

BYLAWS
OF
FRESNO REGIONAL WORKFORCE DEVELOPMENT
BOARD

JUNE 6, 2018

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**BYLAWS
OF
FRESNO REGIONAL WORKFORCE DEVELOPMENT BOARD**

**ARTICLE I
ORGANIZATION**

Section 1.01 Name. The name of this organization is the FRESNO REGIONAL WORKFORCE DEVELOPMENT BOARD (the “FRWDB”). The FRWDB is a joint powers agency formed in accordance with Sections 6500 et seq. of the California Government Code (the “Joint Exercise of Powers Act”) and pursuant to that certain Joint Exercise of Powers Agreement dated May 19, 2009, as amended (the “Joint Powers Agreement”).

Section 1.02 General Purposes. The FRWDB is designated for the purpose of carrying out job training and employment programs.

The primary purpose of the FRWDB is to set policy for the workforce development system in the Local Workforce Development Area of Fresno County (the “LWDA”) in coordination with statewide workforce development efforts, in order to:

- (a) Attract greater employer participation in all aspects of local employment and training activities;
- (b) Increase the employment, retention, and earnings of participants, and increase the occupational skill attainment by participants; and
- (c) Improve the quality of the workforce, reduce welfare dependency, and enhance the productivity and competitiveness of the LWDA.

Section 1.03 Specific Purposes. The FRWDB shall do any and all things necessary to administer the LWDA in accordance with the federal Workforce Innovation and Opportunity Act (the “WIOA”) (Public Law 113-128, 29 U.S.C. § 3101, et seq.). Pursuant to Section 107(d) of the WIOA, the following are the specific functions of the FRWDB:

- (a) Develop a local plan for the LWDA;
- (b) Select the local one-stop operator(s);
- (c) Identify eligible providers of youth activities and award grants or contracts on a competitive basis, based on recommendations of the Youth Council;
- (d) Identify eligible providers of training services;
- (e) Identify eligible providers of intensive services in the event that the local one-stop operator does not provide intensive services in the local area;
- (f) Develop a budget;

- (g) Conduct oversight of the one-stop delivery system, employment and training activities and youth activities in the LWDA;
- (h) Negotiate local performance measures with the Governor;
- (i) Establish a Youth Council and appoint its members;
- (j) Assist the Governor in developing a statewide employment statistics system;
- (k) Coordinate workforce development activities with local economic development strategies and develop employer linkages with such activities;
- (l) Promote participation of private sector employers in the statewide workforce development system; and
- (m) Perform any other function as required under the WIOA, subject to the limitations specified in Section 107(d) of the WIOA, or as required by the Joint Powers Agreement.

Section 1.04 Authority. The FRWDB is hereby authorized, in its own name, to do all acts necessary for the exercise of its authority to accomplish the purpose as set forth herein, including, but not limited to, any or all of the following:

- (a) Prepare a comprehensive five-year plan for a one-stop service-delivery system;
- (b) Enter into subgrants, contracts and other necessary agreements;
- (c) Receive and disburse all funds related to program operations and act as fiscal agent under the WIOA;
- (d) Select and hire personnel;
- (e) Organize and train staff personnel;
- (f) Develop procedures for governance, planning, operation, assessment, and fiscal management;
- (g) Monitor and evaluate program performance based on measureable outcomes and customer satisfaction and determine resulting needs and reallocation of resources;
- (h) Execute and/or modify grant agreements with the U.S. Department of Labor, the State of California, the County of Fresno, the City of Fresno, and other interested investors;
- (i) Prepare an annual budget and cost allocation plan;

- (j) Sue and be sued; and
- (k) Delegate some or all of its powers to an Executive Committee and Executive Director, as provided below.

ARTICLE II OFFICES

Section 2.01 Principal Office. The principal office for the transaction of the activities and affairs of the FRWDB is located at 2125 Kern Street, Suite 208, Fresno, California 93721. The Board of Directors may change the location of the principal office. Any change of this location shall be noted by the Chair on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2.02 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places, within or without the State of California, where the FRWDB is qualified to conduct its activities.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 General Powers and Responsibilities. The FRWDB shall be administered solely by the FRWDB's Board of Directors. The Board of Directors shall be deemed, for all purposes, the policy making body of the FRWDB. Subject to the provisions and limitations of the Joint Exercise of Powers Act, the WIOA, and any other applicable laws, the Joint Powers Agreement, and these Bylaws, the activities and affairs of the FRWDB shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board of Directors (or the "Board").

Section 3.02 Specific Powers and Responsibilities. Without prejudice to the general powers set forth in Section 3.01 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to do the following:

- (a) Perform any and all duties imposed upon them collectively or individually by law, by the Joint Powers Agreement, by any agreement with the State of California or by these Bylaws;
- (b) Change the principal executive office in the State of California from one location to another; cause the FRWDB to conduct its activities within or without the State of California; and designate any place within or without the State of California for holding any meeting of Directors;
- (c) Pursuant to authority hereinafter granted, to appoint committees and delegate to such committees powers and authority of the Board of Directors in the management of the activities and affairs of the FRWDB, except the power to adopt, amend or repeal the Joint Powers Agreement, and except as otherwise set forth herein.

Section 3.03 Composition. The composition of the Board of Directors shall be in accordance with the Joint Powers Agreement and the WIOA. The Board of Directors shall contain the appropriate number of representatives of business, local educational and training entities, labor organizations, and government and economic development agencies, and may contain representatives of one-stop partners, community-based organizations, and certain other entities, as provided under Section 107(b) of the WIOA.

Section 3.04 Appointment; Qualifications of Directors. The City and the County, as the case may be, shall appoint members to the Board of Directors in accordance with the Joint Powers Agreement and Section 107(c) of the WIOA.

Section 3.05 Term of Office. The terms of the Board of Directors shall be two (2) years, subject to these Bylaws, the Joint Powers Agreement and the WIOA; provided, however, that one-half (1/2) of the Directors from the following categories shall be selected by lottery to fill an initial one-year term, thereby establishing staggered terms for the Board: (a) County elected officials appointed by the County of Fresno; (b) City elected officials appointed by the City of Fresno; (c) private sector representatives appointed by the County; (d) private sector representatives appointed by the City; (e) one-stop partners; and (f) labor representatives. Each Director who is a City or County elected official shall serve on the Board for the full term for which he or she was appointed, or until his or her successor is elected to office and a replacement Director is appointed to the Board by the City or County, whichever occurs first. Each Director appointed to fill the vacancy of another Director shall serve on the Board for the full term of his or her predecessor, at which point such replacement Director may be eligible to serve a full two (2) year term.

Section 3.06 Removal of Directors. The Board may recommend to the City, County, or City and County jointly, as the case may be, that a Director be removed for cause. Unless otherwise provided in these Bylaws, the Joint Powers Agreement, or any California or Federal law, "cause" exists for purposes of the Board's recommendation, when:

- (a) A change in a Director's employment or status has substantially altered that Director's qualifications to serve on the Board or has otherwise rendered that Director unable to effectively represent the FRWDB;
- (b) A Director has failed to comply with the conflict of interest rules set forth in Article 11 of these Bylaws;
- (c) A Director has committed fraudulent or dishonest acts or has grossly abused that Director's authority or discretion;
- (d) A Director has breached that Director's responsibility to perform that Director's duties in good faith, in the best interests of the FRWDB, or with reasonable care.

Upon information that cause may exist to recommend removal of a Director, the Chair or Executive Director shall place the matter as an agenda item during a regular or special meeting of the Board. The Chair or Executive Director shall send the Director in question written notice explaining that the Board will vote on whether to recommend his or her removal, the reasons for

the vote, and the date, time, and place of the regular or special meeting in which this vote will take place. The Chair or Executive Director shall send this notice at least fifteen (15) days prior to the date of the vote. The Board shall give the Director in question an opportunity to be heard, either orally or in writing, at a regular or special meeting at least five (5) days before the date of the vote. The Board, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, may recommend removal of the Director in question. If the Board votes to recommend removal, the Chair or Executive Director shall notify the City, County, or City and County jointly, as the case may be, regarding the Board's recommendation. Removal for cause is effective only upon final action by the City, County, or the City and County jointly, as the case may be.

A Director may also be removed, without cause, by the City, County, or City and County jointly, as the case may be.

For any removal of Directors, the City shall remove City-appointed Directors, the County shall remove County-appointed Directors, and the City and County shall act jointly to remove Directors appointed jointly by the City and County.

Section 3.07 Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the Chair, the Vice-Chair, or the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

Section 3.08 Appointment of Directors. The City, the County, or the City and County jointly, as the case may be, shall appoint members to the Board of Directors in accordance with the Joint Powers Agreement and Section 107(c) of the WIOA.

Section 3.09 Compensation. Directors shall not receive any compensation for their service on the FRWDB Board but shall be entitled to reimbursement for any reasonable expenses actually incurred in connection with serving as a Board Member, if the FRWDB determines that such expense shall be reimbursed and there are unencumbered funds available for such purpose.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 4.01 Place of Directors' Meetings; Meetings By Telephone. Meetings of the Board shall be held at any place, within or without the State of California, that has been designated by resolution of the Board of Directors or in the notice of the meeting or, if not so designated, at the principal executive office of the FRWDB. Directors may participate via teleconference so long as such participation complies with the Ralph M. Brown Act.

Section 4.02 Annual Meeting of Directors. The September regular meeting of each calendar year shall be known as the annual meeting. The month of this meeting is subject to change, however, if the Board of Directors fixes another date and all Directors are so notified. If the scheduled date falls on a legal holiday, the meeting shall be held

on the next full business day. Each such annual meeting shall be held for purposes of organization, the election of officers, and the transaction of other business.

Section 4.03 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held quarterly at such time and place as the Board of Directors may fix from time to time. The time and place of such meetings will be stated in the minutes of the previous meeting of the Board of Directors.

Section 4.04 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the Vice-Chair, or a majority of Board of Directors.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director; (d) by electronic mail (e-mail), either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director; or (e) by fax, either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the FRWDB.

Notice sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail or fax shall be delivered, telephoned, e-mailed or faxed at least twenty-four (24) hours before the time set for the meeting.

Section 4.05 Emergency Meetings. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency meeting consistent with the noticing requirements contained in the Ralph M. Brown Act.

Section 4.06 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is not present, the Directors present may continue to meet for the purpose of discussing, including taking public testimony on agenda items. If a quorum is initially present but is lost during the meeting, the Board of Directors or any committee may not conduct any further business and will either adjourn or proceed on an informational basis only.

Section 4.07 Adjournment. A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If all Directors are absent from any regular or adjourned regular or special or adjourned special meeting, the Chair may declare the meeting adjourned to a stated time and place. However, if more than fifty percent (50%) of the number of Directors required to reach a quorum

are present at the meeting, discussion can be had by the Directors on those items set on the agenda and recommendations developed for presentation at the next regularly scheduled Board meeting at which a quorum exists.

Section 4.08 Voting. Each Director is entitled to one (1) vote on each matter submitted to a vote of the Directors.

Section 4.09 Management of Meetings. Meetings of the Board of Directors shall be presided over by the Chair, or in the Chair's absence, by the Vice-Chair, or in the absence of both, by an acting Chair chosen by a majority of the Directors.

Section 4.10 Minutes. The Chair shall cause to be kept minutes of the regular, adjourned regular, special, adjourned special, and emergency meetings of the Board.

Section 4.11 Rules of Order. Meetings of the Board of Directors and all standing committees shall be governed by Robert's Rules of Order, to the extent that such rules are not inconsistent or in conflict with these Bylaws, with the Joint Powers Agreement, or with applicable law.

Section 4.12 Open Meetings. All meetings of the Board of Directors and standing committees shall be open to the public and conducted in conformance with the Ralph M. Brown Act (Government Code section 54950 et seq.).

Section 4.13 Closed Sessions. Closed sessions are permitted in a duly noticed meeting consistent with the applicable provisions of the Ralph M. Brown Act.

Section 4.14 Alternates and Proxies. Under no circumstances shall the Board permit absentee or proxy voting at any of its meetings or other proceedings.

Section 4.15 Attendance. Directors and committee members with unexcused absences in excess of two (2) regular meetings in a calendar year shall be deemed to have resigned their membership. Absences may be excused by the Chair or chair of a committee, as the case may be, due to illness, absence from the County of Fresno, or extreme weather conditions. The Chair or chair of a committee, as the case may be, shall give prompt written notice to a Director or committee member who will be deemed to have resigned his or her membership upon the occurrence of one (1) additional unexcused absence in violation of this Section 4.15. Such notice shall contain a statement advising the Director or committee member of the absences and the consequences thereof, together with a copy of this Section 4.15 of these Bylaws.

ARTICLE V EXECUTIVE DIRECTOR

Section 5.01 Executive Director. The Board shall appoint a qualified person to be the executive director of the FRWDB (the "Executive Director"). The Executive Director shall be the chief administrative officer of the FRWDB. The Executive Director shall be neither a Board Member, nor an elected official of Fresno County or the City of

Fresno. The Executive Director shall receive such compensation as may be fixed by the Executive Committee. The Executive Director shall serve at the pleasure of the Executive Committee and may be relieved from such position at any time, without cause, by the Executive Committee taken at a regular, adjourned regular or special meeting of the Board. The Executive Director's performance shall be reviewed annually by the Chair as provided in Section 7.08(d) below.

Section 5.02 Duties of the Executive Director. The Executive Director shall perform such duties as may be imposed upon that person by the provisions of the WIOA, applicable law, the Joint Powers Agreement, these Bylaws, or by the direction of the Board or Executive Committee. Specifically, the Executive Director's duties shall include, without limitation, the following:

- (a) Submitting to the Board an annual budget showing the expected receipts and expenditures;
- (b) Select, employ, control, and discharge all administrative officers and employees;
- (c) Require that all physical properties be kept in good repair and operating condition;
- (d) Supervise all business and financial affairs such as the maintenance of financial transaction records, collect accounts, and purchase or issue supplies in accordance with principles of prudent business management; and
- (e) Perform any and all duties generally incident to the office of secretary or treasurer of a corporation or other entity.

ARTICLE VI COMMITTEES

Section 6.01 Creation of Standing Committees. Subject to the provisions of the Joint Powers Agreement and the WIOA, the Board shall have the authority to create and disband one or more standing committees of the FRWDB. Each standing committee shall consist of two (2) or more Directors, and other persons that the Directors may appoint to serve at the pleasure of the Board, including individuals who are not members of the Board. The appointments to such standing committees shall be by majority vote of the Directors then in office. Each standing committee shall have a chair who must be a member of the Board. The chair of each standing committee shall be appointed by the Chair, subject to ratification by majority vote of the Directors then in office. Any standing committee, to the extent provided in the Board motion by which it is formed, shall only have the authority delegated by the Board. All standing committees shall observe strict compliance with the Ralph M. Brown Act.

Section 6.02 Executive Committee. The Executive Committee shall be a standing committee of the Board of Directors. Pursuant to the terms and subject to the conditions of the Joint Powers Agreement, the Executive Committee shall have the following duties:

- (a) General oversight of the FRWDB's operations;
- (b) Supervise the Executive Director;
- (c) Develop the Board's meeting agendas; and
- (d) Perform any other functions delegated to it by the Board.

Section 6.03 Constitution of the Executive Committee. The Executive Committee shall consist of the following nine (9) persons elected, where applicable, by a majority of the Directors at the Board's annual meeting:

- (a) The Chair;
- (b) The Vice Chair;
- (c) One of the County elected officials appointed to the FRWDB by the Fresno County Board of Supervisors;
- (d) One of the City elected officials appointed to the FRWDB by the City of Fresno;
- (e) One at-large Board Member from Fresno City appointees;
- (f) One at-large Board Member from Fresno County appointees
- (g) The appointed chair of the Youth Council;
- (h) The appointed chair of the Adult Council; and
- (i) The appointed chair of the Business & Industry Committee.

A minimum of two (2) of the seven (7) members of the Executive Committee who are not elected officials appointed to the FRWDB by the Fresno County Board of Supervisors or the City of Fresno must be non-residents of the City of Fresno.

Section 6.04 Youth Council. The Youth Council shall be a standing committee of the Board of Directors. In accordance with the WIOA, the Youth Council shall have the following duties:

- (a) Coordinate youth activities in the LWDA;
- (b) Develop portions of the local plan related to youth activities in the LWDA;
- (c) Recommend eligible providers of youth activities in accordance with the WIOA;

(d) Conduct oversight with respect to eligible providers of youth activities in accordance with the WIOA; and

(e) Perform other duties delegated to it by the Board.

Section 6.05 Constitution of the Youth Council. The members of the Youth Council shall be in accordance with the Joint Powers Agreement and the WIOA, and, pursuant to Section 107(b)(4)(A)(ii) of the WIOA, shall include the following persons elected by a majority of the Directors at the Board's annual meeting:

(a) Members of the Board with special interests or expertise in youth policy;

(b) Representatives of youth services agencies, including juvenile justice and local law enforcement agencies;

(c) Representatives of local public housing authorities;

(d) Parents of eligible youth seeking assistance;

(e) Individuals, including former participants, and representatives of organizations, that have experience relating to youth activities;

(f) Representatives of the Job Corps, if a Job Corps Center is located in the LWDB; and

(g) Other individuals, as deemed appropriate by the Board.

Those members of the Youth Council who are not Directors must be voting members of the Youth Council and nonvoting members of the Board.

Section 6.06 Ad Hoc Committees of the Board. The Chair may also create or disband one or more *ad hoc* committees, which shall be formed to carry out specified tasks as determined by the appointing party or entity. Each *ad hoc* committee shall consist of two (2) or more Directors, and other persons that the Chair may appoint to serve at the pleasure of the Board. Membership in *ad hoc* committees may include individuals who are not members of the Board. The Appointments to such *ad hoc* committees shall be by the Chair. Each *ad hoc* committee shall have a chair who must be a member of the Board. The chair of each *ad hoc* committee shall be appointed by the Chair. Any *ad hoc* committee, to the extent provided in the motion by which it is formed if such is the case, shall only have the authority delegated by the Chair, except that no committee, regardless of any Board motion, may:

(a) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;

(b) Amend or repeal these Bylaws or adopt new Bylaws;

(c) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;

(d) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;

(e) Approve any contract or transaction to which the FRWDB is a party and in which one or more of its Directors has a material financial interest; or

(f) Take any final action in violation of the Joint Exercise of Powers Act or the WIOA.

Section 6.07 Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board motion or by the Chair. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

ARTICLE VII OFFICERS

Section 7.01 Officers of the FRWDB. The officers of the FRWDB shall consist of a Chair and a Vice-Chair, which shall be elected in accordance with Section 7.03 below. The FRWDB may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with Section 7.05 below.

Section 7.02 Qualifications of Officers. Any member of the Board of Directors of the FRWDB is qualified to be an officer of the FRWDB; provided, however, that the Chair and Vice-Chair shall be private sector business representatives serving on the Board, in accordance with Section 107(b)(3) of the WIOA.

Section 7.03 Election of Officers. Except such officers as may be appointed under Section 7.05 below, officers shall be chosen by the Board of Directors by vote of the majority of Directors and shall serve two (2) year terms.

Section 7.04 Term of Office. Officers shall serve until that officer resigns or is removed or is otherwise disqualified to serve, or until a successor is elected or appointed under this terms of this Article.

Section 7.05 Additional Officers. The Board of Directors may appoint and may authorize the Chair, or other officer, to appoint any other officers that the FRWDB may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board of

Directors. Appointed officers shall be ratified by the Board of Directors at the first regular meeting of the Board following the annual meeting.

Section 7.06 Removal and Resignation of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by vote of the majority of the Board of Directors and also, if the officer was not chosen by the Board of Directors, by any officer on whom the Board may confer that power of removal. If the Chair or Vice-Chair should be removed, the appointment of a new Chair or Vice-Chair shall proceed as if that position was vacant. Any officer may resign at any time by giving written notice to the FRWDB. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the FRWDB under any contract to which the officer is a party.

Section 7.07 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7.08 Chair of the Board. Subject to the control of the Board of Directors, the Chair shall direct, and control the activities and affairs of the Board and its officers. The Chair shall have such other powers and duties as the Board of Directors or these Bylaws may prescribe. The Chair shall act as the “duly authorized representative” of the Board of Directors in all matters in which the Board has not formally designated some other person for that specific purpose. Without prejudice to such general powers as above described, but subject to the limitations, authority and duties of the Chair are hereby expressly declared to be:

- (a) To attend and chair meetings of the Board of Directors and the Executive Committee
- (b) To represent the FRWDB to the various segments of the public served by or related to the FRWDB;
- (c) To see that the FRWDB is in compliance with applicable laws and regulations and to assure review of and prompt action on reports and recommendations of authorized regulatory and inspecting agencies; and
- (d) To oversee, together with a personnel committee of the Executive Committee, the performance of the Executive Director in the performance of the following duties:
 - (i) Submitting to the Board of Directors an annual budget showing the expected receipts and expenditures;
 - (ii) Selecting, employing, controlling, and discharging all administrative officers and employees authorized by the Board of Directors;
 - (iii) Requiring that all physical properties are kept in good repair and operating condition; and

(iv) Supervising all business and financial affairs such as the maintenance of financial transaction records, collections of accounts, and purchase and issuance of supplies in accordance with principles of prudent business management.

Section 7.09 Vice-Chair. If the Chair is absent or disabled, the Vice-Chair shall perform all duties of the Chair. When so acting, the Vice-Chair shall have all powers of, and be subject to, all restrictions on the Chair. The Vice-Chair shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

ARTICLE VIII MAINTENANCE AND INSPECTION OF RECORDS

Section 8.01 Maintenance of Records. The FRWDB shall keep at its principal office, or such other place as the Board of Directors may order, the following:

- (a) Adequate and correct books and records of account;
- (b) A book of minutes of all meetings of Directors and all meetings of committees, recording therein the time and place of holding said meetings, whether regular, special or emergency, and if special or emergency, how authorized, the notice given, the names of those Directors present, the number of Directors present, and the proceedings thereof; and
- (c) A copy of the Joint Powers Agreement, the Notice of Joint Powers Agreement filed with the California Secretary of State, and these Bylaws.

Section 8.02 Inspection of Records by the Public. The FRWDB shall comply with the California Public Records Act, Government Code Section 6250 et seq.

ARTICLE IX REPORTS

Section 9.01 Annual Report. The Executive Committee shall prepare and deliver an annual report to the Directors, which would be made available to the public, within one hundred twenty (120) days after the end of the FRWDB's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the FRWDB as of the end of the fiscal year funds;
- (b) The revenue or receipts of the FRWDB, both unrestricted and restricted to particular purposes;
- (c) The expenses or disbursements of the FRWDB for both general and restricted purposes; and
- (d) An independent accountants' report.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES
AND OTHER AGENTS

Section 10.01 Agents, Proceedings, and Expenses. For the purposes of this Article, “agent” means any person who is or was a Director, officer, employee, or other agent of the FRWDB; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expense” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Sections 10.04 or 10.05(b) below.

Section 10.02 Actions Other Than by the FRWDB. Subject to the provisions of the WIOA, State law, and the Joint Powers Agreement, the FRWDB shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an agent of the FRWDB, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the FRWDB and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the FRWDB or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 10.03 Actions by the FRWDB. Subject to the provisions of the WIOA, State law, and the Joint Powers Agreement, the FRWDB shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by, or in the right of, the FRWDB, to procure a judgment in its favor by reason of the fact that person is or was an agent of the FRWDB, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of the FRWDB, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 10.03 for any of the following reasons:

(a) In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to the FRWDB in the performance of that person’s duty to the FRWDB, unless, and only to the extent that, the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney

Section 10.04 Successful Defense by Agent. To the extent that an agent of the FRWDB has been successful on the merits in defense of any proceeding referred to in Sections 10.02 or 10.03, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith, as provided by these Bylaws, as well as California and Federal law.

Section 10.05 Required Approval. Except as provided in Section 10.04, any indemnification under this Article shall be made by the FRWDB only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 10.02 or 10.03 of this Article, by any of the following:

(a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) The court in which the proceeding is or was pending, upon application made by the FRWDB or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the FRWDB.

Section 10.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the FRWDB before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 10.07 Other Contractual Rights. No provision or agreements made by the FRWDB to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Joint Powers Agreement or these Bylaws, a resolution of the Board of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of the FRWDB may be entitled by contract or otherwise.

Section 10.08 Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 10.04 or 10.05(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Joint Powers Agreement, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10.09 Insurance and Bonds. The FRWDB shall provide the insurance coverage(s) and fidelity bond(s) in a manner consistent with the Joint Powers Agreement.

ARTICLE XI CONFLICTS OF INTEREST

Section 11.01 Conflicts of Interest. Members of the Board of Directors, members of any committee of the Board, and officers of the FRWDB shall not be financially interested in any contract, as defined under Government Code section 1090 and the California Political Reform Act (Government Code Section 87100, et seq.) made by them in their official capacity, or by the FRWDB or any body or board of which they are members. Pursuant to section 107(h) of the WIOA, Board Members, committee members, or officers of the FRWDB shall not: (1) vote on a matter under consideration by the Board regarding the provision of services by such member or an entity that such member represents; (2) vote on a matter under consideration by the Board that would provide direct financial benefit to such member or his or her immediate family; or (3) engage in any other activity determined by the Governor of California to constitute a conflict of interest as specified in the State plan.

Section 11.02 Permissible Remote Interests. The Board of Directors or Executive Committee may approve a proposed transaction in which a Member of the Board, member of a committee of the Board, or officer of the FRWDB has only a remote interest, as defined by Government Code sections 1091 through 1091.5, including specifically Government Code Section 1091.3, upon the disclosure of such interest pursuant to the requirements of Government Code section 1091.

Section 11.03 Duty to Disclose. Members of the Board of Directors, Executive Committee, or other committee of the Board, and officers of the FRWDB shall disclose any potential conflict to the Board prior to entering into any transaction entered by the FRWDB, and prior to participation in any related meetings, negotiations, discussions or other matters related to the transaction.

ARTICLE XII GENERAL ADMINISTRATIVE MATTERS

Section 12.01 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in WIOA shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the following definitions shall apply:

(a) Masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular;

(b) The term “person” includes both a legal entity and a natural person;

- (c) The word “shall” is mandatory and the word “may” is permissive;
- (d) The words “Board” or “Board of Directors” refer to the governing body of the entity known as the Fresno Regional Workforce Development Board; and
- (e) The words “Director” or “Board Member” refer to an appointed member of the Board of the Fresno Regional Workforce Development Board.

Section 12.02 Amendment of Bylaws. New bylaws may be adopted, or these Bylaws may be amended or repealed, by the approval of a majority vote of those members voting at a Board meeting with quorum present, provided (i) that the amendment does not conflict with any Federal, State, County or City laws or regulations, or any provision or the Joint Powers Agreement; and (ii) no amendment may extend the term of a Director beyond that for which such Director was elected.

Section 12.03 Effective Date of Bylaws These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors, in adopting them as hereinafter provided, clearly express that they are to become effective at a later date.

Section 12.04 Authority to Bind FRWDB. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the FRWDB, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the FRWDB by any contract or engagement, or to pledge its credit, or to render it liable for any purpose in any amount.

ARTICLE XIII FISCAL YEAR

Section 13.01 Date of Fiscal Year. The fiscal year of the FRWDB shall begin on the first day of July and end on the last day of June in each year.

CERTIFICATE OF ADOPTION

I certify that I am the duly elected and-acting Chair of the FRESNO REGIONAL WORKFORCE DEVELOPMENT BOARD, a joint powers agency, that the above Bylaws, consisting of eighteen (18) pages, are the Bylaws of the FRWDB as adopted by the Board of Directors of the FRWDB on this 6th day of June, 2018, and that said Bylaws have not been amended or modified since the date thereof.

Executed on _____, 2018, at Fresno, California.

DMS: 756645_7