



BYLAWS

of the

Workforce Investment Board

For Multnomah and Washington Counties
and the City of Portland

AMENDED AND RESTATED ON AUGUST 11, 2006

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ARTICLE I: Definitions

The following terms are used in these bylaws:

“Bylaws” means this set of Workforce Investment Board bylaws.

“Board” means the WSI Board of Directors. The Board is also the WIB’s Executive Committee.

“Consortium Agreement” means the agreement between the City of Portland, Multnomah County and Washington County establishing the workforce area and its Governing Board. The agreement also delineates the respective duties and responsibilities of the WIB, WSI and the Governing Board.

“Director” means a person appointed as a Director of the WSI Board. Directors are also WIB members.

“Executive Director” means WSI’s Executive Director. The Executive Director also staffs the WIB and Governing Board.

“Governing Board” means the three local elected officials acting collectively to perform local elected official responsibilities pursuant to the Consortium Agreement and WIA.

“WIB” means the Workforce Investment Board for Multnomah and Washington Counties and the City of Portland.

“Workforce Investment Act of 1998” or **“WIA”** means the Federal law in the United States Code, 29 USC 2811 et seq, as amended from time to time.

“WSI” means Worksystems, Inc., a nonprofit Oregon corporation.

ARTICLE II: Purpose

The WIB’s purpose is to:

1. Develop the area’s Regional Workforce Strategic Plan;
2. Appoint committees to oversee work necessary to accomplish the strategic plan;
3. Establish standards for and to oversee the area’s workforce system; and
4. Perform duties as required by WIA, the State of Oregon, grant agreements and other applicable Federal, State and local laws, rules and agreements.

ARTICLE III: Members and Meetings

A. Number of Members

The size of the WIB shall be variable with the number of members determined by the Governing Board in accordance with the Consortium Agreement.

B. Appointment of Members

All WIB appointments shall be made by the Governing Board as described by the Consortium Agreement.

C. Terms of Office

The terms of WIB members are established by the Consortium Agreement.

D. Resignation and Removal

Any appointed WIB member may be removed or suspended with or without cause by the Governing Board acting in accordance with the Consortium Agreement. A WIB member may resign at any time by delivering written notice to the Chair or to the Executive Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received.

E. Meetings

1. Regular Meetings

The WIB shall determine the time and place of its regular meetings in advance and authorizes the Chair to call meetings.

2. Annual Meeting

Unless a different date is set by resolution of the WIB, the annual meeting shall be the first regular meeting on or after September 1 of each year. During the annual meeting, WIB officers shall be elected.

3. Special Meetings

Special meetings may be held as called by the Chair or by the Vice Chair.

4. Minutes

Minutes of each meeting shall be reviewed and approved at subsequent meetings and copies of all approved minutes shall be maintained at WSI's principal office.

5. Sunshine Provision

All WIB meetings shall be conducted in accordance with public meeting laws, these bylaws and the WIB's Code of Conduct.

6. Participation

Participation at WIB meetings shall be limited to the WIB members, with the following exceptions:

- a. Regularly scheduled agenda items that call for reports or participation by non-WIB members;
- b. At the discretion of the Chair, comment or other participation by non-WIB members which is material to the matter under consideration; and,
- c. Youth Council members shall be considered non-voting WIB members and may participate fully in discussions and deliberations.

7. Rules

All WIB meetings shall be held in compliance with Oregon law, these bylaws, and Roberts' Rules of Order, provided that the use of Roberts' Rules of Order shall be solely for the convenience of the WIB and its committees. Failure to comply with Roberts' Rules of Order shall not affect the validity of any action taken which is otherwise in compliance with these bylaws. In the event of a conflict, the order of precedence shall be Oregon law, these bylaws, and Roberts' Rules of Order.

F. Meeting Notices and Agendas

1. Meeting Notices

Meeting notices shall be given to WIB members at least three (3) days prior to the date of the meeting unless special conditions make advance notice impracticable, in which case notice and a description of the purpose of the meeting shall be given not less than 24 hours prior to the meeting. Notwithstanding the forgoing, a special meeting can be conducted at any time and without notice if all WIB members are present in person or by electronic means and do not object to the meeting.

2. Agendas

Meeting notices shall contain an agenda of the topics scheduled for consideration. The WIB may consider and act upon matters at a regular meeting (including the annual meeting) which are not included in the notice agenda, but may not act upon any matter during a special meeting unless that matter was described in the special meeting notice or all of the WIB members then in office are present in person or electronically and do not object to the matter being considered.

G. Quorum

A majority of the number of WIB members in office immediately before the commencement of the meeting shall constitute a quorum. No suspended member shall be included as a member in office. A member is deemed to be present at a meeting for the purpose of determining a quorum even if the member abstains from voting on one or more items on the agenda.

H. Manner of Acting

Each WIB member shall have one vote. Except for bylaws amendments (see Bylaws Amendment, Article VIII), the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the WIB. Members shall be deemed to be present at a regular or special meeting where all members participating may simultaneously hear each other during the meeting, irrespective of whether or not they are present in the same location, as by a telephonic conference, interactive video, or “webinar”. A member is considered to be present even though the member abstains from voting.

ARTICLE IV: WIB Officers

A. Required Officers

The officers of the WIB shall include a Chair, who shall be a private sector business representative, and a Vice Chair who shall also be a private sector business representative. The WIB may appoint other officers as deemed necessary. A single member may perform the duties of more than one office, with the exception of the duties of Chair and the Vice Chair, which must be performed by separate members.

B. Duties of the Chair

The Chair shall preside at meetings, shall serve as the WIB’s chief spokesperson and signatory, shall appoint all committee chairs and committee members, and shall perform other duties as designated by the WIB.

C. Duties of the Vice Chair

The Vice Chair shall perform the duties of the Chair in the Chair’s absence and shall perform other duties designated by the WIB.

D. Election and Term

The WIB’s officers shall be elected at the annual meeting and shall serve until conclusion of the officers’ election at the subsequent annual meeting.

ARTICLE V: Committees, Task Groups and Youth Council

A. Creation of Committees

The WIB Chair shall have the power to create both standing and ad-hoc committees and task groups, the members of which shall be appointed by the Chair.

B. Executive Committee

WSI's Board shall serve as the WIB's Executive Committee. The Executive Committee shall have the power and authority granted it by the Consortium Agreement and the WIB's and WSI's bylaws.

C. Youth Council

1. The Chair shall appoint the Youth Council and the Youth Council Chair. Youth Council appointments are subject to Governing Board review and approval.
2. Members of the Youth Council (who are not full fledged WIB members) are voting members of the Youth Council and non-voting members of the WIB.
3. The Youth Council shall perform the duties set forth in the Workforce Investment Act and may be given additional duties by resolution of the WIB, WSI's Board or the Governing Board.

ARTICLE VI: Code of Conduct

The WIB shall adopt and its members are subject to the WIB/WSI Code of Conduct.

ARTICLE VII: Executive Director

The WIB shall be staffed by WSI's Executive Director. The Executive Director shall assign other WSI staff and agents to support the WIB, within the confines of budget constraints and direction from the WIB and WSI.

ARTICLE VIII: Amendment

A. Amendment Process

These bylaws may be amended or repealed by an affirmative vote of two-thirds (2/3) of the WIB members then holding office at a regular or special meeting. Written notice, which shall specify the changes to be made, shall be delivered to all members no less than seven (7) days prior to the meeting at which bylaw amendment or repeal is to be acted upon. A vote on bylaws amendment may be delivered in writing or by e-mail within seven (7) days prior to or after the meeting at which bylaws amendments are voted upon.

B. Amendments Requiring Unanimous Approval of the Governing Board

The following types of bylaws amendments will not be effective unless all the three Governing Board members vote for approval:

1. An amendment changing the number of WIB members or affecting the manner or term of their appointment or removal;
2. An amendment that eliminates the Executive Committee;
3. An amendment that contradicts any provision in the Consortium agreement; and
4. An amendment that contradicts any WIA provision, Oregon's Workforce Investment System Act (currently described in ORS 660.312 to 660) or any other applicable State or Federal laws or requirement.

ARTICLE IX: Bylaws Enactment

These bylaws were enacted by the WIB on the date set forth below. All earlier WIB bylaws are repealed.

APPROVED BY THE WORKFORCE INVESTMENT BOARD

Chair: _____ Date: _____