

Northwest Oregon Works Bylaws

Approved October 28, 2016

Revision Approved

Revised October 28, 2021

ARTICLE I: Definitions

The following terms are used in these bylaws:

“Bylaws” means this set of Oregon Northwest Workforce Investment Board (ONWIB) doing business at Northwest Oregon Works (NOW) bylaws.

“Chair” means the Workforce Board’s chairperson.

“Chief Local Elected Official” or “CLEO” means the chair of the Northwest Oregon Workforce Consortium board.

“Executive Director” means Northwest Oregon Works Executive Director.

“Intergovernmental Agreement” means the agreement between Benton, Clatsop, Columbia, Lincoln and Tillamook Counties establishing the Northwest Oregon Workforce Consortium, referred to as “NOWC.”

“Members” means individuals appointed to Northwest Oregon Works Board by NOWC.

“NOWC” means the Northwest Oregon Workforce Consortium, an intergovernmental organization created to carry out the provisions of the Workforce Innovation and Opportunity Act (WIOA).

“NOW” means Northwest Oregon Works which is the assumed business name of Oregon Northwest Workforce Investment Board, an Oregon 501 (C) (3), created to carry out its responsibilities under the Workforce Innovation and Opportunity Act (WIOA).

“Partnership Agreement” means the agreement between the Workforce Board and NOWC.

“WIOA” means the Workforce Innovation and Opportunity Act of 2014, as amended from time to time.

“Workforce Board” means Northwest Oregon Works.

ARTICLE II: Purpose

The Workforce Board’s purpose is to develop, oversee and implement the Oregon Northwest workforce area’s strategic plan and to perform the duties listed in the Partnership Agreement

and in grant agreements. The Workforce Board's duties and functions shall be limited to those permitted by Section 501 (c) (3) of the Internal Revenue Code and by Oregon statutes applicable to nonprofit corporations.

ARTICLE III: Members and Meetings

A. Number of Members

The size of the Workforce Board shall be variable with the number of members determined by NOWC. The composition of the Workforce Board must comply with WIOA, as amended from time to time, and by State of Oregon policy issuances.

B. Nominations and Appointment of Members

Nominations to the NOW Board of Directors shall be made in accordance with WIOA Section 107 and any additional State of Oregon or NOWC requirements. Representation by the private sector will be no less than 51%. Representation by Labor will be no less than 20%. Other categories may have a required number of seats, and the process may be different for different representation categories. In general, the process shall require nomination letters from the appropriate sponsor, and include a review of the nominee's most current resume. These items will be used as approval criteria that NOWC will use when considering prospective members and shall make Workforce Board appointments based upon the results of the review and after discussion by the NOWC members. Full details of the nomination and approval process can be found in NOWC's Consortium Agreement located at <http://www.nworegonworks.org/board-of-directors---consortium.html> NOWC shall make Workforce Board appointments.

C. Terms of Office

The terms of Workforce Board members are three years from the date of appointment, except that initial appointments shall be staggered. There shall be no limit on the number of terms that a member may be appointed.

D. Resignation and Removal

Any Workforce Board member may be removed or suspended with or without cause by NOWC. A Workforce Board 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. Attendance

The NOW Board of Directors shall serve at the pleasure of the Northwest Oregon Board of County Commissioners. The NOW Board of Directors are expected to attend all regularly scheduled meetings and shall not delegate their vote to any other individual. Any member who does not attend at least half of the regularly scheduled meetings during any fiscal year may forfeit the office upon review of the NOW Board of Directors. Any member of the Board of Directors may be suspended or expelled

~~from membership on the Board of Directors upon affirmative vote of two-thirds (2/3) of the membership as a recommendation to the NOWC. If a Director's employment status changes in his/her elected term, a written notification must be sent to the Board of Directors within 30 days of said change. The Director, under approval of the Board of Directors, has 120 days to requalify for a NOW Board position. Failure to requalify will result in removal from the NOW's Board of Directors. Nothing in these bylaws is intended to preclude the possibility of interested members being considered for reappointment after expiration of a term. A member who has three or more consecutive unexcused absences from board meetings may be subject to replacement from NOW by the NOWC.~~

F. Meetings

1. Regular Meetings

The Workforce Board 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 Workforce Board, the annual meeting shall be the first regular meeting on or after July 1 of each year. During the annual meeting, Workforce Board officers shall be elected.

3. Special Meetings

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

4. Minutes

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

5. Open Meeting Provision

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

6. Participation

Participation at Workforce Board meetings shall be limited to its members, with the following exceptions:

- a. Comments from the general public as specified in meeting agendas or as permitted by the chair;
- b. Local elected officials who sit on the NOWC board;
- c. At the discretion of the Chair, comment or other participation by non-members which is material to the matter under consideration;

- d. Individuals who are not Board members and who serve on Board committees; and,
- e. Regularly scheduled agenda items that call for reports or participation by non-members

7. Rules

All meetings shall be held in compliance with Oregon law, grant terms, these bylaws and Roberts' Rules of Order, provided that the use of Roberts' Rules of Order shall be solely for the convenience of the Workforce Board 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, grant terms, these bylaws, and Roberts' Rules of Order.

G. Meeting Notices and Agendas

1. Meeting Notices

Meeting notices and board meeting packets shall be given 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 members are present in person or by electronic means and do not object to the meeting. Notices and board meeting packets may be given electronically.

2. Agendas

Meeting notices shall contain an agenda of the topics scheduled for consideration. The Workforce Board 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 members are present in person or electronically and do not object to the matter being considered.

H. Quorum

A quorum shall be defined as:

- A simple majority (51%) of members, excluding vacancies AND
- Of those members in attendance, no fewer than 25% are business representatives.

No suspended member shall be included as a member. 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.

I. Manner of Acting

Each Workforce Board member shall have one vote. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Workforce Board, subject to quorum and participation requirement in ORS 660.324 (4)(a). To the extent permitted by Oregon law, members may attend meetings by telephone or through other electronic means.

ARTICLE IV: Workforce Board Officers

A. Required Officers

The officers of the Workforce Board shall include a Chair, a Vice Chair/Secretary, and a Treasurer, all of whom shall be private sector business members. The Workforce Board may elect 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/Secretary, which must be performed by separate members.

B. Duties of the Chair

The Chair shall preside at meetings; shall serve as the Workforce Board's chief spokesperson and signatory; shall appoint committee chairs and committee members subject to these bylaws and the Partnership Agreement; and, shall perform other duties assigned by the Workforce Board.

C. Duties of the Vice Chair/Secretary

The Vice Chair/Secretary shall perform the duties of the Chair in the Chair's absence and shall perform other duties designated by the Workforce Board.

D. Treasurer

The Treasurer shall present budgetary items and Board meetings, sit on the NOW Financial Advisory Team and work closely with the Chief Financial Officer on all items related to the organizational budget. The Treasurer shall perform the duties of the Chair in the absence of the Vice Chair.

E. Election and Term

The Workforce Board's officers shall be elected at the annual meeting and shall serve for a term of two years. There shall be no limit to the number of terms of office the Chair and Vice Chair may serve. If an officer continues to serve additional terms, the re-appointment will be established by a quorum of the Board for each consecutive term at the annual meeting at which time new nominations will also be considered.

ARTICLE V: Committees

A. Creation of Committees

The Workforce Board and its Chair shall have the power to create both standing and ad-hoc committees and task groups. The Chair shall appoint committee members and committee chairs subject to Workforce Board's direction.

B. Executive Committee

- The Workforce Board's Executive Committee may serve as the Board of Directors of a nonprofit corporation. The Executive Committee shall have the power and authority to act on behalf of the full board between regularly scheduled NOW meetings in the case where an issue emerges that needs immediate action. granted it by the Workforce Board. At the first available meeting of the full board of directors, inform the board of any and all actions taken on behalf of the full board or action taken within the authority of the Committee. The committee shall be composed of: elected officers, at least one County Commissioner, and at least one board member representing education, labor, or economic development.

ARTICLE VI: Code of Conduct

The Workforce Board shall adopt a Code of Conduct and Conflict of Interest, which shall meet all Federal, Oregon and NOWC requirements.

ARTICLE VII: Executive Director

The Workforce Board's Executive Director shall staff the Workforce Board and the Northwest Oregon Workforce Consortium. The Executive Director shall assign other staff to perform Workforce Board and NOWC functions within the confines of budget constraints and direction from the Workforce Board and NOWC. The Executive Director shall work at the direction of the Chair, Oregon Northwest Workforce Investment Board and shall be annually evaluated.

ARTICLE VIII: Amendment

A. Amendment Process

These bylaws may be amended or repealed by an affirmative vote of a majority of the Workforce Board members at a regular or special meeting. Notice, which shall specify the changes to be made, shall be delivered to all members no less than three (3) days prior to the meeting at which bylaw amendment or repeal is to be acted upon. An affirmative vote in favor of bylaws amendment may be delivered in writing.

ARTICLE IX: Bylaws Enactment

These Workforce Board bylaws take effect on the date set forth below.

APPROVED BY THE CHIEF ELECTED OFFICIAL

CEO: _____ Date: _____

APPROVED BY THE WORKFORCE BOARD

Chair: _____ Date: _____

APPROVED BY THE EXECUTIVE DIRECTOR

ED: _____ Date: _____