



# **IMPERIAL COUNTY WORKFORCE DEVELOPMENT BOARD**

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## **BYLAWS OF THE IMPERIAL COUNTY WORKFORCE DEVELOPMENT BOARD**

A Department of the County of Imperial, State of California

Approved by the Imperial County Workforce Development Board in December 11, 2024.

### **ARTICLE I OFFICES**

1.1 **PRINCIPAL OFFICE.** The principal office of the Imperial County Workforce Development Board ("ICWDB") for its transaction of business is located in the City of El Centro, County of Imperial, in the State of California.

1.2 **CHANGE OF ADDRESS.** The Board of Directors is hereby granted full power and authority to change the principal office of the ICWDB from one location to another in the County of Imperial, California. Any such change shall be noted by the Secretary in these Bylaws but shall not be considered an amendment of these Bylaws.

### **ARTICLE II STATUS OF THE ICWDB**

2.1 **CREATION OF THE ICWDB.** On June 5, 2007, by order of the Imperial County Board of Supervisors (the "Supervisors"), the Private Industry Council of Imperial County, Inc., doing business as the Imperial County Workforce Investment Board, a California non-profit corporation, ceased operations. In its place, acting pursuant to the Workforce Investment Act (WIA) of 1998, as amended ("The Act"), the Supervisors established the Imperial County Workforce Development Office (ICWDO) as a department of the County of Imperial, reserving to themselves the full authority and responsibility for fulfilling the purposes of The Act and vesting in the ICWDB recommending authority with respect to such action. On July 22, 2014, the Workforce Innovation and Opportunity Act (WIOA) was signed into law, concluding the reauthorization of WIA. WIOA replaces WIA and will be in effect from 2015-2020.

2.2 PROSCRIBED ACTIVITIES. The ICWDB shall not separately engage in any activity, exercise any power, expend any funds or incur any obligations independent of its authority as a County Department, as prescribed by the Supervisors.

### ARTICLE III PURPOSES

3.1 OBJECTIVE. The ICWDB shall assist the Supervisors in achieving their mission, as prescribed by the Act, by identifying and recommending actions and initiatives to enhance the provision of workforce development services, to increase involvement of the business community, including small and minority businesses, in workforce development activities, to increase private sector employment opportunities, and to ensure the economic health in and for the County of Imperial.

3.2 FUNCTIONAL RESPONSIBILITIES. It shall be the responsibility of the ICWDB to provide recommendations to the Supervisors, in discharging their task as the fiscal entity and grant recipient, regarding the use of available funding in ways that will most effectively satisfy the labor demand needs of the residents and business community of Imperial County, all as prescribed by the Act.

### ARTICLE IV MEMBERS

4.1 APPOINTMENT. Members of the ICWDB shall be appointed by the Supervisors.

4.1.1 MEMBERSHIP. ICWDB membership shall be in accordance with WIOA Section 107(b).

4.1.2 BOARD MEMBERS NOT COUNTY EMPLOYEES. Although the ICWED has been designated by the Supervisors as a County department, ICWDB appointed members shall not be deemed County employees by virtue of such appointment.

4.2 TERMS OF MEMBERS. Membership terms shall be three years. Commencement of all terms shall be retroactive to the commencement of the ICWED Business Year, as defined below.

4.2.1 EXPIRATION OF MEMBERS TERMS. Upon completion of the three-year appointment, a ICWDB member may be reappointed by the Supervisors. A member whose term has ended may continue to serve until reappointed or replaced by Supervisors.

4.2.2 RESIGNATION OF MEMBERS. Any member may resign at any time by giving written or verbal notice to the ICWDB Chair or ICWED Director.

## ARTICLE V MEETINGS

5.1 MEETINGS OF ICWDB MEMBERS. Meetings of the Members shall be called and conducted in accordance with this Article V.

5.2 FREQUENCY OF MEETINGS.

5.2.1 REGULAR MONTHLY MEETINGS. The ICWDB shall meet on a monthly basis, unless there are no action items for the ICWDB to consider.

5.2.2 SPECIAL MEETINGS. Special meetings may be held by the Chair of the ICWDB or at the written request of a majority of the Members of the ICWDB. Notice of special meetings shall be given pursuant to Government Code section 54956.

5.3 PLACE OF MEETINGS. Meetings of the Members shall be held at the principal office of the ICWDB or at such location designated by the Chair and approved by vote of a majority of the Members.

5.4 CONDUCT OF MEETINGS. The Chair of the ICWDB shall preside at all ICWDB meetings. In the absence of the Chair, the Vice Chair shall preside; and in the absence of both the Chair and Vice Chair, the Secretary shall preside. If the absence of all three named officers is anticipated, the Chair shall appoint a ICWDB member to preside at the meeting.

5.5 ADJOURNMENT FOR LACK OF QUORUM. A majority of the Members present at any meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment shall be given pursuant to Government Code section 54955.

5.6 CONDUCT OF MEETINGS TO CONFORM TO BROWN ACT. All meetings of the ICWDB shall be conducted in accordance with the requirements of the Ralph M. Brown Act (Government Code Section 54950, et seq.) as amended.

## ARTICLE VI TRANSACTION OF BUSINESS

6.1 VOTING. A quorum of the Members, present at any regular or special meeting of the membership shall be required to start the meeting of the ICWDB. Every act or decision done or made by a majority of the Members voting in the manner prescribed in this Article VI and present at a meeting duly held at which a quorum is present is the act of the ICWDB.

6.2 DETERMINATION OF QUORUM. The presence of a quorum of the Board for any Board meeting shall be determined by the Secretary at the outset of each meeting, based on the following:

6.2.1 DEFINITION OF QUORUM. The term "Quorum" as used in these Bylaws, shall be defined as the minimum number of members who must be present at a meeting for the transaction of business (majority fifty-one percent).

6.3 VOTING BY PROXY OR BY DESIGNATED REPRESENTATIVE PROHIBITED. No business of the ICWDB shall be conducted by use of proxies or by a representative of a voting member. All Members shall be present in order to effectively cast their votes.

## ARTICLE VII VACANCIES

7.1 CIRCUMSTANCES. Vacancies on the ICWDB shall exist upon the death, disqualification, resignation, or removal of a Member.

7.2 MANNER OF FILLING VACANCIES. Vacancies on the ICWDB shall be filled by the Supervisors as prescribed in Section 4.1 in these Bylaws.

7.3 TERM OF MEMBERS APPOINTED TO FILL VACANCIES. The term of persons appointed to fill vacancies shall be the remainder of the term of the member whose position has become vacant.

## ARTICLE VIII OFFICERS

**8.1 NUMBER, QUALIFICATION AND TITLES. The Chair and Vice Chair of the ICWDB shall be ICWDB members from the private sector. The Secretary and all other officers shall be elected or appointed from any membership category.**

8.1.1 CHAIR. The Chair shall preside at all board meetings, and is vested with such other duties and responsibilities as prescribed in these Bylaws, or as directed by majority vote of the Members of the ICWDB. The Chair shall be a member selected from the private sector, shall have served at least one year as an Executive Committee Member and shall have served for two years as a Board Member immediately preceding their election. The Chair by virtue of his or her position may attend any committee meeting and participate in committee discussions in an ex officio non-voting capacity.

8.1.2 VICE CHAIR. The Vice Chair shall perform the duties of the Chair in the Chair's absence and shall have served for two years as a Board Member immediately preceding his/her election.

8.1.3 SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Members may direct, a book of minutes of all meetings and actions of ICWDB. The Secretary shall give, or cause to be given notice of all meetings required by the Bylaws or by law to be given, and he or she, and shall have such other powers and perform such other duties as may be prescribed by the Chair, the ICWDB or by these Bylaws.

8.1.4 TREASURER. The treasurer shall be responsible for working closely with ICWED fiscal staff in order to develop, review, and provide monthly financial reports to the ICWDB and Executive Committee. The Treasurer shall have at least five years of experience working in financial management and shall have such other powers and perform such other duties as may be prescribed by the Chair, the ICWDB or by these Bylaws.

8.1.5 STANDING COMMITTEES. The ICWDB Chair, in collaboration with the ICWED Director, shall appoint standing committee Chairs and memberships.

8.1.6 IMMEDIATE PAST CHAIR. The Immediate Past Chair shall serve as a voting member of the Executive Committee, and, if appointed, may serve on any other committee as a regular member. The outgoing Chair shall serve as Immediate Past Chair for a one year term or so long as the then current Chair is in office.

8.2 TERM OF OFFICE, ELECTION, AND RESIGNATION OF OFFICERS. Officers of the ICWDB may serve up to three successive one year terms in the office to which they were elected coinciding with the first and last days of the Business Year (as defined in Article XI, below) for which they are elected. Any subordinate officers appointed by the ICWDB pursuant to this Article VIII shall hold office for such period, have such authority and perform such duties as may, from time to time, be determined by the Board. Nothing shall preclude a person otherwise qualified to be elected to additional terms so long as said terms are not more than three consecutive one year terms.

8.3 NOMINATION OF OFFICERS. Prior to the last ICWDB meeting of each Business Year, the incumbent officers shall develop a slate of nominees to fill the ICWDB offices for the succeeding Business Year.

8.4 ELECTION OF OFFICERS. At the last ICWDB meeting of each Business Year, the slate of nominees shall be presented to the Members. Any Member may present nominees from the floor. The Members shall then vote for one nominee for each office. The member with the highest number of votes shall be elected to the applicable office. In the event of a tie vote, the winner shall be determined by lot. If elections are not held at the end of the Business Year, all current Officers shall continue in their roles until elections are conducted at the first regular ICWDB meeting of the new Business Year.

8.5 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the ICWDB Chair and/or ICWED Director.

8.6 REMOVAL. The ICWDB may make a recommendation, with justification, to the Board of Supervisors for removal of a ICWDB member for cause. The Board of Supervisors may, in its sole discretion, remove an ICWDB member with or without cause.

8.7 VACANCIES. Vacancies in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws. When a vacancy occurs before a term is completed, the ICWDB may fill that vacancy with a new appointment by recommendation from the ICWDB to the Board of Supervisors for appointment. Appointments to fill vacancies on the ICWDB shall be for the remainder of the uncompleted term only.

## ARTICLE IX COMMITTEES

9.1 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers, and all standing committee chairs, the immediate past chair and the ad hoc committee chairs. Ad hoc committee chairs shall be ex-officio, non-voting members of the Executive Committee whose membership shall terminate at such time as the Executive Committee has determined that the purpose for which the ad hoc committee was established has been achieved.

In the absence of a quorum at a general meeting of the WDB a quorum of the Executive Committee shall act on behalf of the board.

9.2 OTHER STANDING COMMITTEES. Standing Committees consist of the ICWDB Business and Planning Committee, ICWDB One Stop Policy Oversight Committee, the ICWDB Youth Committee, and the Budget and Finance Committee. Upon recommendation by the Chair or a majority of the Executive Committee and approval by the ICWDB, additional standing committees may be established or eliminated. The Executive Committee and Standing Committees shall have a minimum of five (5) and a maximum of seven (7) members. Standing committees may include non-ICWDB members provided that the majority of such committees shall consist of ICWDB members, unless otherwise determined at the time of establishment of such committees.

9.3 AD HOC COMMITTEES. The Chair, in collaboration with the ICWED Director, may appoint one or more ad hoc committees, whose membership shall consist of a minimum of three (3) members and a maximum of five (5) members. ICWDB members will serve as Chair and Vice-Chair. No action will be taken unless one ICWDB member is present. An Ad hoc committee's responsibility shall be limited to a specific task or activity. Ad hoc committees shall terminate at such time as the ad hoc committee has fulfilled its purposes, as determined by the Executive Committee.

9.4 COMMITTEE MEMBERS' TERMS. The term for Members serving on any standing committee other than the Executive Committee (whose committee seats are specific to their titles) shall terminate at the end of each Business Year. The terms of ad hoc committee members shall terminate upon termination of the committee by the Executive Committee. While this section prescribes the terms for all standing committee members other than the Executive Committee, committee members may be reappointed to one or more successive terms. Members serving on any standing committee, except the Executive Committee (whose seats are tied to specific titles), shall continue their terms through each Business Year unless they request removal or become ineligible to serve on the committee. The terms of ad hoc committee members shall conclude when the committee is dissolved by the Executive Committee. While this section defines the terms for all standing committee members other than those on the Executive Committee, members may be reappointed to consecutive terms without a break in service.

9.5 REMOVAL OF COMMITTEE MEMBERS. Any committee member whose ICWDB membership is terminated for any reason defined in these Bylaws shall be automatically removed as a committee member and his or her term shall be completed by an existing ICWDB member, appointed by the Chair.

ARTICLE X  
ICWDB COUNCILS

10.1 OTHER COUNCILS. Subsequent councils shall be created as deemed necessary.

ARTICLE XI  
ICWDB BUSINESS YEAR

11.1 BUSINESS YEAR DEFINED. For all purposes, the time frame which shall apply to the twelve month period utilized by the ICWDB for transacting business ("Business Year") shall commence on July 1st and shall end on the following June 30<sup>th</sup>.

11.2 FIRST BUSINESS YEAR. The first Business Year of the ICWDB commenced on July 1, 2007.

ARTICLE XII  
AMENDMENTS

12.1 METHOD FOR AMENDING Bylaws. These Bylaws may be amended by majority vote of the Members of the ICWDB, subject to final approval by the Board of Supervisors.

CERTIFICATION

The foregoing revised Bylaws were approved by a majority vote of the Imperial County Workforce Development Board at its regular meeting held at 1250 Main Street, El Centro, California, on December 11, 2024, and is subject to final approval by the Imperial County Board of Supervisors.

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Erik Freeman, Chairman  
Imperial County Workforce Development Board

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Date

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Priscilla A. Lopez, Director  
Imperial County Workforce and Economic Development

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Date

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John Hawk, Chairman  
Board of Supervisors

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Date