

**SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

203



FROM: Economic Development Agency

SUBMITTAL DATE:
March 31, 2016

SUBJECT: Appoint the Assistant County Executive Officer/EDA as President and Chairman of the Board of the Riverside County WDB, Inc.; Adopt Resolution No. 2016-092 Authorizing and Approving the Dissolution of the Riverside County WDB, Inc.; All Districts, [\$145] Economic Development, 100%; Project is CEQA Exempt

RECOMMENDED MOTION: That the Board of Supervisors:

1. Find that the project is exempt from California Environmental Quality Act (CEQA) pursuant to State CEQA Guidelines Section 15061(b)(3);
2. Appoint the Assistant County Executive Officer/EDA, or designee, as the President and Chairman of the Board of Directors of the Riverside County WDB, Inc. (Corporation);
3. Adopt Resolution No. 2016-092 Authorizing and Approving the Dissolution of the Riverside County WDB, Inc.;

(Continued)

Robert Field
Assistant County Executive Officer/EDA

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost:	POLICY/CONSENT (per Exec. Office)
COST	\$ 145	\$	\$ 145	\$	Consent <input type="checkbox"/> Policy <input checked="" type="checkbox"/>
NET COUNTY COST	\$	\$	\$	\$	

SOURCE OF FUNDS: Economic Development 100%

Budget Adjustment: No
For Fiscal Year: 2015/16

C.E.O. RECOMMENDATION:

APPROVE

BY:
Rohini Dasika

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Jeffries, seconded by Supervisor Benoit and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Tavaglione, Washington, Benoit and Ashley
Nays: None
Absent: None
Date: April 12, 2016
xc: EDA

Kecia Harper-Ihem
Clerk of the Board
BY:
Deputy

Prev. Agn. Ref.: 3.5 of 11/15/05

District: ALL

Agenda Number:

3-6

FORM APPROVED COUNTY COUNSEL
DATE 3/22/16
BY: GREGORY P. PRIAMOS

FISCAL PROCEDURES APPROVED
PAUL ANGULO, CPA, AUDITOR-CONTROLLER
BY: Susana Garcia-Bocanegra

- A-30
- Positions Added
- 4/5 Vote
- Change Order

SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA
Economic Development Agency

FORM 11: Appoint the Assistant County Executive Officer/EDA as President and Chairman of the Board of the Riverside County WDB, Inc.; Adopt Resolution No. 2016-092 Authorizing and Approving the Dissolution of the Riverside County WDB, Inc.; All Districts, [\$145] Economic Development, 100%; Project is CEQA Exempt

DATE: March 31, 2016

PAGE: 2 of 4

RECOMMENDED MOTION: (Continued)

4. Authorize the Assistant County Executive Office/EDA, or designee, in his/her capacity as the Corporation's President and Board Chairman, to take any and all actions that are necessary to dissolve the Corporation, including, but not limited to, signing subsequent and necessary documents, obtaining state income tax exemption, appointing corporate officers as necessary, and holding meetings of the Corporation's Board of Directors in conformance with the requirements of the Ralph M. Brown Act (section 54950 et seq. of the California Government Code), subject to County Counsel approval.

BACKGROUND:

Summary

The Riverside County WDB, Inc. (Corporation) is a California corporation, the formation of which was authorized by the Riverside County Board of Supervisors on November 15, 2005. A copy of the Form 11 authorizing formation is attached hereto as Attachment B. Incorporated on March 16, 2006, the Corporation was created as an affiliate of the Riverside County Workforce Development Board (WD Board) for the purposes of coordinating activities for the County's workforce development system and to access certain funding opportunities available to non-profit corporations.

Currently, the Corporation is dormant and has been inactive since 2006. Because applications were not submitted for federal and state income tax exemption, the Corporation does not have non-profit status and is out of compliance with the California Franchise Tax Board (FTB) and the California Secretary of State (SOS). Directors were not appointed to the Corporation's Board and, as such, the Corporation currently does not have a governing body in place. Further, staff has been unable to locate a signed copy of the Corporation's Bylaws indicating that the Bylaws, the form of which are attached hereto as Attachment C, were never effectuated.

The need for a non-profit corporation affiliated with the Economic Development Agency Workforce Development Division (EDA Workforce) has recently reemerged. On July 22, 2014, President Obama signed into law the Workforce Innovation and Opportunity Act (WIOA), which replaces its predecessor, the Workforce Investment Act of 1998 (WIA). WIOA serves as the governing regulations for the Riverside County Workforce Development system (WD System) and provides for substantial changes in the WD System's structure and delivery methods. One such change is a call for WD Systems to seek out innovative ways to increase efficiencies and obtain funds. Another change that will be implemented during fiscal year 2016-17 pertains to the WD System's One Stop Shop (OSS) operations. Currently EDA Workforce administers and operates the OSS. Pursuant to WIOA, EDA Workforce may be required to procure an entity, such as a non-profit, to operate the OSS going forward. Because of these two changes, there is a need for an affiliated non-profit entity to access certain funding opportunities available to non-profits and to potentially compete to operate the OSS.

Though a non-profit corporation is a necessary tool to accomplish these ends, the existing Corporation is not best suited for the task. In a separate, companion item, staff is recommending that the Board of Supervisors consider formation of a new non-profit corporation that may better meet the needs of EDA Workforce and is structured to comply with WIOA.

(Continued)

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3 **RESOLUTION NUMBER 2016-092**

4 **AUTHORIZING AND APPROVING DISSOLUTION OF THE RIVERSIDE COUNTY**
5 **WDB, INC.**

6
7 **WHEREAS**, the Riverside County Board of Supervisors approved the formation
8 of the Riverside County WDB, Inc., a California corporation ("Existing Corporation"),
9 on November 15, 2005 for the purpose of functioning as the regional coordinator for
10 the Riverside County workforce development system ("System");

11 **WHEREAS**, the Existing Corporation was structured in accordance with
12 requirements of the Workforce Investment Act of 1998 ("WIA");

13 **WHEREAS**, the WIA was replaced by the Workforce Innovation and
14 Opportunity Act ("WIOA") of 2014, Public Law 113-128, that was signed into law by
15 President Obama on July 22, 2014 and went into effect on July 1, 2015;

16 **WHEREAS**, the Existing Corporation is dormant and has been inactive since
17 2006, does not meet the needs of the System at this time, does not have non-profit
18 status and is not structured to implement and comply with WIOA requirements;

19 **WHEREAS**, Directors were not appointed to the Existing Corporation's Board,
20 and the Existing Corporation does not have a governing body;

21 **WHEREAS**, although dormant and inactive, the Existing Corporation is still
22 legally required to submit regular filings with the Internal Revenue Service, California
23 Franchise Tax Board and California Secretary of State, which have not occurred;

24 **WHEREAS**, the Board of Supervisors desires to dissolve the Existing
25 Corporation;

26 **WHEREAS**, the Existing Corporation is not in good standing with the California
27 Franchise Tax Board, among other State of California (State) agencies, and must
28

1 correct any deficiencies as a prerequisite to dissolution, which may include, but not be
2 limited to, payment of fees and filing of State of required forms;

3 **WHEREAS**, documents submitted to State agencies in connection with
4 corporate dissolution require execution by an authorized representative of the Existing
5 Corporation;

6 **WHEREAS**, the Board of Supervisors desires to appoint the Assistant County
7 Executive Officer/EDA, or designee, as the Existing Corporation's President and
8 Chairman of the Board in order to take such actions that are necessary to dissolve the
9 Existing Corporation; and

10 **WHEREAS**, upon dissolution, the Existing Corporation would no longer be
11 subject to such regular filings, which would reduce related resource expenditures.

12 **NOW THEREFORE, BE IT RESOLVED, FOUND, DETERMINED AND**
13 **ORDERED** by the Board of Supervisors in regular session assembled on April 12,
14 2016, as follows:

15 1. That the Board of Supervisors hereby finds and declares that the above
16 recitals are true and correct.

17 2. That the Board of Supervisors hereby appoints the Assistant County
18 Executive Officer/EDA, or designee, as the President and Chairman of the Board of
19 Directors of the Existing Corporation.

20 3. That the Board of Supervisors hereby authorizes dissolution of the
21 Existing Corporation.

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FORM APPROVED COUNTY COUNSEL

BY: *Kecia Harper-Ihem*
Kecia Harper-Ihem

DATE: 11/13/16

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4. That the Board of Supervisors hereby authorizes the Assistant County Executive Office/EDA, or designee, in his/her capacity as the Existing Corporation's President and Board Chairman, to take any and all actions that are necessary to dissolve the Existing Corporation, including, but not limited to, payment of all required fees and submission of all required documentation to State agencies, subject to review of documentation by County Counsel.

ROLL CALL:

Ayes: Jeffries, Tavaglione, Washington, Benoit and Ashley
Nays: None
Absent: None

The foregoing is certified to be a true copy of a resolution duly adopted by said Board of Supervisors on the date therein set forth.

KECIA HARPER-IHEM, Clerk of said Board
By *Kecia Harper-Ihem*
Deputy

S:\Department\Housing\WDCs Non-Profit\Riverside County WDB Inc\Form 11s\Resolution 2016-092 Authorizing Dissolution of the Riverside County WDB Inc..doc



RIVERSIDE COUNTY WORKFORCE DEVELOPMENT BOARD, INC.

BYLAWS

a nonprofit public benefit corporation

Corporate Office
Workforce Development Centers of Riverside County
1151 Spruce Street
Riverside CA 92507
951.955.3100
951.355.3131
www.rivcojobs.com

NOV 15 2005 35



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RIVERSIDE COUNTY
WORKFORCE DEVELOPMENT BOARD, INC.
BYLAWS

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Article I. Name and Offices

Section 1.01 Name The name of this Corporation shall be the Riverside County Workforce Development Board, Inc. a California nonprofit public benefit corporation, hereafter in these Bylaws referred to as the WDB.

Section 1.02 Principal Offices The principal office of the Corporation shall be located in the City of Riverside, County of Riverside, State of California at the Riverside County Workforce Development Center, 1151 Spruce Street, Riverside, CA 92507.

Section 1.03 Other Offices The WDB may establish offices at such other places at the discretion of the Corporation.

Section 1.04 Limitation on Corporate Activities This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("Internal Revenue Code"). The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 1.05 Dedication of Assets The property of this Corporation is irrevocably dedicated to public and educational purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

Article II. Purposes

Section 2.01 This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 2.02 The specific purposes of the Riverside County Workforce Development Board, Inc. are: Provide policy guidance in the development on the five-year local workforce investment plan (Local Plan) and provide oversight of the One-Stop system, youth activities and employment and training activities under Title I of the Workforce Investment Act (WIA), in partnership with the chief elected official;

- A. Select One-Stop operators with the agreement of the chief elected official;

- B. Develop a budget for the purpose of carrying out the duties of the WDB, subject to the approval of the Board of Supervisors;
- C. Appoint a youth council as a subgroup of the WDB, in cooperation with the Board of Supervisors, and coordinate workforce and youth plans and activities with the youth council;
- D. Select eligible youth service providers based on the recommendations of the Council for Youth Development, identify eligible providers of adult and dislocated worker intensive and training services, and maintain a list of eligible providers with performance and cost information, as required in 20 CFR part 663, subpart E;
- E. Negotiate and reach agreement on local performance measures with the Board of Supervisors and the Governor;
- F. Assist the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act;
- G. Coordinate workforce investment activities with economic development strategies and develop business linkages;
- H. Promote private sector involvement in the statewide workforce investment system through effective connecting, brokering, and coaching activities through intermediaries such as the One-Stop operator in the local area or through other organizations to assist businesses in meeting hiring needs;
- I. Serve in an advisory capacity to the Board of Supervisors on all matters relating to employment and training not covered by Title I of the Workforce Investment Act;
- J. Engage in any other activities in furtherance of the purposes for which this Corporation is formed; and,
- K. Receive, invest, and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which this Corporation is formed.

- B. Develop a budget for the purpose of carrying out the duties of the WDB, subject to the approval of the Board of Supervisors;
- C. Appoint a youth council as a subgroup of the WDB, in cooperation with the Board of Supervisors, and coordinate workforce and youth plans and activities with the youth council;
- D. Select eligible youth service providers based on the recommendations of the Council for Youth Development, identify eligible providers of adult and dislocated worker intensive and training services, and maintain a list of eligible providers with performance and cost information, as required in 20 CFR part 663, subpart E;
- E. Negotiate and reach agreement on local performance measures with the Board of Supervisors and the Governor;
- F. Assist the Governor in developing the statewide employment statistics system under the Wagner-Peyser Act;
- G. Coordinate workforce investment activities with economic development strategies and develop business linkages;
- H. Promote private sector involvement in the statewide workforce investment system through effective connecting, brokering, and coaching activities through intermediaries such as the One-Stop operator in the local area or through other organizations to assist businesses in meeting hiring needs;
- I. Serve in an advisory capacity to the Board of Supervisors on all matters relating to employment and training not covered by Title I of the Workforce Investment Act;
- J. Engage in any other activities in furtherance of the purposes for which this Corporation is formed; and,
- K. Receive, invest, and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which this Corporation is formed.

Article III. Members

Section 3.01 This Corporation shall have no "members" as that term is defined by Section 5056 of the California Corporations Code (CCC) and shall be governed solely by its Board in accordance with these Bylaws.

Section 3.02 Pursuant to Section 5310 (b) of the CCC, any action which would otherwise require approval by a majority of all members shall only require the approval of the Board

Section 3.03 The Corporation may refer to persons or entities associated with it as "members" even though those persons or entities are not voting members, but no such reference shall constitute a member within the meaning of Section 5056 of the CCC.

Article IV. Directors

Section 4.01 Powers Subject to the limitation of the Articles, these Bylaws and the laws of the State of California, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled and conducted by, the Board.

Section 4.02 Duties It shall be the duty of the Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation or by these Bylaws.
- B. Supervise and direct any or all officers, agents (or employees where appropriate) of the Corporation to ensure that the responsibilities of the Corporation are properly carried out.
- C. Meet at such times and for such purposes as are specified by these Bylaws.

Section 4.03 Number of Directors Collectively, the Riverside County Workforce Development Board, Inc. shall be known as the Board of Directors. The WDB Directors shall vary in number from time to time according to the number of Public Sector Representatives on the Board since the Workforce Investment Act specifies the majority membership be Private Sector.

- A. The WDB shall consist of at least 39 members appointed by the Board of Supervisors in accordance with the provisions of Section 117 of the Act.
- B. The WDB shall be a business led board with at a minimum of 20 members from the private sector, with each member of the Board of Supervisors appointing at least four representatives from their respective district. At their

discretion, each Supervisor may affirm as many additional private sector members as appropriate.

C. Nineteen additional appointments shall be made by the Board of Supervisors representing Title I partners and other optional partners as follows:

1. Five local education representatives who shall respectively be one representative from the University of California, Riverside; three representatives of the community colleges; and one representative of the K-12 system (of which one must represent adult education and literacy activities under Title II of WIA);
2. Three representatives from Community-Based Organizations, (i.e., private nonprofit organizations which are representative of communities or significant segments of communities) of which one must serve veterans, and one must serve disabled persons;
3. Two representatives from organized labor;
4. One representative from each of the following nine organizations:
 - Operator of adult and dislocated worker programs under Title I of the Act and Title V of the Older Americans Act
 - State Department of Rehabilitation
 - Economic Development
 - Riverside County Department of Public Social Services
 - State Employment Development Department;
 - Job Corps
 - Riverside County Economic Development Agency representing Housing and Urban Development and economic development programs
 - Native American Program
 - Migrant Seasonal Farm Worker Program

Section 4.04 Qualifications For All Categories: In accordance with the Workforce Investment Act of 1998, Section 117 (b)(2), nominees must be individuals with optimum policy making authority within the entities, organizations, or agencies they represent, and for business, the foregoing and or optimum hiring authority. All WDB Directors shall be active in their job or profession at the time of appointment or reappointment.

Section 4.05 Appointment The governing board of this Corporation shall be appointed and serve at the pleasure of the County of Riverside Board of Supervisors.

Section 4.06 Terms of Office Terms of office shall be appointed for two-year terms and shall serve at the pleasure of the Board of Supervisors.

Section 4.07 Action by Vote Each WDB member shall be entitled to one vote during a regular or called meeting in which said member is present and provided a quorum, as set forth in **Section 6.10**, is present at the time the vote is taken, except that no member having financial interest shall cast a vote or engage in discussion on any matter which has direct bearing on services to be provided by that member or their parent organization.

Section 4.08 Right of a member to vote The right of a member to vote and all of his or her rights, title and interest in and to the WDB shall cease upon termination of membership. Each board member is permitted to designate a non-voting representative in his or her absence for discussion and resource purposes only. However, the board member will be charged for his or her absence.

Section 4.09 Removal and Resignation Membership on the WDB shall cease in case of death, resignation, failure to be reappointed, failure to attend regularly scheduled meetings of the WDB or disqualification. The right of a member to vote and all of his or her rights, title and interest in and to the WDB shall cease upon termination of membership.

Section 4.10 Removal

- A. Removal is effected when a member is not reappointed after completion of a term.
- B. A member may be removed when absent from the majority (60%) of meetings. The WDB meets quarterly, and each board member is to join one committee, each meeting up to six times a year. Each member must attend the majority of committee and WDB meetings for one calendar year and is allowed to miss a combined total of four meetings;
- C. Members may be removed by action and notification of the Board of Supervisors.

Section 4.11 Resignation Members shall offer their resignation in writing to the WDB Chairman with a copy to the Board of Supervisors Chairman. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Chairman or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty to an Officer.

Section 4.12 Special Circumstances A Director, with the approval of the WDB Chairman, may be granted a Leave of Absence for a reasonable period of time not to exceed 12 months.

Section 4.13 Vacancies In the event of a vacancy in the WDB membership, the following procedure shall be followed:

- A. The WDB shall immediately inform the County, through the WDB Coordinator, of the occurrence of such vacancy;
- B. The staff assigned to the WDB will assist the county to solicit nominations for membership as defined in the Act;
- C. Nominations to fill any such vacancy, together with appropriate disclosure statements and resumes, shall be submitted to the County Board of Supervisors for consideration and appointment; and
- D. County shall proceed to fill such private sector representative vacancies within 60 days and in accordance with the provisions of Section 117 of the Act, CUIC Code Section 634(c) and 13004, and the California Government Code, Sections 54970 through 54975.

Section 4.14 Annual Statement of Economic Interests Members have the duty of submitting to the Secretary, upon their appointment to the Local Workforce Investment Board (LWIB), and annually during their membership, a completed and signed Statement of Economic Interests and any other documents required by federal, state or local laws governing conflicts of interests.

Section 4.15 Conflict of Interest Notwithstanding any provisions of law to the contrary, WDB members, as public officials, shall be fully subject to any and all provisions of conflict of interest law, compensation, whether state, federal or local, including, but not by way of limitation, the provisions of Government Code Section 1090 et seq., Government Code Section 87100 et seq., and Riverside County Ordinance No. 440.

Article V. Officers

Section 5.01 **Officers** The officers of this Corporation shall be a Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers with such titles and such duties as shall be determined and deemed advisable by the board. The Chairman and Vice Chairman shall be from the private sector business category. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 5.02 **Selection Process and Term of Office** The Board of Directors shall annually elect, by a majority vote, at least the Chairman, Vice Chairman, Secretary and Treasurer. The election of the WDB Chairman and Vice Chairman shall be endorsed by the Board of Supervisors. Officers of the Corporation may be elected to successive one-year terms of office taking effect immediately following the annual meeting.

- A. Prior to the appointment of the Chairman, the WDB may recommend a Chairman nominee(s) to the Board of Supervisors in accordance with the procedures established by the Board of Supervisors.
- B. Prior to the election of officers, a nominating committee will be appointed by the WDB Chairman and a slate of nominees should be presented at the regular WDB meeting prior to the annual meeting. Additional nominations may be made at the annual meeting.

Section 5.03 **Subordinate Officers** The Board of Directors may elect or appoint such other officers, assistant officers, agents, administrators, coordinators, (and other employees where appropriate) as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5.04 **Chairman** The Chairman must be a full-time representative from the private sector membership (and elected) on a yearly basis. The Chairman shall be elected by the Board at its annual meeting and shall hold office until expiration of the term for which he/she is elected and until his or her successor has been elected.

Section 5.05 **Duties** The Chairman's functions shall include, but not be limited to, the following:

- A. One-year term
- B. Preside at all meetings of the WDB Board of Directors. Sign official documents and correspondence authorized by the WDB Board of Directors

- C. Perform all duties incident to the office and such other duties as may be prescribed by the WDB Board of Directors from time to time

Section 5.06 Vice Chairman The Vice-Chairman shall be elected from the private sector membership of the Board of Directors. At the annual meeting of the WDB Board of Directors, the Vice Chairman shall be elected to hold office until expiration of the term for which he/she is elected and until his or her successor has been elected.

Section 5.07 Duties The Vice Chairman's functions shall include, but not be limited to, the following:

- A. In the absence of the Chairman or in the event of his or her inability to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chairman.
- B. The Vice Chairman shall perform such duties as from time to time may be assigned by the WDB Board of Directors.

Section 5.08 Secretary The Secretary's functions shall include, but not be limited to, the following:

- A. The Secretary shall keep minutes of all meetings of the Board of Directors, and unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose.
- B. The Secretary shall give, or cause to be given, notice of all meeting of members and directors, and all other notices required by law or stated within these Bylaws and in his or her absence, the CEO or Chairman shall appoint another person to act as Secretary of the meeting.

Section 5.09 Treasurer The Treasurer shall have responsibility for ensuring that, where appropriate, financial record keeping, receipt of corporate funds, and disbursement of corporate funds are accomplished in accordance with the requirements of all applicable federal and state law and regulations in conformance with generally accepted accounting practices.

Section 5.10 Funds and Deposits Funds and deposit shall be deposited in the name of the Corporation in such bank or banks as consistent with the Board of Supervisors selection banks for expenditures and shall render to the Corporation at least annually, or more often when requested, an account of his or her transactions and also the financial conditions of the Corporation.

Section 5.11 Bonds The Board of Directors shall require of every officer, director, agent or employee who is authorized to act on behalf of the Corporation for the purposes of receiving or depositing funds or issuing financial documents, checks, or other instruments for payment of costs, a bond for the faithful discharge of duties in such sum and with such sureties as shall be prescribed by the Board of Directors in accordance with applicable federal regulations.

Article VI. Board of Directors Meetings

Section 6.01 Meetings The Corporation shall meet not less than four times a year at such place as the Chairman may designate on the date set by resolution for the transaction of such business as may properly come before the meeting. All meetings of the WDB and its committees, including and without limitations, regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act, California Code 54960 et seq., as amended.

Section 6.02 The annual meeting of the Board shall be held for the purpose of Corporation, election of Directors and officers, adoption of a budget for the upcoming fiscal year, and the transaction of such other business as may properly be brought before the meeting in December of each year, the exact date of which to be set by resolution of the Board.

Section 6.03 Regular meetings of the Board shall be held at the place and time specified by resolution adopted by the Board.

Section 6.04 Notice of all regular meetings of the Board shall be given. At least 72 hours before the regular meeting, the Board shall post an agenda which contains a brief description of each item of business to be transacted or discussed at the meeting. The agenda shall specify the time and place of the regular meeting and shall be posted in a location that is freely accessible to the public.

Section 6.05 The agenda shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of the item, that is within the subject matter jurisdiction of the Board.

Section 6.06 A special meeting of the Board may be called by the President, Secretary, or any two Directors.

Section 6.07 Notice of all special meetings of the Board shall be given by delivering written notice to each Director, and to members of the media requesting notice in writing, at least four days before the time of the meeting. The notice shall specify the time and place of the special meeting, the business to be transacted or discussed, and shall be posted at least four days prior to the special meeting in a location that is freely accessible to the public.

The written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice or who is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

Section 6.08 Members of the Board may participate in a meeting through use video conference or similar communications equipment, so long as all such members participating in such meeting can hear one another and so long as the requirements of the Ralph M. Brown Act with respect to teleconferencing are followed. Participation in a meeting by this means constitutes presence in person at such meeting.

Section 6.09 Meetings of the Board shall be presided over by the Chairman of the Corporation, or in his or her absence, by the Vice Chairman of the Corporation, or in the absence of each of these persons by a person chosen by the majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 6.10 A majority of the authorized number of Directors shall constitute a quorum of the Board for the transaction of business, except to adjourn.

Section 6.11 A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of adjournment.

Section 6.12 Required Vote of Directors Every act or decision done or made by a majority of the Directors present at a meeting duly held at which quorum is present is the act of the board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.13 Compensation of Directors Directors shall receive no compensation for their services.

Section 6.14 Reimbursement of Expenses Directors shall be entitled to mileage reimbursement to and from all WDB activities and for all other reasonable expenses incurred while on WDB business. Said reimbursement shall be in the form and manner of reimbursement provided to county department heads.

Section 6.15 Inspection Rights of Directors Every Director shall have the absolute right to any reasonable time to inspect and

copy all books, records and documents of every kind and to inspect the physical properties of the Corporation during normal, weekday business hours. If a Director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Corporation's attorney will be present.

Section 6.16 Interested Persons Not more than 49 percent of the persons serving on the Board may be interested persons. As used in this section, an "interested person" means either:

- A. Any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time employee, independent contractor, or otherwise; or
- B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Article VII. Committees

Section 7.01 Committees The Board of Directors of the Corporation may designate, as may be determined as necessary, to the business and affairs of the Corporation.

Section 7.02 Executive Committee The Executive Committee shall be composed of the Chairman, Vice Chairman and Past Chairman of the WDB, the Chairman of appointed standing committees and a private sector member from the Council for Youth Development (CYD) and **one member from labor and one member from education**. The Chair of the Board shall have the power to appoint up to three (3) additional members to the Executive Committee, subject to the approval of the full WDB.

Section 7.03 Functions and responsibilities Functions and responsibilities of the Executive Committee shall be as follows:

- A. Act on behalf of the WDB on matters needing action during the time between WDB meetings;
- B. Designate a member of the Executive Committee to preside over the WDB and Executive Committee meetings in the absence of the Chairman and Vice Chairman;
- C. Receive standing and ad hoc committee reports and submit recommendations to the WDB for action;
- D. Assist the Chairman in setting agendas for regularly scheduled WDB meetings;

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- E. Coordinate WDB activities with the county through the WDB Coordinator;
 - F. Oversee the participation of WDB members and recommend to the WDB those members who should be removed for cause as outlined herein;
 - G. Perform other responsibilities as may be designated by the WDB; and
 - H. Fulfill legislative requirements of the Workforce Investment Act
 - 1. Develop and update the 5-Year Strategic Plan for approval by the WDB and the Board of Supervisors;
 - 2. Develop policy recommendations relating to the allocation of resources, including criteria for Request for Proposals;
 - 3. Develop policy recommendations relating to the standards for acceptance to the Eligible Training Provider List;
 - 4. Develop policy recommendations regarding the establishment of quality, performance and customer satisfaction standards;
 - 5. Recommend policies related to the Workforce Development Centers and the integration of partner services and resources; and
 - 6. Review and make recommendations on all one-stop Memorandums of Understanding and the operation of the one-stop centers.

Section 7.04 Audit and Finance Committee The Executive Committee shall appoint an Audit and Finance Committee, and be composed of persons whom the Board determines to be expert in investments and other financial matters.

Section 7.05 The Finance and Audit Subcommittee shall be chaired by a member currently serving on the WDB, shall at minimum consist of two Executive Committee members, and shall not exceed five members.

Section 7.06 Functions and responsibilities Functions and responsibilities shall be as follows:

- A. Development of operating and other budgets for the Corporation; and oversight of accountants for the Corporation.
- B. Monitor and review WDB/Corporate budgets and expenditures.
- C. Prepare recommendations for WIA/Corporate and other funding streams within workforce development system; and
- D. Review and audit other financial reports from WDB, Inc. as agent of the County of Riverside Workforce Development System.
- E. Make recommendations to the Board concerning the establishment of investment policies for the Corporation; subject to Section 4.3 hereof, the investment of Corporation funds;
- F. Selection of financial institutions to serve as depositories for funds of the Corporation; the selection of financial advisors to the Corporation;
- G. The Finance and Audit Committee shall have such additional duties as may be delegated to it by the Board.

Section 7.07 Standing Committees To fulfill WDB responsibilities as required in Section 117 of the Workforce Investment Act as well as provide policy and guidance to objectives, the WDB may deem appropriate and establish standing committees. Each Board of Director shall serve on at least one standing committee and each committee Chairman, Vice Chairman and committee members will be elected by the committee.

Section 7.08 Functions and responsibilities The functions and responsibilities of Standing Committees are to develop and execute strategies to accomplish WDB goals.

Section 7.09 Standing Committee Chairmen Standing Committee Chairmen shall be elected from among the private sector members and shall serve at the pleasure of the committee. Committee Vice Chairmen can be elected from both private and public membership. In the event a committee chairman steps down, the election process for chairmen shall be repeated. The Chairman and Vice Chairman for the Council for Youth Development (CYD) shall be elected from the membership of the CYD.

Section 7.10 Council for Youth Development The Workforce Investment Act Section 117(g) of the Act requires a Youth Council be established as a subgroup of the WDB. The Act also requires the Council be comprised of members with special interest or expertise in youth policies and other representatives, including former participants and parents of eligible youth. Council members who are not members of the WDB shall be voting members of the Council for Youth Development only. The Council for Youth Development will be appointed by the WDB annually and will consist of at least 25 members; at least five members of the WDB, one of which being the Job Corps representative, and at least 20 other members representing the following:

Youth service agencies

Juvenile justice and law enforcement agencies

Public Housing Authority

Parents of eligible youth seeking service under Title I of WIA

Organizations having expertise relating to youth activities

Representative(s) from the Board of Supervisors Youth Commission and/or Legislative Intern Program

Current or former customers of youth programs

Section 7.11 Functions and responsibilities The functions and responsibilities of the Council for Youth Development are as follows:

- A. Develop those portions of the Strategic Plan relating to youth;
- B. Review funding Request For Proposals for youth-related activities;
- C. Recommend funding awards to carry out youth activities;
- D. Monitor the progress of funded youth programs;
- E. Broaden the youth employment and training focus in the community;
- F. Coordinate youth workforce activities in the county.

Section 7.12 Authority The Board of Directors may delegate to committee(s) the authority to exercise all powers of the Board of Directors, excepting the power to amend the Bylaws of the Corporation, while the Board of Directors is not in session. All business transacted by such committee must be submitted to and ratified by the Board of Directors at its next regular meeting or at a special meeting called for that purpose. Vacancies among the officers of the Executive Committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose.

Section 7.13 Non-WDB Members Serving on Standing Committees WDB Standing Committees shall include non-WDB members in order to bring more resources and increase business involvement, community leaders with special interest or expertise in business, economic development and or education matters may serve on WDB Standing Committees. WDB members may recommend an individual serve on a standing committee.

- A. Appointment The appointment of non-WDB members to standing committees shall go forward as an action item to standing committee Chairman. If approved by the standing committee, the WDB Executive Committee will give final approval or objection.
- B. Voting Non-WDB members shall only vote on the standing committee they serve. Non WDB members shall not count in establishing a quorum. Non-WDB members may make and second motions and may fully participate in all discussions. Non-WDB members serving on standing committees may not make up more than 1/3 of the committee. Each recommended action item must go forward to the WDB Executive Committee for final approval.
- C. Conflict of Interest Non-WDB members are subject to the conflict of interest regulations as set forth in Section 4.17.

Section 7.14 Ad-Hoc Committees The WDB Chairman or the Executive Committee may find it necessary to appoint ad-hoc committees as necessary for the performance of special, limited-term projects. These special committees may include Non-WDB members and shall have voting privileges as set forth in Section 7.13. Non-WDB members are subject to the conflict of interest regulations as set forth in Section 4.15.

Section 7.15 The Chairman and members of each standing, Ad-Hoc, special or advisory committee shall be selected by the Board and may be removed by majority vote of the Directors then in office.

Section 7.16 The Chairman and each member of each standing committee shall serve until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns, or otherwise ceases to qualify as a Chairman or member, as the case may be, of the committee. Chairman and members of special committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as a Chairman or member, as the case may be, of such committee. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 7.17 Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its Chairman or by the Board. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the Chairman designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board.

Section 7.18 Any expenditure of corporate funds by a committee shall comply with budget limitations established by the Board or, in the alternative, shall be subject to the prior written approval of the Board.

Section 7.19 Approval of actions of committees require a majority vote of the Board. Committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 7.20 Limitation on Delegation In accordance with the CCC, the Board may not delegate any power of final action to any committee not composed entirely of Directors and may not delegate to any committee the following powers:

- A. filling vacancies on the Board or on any committee which has the authority of the Board;
- B. fixing compensation of the Directors for serving on the Board or on any committee;
- C. amendment or repeal of Bylaws or the adoption of new Bylaws;
- D. amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- E. appointment of committees of the Board or the members thereof;
- F. expenditure of corporate funds to support a nominee for Director after there are more persons nominated for Director than can be elected; or
- G. approval of any self dealing transaction except as provided by law.

Article VIII. Order of Business

Section 8.01 The agenda(s) for each WDB meeting shall be established by the Chairman with input from all WDB members and shall include, as a minimum, the Chairman's comments and comments from the floor.

Section 8.02 Agenda of Annual Meetings The order of business at the annual meeting shall consist of:

- A. Call of meeting to order/Introductions
- B. Review of the minutes of the last meeting
- C. Member Initiatives
- D. Reports of Officers
- E. Reports of Committees
- F. Report of Executive Director/WDB Administrator
- G. Election of Officers of Executive Committee
- H. Establish Meetings Calendar
- I. Transaction of other business
- J. Public comments
- K. Adjournment

Section 8.03 Agenda of Regular Meetings The order of business to be generally adopted for all regular meetings shall consist of:

- A. Call of meeting to order/Introductions
- B. Review of the minutes of the last meeting
- C. Member Initiatives
- D. Report of Chairman
- E. Report of Executive Director/WDB Administrator
- F. Old business
- G. New business
- H. Transaction of other business
- I. Public comments
- J. Adjournment

Article IX. Corporate Records, Seal and Logo

Section 9.01 Corporate Records The Corporation shall maintain all records at its principal office or at such other place as the Board of Directors may order. The Corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two business days:

- A. Meeting Minutes The Corporation shall maintain at its principal office, or at such other place as the Board of Directors may order, its book of minutes recording the proceedings of all meetings of the Directors and committees with time, place of holding whether regular or special and if special, how authorized, the notice given, the names of those present at the meetings and the number of persons present.
- B. Books of Account When appropriate, the Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- C. A copy of the Articles or restated Articles of Incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State; and
- D. A copy of these Bylaws or restated Bylaws and all amendments duly certified by the Secretary.
- E. A copy of resolutions adopted by its Board of Directors;
- F. A list of the names and business addresses of its current directors and officers and its most recent annual report delivered to the Secretary of State.
- G. Records Available to Assessors When appropriate and on request of an assessor, the Corporation shall make available at its principal office or at a place mutually acceptable, a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, possesses or controls within the county.
- H. Inspection of Records by Directors The Articles of Incorporation, Bylaws and books of account shall, at all reasonable times, be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind and the physical properties of the Corporation. Such inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection other than at a meeting shall be made in writing and directed to the

Chairman or Secretary of the Corporation. The Corporation may charge a reasonable fee for making extracts. A log of such inspections shall be maintained to document the date, material inspected and extracts copied.

- I. Inspection of Records by the Public The Articles of Incorporation, Bylaws, books of account, and the minutes of meetings of the Directors and committees shall be open to inspection on the written demand of any member of the public at any reasonable time. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. The Corporation may charge a reasonable fee for making extracts.
- J. Annual Report and Financial Statement The Board of Directors may provide for the preparation and submission to the members of the Board a written annual report, including a financial statement. Such a report, if required by the Board, shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year. The financial statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such manner and form as is dictated by sound accounting practices and be certified by the Chairman, Treasurer, or a public accountant.

Section 9.02 Corporate Seal The WDB may adopt, use and or alter a corporate seal.

Section 9.03 Corporate Logo If adopted, the logo shall be affixed to all Corporate instruments and shall be included on all correspondence and official documents generated by the WDB. Other parties may use the logo with written approval of the Corporation.

Article X. Indemnification of Directors, Officers, and Employees

Section 10.01 The Corporation may indemnify a Director, officer, or employee under the provisions of Section 5238 of the CCC or pursuant to any contract entered into with any employee who is not an officer or Director.

Section 10.02 Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 5238 of the CCC prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, or employee to repay such amount unless it shall be determined ultimately that the Director, officer, or employee is entitled to be indemnified.

Section 10.03 The Corporation may purchase and maintain insurance on behalf of any Director, officer, or employee of the Corporation against any liability asserted against or incurred by the Director, officer, or employee in such capacity or arising out of the Director's officers, or employee's status as such, whether or not the Corporation would have the power to indemnify the Director, officer, or employee against such liability under the provisions of Section 5238 of the CCC, except as provided in subdivision (1) of Section 5238 of the CCC.

Article XI. Parliamentary Procedure

Section 11.01 Parliamentary Procedure All meetings and other actions of the Corporation shall be governed by these Bylaws. Parliamentary procedures and decisions shall be made in accordance with Robert's Rules of Order, Newly Revised, in all cases to which they are applicable and to the extent in which they are not inconsistent with, or in conflict with, these Bylaws.

Article XII. Fiscal Year

Section 12.01 The fiscal year of the Corporation shall begin on the first day of July in each calendar year and end on the last day of June in the succeeding year.

Article XIII. Execution of Instruments, Checks, Deposits & Other

Section 13.01 Execution of Instruments The Board of Directors of the Corporation, except as otherwise provided in these Bylaws and upon issuance by resolution of the County of Riverside Board of Supervisors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. The WIA Administrator of the Corporation shall attest to all instruments entered into on behalf of the Corporation.

Section 13.02 Checks, Drafts & Notes Where appropriate and except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chairman or Vice Chairman of the Corporation, except that the County of Riverside and the financial procedures employed by the chief financial officer thereof may supersede this section for the purposes of the handling of funds disbursed within the local workforce investment area directly under

the federal Workforce Investment Act of 1998, in accordance with an agreement between the County and the Board of Directors of the Corporation.

Section 13.03 Deposits Where appropriate, all funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories and Board of Directors may select, in accordance with the provisions of the federal regulations and an agreement between the County and the Board of Directors of the Corporation.

Section 13.04 Loans The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Directors authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board of Directors authorizes the issuance by resolution.

Section 13.05 Contracts Upon issuance by resolution of the County of Riverside Board of Supervisors, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instruments.

Section 13.06 Books of Account When appropriate the Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 13.07 Fundraising All fund raising activities shall be approved by the WDB Board of Directors prior to implementation.

Section 13.08 Gifts When appropriate, the Board may accept, on behalf of the Corporation, any contribution gift, bequest, or device or the general purposes or for any special purposes of the Corporation.

Article XIV. Prohibition Against Sharing Corporate Profits and Assets

Section 14.01 Prohibition No Director, officer, employee, or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or profit from the operations of the Corporation. This provision shall not prevent payment to any such person of reasonable compensation for services rendered to, or for, the Corporation in carrying out any of its purposes. No such person or persons shall be entitled to share in the distribution of or receive any of the Corporation assets on dissolution of the Corporation. All agents of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution, the assets of the Corporation, then remaining after all debts have been

satisfied, shall be distributed as required by the Articles of Incorporation not, otherwise.

Article XV. Distribution of Income and Prohibition on Transfers

Section 15.01 Limitations Notwithstanding any other provision in these Bylaws, the Corporation shall be subject to the following limitations and restrictions:

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- B. The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue code of 1954 or corresponding provisions of any subsequent federal tax laws.
- C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws
- D. The Corporation shall not make any investment in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

Article I. Policies & Positions

Section 1.01 The Corporation shall refrain from any intervention in any political campaign on behalf, or in opposition of, a candidate. The Corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

Article II. Amendments

Section 2.01 Amendment of Articles The amendment of the Articles of Incorporation of the Corporation is provided for by California state law and requires the unanimous consent of the Directors and the filing of a certificate of amendment in the Office of the Secretary of State.

Section 2.02 Amendment of Bylaws The amendment of Bylaws is provided for by California state law and generally requires approval of the Board pursuant to these Bylaws.

Section 2.03 These Bylaws shall be amended, repealed and new bylaws adopted by majority vote of the members of the Board of Directors. Required notice for a meeting to change or repeal the Bylaws shall be seven days prior to the date of the meeting.

Certification of Chairman

I, the undersigned, do hereby certify:

That I am the duly elected and acting Chairman of the Riverside County Workforce Development Board, Inc., a California nonprofit public benefit Corporation; and

That the foregoing Bylaws, comprising **26** pages, constitute the Bylaws of said Corporation, as duly approved by the Board of Directors of said Corporation at a meeting duly held on **XX, 2005**.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation: this **XX day of _____, 2005**.

Jim King, Chairman Nominee
Riverside County Workforce Development Board, Inc.