



## Larimer County Workforce Development Board Bylaws

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The Larimer County Workforce Development Board is certified by the Governor of Colorado in agreement with Larimer County Board of Commissioners (BOCC) to continue as the designated Workforce Board for Larimer County.

Federal and State rules and regulations provide for program activities and require the Larimer County Board of Commissioners, as Chief Local Elected Officials, for the Larimer County Workforce Development Area to appoint a local Workforce Development Board.

### **Article I Name and Legal Authority**

The name of the organization is the Larimer County Workforce Development Board, hereinafter referred to as the “Board” or as the “LCWDB” which is authorized in accordance with the Workforce Innovation and Opportunity Act of 2014.

### **Article II Purpose**

Purpose: The LCWDB represents the community and provides employer-led, strategic leadership, convening necessary partners to assist in cultivating a well-trained, productive, and competitive workforce in our region.

The LCWDB shall conform with the WIOA and all Federal, State, and County laws/regulations. In event of changes in Federal, State, or County laws/regulations, these bylaws will be interpreted to comply with any and all regulations.

### **Article III Program Year**

The LCWDB program year shall begin on the 1st day of July and end on the 30th day of June of the following year.

### **Article IV Location**

The mailing address shall be: Larimer County Workforce Development Board, 200 West Oak Street Suite 5000, Fort Collins, CO 80521.

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## **Article V Functions and Methods of the Board**

### Section 1 Functions

The Larimer County Workforce Development Board shall be established to assist the BOCC and the Larimer County Workforce Center (LCWC) in strategic planning and oversight as outlined in the WIOA and shall **promote** effective outcomes consistent with statewide and local, goals, objectives, and negotiated local performance measures.

The LCWDB shall be operated in accordance with applicable Federal, State, and local laws and regulations including without limitation WIOA and related regulations, including any future amendments and guidance which may be issued.

In partnership with the LCWC and subject to the approval of the BOCC, the functions and responsibilities of the LCWDB shall be in accordance with the WIOA and include, but are not limited to:

- A. **Workforce Research and Regional Labor Market Analysis:** Conduct research, specified regional market labor analysis, and periodic economic and workforce analyses as a part of the local planning process, to carry out Board functions, and to assist the Governor in developing the statewide workforce and labor market information system;
- B. **Convening, Brokering, and Leveraging:** Convene the local workforce development system stakeholders to assist in the development of the local area plan, and identify non-federal expertise and resources to leverage support for workforce activities;
- C. **Employer Engagement:** Lead efforts to engage with a diverse range of employers, service providers and other entities in the region, in order to promote the participation of local area and regional private sector employers, develop effective linkages with employers, support employer utilization of the Larimer County workforce system, ensure the workforce investment activities meet the needs of employers, to develop and implement proven and promising strategies to meet workforce needs (including establishing industry and sector partnerships) and support economic growth in the region;
- D. **Local Plan:** In partnership with the LCWC and subject to BOCC approval, the LCWDB shall develop and submit a local plan to the Governor;
- E. **Career Pathways Development:** Collaborate with secondary and postsecondary education program representatives to lead efforts in the local workforce development area to develop and implement career pathways;
- F. **Proven and Promising Practices:** Identify, promote, and disseminate proven and promising strategies, initiatives, and practices for meeting the needs of employers, job seekers and workers (including individuals with barriers to employment);
- G. **Technology:** Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, job seekers, and

those with barriers to employment; help facilitate the development of intake and case management information systems, remote access, and improve digital literacy skills while leveraging resources and capacity within the system;

- H. **Program Oversight:** In partnership with the BOCC, conduct program oversight for: local WIOA youth, adult, and dislocated workforce development program activities; one-stop delivery system; and the use, management, and investment of workforce development funds to maximize performance outcomes under WIOA.
- I. **Negotiation of Local Performance Accountability Measures:** The Board, the BOCC, and the Governor shall negotiate and reach agreement on local performance accountability measures as described in WIOA.
- J. **Selection of Operators and Providers:** Select one-stop operators through a competitive procurement process and may terminate for cause the eligibility of operators, identify eligible providers of youth workforce development activities and award grants or contracts on a competitive basis, identify eligible adult and youth training providers, and also ensure the provision of opportunities that lead to competitive employment for individuals with disabilities; in conjunction with the State, ensure there are sufficient numbers and types of career and training service providers in a manner that maximizes consumer choice;
- K. **Memorandum of Understandings (MOUs) and One-Stop Certification:** Consistent with an approved State plan the LCWDB shall develop and enter into MOUs with each one-stop partner, certify one-stop partners at least every three years, terminate one-stop operators for cause, and conduct oversight with respect to the one-stop delivery system.
- L. **Coordination of Education Providers:** Coordinate activities with education and training providers including
- M. **Budget and Administration:** LCWDB shall recommend and approve a budget for the activities of the LCWC, consistent with the local workforce development plan, and the duties of the LCWDB under WIOA;
- N. **Accessibility for Individuals with Disabilities:** The Board shall annually assess the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with the Americans with Disability Act of 1990.

The Board shall carry out its functions and responsibilities as outlined by the Workforce Innovation and Opportunity Act of 2014 and the federal and state WIOA regulations. The Board may adopt additional functions and responsibilities that are not inconsistent with any and all applicable state or federal law or these bylaws.

## Section 2 Methods

The LCWDB shall perform duties in accordance with these methods:

- A. **Convener** – Connect community, government, business, and education to focus on community workforce issues.
- B. **Labor Market Information** – Develop, disseminate and understand local and regional labor market and economic information and trends.
- C. **Broker** – Bring together systems to address common problems and broker new relationships with businesses and workers.
- D. **Community Advocate** – Advocate for the importance of a well-trained, productive, and competitive workforce, providing perspective about the need for and availability of skilled workers.
- E. **Capacity Builder** – Enhance the local workforce development area and Central planning region's ability to meet the workforce needs of local employers.

### **Article VI Staffing and Support**

Staffing and support of the LCWDB shall be provided by the Larimer County Workforce Center at the direction and discretion of the Workforce Center Director in coordination with the LCWDB Staff Liaison and the Economic Development Department. The LCWC will provide staff support to the LCWDB to the extent that time and budget permits.

The staff shall:

- A. Provide staff support and technical assistance to the Board.
- B. Maintain membership lists, attendance records, and record of actions taken by the LCWDB.
- C. Take, prepare, and distribute minutes of meetings of the Board.
- D. Compile and distribute materials and information pertinent to Board activities.
- E. Prepare plans and reports as required.
- F. Report to the Board on the status of programs, activities and legislation.
- G. Provide staff support for LCWDB initiatives and projects as time and budget permit.

## **Article VII Membership**

### Section 1 Size and Composition

- A. The LCWDB shall consist of a minimum of 21 members and a maximum of 35 members. Members will be appointed by the BOCC as outlined in section xx.
- B. Membership of the LCWDB shall conform to all requirements of the WIOA, including, but not limited to:
1. **Business Representatives:** – At least the majority (51%) of LCWDB membership must be representatives of business in the local area. The business representatives shall include owners of businesses, chief executives or operating officers of business or other business executives, including small businesses, business organizations, or human resources executives with optimum policy-making or hiring authority that provide employment opportunities in in-demand sectors or occupations as defined in WIOA. Efforts will be made to include broad representation of businesses throughout the County.
  2. **Workforce Representatives:** No less than twenty percent (20%) of Board members shall be representatives of the workforce who represent:
    - i. At least two (2) members shall be representatives of labor organizations.
    - ii. At least one (1) member shall represent a joint labor-management, or union affiliated registered apprenticeship program.
    - iii. The remaining workforce representatives may include:
      - Representatives of community-based organizations with experience and expertise in addressing the employment, training, or education needs of individuals with barriers to employment;
      - One or more representative or organizations that have demonstrated experiences and expertise in addressing the employment, training, or education needs of eligible youth.
  3. **Other Required Representatives:**
    - i. **WIOA Title II** – At least one (1) representative of an eligible provider administering adult education and literacy activities under WIOA title II.
    - ii. **Education** - At least one (1) representative from an institution of higher education providing workforce development activities, including community colleges.
    - iii. **Economic and Community Development** – At least one (1) member must represent an economic and community development agency.
    - iv. **Wagner-Peyser** – At least one (1) member must represent the State of Colorado Employment Service Office under Wagner-Peyser serving the local area.

- v. **Rehabilitation** – At least one (1) member must represent programs carried out under Title I of the Rehabilitation Act of 1973.
- C. It is preferred that LCWDB members reside in or be representatives of businesses or organizations located in Larimer County.
- D. A single member of the LCWDB may be appointed as a representative of more than one entity on the LCWDB if the individual meets the criteria for representation. No matter how many membership categories an individual represents, the individual is only entitled to one vote.
- E. Membership may include other individuals or representatives of entities as the BOCC may determine to be appropriate
- F. Any Board member who no longer meets the criteria under which they were appointed shall notify the LCWC staff in writing within 15 days of the status change. The Executive Committee will review all status changes and has the authority to make recommendations to the BOCC regarding eligibility for continued LCWDB membership.

#### Section 2 Attendance

It shall be the policy of the LCWDB that Board members attend, at a minimum, 66% of the regularly scheduled official LCWDB meetings. Absences in excesses shall constitute just cause for recommendation for removal. A recommendation for removal shall only be made after review by the Executive Committee of the circumstances surrounding the absences. The following procedures shall be followed: The Executive Committee shall meet, discuss the circumstances, and make their recommendation to remove or not remove the member. In the event removal is recommended, the BOCC will be notified of the recommendation.

#### Section 4 Non-Voting Membership – Associate Members

In addition to LCWDB members there shall be LCWDB associate members. Associate Board members are nonvoting members of the board. The LCWDB seeks a balance of expertise across workforce issues. Associate members are an integral part of the LCWDB, serving as a liaison with interested associations and organizations.

The role of the Associate member is to:

- a. Assist in fulfilling the LCWDB in its mission and in performing its functions
- b. Will promote the purposes and objects of the LCWDB
- c. Serve on committees, task forces, and or work groups

## Associate Terms and Membership

- a. Associate members is open to any organization that supports the purpose of the LCWDB. Individuals interesting in serving as an Associate member must attend at least three (3) regular Board meeting prior to submitting a formal Associate member application.
- b. Membership shall be granted upon a majority vote of the Executive Committee. Appointment will be for a term of two year, subject to annual review by the Executive Committee.
- c. Associate Board Members serve on a volunteer basis. Any Associate member may resign by giving written notice to the LCWC staff. The resignation will be effective immediately upon receipt of such notice.
- d. Associate members may not serve as Officers or Chair committees.
- e. Associate members shall abide by all the bylaws of the LCWDB.

## **Article VIII**

### **Nominations and Appointments, Vacancies, Resignations, and Terminations**

#### Section 1 Nominations and Appointments

- A. Nominations for the LCWDB will be solicited annually from the community including the private sector, business organizations, business trade organizations, labor and union associations, and other interested organizations and institutions. The Executive Committee will review all nominations and will forward recommendations for appointment to the Larimer County Board Commissioners for review and approval.
- B. Of those members initially appointed by the Larimer County Commissioners one-half ( $\frac{1}{2}$ ) shall be appointed for a one year term and one-half ( $\frac{1}{2}$ ) shall be appointed for a two year term from July 1 to June 30, which may be renewed.
- C. The appointment terms shall be proportionately distributed in each category of membership.
- D. Appointments will be staggered to the extent possible to ensure only one-half ( $\frac{1}{2}$ ) of the membership expires in a given year.
- E. Thereafter, members appointed to the LCWDB shall serve two year terms, except vacancy appointees who shall serve the remaining term of their predecessor.

## Section 2 Vacancies

- A. A member's position on the LCWDB shall become vacant upon failure to attend regularly scheduled meetings as required in these bylaws, his or her death, resignation, or upon removal by the BOCC.
- B. Vacancies shall be filled promptly. LCWC staff shall notify the BOCC of any vacancies with ten (10) business days. New members shall be solicited and selected as specified in Nominations section of these Bylaws and the WIOA. Appointments to vacancies will be for the duration of the unexpired term with the opportunity for reappointment to a new term once the unexpired term is complete.

## Section 3 Resignations

A Member may resign at any time by giving written notice to the LCWC staff. The resignation shall take effect immediately upon receipt thereof by such persons unless otherwise specified in the notice, and the acceptance of the resignation will not be required to make it effective.

## Section 4 Terminations

LCWDB members serve at the pleasure of the BOCC. The BOCC may remove a member for any reason.

## **Article IX Compensation**

The members of the WDB shall serve without compensation except for any expenses pre-authorized by the LCWC Director for expenses incurred in connection with their duties, including transportation, meals, and lodging; in accordance with all applicable policies and regulations.



## **Article X Meetings**

- A. **Regular Meetings:** There shall be a minimum of five meetings annually, with additional meetings called by the Chair as needed. Meeting dates shall be established by the Board. The LCWDB shall make the time and date available to the public, on a regular basis, through advertised, open meetings.
- B. **Special Meetings:** The WDB Chairperson may call special meetings with no fewer than ten (10) business day notification of the membership.
- C. **Committee Meetings:** The LCWDB may establish committees or workgroups to assist the LCWDB in carrying out its duties or current work. A current LCWDB member shall serve as chair.
  - i. Committees or workgroups may include individual(s) who are not appointed to the LCWDB so long as the LCWDB Executive Committee determines the individual(s) has expertise or interest in the topic/task of the committee.
  - ii. All members of committees shall be appointed by the LCWDB Executive Committee in consultation with the LCWC.
- D. **Executive Session:** All meetings of the Board shall be open to the public except that upon a majority vote of those present the board may vote to go into executive session for the consideration of personnel matters or other issues allowed under C.R.S. 24-6-402 (4), and executive session minutes shall be kept in accordance with C.R.S. 24-6-402 (2) (d.5) (II).
- E. **Public Access and Sunshine Act:** All meetings of the WDB are open to the public, pursuant to the Open Meeting Law of the Colorado Sunshine Act (24-6-402, C.R.S.) As such, notice of WDB meetings will be posted within a reasonable time prior to each meeting in an area that is open to public view.
  - a. In addition, the following activities of the LCWDB and the Larimer County Workforce Center will be available to the public: Local plan prior to submission, Board membership, designation of one-stop operators; award of grants/contracts to eligible providers of youth activities; and minutes of formal meetings of the board.
- F. **Quorum:** Board Meetings: A quorum at any meeting of the Larimer County WDB shall consist of not fewer than fifty percent plus one of the voting members. Vacancies do not count toward a quorum.
- G. **Meeting Procedures:** Unless superseded by rules adopted by the Board, or by local, state, or federal law, meetings shall be conducted generally in keeping with the latest edition of Robert's Rules of Order, but shall be as informal as is appropriate to the situation.

## **Article XI Committees**

The LCWDB may establish standing committees and other committees or subcommittees it deems necessary to carry out the functions of the board.

**Authority:** When established, such committees or subcommittees will, after careful consideration, forward recommendations to the board for appropriate action. No committee shall take any public or formalized action on any resolution, or commit the LCWDB on any question of policy without prior approval of the LCWDB, and the LCWC. All committee meetings shall be open to the general public.

### Section 1 Standing Committees:

The Executive Committee (EC) shall be a standing committee comprised of the following Board members: Chairperson, Chair-elect, and a Secretary-Treasurer. Additional executive committee members may be appointed by a majority vote of the EC or additional offices may be elected by the Board, including a Co-chair, second Chair-elect and, one or more Assistant Secretary-Treasurers, as may be necessary or desirable for the business of the LCWDB. The Executive Committee shall, during the intervals between meetings of the LCWDB, exercise the functions of the Board that may be subject to final action by the LCWDB. A majority of all the members shall constitute a quorum.

Functions of the EC:

- Reviewing and summarizing issues for the full Board.
- Providing recommendations to the full Board on any business matters
- Developing and approving full board agenda items
- Providing program oversight and fiscal management as required under WIOA

While the EC may choose to take any decision to the full Board, it is empowered to make decisions on items such as:

- Approving Financial Documents of the LCWC
- Approving Committee appointments
- Appointing additional Executive Committee members
- Assigning Committee Function
- Making recommendations to the BOCC regarding Board membership
- Appointing Advisory members
- Making policy recommendations regarding bylaws, MOUs, LCWC policies and other matters related to building the organization to the full Board.

The Executive Committee may also function as the One-Stop Delivery System Standing Committee as defined by the Workforce Innovation and Opportunity Act to meet, review, and discuss the results of the parties' monitoring reports to assess whether any changes or adjustments are needed in the processes and procedures. The parties shall negotiate modifications to the provisions of the Memorandum of Understanding (MOU) and proceed to amend the MOU.

### Section 2 Ad Hoc Committees

**Ad Hoc Committees:** Except for standing committees, all other committees and subcommittees shall be ad hoc

The Executive Committee may create ad hoc committees as deemed necessary and appropriate to conduct the process for nominating officers to the LCWDB; review and make recommendations for amendments to the bylaws; and for other purposes such as addressing specific programs, strategic initiatives, and issues of concern to the Board. Unless specified otherwise, ad hoc committees shall serve in an advisory capacity only. The EC shall appoint a private-sector member for Chairperson. The EC may appoint individuals, including board members and non-members, to various ad hoc committees of the LCWDB, as appropriate. Ad hoc committees shall report on their activities to the LCWDB and/or Executive Committee on a regular basis and may be dissolved at any time by the Executive Committee.

## **Article XII Officers**

### Section 1 Officers

The officers of the LCWDB shall be a Chairperson, Chair-elect, and a Secretary-Treasurer. Additional offices may be elected, including a Co-chair, second Chair-elect and, one or more Assistant Secretary-Treasurers, as may be necessary or desirable for the business of the LCWDB. Each officer must be a Board member during his/her entire term of office. If the Board establishes standing or other committees, the Chair of those committees will become members of the Executive Committee.

The Chair and Chair elect shall be members representing business. Sole proprietor business representatives are not eligible to serve as chair or chair-elect.

### Section 2 Election of Officers

The election of the officers will be held by the end of December of each year. A Nominating Committee shall be appointed by the Chairperson at the September or October board meeting and shall be responsible for presenting to the LCWDB recommendations for candidates for the officer positions. The LCWDB will receive the Nominating Committee report, review additional candidates if presented, and elect the officers who shall take office January 1<sup>st</sup> for a one year term. Officers may serve multiple terms.

### Section 3 Officer Duties

#### **The LCWDB Chair Shall:**

- a. Represent the LCWDB as appropriate
- b. Sign all documents requiring LCWDB approval
- c. Preside over all regular, special, and Executive Committee meetings of the LCWDB
- d. Serve as Chair of the Executive Committee of the LCWDB
- e. Encourage best and broadest participation possible from all Board members
- f. Provide information for the preparation of the agenda for LCWDB meetings
- g. Assign and delegate such responsibilities as needed.

#### **The LCWDB Chair Elect Shall:**

- a. The Chairperson Elect shall become familiar with the office of Chairperson. The Chairperson Elect shall lead meetings of the LCWDB in the Chairperson's absence.
- b. Represent the LCWDB as appropriate
- c. Encourage best and broadest participation possible from all Board members

#### **The LCWDB Secretary-Treasurer Shall:**

- a. The Secretary shall maintain all official minutes and records, including financial records, of the LCWDB with assistance of the LCWC staff.
- b. Represent the LCWDB as appropriate
- c. Encourage best and broadest participation possible from all Board members

## **Article XIV Voting**

Each member of the LCWDB shall be entitled to one vote on an action. No member of the LCWDB shall cast a vote or participate in the debate on any matter which has direct bearing on services to be provided by the member or any organization with which that member is associated, or would otherwise be the basis for a conflict of interest, as outlined in these bylaws in Article xx. Conflict of Interest Section.

Unless otherwise stated in the bylaws, action brought before the LCWDB shall be resolved by a vote of a simple majority of the members present, provided a quorum is present.

### Section 1 Proxy Voting

Proxy voting is permitted for voting members but is limited to two (2) occurrences per calendar year. Board members wishing to utilize proxy voting must notify the chair and the LCWC staff to the board no less than

24 hours prior to the meeting via email. The proxy may only be exercised by another voting member of the Board as designated in the written notice. For purposes of constituting a quorum, a proxy will be considered as a member present.

### Section 2 Electronic Voting

For purposes of taking action without a meeting, solicitation via electronic balloting and voting shall be permitted hereunder with written consent of all Board members. Such procedure shall be initiated by the electronic distribution of all related materials for consideration by the Board. Each vote shall be set in motion to address one issue only. If additional issues need to be addressed, a separate vote shall be initiated. A majority of LCWDB members must vote electronically to constitute a quorum.

Procedure: For issues requiring Board decisions or actions that could not be completed at scheduled meetings, or which require resolution before the next scheduled formal Board meeting, the following procedures will be followed:

- a. Those eligible to vote will be sent the request for vote from the Moderator (LCWC staff member) with all related information.
- b. Any member may respond by opening a discussion, requesting clarification or by presenting or seconding a motion. If a discussion is opened the Moderator will provide a time limit for the discussion period.
- c. After a motion has been seconded, voting will be open for a minimum of two (2) business days. The electronic voting options are Yes/No/Abstention.
- d. The Moderator shall send confirmation back to all voters at the end of the voting period with the votes cast.
- e. A record of the Board action shall be included in the minutes of the following Board meeting.

## **Article XV Bylaws**

These bylaws may be amended or repealed in whole or in part by a majority of all of the voting members of the LCWDB. Such action must be announced in the notice of such meetings and changes to the bylaws are with concurrence of the BOCC and the Larimer County Attorney.

## **Article XVI Conflict of Interest**

A member of the Board shall avoid the appearance of conflict of interest by not voting in, or participating in, any decision by the board regarding the provision of services by such member, or any organization or business which that member directly represents, or on any matter which would provide direct financial benefit to that member, the member's immediate family, or any organization which that member directly represents.

Business conflict of interest is defined as any ownership of the business, receiving any gross income during the previous or current year from the business, or ownership in real property relating to the business valued at \$10,000 or more.

Organization conflict of interest is defined as (i) being employed by the organization; and/or (ii) being a member of the board of directors, commission, council, or other direct governing body of the organization; and/or (iii) being a creditor of the organization in an amount in excess of \$10,000; and/or (iv) being an equity owner of any portion of the organization.

Neither membership on the local LCWDB nor the receipt of WIOA funds to provide training and related services, by itself, violates these conflict of interest provisions.

### **Article XVII Board Indemnification**

To the extent set forth in the Applicable Laws, the County shall indemnify any person in connection with such person's performance as a Member, officer, employee, or volunteer of the LCWDB or any of its committees, councils, or informal working groups. Exception shall be made, however, in relation to matters involving fraud or criminal misconduct in the performance of duty.

Approved by the Workforce Development Board this 8<sup>th</sup> day of June, 2016.