

BYLAWS OF THE WORKFORCE DEVELOPMENT BOARD FOR EL PASO AND TELLER COUNTIES

Article I Names and Definitions

Section 1.1 Name

The name of the Board is the Pikes Peak Workforce Development Board (hereinafter referred to as "WDB").

Section 1.2 Definitions

- a) **Board Year:** The Workforce Development Board shall operate on a-Calendar Year which begins on the first day of January and ends on the last day of December for each year these By-Laws are in effect.
- b) **Workforce Development Board:** The Workforce Development Board created under the Workforce Innovation and Opportunity Act ("WIOA").
- c) **WDB Officers:** Officers of the WDB consist of (1) WDB Chairperson, (2) Vice Chairperson, who shall also be the Chairperson-elect and (3) Secretary/Treasurer.
- d) **Consortium:** The entity established by El Paso and Teller Counties through an intergovernmental agreement for the joint implementation, operation and sponsorship of funds, programs and services for the One-Stop Career Center and related employment and job training programs.
- e) **Consortium Executive Board:** The Consortium Executive Board consists of two members of the El Paso County Board of County Commissioners and one member of the Teller County Board of County Commissioners and is authorized to act on behalf of the Consortium in administering workforce development, related grants and reviewing these by laws.
- f) **One-Stop Career Center:** The entity designated to provide career services authorized by federal employment and job training programs.
- g) **Service Area:** The area served by the WDB is the Pikes Peak region defined as El Paso and Teller Counties.
- h) **WDB Executive Committee:** The WDB Executive Committee consists of the WDB's current Chairperson, the immediate past Chair of the WDB, the Vice Chairperson/Chairperson-Elect of the WDB, and the Secretary/Treasurer to the WDB.

Article II Formation/Functions/Authority

Section 2.1

The WDB has been established to provide oversight and policy guidance in concert with the Consortium with respect to the implementation of workforce development system in the Pikes Peak Workforce Development Area.

The vision and mission of the board includes:

1. Increase access to and opportunities for the employment, education, training, and support services needed by the residents and citizens of El Paso and Teller Counties, particularly those with barriers to employment, to succeed in the labor market
2. Support the alignment of workforce, economic development systems and education thereby comprising a comprehensive, accessible, and high-quality workforce development system in the Pikes Peak workforce development area
3. Improve the quality and labor market relevance of workforce, economic development and education efforts to provide the Pike Peak workforce development area workers with the skills and credentials necessary to secure and advance in employment with family-sustaining wages and to provide the Pikes Peak workforce development area employers with the skilled workers they need to be successful.

Section 2.2

a) Purpose

The WDB is formed for the purpose of carrying out its vision and mission. To attain its objectives, the WDB shall have full power and authority to perform all lawful acts which may be deemed necessary or expedient for the proper and successful pursuit of the purposes for which the WDB is created.

b) Membership

Each member of the WDB shall be appointed by the Consortium Executive Board acting in its capacity as the Chief Elected Official of El Paso and Teller Counties, Colorado, respectively, which counties constitute the Workforce Development Area.

The WDB shall be comprised as follows:

1. The majority of WDB Members shall be Business Representatives with optimum policy making authority within the Service Area. A minimum of two

Business Representative WDB Members must represent small business as defined by the U.S. Small Business Administration.

2. Twenty percent (20%) of the WDB members shall be from representatives of labor organizations, of which 2 members shall be representatives of organized labor and one member shall be a representative of a joint labor-management, or the training director of a union registered apprenticeship program or a member of a labor organization, The balance of the 20% shall be appointees of community based organizations as described in WIOA Section 106.
3. Representative or provider of adult education and literacy activities.
4. Representative from an institution of higher education.
5. Representative from economic and community development entities.
6. Representative of the State Employment Service Office.
7. Representative of entities carrying out programs under Title I of the Rehabilitation Act of 1973.
8. The board may also include representatives of:
 - a) Local education agencies such as the local community college
 - b) Community based organizations which address barriered populations,
 - c) Governmental, economic and community development entities representing transportation, housing, and public assistance programs;
 - d) Philanthropic organizations
 - e) Other appropriate individuals as determined by the chief elected official.

An individual may be appointed as a representative of more than one entity if the individual meets all the criteria for representation.

c) Functions

The WDB shall have those functions:

1. Assigned to the board under WIOA
2. Assigned to the WDB by the Consortium Executive Board
3. Assigned to the WDB by itself

d) Additional Authority and Responsibilities

1. Executive Committee Authority: The WDB may authorize the WDB Executive Committee to represent WDB Member groups and to act on behalf of the WDB when time constraints do not permit a board meeting to be called in accord with Article V(h). Items coming before the Executive Committee for purposes of final action shall be proposed by the Executive Director in conjunction with the Board Chair.

2. Nomination of members to the State Workforce Development Board: The WDB will nominate members to the State Workforce Development Board.

Article III

Operation of the Workforce Development Board

a) Committees

The WDB may create standing committees in order to carry out the WDB's functions in an orderly fashion. PPWFC staff shall provide administrative support and guidance to WDB committees. There shall be two standing committees:

1. Audit and Finance Committee – To make recommendations regarding fiscal issues, provide board oversight with respect to monitoring and audit reports. The Audit and Finance Committee shall be composed of two WDB business members, as appointed by the Chair.
2. Programs Committee – To provide policy guidance with respect to programs and performance, which shall also include advice on seeking funding opportunities for the PPWFC through grants or otherwise. The Programs Committee shall be composed of two WDB business members, as appointed by the Chair.

Ad hoc Committees may be established by the Chairperson; each committee shall be chaired by a WDB member. Members may serve on any committee. The Chairperson may appoint non board members to committees.

The Nominating Committee shall convene as contemplated below and shall be comprised of the existing WDB Executive Committee and two additional WDB members appointed by the Chair. The Vice Chairperson/Chairperson Elect will serve as Chair of the Nominating Committee

b) Nominations and Appointments of WDB Members

WDB members shall be appointed by, and shall serve at the pleasure of, the Consortium Executive Board, which may consider membership nominations brought forward by the WDB's Nominating Committee.

Upon knowledge of a vacancy either because of a resignation, the expiration of a member's term or other reason, the Pikes Peak Workforce Executive Director shall immediately inform the Consortium Chair and the WDB Chair.

The Nominating Committee shall convene whenever vacancies occur or when it is time to elect WDB Officers.

c) Nomination and Election of WDB Officers

During the fourth quarter of the calendar year of the Chairperson's second term, the Nominating Committee shall convene to propose a slate of WDB Officers (Chairperson, Vice Chairperson/Chairperson Elect and Secretary/Treasurer) for full board consideration at the next regular WDB meeting.

The recommended slate from the Nominating Committee shall be published with the Board's Agenda. The WDB Chairperson shall allow for nominations from the floor prior calling for a formal vote of officers.

The present WDB members shall vote on the slate, which shall include any nominations from the floor, in accordance with the published Agenda, as follows:

1. Each present WDB member is entitled to one vote, which shall be anonymous. Voting by email or telephone is prohibited.
2. The Administrative Assistant shall provide paper ballots to the present WDB members which is reflective of the slate, along with a "write-in" section for nominees from the floor.
3. All present WDB members shall vote and turn in voted ballots to the Administrative Assistant.
4. The Administrative Assistant shall tally the votes and provide the WDB Chair with the results.

Prior to adjourning the meeting, the WDB Chair shall announce the results and said results shall be final.

- d) **Service Area Representation:** The WDB's charge is to represent the entire Service Area without regard to county or community.
- e) **Member Terms:** Members shall be initially appointed for a term of three years. At the pleasure of the Consortium Executive Board, members may serve an additional term of three years and a Member's term may also be extended an additional three years so they may serve as Vice Chairperson/Chairperson Elect, Chairperson or past Chairperson of the WDB.
- f) **Member Replacement:** Members of the WDB shall serve at the pleasure of the Consortium Executive Board and may be removed at any time. In the event a Member resigns or is removed from the WDB, or ceases to hold a leadership or decision-making position with the entity he or she represents, a new Member shall be appointed by the Consortium Executive Board through the remainder of the resigning or removed Member's term in a manner to minimize the time during which WDB membership will not be at its full strength.
- g) **Voting:** Each required WDB member shall have one vote in all WDB decision-making actions. No votes from an alternate WDB business member shall be allowed. Non-business WDB members shall be permitted to vote by proxy through an alternate.

- h) **Alternate Voting Methods:** Phone votes will be accepted only when made via a live phone call during an official, properly posted meeting of the WDB.
- i) **Conflicts of Interest:** WDB members shall comply with state and federal conflict of interest rules in the conduct of their business and shall develop and comply with a code of conduct to be drafted in accordance with the Uniform Code 2 CFR 200 et seq. and State of Colorado law as it applies to public officers.
1. At a minimum WDB and committee members shall not vote on a matter under consideration by the WDB or a committee regarding the provision of services by such member or by an entity that such member represents; or that would provide direct financial benefit to such member or the immediate family of such member; or
 2. Engage in any other activity determined by the Governor or in Colorado State law as it applies to public officers, to constitute a conflict of interest.

Article IV Officers

- a) **General:** The officers of the WDB shall consist of a Chairperson, Vice Chairperson/Chairperson Elect, and Secretary/Treasurer. In addition, the WDB may elect such other officers and assistant officers having such duties and authority as may from time to time be deemed advisable by the WDB. Officers shall hold office for two Board Years commencing on January 1 immediately following their election, or until their successors are elected and qualified, whichever is later. The election or appointment of an officer shall not create any contract of employment.
- b) **Removal of Officers:** Any WDB officer may be removed from their officer position (but not from the Board) by majority vote WDB at any time, with or without cause. In the event an officer is removed, the WDB shall appoint a replacement officer for the remainder of the applicable term.
- c) **Chairperson:** The Chairperson shall serve as the WDB chief elected officer and shall preside at all meetings of the WDB and its Executive Committee, shall perform all duties assigned to the Chairperson for advising the WDB and its Executive Committee, and shall perform all duties assigned to the Chairperson by these Bylaws and by the WDB. The Chairperson shall be responsible for advising the WDB on the formation and composition of such committees of the WDB as are required to carry out the Consortium's mission. The Chairperson shall, following the expiration of the Chairperson's term, become the Immediate Past Chairperson. The Chairperson will be representative of private industry or business.
- d) **Vice Chairperson/Chairperson Elect:** Upon the disability, absence, resignation or removal of the Chairperson, the Vice Chairperson/Chairperson Elect shall perform the

duties and exercise the powers of the Chairperson. The Vice Chairperson/Chairperson Elect shall, following the expiration of the Chairperson's term, become the Chairperson of the WDB. The Vice Chairperson/Chairperson Elect will serve as Chair of the Nominating Committee.

- e) **Secretary/Treasurer**: The Secretary/Treasurer shall be responsible for attesting to documents on behalf of the WDB. The Secretary/Treasurer shall also perform all other duties assigned to the Secretary/Treasurer by the WDB.

Article V Meeting Guidelines

- a) **Schedule**: The WDB's first official meeting and all meetings thereafter shall be held at a publicly accessible location. At the first official meeting of each Board year, the WDB shall establish a meeting schedule for the next twelve (12) months and shall designate the location(s) for posting notices of meetings. The WDB shall hold at least one (1) regularly scheduled meeting in each quarter of the Board year.
- b) **Notice**: The time and location of regular meetings of the WDB shall be communicated to its members prior to the regular meetings. Special meetings shall require at least forty-eight (48) hours prior notification. Notice of meetings shall be posted in compliance with the Colorado Open Meetings Law, C.R.S. § 24-6-401, *et seq.*
- c) **Public Meetings**: All meetings of the WDB shall be open to the public. During the course of such meetings, the WDB may, in accordance with the Colorado Open Meetings Law, C.R.S. § 24-6-401, *et seq.*, go into executive session and close the meeting to the public for any of the reasons set forth in the Open Meetings Law.
- d) **Special Sessions**: The Chairperson may call special training or work sessions of the WDB, which shall be open to the public. WDB decisions shall not be formalized in work sessions but accomplished in the WDB's regularly scheduled or other specially called meetings.
- e) **Quorum**: A quorum for the purposes of conducting the WDB's business shall consist of no fewer than one third of the filled WDB members. Members with a conflict of interest with respect to an item being considered by the board shall still count when determining whether a quorum has been seated for purposes of conducting the business of the board.
- f) **Voting**: WDB members shall have voting privileges.
- g) **Participation**: WDB members are encouraged to attend all the regularly scheduled WDB meetings each Board Year.

1. WDB Members shall notify, in writing, the Chairperson, the Executive Director, or the Administrative Assistant when they will be unable to attend

any regularly scheduled WDB meetings and request to be excused, prior to the meeting.

2. A WDB Member's failure to notify as provided for above shall constitute an unexcused absence.
3. The Chairperson has the discretion and authority to petition the Consortium Executive Board for removal of the member and a new appointment if warranted due to excessive unexcused absences or lack of effective participation.
4. The WDB Members may participate in any meeting of the WDB by means of a telephone conversation or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Any such telephone meeting shall conform to the Open Meetings Law, C.R.S. § 24-6-401, *et seq.*, as amended, including the provision of proper notice, as may be relevant, that the telephone participant(s) has access to the same information and evidence as those participating in person, and there is a facility to permit members of the public in attendance to hear all of the proceedings.

- h) **Authority of Executive Committee:** The Executive Committee may, at any meeting properly posted pursuant to the Colorado Open Meetings Law, C.R.S. § 24-6-401, *et seq.*, act upon any item within the purview of the WDB, subject to the WDB's ratification at its next scheduled meeting.
- i) **Governance:** If not addressed by these Bylaws, the governance of the WDB's meetings shall be adapted from the most recent version of the Robert's Rules of Order.
- j) **Minutes:** There shall be minutes of all regular and special meetings, other than work sessions of the WDB, and said minutes shall be approved by the Members of the WDB at its next regular meeting. Copies of the minutes shall be forwarded to WDB members prior to the next scheduled meeting. Minutes and records of the WDB shall be open to the public and subject to the Colorado Open Records Act, C.R.S. § 24-72-201, *et seq.* All minutes and records are available upon request to the Consortium Executive Board.
- k) **Consent Calendar:** Ratification of decisions of the Executive Committee and all executive matters necessary for the management of routine tasks/internal affairs of business for the WDB, which require WDB action but are not statutorily required to be formally advertised/published in a newspaper or to hold a public hearing thereon, and are not policy matters or conveyances or acceptances of real estate, may be placed on the Consent Calendar portion of the Agenda developed pursuant to Sections b) through d) of this Article. Any WDB Member, personnel, or member of the public wishing to address any item may so request, and the item shall be removed and considered as a regular item immediately following action on the remainder of the consent Calendar. If there is no discussion requested on any matter, the WDB may vote to approve the Consent Calendar in one cumulative motion.

Article VI Staff Support and Consortium Executive Board

Staff Support: Staff support to the WDB shall be provided by El Paso County.

Article VII Amendment Procedures

These Bylaws may be amended by resolution adopted by the WDB during a regularly scheduled meeting. Prior to any revision of these Bylaws, all members of the WDB shall be notified in writing and be given an opportunity to discuss said revision at the next regularly scheduled meeting following the written notification. All Bylaw amendments shall also require approval of the Consortium Executive Board.

Notwithstanding anything in these Bylaws to the contrary, use of or reference to the words "partnership", "partners", or similar words shall mean and be deemed to be to a coordinated or cooperative effort, rather than, and not, to any type of partnership in the legal or statutory sense.

Approved by the Workforce Development Board:

DocuSigned by:

Debbie Miller

7/12/2022

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Debbie Miller, Chairperson
Workforce Development Board

Date

Attest:

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Francis Vigil

7/8/2022

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Francis Vigil, Secretary/Treasurer
Workforce Development Board

Date

Approved by the Consortium Executive Board:

DocuSigned by:

Longinos Gonzalez Jr.

7/5/2022

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Longinos Gonzalez, Chairperson
Consortium Executive Board

Date