office) is located at 1200 West 7th Street, 6th Floor, Los Angeles, CA 90017. The WDB may change the principal office from one location to another, which will necessitate an amendment to this section of its bylaws.

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 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 the City of Los Angeles, with respect to workforce development activities financed with funds from the U.S. Department of Labor and other public and private sources, and through leveraged resources, and to exercise all other responsibilities authorized under the Workforce Innovation and Opportunity Act (WIOA) and other applicable federal, state and local laws and regulations.

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

To prepare, with the assistance of the WIOA Administrative Entity, an annual report on the WIOA program, and other corresponding workforce development activities that includes expenditures, obligations, under-expenditures, returned funds/grants, unearned funds/grants, program costs, administrative costs, program staffing and administrative staffing, etc.; and provides the basis for the following year's workforce development undertakings and amendments to the Regional Plan, Four-Year Local Plan, and Annual Plan.

To assess, in partnership with the WIOA Administrative Entity, the overall efficacy, responsiveness, and continued viability of WIOA program and other corresponding workforce development services (e.g., case management, job training, job development, job placement, etc.) in meeting the needs of job seekers and employers.

To work closely with economic development entities, chambers of commerce, and other stakeholders to promote business growth and competitiveness, and job creation and retention.

To work closely with educational entities, apprentice sponsors, joint labor-management partnerships, philanthropic organizations, the region's WDBs, government agencies, and myriad other stakeholders in leveraging resources in support of the WIOA program and to maximize local and regional workforce development services delivery.

To develop up-to-date labor market intelligence and serve as a source of best practices on human capital development for the aforementioned stakeholders that will assist them in their decision-making regarding workforce development investments.

To perform other tasks (i.e., convener, workforce analyst, broker, community voice, capacity building, etc.), as necessary, to ensure that WIOA and other activities and expenditures under the WDB and the City of Los Angeles's charge produce an educated and skilled workforce, and benefit dislocated workers and individuals with significant barriers to employment, including low-income adults and youth.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in efforts or exercise powers that in themselves are not in furtherance of the primary purpose set forth in this Article II. Moreover, no part of the activities of the corporation shall consist of engaging in propaganda, or otherwise attempting to influence legislation, or participating or intervening in any political campaign (including the publishing or distribution of related materials) 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-Public Benefit Corporation Law.

For purposes of these bylaws, the WDB is the same as the Board of Directors of the corporation and 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 officers and agents of the corporation, and prescribe such powers and duties for them which are not inconsistent with law, or the Articles of Incorporation, or these bylaws.
- 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 the Articles of Incorporation, or these bylaws.
- To appoint an Executive Committee and to delegate thereto 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 cannot be amended or repealed, 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 members of this corporation, and upon ceasing to be a WDB member they shall cease to be a member of this corporation.

WDB Youth Council members who are non-WDB members shall be considered non-voting members of the corporation.

WDB and non-voting WDB Youth Council members shall have no requirements or liability for dues or assessments, and their rights and privileges shall be equal.

The WDB Secretary, with the assistance of WDB Executive Staff, shall maintain an up-to-date list of WDB and WDB and non-voting WDB Youth Council members and their tenures, committee assignments, addresses, telephone numbers and other pertinent records, and similar information for WDB and non-voting WDB Youth Council principal alternates.

Section 4.02 Number of Members

The WDB shall consist of at least twenty-three (23) and not more than thirty-nine (39) voting members duly appointed by the Mayor and confirmed by the City Council of the City of Los Angeles, as outlined in Section 4.04.

The number of voting WDB members may be changed from time to time through amendments to the Articles of Incorporation, the WDB-Local Elected Official (LEO) Agreements, and these bylaws, adopted by a 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, and with the concurrence of the Mayor and the City Council of the City of Los Angeles.

Section 4.03 Representation

As required under WIOA Section 107 (b) (2) (A), the majority (fifty percent plus one) of the WDB's voting membership shall consist of representatives of private industry recommended by local business organizations and business associations.

WDB business representatives shall be: business owners; small business owners; chief executives or chief operating officers of non-governmental employers; or other individuals in the private sector with optimal policymaking or hiring authority, or that offer employment opportunities in in-demand industry sectors and occupations, or provide work-relevant training and development opportunities.

At least fifteen percent (15%) of the WDB's voting membership shall consist of representatives of labor organizations, including those affiliated with joint labor-management partnerships and registered apprenticeship programs.

In addition to the representatives enumerated above, the WDB's voting membership shall consist of the following:

1. At least one (1) individual from an educational entity that provides adult education, or vocational education, or literacy services under WIOA Title II;

2. At least one (1) individual from an institution of higher education, which can include a community college;
3. At least one (1) individual from a public, private, or non-profit sector economic or community development entity;
4. At least one (1) individual from the California Employment Development Department (EDD) with responsibility for one or more of the following functions: Wagner-Peyser Act, Trade Adjustment Act, Unemployment Insurance, Labor Market Information and Veterans Programs;
5. At least one (1) individual from the California Department of Rehabilitation (CDR) responsible for services under Title I of the Rehabilitation Act of 1973, other than Section 112 or Part C of the same;

Other individuals may be appointed to the WDB as voting members at the Mayor's discretion and subject to confirmation by the City Council. They may include representatives from community-based organizations, philanthropic organizations, older worker organizations, government agencies, transportation agencies, Job Corps, etc.

Section 4.04 Appointment of Members

WDB voting members shall be appointed by the Mayor and confirmed by the City Council as set forth in the WDB-Local Elected Official (LEO) Agreement.

The nomination, appointment, and confirmation process is as follows:

1. The WDB Director shall issue a public call for nominations to fill WDB and WDB Youth Council vacancies, and a notice shall be simultaneously forwarded to the Mayor, the City Council, and current WDB members.

The parties shall submit to the WDB Executive Director the names and background information of potential nominees within fifteen (15) working days of receipt of the WDB's notice.

2. The WDB Nominations/Membership Committee shall meet at least semi-annually to solicit and receive nominations for appointment to the WDB and WDB Youth Council per #1 above, and additional nominations prescribed by the WIOA for specific WDB membership categories (e.g., business, education, labor economic and community development, etc.)
3. The WDB Nominations/Membership Committee shall note the existence of WDB and WDB Youth Council vacancies, review the nominations for same, and forward the names of nominees to the WDB.

Non-voting WDB Youth Council vacancies are only subject to WDB approval.

4. The WDB shall forward a letter to the Mayor identifying WDB vacancies and the names and qualifications of nominees for appointment thereto by March 1st of each year.
5. Within thirty (30) days of receipt of the WDB's letter, the Mayor shall transmit to the City Council a list of WDB appointments.

The Mayor's WDB appointments shall be final, if no City Council action occurs within forty-five (45) days of the transmittal.

6. However, if the Mayor fails to transmit WDB appointments to the City Council within thirty (30) days of receipt of the WDB's letter, the authority to fill WDB vacancies shall be transferred to the President of the City Council.

In forwarding nominees for review by the WDB and subsequent consideration by the Mayor, the WDB 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. Ideally, their nominees will be from industry sectors with the greatest potential for growth, not likely to be off-shored, and that offer living wages or have occupational career ladders that lead to living wages.
- Education and literacy nominations shall be solicited from and recommended by local education and literacy agencies, vocational and education institutions, institutions of higher education, or general organizations of such agencies or institutions, and from local private business and proprietary schools, or general organizations of such schools.
- Labor nominations shall be solicited from and recommended by the local labor federation, a joint labor-management partnerships, and apprenticeship program operators.
- The public, private, or non-profit sector economic and community development nomination shall be solicited from and recommended by local economic and community development agencies, including non-governmental agencies.
- The nomination for Wagner-Peyser Act, Trade Adjustment Act, Unemployment Insurance, Labor Market Information, and Veterans Program functions shall be solicited from and recommended by the California Employment Development Department (EDD).

- The Title I Rehabilitation Act of 1973 nomination shall be solicited from and recommended by the California Department of Rehabilitation (CDR).
- Other nominations (e.g., community-based organization, philanthropic organization, older worker organization, government agency, transportation agency, Job Corps, etc.) may be solicited 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 to use the nomination list to fill new vacancies that occur or may request that the WDB Nominations/Membership Committee solicit new nominations for such vacancies.

As to the latter, the WDB Nominations/Membership Committee shall submit new nominations in accordance with #1, #3, #4, #5, and #6 above.

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

Section 4.05 Term of Office

The term of WDB and WDB Youth Council membership shall be two (2) years, commencing July 1, of the year of appointment. However, WDB and non-voting WDB Youth Council members may continue to serve beyond their term until their successors are duly appointed.

WDB and WDB Youth Council vacancies are typically filled at the WDB's Annual Meeting, but vacancies may be filled at any time following the procedures for nomination and appointment outlined in these bylaws.

WDB and WDB Youth Council members appointed to fill a vacancy shall serve until expiration of the term for which appointed, or until a successor has been appointed.

Section 4.06 Vacancies

Vacancies in WDB and non-voting WDB Youth Council membership, whether the result of resignation or removal, shall be filled as set forth in Sections 4.03 and 4.04.

Section 4.07 Attendance

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

WDB voting members who miss three (3) consecutive full WDB meetings within a calendar year may be considered inactive and subject to removal from the WDB pursuant to Section 4.8.

WDB Executive Committee members who miss four (4) consecutive WDB Executive Committee meetings within a calendar year may be considered inactive and subject to removal from the Executive Committee at the recommendation of the WDB Chair/President and through WDB Executive Committee or full WDB action.

WDB members of Standing Committees and other committees may be removed from their assigned committees by the WDB Chair/President for not maintaining a satisfactory meeting attendance record during a calendar year. Satisfactory is defined as a seventy-five percent (75%) attendance record.

WDB members are considered present at a WDB meeting (e.g., full WDB, Executive Committee, Standing Committee, etc.) when their designated alternate attends the meeting in their stead.

Non-voting WDB members of the Youth Council are expected to attend WDB Youth Council meetings and joint meetings of the full WDB and the WDB Youth Council, to avoid being subject to removal in accordance with Section 4.08.

Inasmuch as the WDB Youth Council meets on its own and in joint session with the full WDB on average two (2) times a calendar year, a combined satisfactory attendance record of fifty percent (50%) is required.

The WDB Executive Director shall maintain a record of WDB member attendance.

Section 4.08 Removal of Members

WDB and non-voting WDB Youth Council members may be removed from the WDB and WDB Youth Council when they have interests detrimental to or in conflict with the interests of the WDB and WDB Youth Council, or do not meet the applicable attendance requirements in Section 4.07.

Moreover, voting WDB members shall be removed when they cease to be representative of the membership category for which they were selected.

WDB or WDB Youth Council members subject to removal shall be given the opportunity to resign.

Removal of a WDB or WDB Youth Council member entails the WDB Executive Director notifying the WDB Chair/President that a removal action may be warranted and the WDB Chair/President then notifying the WDB Executive Committee in writing of same. The WDB Executive Committee may take action to remove a WDB or non-voting WDB Youth Council member, or forward a recommendation to the full WDB that the member be removed.

The WDB or non-voting WDB Youth Council member in question will be given notice and the opportunity to speak during a meeting of the WDB Executive Committee or the

full WDB, at which the subject will be discussed. A majority vote of a quorum of the WDB Executive Committee or of the full WDB shall be necessary for action.

The WDB Executive Director and the WDB Chair/President, before pursuing removal of a WDB or non-voting WDB Youth Council member for not meeting attendance standards, shall provide the members with an opportunity and the conditions for correcting said situation.

Section 4.085 Resignations

Notwithstanding Section 4.08, a member of the WDB or a non-voting WDB Youth Council may resign by notifying the WDB Chair/President or 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 or via email.

A member of the WDB or non-voting WDB Youth Council may also resign by verbally notifying the WDB Chair/President or the WDB Executive Director, which shall require a written memorandum or email being subsequently sent to the resigning member by the WDB Chair/President or the WDB Executive Director substantiating the details of the resignation. The memorandum or email shall be maintained in WDB files.

Resignations shall take effect on the date of receipt by the WDB Chair/President or WDB Executive Staff of a written notification or email, or verbal notice, or on the date specified by the WDB or non-voting WDB Youth Council member.

Any resigning member of the WDB and WDB Youth Council shall be expected to comply with California law and local laws regarding the filing of appropriate "Leaving Office" paperwork under Section 8.05 of these bylaws.

WDB voting members who only want to relinquish their status as a WDB officer, Chair of a voting WDB committee, or as a committee member may resign by notifying the WDB Chair/President or the WDB Executive Director in writing, via email, or verbally. Their notification, however, shall indicate their intent to remain a voting WDB member.

Section 4.09 Alternates

WDB business representatives, with the exception of the WDB Chair/President, may designate by letter one (1) alternate from their business or business sector that may represent them and vote at WDB meetings. However, alternates shall not act in the capacity of Chair at any WDB Executive Committee, WDB Standing Committee, or other WDB committee meeting.

Non-business WDB representatives may designate by letter one (1) alternate from the same membership category that may represent them and vote at WDB meetings.

Alternates for business and non-business members of the WDB shall comply with California law and local laws regarding the filing of appropriate paperwork under Section 8.05 of these bylaws. Alternates shall file the appropriate paperwork when first designated, to maintain their yearly status, and after their resignation.

Alternates shall comply with the conflict of interest and ethics provisions in Sections 8.03, and 8.04 of these bylaws.

An alternate's status is directly related to the status of the designating WDB member. When the designating WDB member's status ceases as a result of resignation, expiration of term, etc., the alternate's WDB status shall cease.

The WDB Chair/President shall approve all alternates.

ARTICLE V – OFFICERS

Section 5.01 General

The officers of the WDB shall be the Chair/President, a Secretary, a Treasurer, and Vice-Chairs. Vice-Chairs are also the Chairs of WDDDB Standing Committees

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 WDB at its Annual Meeting.

The WDB Nominations/Membership Committee shall submit to the full WDB nominees for election as the WDB Chair/President, the WDB Secretary, and the WDB Treasurer. Nominees for WDB Treasurer shall be limited to WDB business representatives.

The newly elected WDB Chair/President shall appoint the Chairs of WDB Standing Committees, subject to a vote of the full WDB, who also serve as WDB officers/Vice-Chairs (see Section 5.01 above).

In the event of WDB officer resignations, the WDB Nominations/Membership shall, with the concurrence of the WDB Chair/President, nominate replacements for election by the full WDB.

In the event of a WDB Chair/President vacancy, the WDB Nominations/Membership Committee shall nominate a business representative for election by the full WDB.

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

Section 5.03 Terms of Office

Each WDB officer shall serve for a period of one year. WDB officers shall be eligible for re-election.

Section 5.04 Chair/Presidents

The WDB Chair/President, is the Chief Executive Officer of the WDB, and, in general, supervises and controls all of the WDB's business affairs. The WDB Chair/President shall preside over all meetings of the full WDB, serve as the Chair of the WDB Executive Committee, advise the WDB on matters of general policy, and perform such other duties as may be assigned from time to time by the WDB. The WDB Chair/President shall provide leadership to the WDB and pursue opportunities to develop a broad community-wide base of voluntary support and cooperation for the objectives of the WDB and its workforce development endeavors.

Section 5.05 Vice Chairs

WDB Vice-Chairs are both WDB officers and the Chairs of WDB Standing Committees. The WDB Chair/President shall give preference to WDB business members when appointing the Chairs of WDB Standing Committees. However, the WDB Chair/President shall be limited to appointed only WDB business members to Chair the WDB Policy and Oversight Committee and the WDB Business Services, Marketing, and Resource Development Committee.

Section 5.06 Secretary

The WDB Secretary, in coordination with WDB Executive Staff, shall be the custodian of the WDB's official corporate records and is responsible for ensuring that WDB documents (e.g., bylaws, Articles of Incorporation, WDB-Local Elected Official Agreement, minutes of meetings, attendance records, agenda postings, etc.) are accurate and up-to-date, accessible, and available to the public. The WDB Secretary shall chair full WDB meetings during the WDB Chair's/President's absence, and also performs such other duties as may be assigned from time to time by the WDB.

Section 5.07 Treasurer

The WDB Treasurer is a WDB business representative and shall be the Chief Financial Officer of the WDB responsible for developing and directing all financial matters of the corporation, including receiving and disbursing corporation funds in consultation with the full WDB, and depositing monies in the name of the corporation in banks, trust companies, and other depositories. The WDB Treasurer also oversees the preparation of financial reports on the financial status of the corporation, and corporation tax filings for review by the WDB, and shall perform such other duties as may be assigned from time to time by the WDB and prescribed under the WDB-Local Elected Official Agreement.

The WDB Treasurer shall chair full WDB meetings during the absence of the WDB Chair/President and the WDB Secretary.

Section 5.08 Resignation of Officers

Any WDB officer may resign at any time by notifying the WDB Chair/President or the WDB Executive Director in writing or via email.

A WDB officer may also resign by verbally notifying the WDB Chair/President or the WDB Executive Director, which shall then require a written memorandum or email be subsequently sent to the resigning member by either the WDB Chair/President or the WDB Executive Director substantiating the details of the resignation. The written memorandum or email shall be maintained in WDB files.

Resignations shall take effect on the date of receipt by the WDB Chair/President or the WDB Executive Director, of a written notification or email, or verbal notice, or on the date specified by the WDB officer. A WDB officer who resigns shall continue as a WDB member, unless otherwise provided in the written notification, email, or through the verbal notice.

Section 5.09 Removal of Officers

WDB officers shall be removed in accordance with the provisions established in Section 4.08.

Section 5.10 Vacancies

WDB officer vacancies shall be filled in accordance with the provisions established in Section 5.02.

Section 5.11 Compensation and Expenses

WDB officers shall serve without salary. However, they may be reimbursed only for expenses arising out of their service as officers that were preapproved by both the WDB and the City.

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 not specifically referenced in the WDB-Local Elected Official (LEO) Agreement.

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 property and assets of the WDB; authorize the voluntary dissolution of the WDB or revoke proceedings thereof; adopt a plan for the distribution of 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 member of any responsibility imposed by law.

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

Except as indicated in other sections of these bylaws, when the Chair of a Standing Committee or other committees is absent from a meeting, a WDB member with full voting authority shall be selected to preside over said meeting.

Section 6.02 Executive Committee

The Executive Committee shall be comprised of WDB officers (i.e., the WDB Chair/President, the WDB Secretary, the WDB Treasurer, and WDB Vice Chairs/the Chairs of WDB Standing Committees) and two (2) additional WDB members appointed by the WDB Chair/President and subject to the full WDB's approval. No fewer than five (5) members of the WDB Executive Committee shall be WDB business representatives. The members of the WDB Executive Committee shall serve until replaced.

The WDB Chair/President shall serve as Chair of the WDB Executive Committee and shall only delegate that authority first to the WDB Secretary, second to the WDB Treasurer, and lastly to another business representative of the committee during the WDB Chair's/President's absence.

The WDB 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 Articles of Incorporation, these bylaws, and the WDB-Local Elected Official (LEO) Agreement). The WDB 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, shall be 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 WDB Executive Committee of any matter on which the full WDB, due to a prohibited interest of its members, is unable to act.

The WDB Executive Committee shall also act for the full WDB between the meetings of the full WDB and while the full WDB is not in session. However, the WDB Executive Committee shall report all of its actions to the full WDB at least quarterly.

Additional purposed of the WDB Executive Committee are:

- In collaboration with other WDB Standing Committees, to seek opportunities to access and align new and existing resources, financial and otherwise, to expand and enhance workforce service offerings;
- In collaboration with other WDB Standing Committees, to oversee and approve the development of the Regional Plan, Four-Year Local Plan and Annual Plan;
- To identify best workforce development practices for workforce development investments;
- In collaboration with WDB Standing Committees, to establish workforce development program goals and objectives, and the achievement of same;
- To act as a catalyst for workforce system reform regionally and locally, to improve the provision and coordination of job training and job placement services for the benefit of dislocated workers and vulnerable populations, including low-income adults and youth; and
- To facilitate labor market studies of demand and growing occupations, and the skills required for employment in them, as the basis for workforce development policies and decisions.

Section 6.03 Standing Committees

WDB Standing Committees shall be the WDB Policy and Oversight Committee, the WDB Business Services, Marketing and Resource Development Committee, the WDB Nominations/Membership Committee, and the WDB Youth Council.

The WDB Chair/President subject to the approval of the full WDB, shall appoint the Chairs of the WDB Standing Committees. The Chairs of WDB Standing Committees shall also serve as WDB Vice-Chairs and WDB officers, and as members of the WDB Executive Committee.

The WDB Chair/President shall assign, same full WDB approval, other WDB members to WDB Standing Committees.

WDB Oversight Committee

The purposes of the WDB Policy and Oversight Committee, among other things are:

- To oversee and advise the WIOA Administrative Entity on the development of the Regional Plan, Four-Year Local Plan, and Annual Plan;
- To ensure that the expenditures of workforce development funds are in accordance with existing regulations and produce the desired results;
- To develop criteria for evaluating the success of workforce development programs;
- To determine the occupations for which workforce development training will be provided; and
- To establish, in cooperation with the WIOA Administrative Entity, standards for monitoring workforce development programs.

WDB Business Services, Marketing and Resource Development (BSMRD) Committee

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

- To collaborate with the WIOA Administrative Entity in marketing workforce development services to employers and job seekers;
- To manage and promote the branding of WorkSource Centers (WSC)/America's Job Centers of California (AJCC); and YouthSource Centers (YSC);
- In collaboration with other WDB Standing Committees, to ensure that the electronic infrastructure and technology for service delivery are appropriate for achieving workforce development goals and objectives;
- To promote collaborative relationships with employers and other stakeholders that are critical to the success of the WDB's workforce development efforts;

- To improve public awareness and understanding of the workforce development system;
- To communicate with federal, state, and local officials on the value and effectiveness of workforce development programs;
- To connect workforce development and economic development initiatives;
- To provide advice and assistance to the WIOA Administrative Entity on the delivery of business services; and
- To develop program and service delivery strategies in response to employer demands for trained workers.

WDB Nominations/Membership Committee

The WDB Nominations/Membership Committee shall be comprised of at least three (3) WDB members and shall meet at least semi-annually to perform the tasks specified throughout these bylaws, and more specifically in Section 4.04.

WDB Youth Council

The Chair/President of the WDB Youth Council shall be appointed by the WDB Chair/President with the concurrence of the full WDB, and shall serve as WDB Standing Committee Chair, WDB Vice-Chair, WDB officer, and a member of the WDB Executive Committee. The Chair/President of the Youth Council shall preside over all WDB Youth Council meetings.

The remaining WDB Youth Council members shall be WDB voting members assigned by the WDB Chair/president and other, non-voting WDB members approved by the full WDB. WDB Youth Council membership shall be capped at nineteen (19).

The WDB continues to target the following for membership on the WDB Youth Council and membership on the WDB as non-voting participants; representatives of in- and out-of-school youth programs; representatives of educational agencies that serve youth; representatives of community-based non-profit organizations that focus on youth; and operators of apprenticeship programs.

The purpose of the WDB Youth Council, among other things, are to:

- 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 youth workforce development services delivery;
- To establish the strategies, priorities, policies and practices for meeting the workforce development needs of youth;
- To create employment opportunities for youth;
- To establish the levels of funding for workforce development programs and services for youth;
- To monitor and evaluate the success of workforce development programs and services for youth; and
- To ensure that workforce development programs and services for youth will facilitate their acquisition of literacy and numeracy skills;

Section 6.04 WDB Ad Hoc Committees

The WDB Chair/President, with the concurrence of the full WDB or the WDB Executive Committee, may appoint WDB Ad Hoc Committees, as necessary, to undertake special limited term projects. Ad Hoc Committees may include non-WDB members as non-voting participants.

The WDB Chair/President shall establish a scope of work for a WDB Ad Hoc Committee and a timeframe for completion of same. A WDB Ad Hoc Committee shall meet in compliance with California’s open meeting laws (Ralph M. Brown Act) and shall be authorized only to make recommendations to the full WDB, the WDB Executive Committee, or a WDB Standing Committee.

Section 6.05 WDB Task Forces

The WDB Chair/President may appoint taskforces consisting of WDB members (as long as the taskforces do not constitute a quorum of any WDB Standing Committee) and non-WDB members as non-voting participants, to formulate recommendations on workforce development issues for consideration by the full WDB or the WDB Executive Committee.

With the concurrence of the WDB Chair/President, WDB Standing Committee Chairs may also form taskforces of their committees, subject to the same quorum restrictions above. These taskforces, consisting of WDB committee members and non-WDB members, with specific expertise, shall be authorized to make recommendations only to their host WDB Standing Committees.

All taskforces shall be given a scope of work and timeline for completion of related tasks, and shall meet in compliance with California's open meeting laws (Ralph M. Brown Act).

Section 6.06 Term of Office of WDB Committee Chairs and Committee Members

The Chairs and members of the WDB Executive Committee and WDB Standing Committees shall either be elected by the full WDB or appointed by the WDB Chair/President at the WDB Annual Meeting for a term of one year, as described in numerous sections of these bylaws (e.g., 5.02, 5.03, 5.05, etc.).

Section 6.07 Committee Waivers

The WDB Chair/President may waive any matter out of a WDB Standing Committee for consideration and approval by the full WDB or WDB Executive Committee.

The Chair of a WDB Standing Committee, with the concurrence of the WDB Chair/President, can waive any matter out of the committee for consideration by the full WDB or WDB Executive Committee.

ARTICLE VII – STAFF SUPPORT

Section 7.01 WDB Executive Director

The Executive Director performs professional and administrative tasks related to workforce development under the supervision of the Mayor or an appropriate member of the Mayor's staff, with daily consultation and support from the WDB Chair/President. The WDB Executive Director shall 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 the Los Angeles region; and coordinate the scheduling and planning of all WDB meetings. The WDB Executive Director shall oversee the administration of such items as meeting notices and materials, and compliance with the WDB/LEO Agreement, bylaws, and the Ralph M. Brown Act.

The WDB Executive Director will be evaluated by the Mayor or an appropriate member of the Mayor's staff in consultation with the WDB Chair/President, based on performance criteria developed in consultation with the WDB 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 the provisions set forth in the WDB-LEO Agreement. Moreover, subject to the control and direction of the General Manager of the Economic and Workforce Development Department and the WDB Chair/President, the WDB Executive Director shall select and supervise supporting City staff as necessary for the proper conduct of WDB business.

ARTICLE VIII – VOTING

Section 8.01 General

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

Consistent with Section 4.09 of these bylaws, WDB business representatives and non-Business WDB representatives may designate by letter one (1) alternate to represent them and vote at WDB meetings.

All alternates shall be subject to the approval of the WDB Chair/President.

Section 8.02 Quorum

A quorum is required for all decisions the WDB is legally obligated to make. Such decisions include, but are not limited to, approval of budgets, approval of workforce development plans, amendments to WDB bylaws and Articles of Incorporation, and the election of officers.

A quorum for WDB Executive Committee decision-making shall be fifty percent (50%) plus one of the committee's membership. The latter shall mean the sitting members of the WDB Executive Committee and not include any vacancy resulting from non-appointment, removal, or resignation.

For the conduct of business by the full WDB, WDB Standing Committees, WDB Ad Hoc Committees, and WDB Task Forces, a quorum is fifty percent (50%) plus one of their respective membership. An exception to this requirement is allowed for joint meetings of the WDB, as indicated below. Membership shall mean the sitting members and not include any vacancy resulting from non-appointment, removal, or resignation.

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

membership and not include any vacancy resulting from non-appointment, removal or resignation. Again, membership shall mean the sitting members and not include any vacancy resulting from non-appointment, removal or resignation.

In the event a WDB member is required to recuse himself or herself during any WDB meeting and leave the meeting room, his or her presence shall be counted towards the quorum as though he or she were present.

All of the above scenarios shall require a majority vote of the quorum to pass an action.

Section 8.03 Conflict of Interest

No WDB member or alternate shall vote on, participate directly or indirectly in the consideration of, or in any way attempt to influence other WDB members or alternates on any matter directly bearing on services to be provided by that WDB member or alternate, or any organization which the WDB member or alternate directly represents, or any matter which would financially benefit the WDB member or alternate, or any organization the WDB member or alternate represents. In the event such a potential conflict of interest does arise, the WDB member or alternate 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 shall be binding upon the WDB and each of its WDB members and alternates. For definition of "Financial Benefit" and other requirements of California law, provisions of the California Government Code shall prevail.

Each WDB member or alternate shall be responsible for determining whether any potential or actual conflict of interest exists or arises for him/himself or her/herself during tenure on the WDB.

Section 8.04 Ethics

Each WDB member and alternate shall receive training in ethics in accordance with WDB written policies and guidelines and applicable federal or state law and regulations. WDB members and alternates shall 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 his or her alternate shall file a Statement of Economic Interest (Form 700) required by 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 IV – MEETINGS

Section 9.01 General

All WDB meetings shall 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. No action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by the Ralph M. 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 shall be taken of all WDB meetings, distributed to all WDB members, and 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 Chair/President designates. The WDB Chair/President may call Executive Committee meetings as necessary. All meetings will adhere to the guidelines of the Ralph M. 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 WDB Executive Committee may be called by the WDB Chair/President or any six (6) members of said body, provided the notice of the meeting is posted in accordance with the Ralph M. Brown Act and notification is given twenty-four (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 Ralph M. 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 Ralph M. 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 any personally given to the members who were not present at the time of the adjournment.

ARTICLE X – AMENDMENTS

These bylaws of the WDB 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 reasonable 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 Corporation Code.

On written request to the WDB by any person seeking indemnification under Corporation Code section 5239(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 extent 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/PRESIDENT

I, the undersigned, certify that I am the presently elected Chair/President 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 January 21, 2020.



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