



# **GOVERNING BOARD BYLAWS**

**Revised: 2/17/22**

**TABLE OF CONTENTS**

**ARTICLE I — PURPOSE AND FUNCTIONS.....1**

    A. AUTHORIZATION.....1

    B. PURPOSE.....1

**ARTICLE II — MEMBERSHIP .....1**

    A. MEMBERSHIP AND APPOINTMENT.....1

    B. TERMS OF APPOINTMENT .....1

**ARTICLE III — REMOVAL AND RESIGNATION OF MEMBERS .....1**

    A. REMOVAL OF MEMBERS .....1

    B. RESIGNATION OF MEMBERS .....2

**ARTICLE IV — DUTIES OF MEMBERS.....2**

    A. ATTENDANCE.....2

    B. NOTIFICATION OF ABSENCE .....2

**ARTICLE V — MEETINGS AND ACTIONS.....3**

    A. SCHEDULE OF REGULAR MEETINGS .....3

    B. NOTICE OF REGULAR MEETINGS.....3

    C. SPECIAL MEETINGS .....3

    D. QUORUM.....3

    E. PUBLIC MEETINGS .....3

    F. MEETING MINUTES.....3

    G. APPROVAL OF MINUTES.....4

    H. MAJORITY RULE.....4

    I. RULES OF ORDER .....4

**ARTICLE VI — OFFICERS.....4**

    A. OFFICERS.....4

    B. TERMS OF OFFICE .....4

    C. ELECTION OF OFFICERS .....4

    D. CHAIRPERSON.....4

    E. VICE CHAIRPERSON .....5

**ARTICLE VII — CONFLICT OF INTEREST .....5**

    A. VOTING .....5

    B. DISCLOSURE.....5

    C. RECORD OF ABSTENTION .....5

    D. APPLICATION .....5

**ARTICLE VIII — BYLAWS .....6**

    A. ADOPTION .....6

    B. IMPLEMENTATION.....6

    C. AMENDMENTS .....6

    D. REVIEW .....6

    E. STANDING OF BYLAWS .....6

**ARTICLE I — PURPOSE AND FUNCTIONS**

**A. AUTHORIZATION**

The North Central Counties Consortium (NCCC) Governing Board is established pursuant to the Revised Joint Exercise of Powers Agreement between the counties of Colusa, Glenn, Sutter and Yuba and the Workforce Innovation and Opportunity Act (WIOA) of 2014.

**B. PURPOSE**

The purpose of the Governing Board is to exercise its powers to develop and operate a four county workforce development system. The Governing Board shall exercise the powers and functions granted to local governments of each member county under any workforce development legislation adopted by the federal government or the State of California.

**ARTICLE II — MEMBERSHIP**

**A. MEMBERSHIP AND APPOINTMENT**

1. As authorized by the Joint Exercise of Powers Agreement, membership of the Board is established to be composed of four members selected as follows:
  - a) One member of the Board of Supervisors of Colusa County;
  - b) One member of the Board of Supervisors of Glenn County;
  - c) One member of the Board of Supervisors of Sutter County; and
  - d) One member of the Board of Supervisors of Yuba County.
  
2. The following criteria will be used for all Board appointments:
  - a) Each Board member must be a member of the Board of Supervisors in his or her respective county;
  - b) Each Board member must be appointed by the Board of Supervisors in the county he or she represents and be given full authority by that county's Board of Supervisors to act on their behalf.

**B. TERMS OF APPOINTMENT**

Governing Board members shall be appointed to serve a term length determined by the Board of Supervisors on which that Governing Board member sits.

**ARTICLE III — REMOVAL AND RESIGNATION OF MEMBERS**

**A. REMOVAL OF MEMBERS**

Members may be removed for cause or because of absence in accordance with the following criteria:

1. Removal for Cause

Cause shall be defined as a majority determination of the full NCCC Governing Board that the member is unable to effectively represent the county which he or she represents, or no longer complies with the membership requirements stated in Article II, Section A.

2. Removal for Absenteeism

Members may be removed from membership on the Governing Board if the member is absent from more than three (3) consecutive regular full meetings of the NCCC Governing Board. A member with a substantial pattern of absences may be removed from membership.

The Chairperson shall recommend to the Board the removal of any member(s) based on cause or absence. Removal of a member shall require an affirmative vote of not less than three members of the NCCC Governing Board where a quorum is present as provided in Section 3(c) of the NCCC Joint Exercise of Powers Agreement. Upon removal of a Board member, the Governing Board shall make an immediate request to the county formerly represented by the removed member that a new Board member be designated and appointed to the Governing Board.

**B. RESIGNATION OF MEMBERS**

1. Resignation of NCCC Governing Board members should be effected by a written letter of resignation submitted to the Chairperson of the Governing Board, and to the Board of Supervisors for the county he or she represents.
2. If a member is absent from four (4) consecutive regular full meetings of the NCCC Governing Board, without notification as specified in Article IV, and after a good faith effort by the Chairperson to contact member regarding the absences, the member shall be considered to have resigned.

**ARTICLE IV — DUTIES OF MEMBERS**

**A. ATTENDANCE**

Members shall attend regularly-scheduled meetings of the Governing Board and joint Governing Board/Workforce Development Board (WDB) meetings. Governing Board members may be required to attend special and emergency meeting as necessary.

**B. NOTIFICATION OF ABSENCE**

Members shall notify the Chairperson of the Governing Board of any expected absence for a meeting by 5:00 PM of the day before the meeting, indicating good and sufficient reasons for the absence. Such notification may be direct or through staff of the NCCC.

## **ARTICLE V — MEETINGS AND ACTIONS**

### **A. SCHEDULE OF REGULAR MEETINGS**

1. The Governing Board shall adopt a schedule of regular meetings and transmit that schedule to all Board members, the WDB, and the public at large.
2. Regular meetings may be canceled either by the Chairperson or by a majority vote at a meeting. Alternate dates for the regular meeting may be set in the same manner.

### **B. NOTICE OF REGULAR MEETINGS**

Notice of regular meetings specifying time, date, location and agenda, shall be provided, in writing or electronically, to Governing Board members and the WDB no less than seven (7) days prior to the scheduled meetings. An agenda shall be publically posted and distributed upon request to the public no less than 72 hours before a regular meeting of the Governing Board in accordance with California Government Code section 54954.2 (Ralph M. Brown Act).

### **C. SPECIAL MEETINGS**

Special meetings of the Governing Board may be called either by the Chairperson or at the request of a majority of Governing Board members. Notice of special meetings shall be delivered to members personally, by mail, or electronically, and must be received twenty-four hours in advance of time of the meeting. Said notice must state the business to be considered. Special meetings shall be called and conducted in accordance with California Government Code section 54956.

### **D. QUORUM**

1. For the purpose of conducting a meeting, a quorum of the Governing Board shall be a majority of all members of the Governing Board.
2. For purpose of voting on policy or contract issues, Board members who have disqualified themselves due to a conflict of interest will not be considered in the determination of a quorum.

### **E. PUBLIC MEETINGS**

All meetings of the NCCC Governing Board shall be open, public, and noticed in conformance with the Ralph M. Brown Act, California Government Code section 54960, et. seq., as amended.

### **F. MEETING MINUTES**

The recording secretary shall record in the minutes: the time and place of the meeting; members who are present; official acts of the Governing Board; and the number of votes of

members, ayes, nays, and abstentions, except when the action is unanimous. When requested by a member, his or her dissent or approval, and reasons, shall be recorded. When a member abstains due to a conflict of interest, his or her abstention and the reason shall be recorded.

#### **G. APPROVAL OF MINUTES**

The minutes shall be presented for approval at the succeeding regular meeting.

#### **H. MAJORITY RULE**

Decisions and acts made by majority vote of the Board members at any properly-noticed meeting shall be regarded as acts of the Board except as otherwise provided by these Bylaws.

#### **I. RULES OF ORDER**

The current version of Robert's Rules of Order shall guide the Governing Board in all proceedings, except as otherwise provided for in these Bylaws.

### **ARTICLE VI — OFFICERS**

#### **A. OFFICERS**

Officers of the NCCC Governing Board shall be the Chairperson and the Vice-Chairperson.

#### **B. TERMS OF OFFICE**

Both the Chairperson and Vice Chairperson shall serve two year terms. Both positions may be retained indefinitely by reelection pursuant to the provision set forth in Section C of this Article.

#### **C. ELECTION OF OFFICERS**

Election of officers shall be held every two years at the first meeting of every odd numbered year. Each office shall be filled by a Board member meeting the qualification requirements stated in Article II, Section A of these Bylaws. Board members will be elected to office through a majority vote of all Board members.

#### **D. CHAIRPERSON**

The duties of the Chairperson shall be to preside at Governing Board meetings, decide points of order, announce all business, entertain motions, put motions to vote, and announce vote results. The Chairperson may call special and emergency meetings of the Governing Board and WDB.

## **E. VICE CHAIRPERSON**

The Vice Chairperson shall perform the duties of the Chairperson in his or her absence. If the Chair becomes vacant, the Chairperson-Elect shall succeed to the Chair for the balance of term of office.

## **ARTICLE VII — CONFLICT OF INTEREST**

### **A. VOTING**

No member of the Governing Board shall cast a vote or attempt to influence the body on any matter that has direct bearing on services to be provided by or which would financially benefit such a member or any organization with which such member is affiliated. However, nothing in these Bylaws shall necessarily preclude any Board member from casting a vote on a matter that has the effect of generally benefitting the county represented by that member, or any department or agency thereof, where interest is based solely on that member's seat on the Board of Supervisors.

1. For purposes of this Article, "any matter that has direct bearing" shall include policy and funding decisions that affect any organization in direct competition for funding with an organization such member represents or that would provide direct financial benefit to such member or the immediate family members of such member.
2. For purpose of this Article, "represents" includes the following types of affiliation: director, board member, advisor, paid consultant or employee.

Governing Board members shall make every attempt to avoid personal conflict of interest in awarding financial assistance, and in conducting procurement activities involving funds under the Workforce Innovation and Opportunity Act.

### **B. DISCLOSURE**

In order to avoid conflict of interest or the appearance of such conflict, each member shall comply with any conflict of interest code adopted by the Governing Board and the Board of Supervisors. In addition, members shall submit to the Chairperson a written listing of his or her pertinent affiliations as described in Article VII, Section A(2).

### **C. RECORD OF ABSTENTION**

Minutes of meetings shall record the abstentions of members who are prohibited from voting due to conflict of interest.

### **D. APPLICATION**

The prohibitions shall apply to regular, special, and emergency meetings of the Governing Board.



## **ARTICLE VIII — BYLAWS**

### **A. ADOPTION**

An affirmative vote of no less than three Governing Board members, a quorum being present, shall be required to adopt these Bylaws.

### **B. IMPLEMENTATION**

Following adoption, the Governing Board shall move to implement the requirements of these Bylaws.

### **C. AMENDMENTS**

Any member of the Governing Board may propose amendments to the Bylaws. An affirmative vote of no less than three Governing Board members, a quorum being present, shall be required to amend these Bylaws.

### **D. REVIEW**

At least annually, and otherwise as needed, the Governing Board shall conduct a review of these Bylaws for appropriateness of language, content and possible amendments.

### **E. STANDING OF BYLAWS**

Nothing in these Bylaws may, nor shall they be construed to, take precedence over Federal, State or local laws or regulations.