



# BYLAWS

of the Portland-Metro Workforce Development Board

AMENDED AND RESTATED ON May 10, 2016

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## ARTICLE I: Definitions

The following terms are used in these bylaws:

**“Bylaws”** means this set of Workforce Development Board bylaws.

**“Executive Committee ”** means the Worksystems Board of Directors.

**“Consortium Agreement”** means the agreement between the City of Portland, Multnomah and Washington Counties establishing the workforce area and the Governing Board. The agreement also delineates the respective duties and responsibilities of the WDB, Worksystems and the Governing Board.

**“Director”** means a Worksystems Director.

**“Executive Director”** means Worksystems Executive Director. The Executive Director also staffs the WDB and the Governing Board.

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

**“Member”** means an individual appointed to the WDB.

**“WDB”** means the Workforce Development Board for Multnomah and Washington Counties and the City of Portland.

**“Workforce Innovation Opportunity Act”** or **“WIOA”** means the Federal law in the United States Code, Public Law July 2014.

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

## ARTICLE II: Purpose

The WDB’s purpose is to:

- 1 Develop the area’s Workforce Strategic Plan;
- 2 Appoint committees to oversee work necessary to accomplish the strategic plan;
- 3 Oversee the area’s workforce system; and
- 4 Perform duties as required by WIOA, 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 WDB shall be variable with the number of members determined by the

Governing Board in accordance with the Consortium Agreement.

## **B. Appointment of Members**

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

## **C. Terms of Office**

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

## **D. Resignation and Removal**

Any appointed WDB member may be removed or suspended with or without cause by the Governing Board acting in accordance with the Consortium Agreement. A WDB 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. The Governing Board shall be promptly informed of vacancies.

## **E. Meetings**

### **1. Regular Meetings**

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

### **2. Annual Meeting and Officer Elections**

Unless a different date is set by resolution of the WDB, the annual meeting shall be the first regular meeting on or after September 1 of each year. During alternate annual meetings, WDB officers shall be elected. WDB officers shall serve two-year terms and may be re-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 Worksystems principal office.

### **5. Sunshine Provision**

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

## **6. Participation**

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

- a. Agenda items that call for reports or participation by non-WDB members;
- b. At the discretion of the Chair, comment or other participation by non-WDB members which is material to the matter under consideration; and,
- c. Opportunity for public comment.

## **7. Rules**

All WDB 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 WDB 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.

## **8. Alternates or Proxies**

WDB members, with the sole exception of the three Local Elected Officials who sit on the WDB, shall not select alternates or proxies.

## **F. Meeting Notices and Agendas**

### **1. Meeting Notices**

Meeting notices shall be given to WDB 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 WDB 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 WDB 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 WDB 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 WDB 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 WDB 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 WDB. 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: WDB Officers**

## **A. Required Officers**

The officers of the WDB 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 WDB 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 WDB’s chief spokesperson and signatory, shall appoint all committee chairs and committee members, and shall perform other duties as designated by the WDB.

## **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 WDB.

# **ARTICLE V: Committees and Task Groups**

## **A. Creation of Committees**

The WDB 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**

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

## **ARTICLE VI: Code of Conduct**

The WDB shall adopt and its members are subject to the WDB/WORKSYSTEMS Code of Conduct.

## **ARTICLE VII: Member Indemnity**

Worksystems shall indemnify, to the fullest extent permitted by law, any of its' Members or a Hire who are made, or threatened to be made a party to or witness in, or are otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or others (including any action, suit or proceeding by or on behalf of Worksystems) by reason of the fact that person is or was a Worksystems Director or officer. Worksystems may purchase errors and omissions insurance coverage or other similar insurance coverage for the benefit and protection of tis Directors, officers, agents and volunteers.

## **ARTICLE VIII: Executive Director**

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

## **ARTICLE IX: Amendment**

### **A. Amendment Process**

These bylaws may be amended or repealed by an affirmative vote of a majority of the WDB 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 WDB 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 WIOA provision, other applicable State or Federal law or requirement.

## **ARTICLE IX: Bylaws Enactment**

These bylaws were enacted by the Governing Board on May 10, 2016. All earlier Workforce Development Bylaws are repealed.