

SNOHOMISH COUNTY FUTURE WORKFORCE ALLIANCE BOARD

DRAFT BYLAWS

AS OF MAY 12, 2020

Section 1. PURPOSE: To establish the vision, economic and workforce development policies and strategic direction necessary to affect the intent of the Snohomish County Future Workforce Alliance.

Section 2. DEFINITIONS: The following terms have the meaning assigned to them in this section unless the context of their use dictates otherwise, and are the same terms and meanings set forth in the Snohomish County Future Workforce Alliance Agreement:

2.1 “*Board*” means the Snohomish County Future Workforce Alliance Board as established by the Agreement.

2.2 “*Member agency*” means Snohomish County as a party to the Agreement.

2.3 “*State*” means the State of Washington.

2.4 “*Region*” means the territory physically lying within the boundaries of Snohomish County.

2.5 “*Majority vote*” means more than one-half of the votes cast when a quorum is present.

2.6 The Act - Workforce Innovation and Opportunity Act

2.7 CLEO - (Snohomish) County Local Elected Official

2.8 Proxy -A document authorizing a person to vote on another's behalf.

SECTION 3. BOARD OF DIRECTORS

3.1 General Powers & Duties

The Board shall be responsible for establishing the general strategies and policies of the Future Workforce Alliance Board. In addition, and without limiting the foregoing, the Board shall exclusively have, with a majority vote of its members (“Directors”) present at a meeting at which there is a quorum, the responsibility to:

3.1.1 Develop and Approve the Local Area Plan and Strategic Plan.

3.1.2 Elect and remove Officers of the Board.

3.1.3 Designate and appoint one or more Standing and/or Temporary Committees

3.1.4 Elect, appoint, or remove any member of any Committee.

3.1.5 Annual Strategic Goal and Outcome development setting.

3.1.6 Develop and Approve the Local Area Plan in accordance with the State of

Washington and the Workforce Innovation and Opportunity Act formula requirements and evaluations.

3.1.7 Perform such other and further duties and responsibilities as are by law reserved to the Board.

3.1.8 Amend, alter, or repeal these Bylaws with a two-thirds (2/3) vote of the Board.

3.2 Compensation

The Directors shall receive no compensation for their service as Directors.

3.3 Number and Composition

The Board shall conform with requirements of a local workforce development board specified in section 107 of the Act and to any additional requirements established by the state workforce board and the CLEO.

3.4 Appointment of Directors

The CLEO shall appoint Directors consistent with state and federal requirements. Any vacancies among the various mandated categories will be filled by the CLEO and all board members are expected to actively participate on committees and be an ambassador for the workforce development system.

3.5 Term of Office

A Director's term of office is three years. "A Director's term shall be three years, except that beginning in 2020, to create staggered terms, one-third of Directors' terms will be 1 year, and one-third of Directors' terms will be 2 years. All regular terms shall begin on the first day of January and shall end on the last day of December.

3.6 Vacancies

The Chair will notify the CLEO. A vacancy in the position of Director shall be filled in the same manner as the original appointment. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.7 Resignation

Any Director may resign at any time by delivering written notice to the Chair. Resignation as a Director shall also constitute resignation from any and all Committees, and from any position as an officer of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.8 Attendance

A Director, upon request to the Executive Committee and for good cause shown, may be

granted a Leave of Absence for a period of time not to exceed the balance of her/his term or six months, whichever is less. A Director unable to attend a regularly scheduled meeting of the Board shall notify the Board Chair with as much advance notice of such absence as is reasonably possible and with such notice shall be considered an excused absence from such meeting. Failure to attend more than fifty percent of regularly scheduled board meetings in a given calendar year shall be considered de facto resignation by such Director unless said Director is on an approved Leave of Absence. Voting at a meeting via a proxy vote does not constitute attendance at that meeting.

3.9 Request for Waiver

A Director facing de facto resignation from the Board due to excessive absences may petition, in writing, the Executive Committee for a waiver of the Board's attendance rules. If a good cause is shown and upon such terms and conditions imposed by the Executive Committee, said waiver may be granted in the individual circumstance without precedence.

3.10 All Meetings of the Board

All meetings of the Board of Directors shall be held in conformance with section 107(e) of the Act.

3.11 Special Meetings

Special meetings of the Board may be called by or at the written request of the Chair. Reasonable notice shall be given of such meetings, reflecting the urgency of the matter, the availability Directors, and for adequate discussion and evaluation to take place, the length of time the caller of the meeting has known of the need for such meeting, and the amount of effort expended to give adequate and timely notice.

3.12 Place of Meetings

Meetings may be called at any time as in accordance with RCW 42.30.070.

3.13 Meetings by Telephone/Electronic Means

Directors of the Board may participate in a meeting utilizing a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.14 Proxys

If a board member is unable to attend a meeting and there are no agenda items that require more than a majority vote, he/she may appoint a board officer as a proxy to vote or otherwise act for the member by personally signing an appointment form, which would be included in the meeting packet. Proxy authorizations shall not extend beyond a single meeting as in 20 CFR 679.310 (g)(4). Proxy votes do not count toward attendance requirements. Proxys cannot be used towards agenda items that require a two-thirds vote.

SECTION 4. OFFICERS, ELECTION, TERMS AND DUTIES:

4.1 Number and Composition

The officers of the Board shall be a Chair, Vice-Chair, and a Secretary/Treasurer. Each officer shall be elected by the Board at a meeting during each calendar year.

4.1.1 The Chair and Vice-Chair shall be a representative from the business sector.

4.1.2 The Secretary/Treasurer shall be a representative from the business or non-business sector.

4.2 Election and Appointment of Officers

The Board shall establish an ad hoc nominating committee comprised of current board members. This committee shall present nominations for Board Officer Roles of Chair, Vice Chair, and Secretary/Treasurer to the Board.

4.3 Terms of Office

Unless an officer dies, resigns, or his term as a Director ends, he or she shall hold office for a two-year term or until his or her successor is elected. Any officer may serve more than one two-year term as elected by the Board. All regular Officer terms shall begin on the first day of January and shall end on the last day of December. In the event there is a vacancy in the office of the Chair, the Vice-Chair succeeds to the office of Chair for the unexpired portion of the term. The Board shall elect a Vice-Chair at the next regular meeting for the unexpired portion of the term.

In the event there is a vacancy in the office of Vice-Chair, the Board shall elect a new Vice-Chair at the next regular meeting.

4.4 Vacancies

An officer who fills a vacancy shall serve for the unexpired term of his or her predecessor in office or for a new term established by the Board.

4.5 Removal

Any officer elected by the Board may be removed by the majority affirmative vote of a quorum of the Board.

4.6 Duties of the Chair

The Chair shall be an officer of the Board Corporation, and shall preside at the meetings of the Board and of the Executive Committee. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board from time to time.

4.7 Duties of the Vice-Chair

In the event of the absence of the Chair or his or her temporary inability to act, the Vice Chair shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions on the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board.

4.8 Duties of the Secretary/Treasurer

The Secretary/Treasurer shall be responsible for oversight of financial matters related to the County's use of Federal workforce related funds to support the Board.

SECTION 5. MEETINGS, QUORUM, VOTING

5.1 Meetings

The Board shall meet as necessary, but at least 4 times per calendar year, to fulfill its purpose and function, to discuss issues of mutual interest, and to take action on items as necessary or appropriate. The meeting schedule with time, place, and location for the upcoming year shall be adopted at the last meeting of the year by resolution and made available to the public.

5.2 Public Meetings

Meetings of the Board shall conform to the Open Public Meetings Act, RCW Chapter 42.30.

5.3 Deliberation

On items that are deliberative in nature, the Board strives for consensus. Procedures in the current edition of Robert's Rules of Order-The Modern Edition are adopted by the Board for its regular and special meetings unless they are inconsistent with these By-laws or any special rules of order the Board has adopted.

5.4 Quorum

A quorum of the Board is a majority of members present; 50% plus 1.

5.5 Majority Vote

Unless otherwise specified, actions by the Board are affirmed by a simple majority vote. A majority vote is more than one-half (1/2) of those present and voting.

5.6 Special Meetings

Special Meetings may be called at any time as in accordance with Open Public Meetings Act, RCW Chapter 42.30.

5.7 Telephone/Video Conferencing

Any or all members may participate telephonically or via video conferencing. The place selected for the meeting must be equipped with a speakerphone with conference call capability. Members participating telephonically or via video conferencing must identify themselves while voting and as needed during discussion. All members in attendance, as well as the public, must be able to hear and communicate with the member participating telephonically.

SECTION 6. BOARD COMMITTEES

6.1 Executive Committee

The Executive Committee shall consist of the Board Officers, the immediate past Chair, the heads of all Standing Committees, and shall have at least 51% of its members representing business.

A. Shall ensure that the work of the standing committees is being done and make sure that the full board is informed.

B. Perform and approve those activities not specifically required by the full Board in section 3.1.

6.1.1 Meetings of the Executive Committee

All meetings of the Executive Committee shall be held in conformance with section 107 of the Act. The Executive Committee may specify the date, time and place for holding regular meetings without other notice. The Executive Committee's planned meeting schedule will be posted each year on the Board Corporation website. Changes to that schedule will be posted in advance.

Special meetings of the Executive Committee may be called by or at the written request of the Chair. Reasonable notice shall be given of such meetings, reflecting the urgency of the matter, the availability of Committee members, and for adequate discussion and evaluation to take place, the length of time the caller of the meeting has known of the need for such meeting, and the amount of effort expended to give adequate and timely notice.

6.1.2 Quorum of the Executive Committee

A number present of not less than one third (rounded up) of all duly appointed voting members of the Executive Committee in good standing and not on Leave of Absence shall constitute a quorum for transaction of business by the Executive Committee. Every act or decision made by a majority of Executive Committee members who are not mandated to abstain from voting on an issue and are present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Committee unless a greater number be required by law, or by a Bylaw.

6.1.3 Resignation from the Executive Committee

A Director who is not an officer of the Board may resign from the Executive Committee at any time by delivering written notice to the Chair or by giving written notice at any meeting of the Directors. Resignation from the Executive Committee shall constitute resignation as the Chair of any Committee(s) on which the Director serves as Chair. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.2 Standing and Temporary Committees

The Chair may appoint, or the Board may request that the Chair appoint, committees as needed to advise or assist the Board in fulfilling its functions. Committee composition should include, as appropriate, diverse representation from the Board.

All meetings of all Standing Committees shall be held in conformance with section 107 of the Act.

Standing Committees may specify the date, time and place for holding regular meetings without other notice. Standing Committees' planned meeting schedules will be posted each year on the Corporation website. Changes to those schedules will be posted in Open Public Meetings Act, RCW Chapter 42.30.

Special meetings of Standing and Temporary Committees and may be called by or at the written request of the Committee Chair or President. Reasonable notice shall be given of such meetings, reflecting the urgency of the matter, the availability Committee members, and for adequate discussion and evaluation to take place, the length of time the caller of the meeting has known of the need for such meeting, and the amount of effort expended to give adequate and timely notice.

6.2.1 Resignation from Standing and Temporary Committees

Any Director may resign at any time from any Standing or Temporary Committee by delivering written notice to the Chair or President at the registered office of the Corporation, or by giving written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. WORKFORCE DEVELOPMENT COUNCIL.

7.1 The Board shall also serve as the local Workforce Development Council for Snohomish County.

SECTION 8. ADMINISTRATIVE STAFF.

8.1 Pursuant to its power under Section 107(f) (1) of WIOA, Future Workforce Alliance, as the Local Board, chooses Snohomish County ~~Snohomish County as shall be~~ the employer of record designated entity for employment of administrative staff that serves the Board. The administrative staff shall perform its duties consistent with the goals and policies developed by the Board.

SECTION 9. CONFLICT OF INTEREST AND APPEARANCE OF FAIRNESS

9.1 All members of the Board of Directors and all members of any Committees and Sub-committees established hereunder are subject to the Board’s Conflict of Interest and Appearance of Fairness.

These Bylaws are adopted by the Board of Directors on May 12, 2020.

Snohomish County Executive

Date

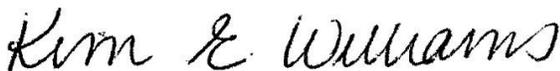


~~May 12~~ June 17, 2021

Dave Somers, County Executive

Future Workforce Alliance Board Chair

Date



~~May 12, 2020~~ June 17,

2021
~~Kim Williams~~ Amy Drewel, Board Chair