



March 28, 2019

Board of County Commissioners
Clackamas County

Members of the Board:

Approval of Amendments to the Clackamas Workforce Partnership (CWP) Bylaws

Purpose/Outcomes	Approval of amendments to the Clackamas Workforce Partnership bylaws.
Dollar Amount and Fiscal Impact	N/A
Funding Source	N/A
Duration	N/A
Strategic Plan Alignment	<ul style="list-style-type: none">• Build public trust through good government• Grow a vibrant economy
Previous Board Action	N/A
Contact Person	Cindy Moore, Business & Community Services, Economic Development, 503-742-4328

BACKGROUND:

During a recent monitoring visit by the Higher Education Coordinating Commission (HECC), it was determined that the quorum requirements in the Clackamas Workforce Partnership's (CWP) bylaws were not consistent with HECC policy and Workforce Innovation and Opportunity Act (WIOA) guidelines. In addition, CWP also identified several other desired bylaws amendments.

Accordingly, CWP is proposing the following bylaws amendments:

- Article IV, sub-sections 3, 5 and 6 have been updated to clarify language regarding terms and the reapplication process.
- Article V, sub section 8 has been updated to reflect new guidelines for signatory authorization.
- Article VI, sub-section 3 has been updated to reflect HECC/WIOA quorum definition guidelines, namely:
 - A simple majority (51%) of members, excluding vacancies AND
 - Of those members in attendance, no fewer than 25% are business representatives.
- Article VII, section 5 allowing for reimbursement of expenses incurred with performance of Board duties has been removed.
- Throughout the entire bylaws document, references to "the Clackamas Workforce Partnership" have been updated to "Clackamas Workforce Partnership".

County Counsel has reviewed and approved these changes.

RECOMMENDATION: Staff respectfully recommends that the Board approve the bylaws amendments proposed by CWP.

ATTACHMENTS:

1. Amended Clackamas Workforce Partnership Bylaws

Respectfully Submitted,

Laura Zentner, Director
Business & Community Services

WORKFORCE INVESTMENT COUNCIL OF CLACKAMAS COUNTY, INC.

An Oregon Public Benefit Corporation

BYLAWS

ARTICLE I.

Section 1: The Workforce Investment Council of Clackamas County, Inc. is an Oregon nonprofit corporation which does business as “Clackamas Workforce Partnership” (CWP). Hereinafter, Workforce Investment Council of Clackamas County, Inc. shall be referred to as “CWP.”

Section 2: CWP was organized under Chapter 65 of the Oregon Revised Statutes, and was approved by Clackamas County Board of County Commissioners, (CCBCC).

Section 3: CWP is established to implement workforce development programs including the Workforce Innovation and Opportunity Act, hereinafter referred to as WIOA, to represent Clackamas County in Oregon's workforce development system, and to act as a public benefit corporation operated in Oregon for educational and charitable purposes and for the promotion of social welfare in accord with sections 501(c)(3) of the Internal Revenue Code of 1954.

Nominations and appointments to the CWP Board of Directors shall be made in accordance with WIOA Section 107 and any additional State of Oregon or CCBCC requirements,

CWP shall ensure that its board members actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers and leveraging support for workforce development activities.

Section 4: The primary area to be served by CWP shall be Clackamas County, Oregon.

Section 5: The official office location and mailing address shall reside within Clackamas County.

ARTICLE II.

Purpose

CWP's purpose shall include representing Clackamas County in Oregon's workforce development system, implementing WIOA and other workforce development programs, and to act as an Oregon public benefit corporation operated for educational and charitable purposes and for the promotion of social welfare in accord with sections 501(c)(3) of the Internal Revenue Code of 1954.

Subject to the foregoing purposes and the requirements of Code Section 501(c)(3), CWP shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

ARTICLE III.

CWP Membership

The CWP shall have no members or stockholders.

ARTICLE IV.

Board of Directors

- Section 1:** The affairs of the corporation shall be managed by its Board of Directors, which is the Clackamas County Workforce Development Board appointed in accordance with Article 1, Section 3 of these bylaws.
- Section 2:** CWP Board of Directors shall serve at the pleasure of the Clackamas County Board of County Commissioners. CWP Board of Directors are expected to attend all regularly scheduled meetings and shall not delegate their vote to any other individual. Any member who does not attend at least half of the regularly scheduled meetings during any fiscal year may forfeit the office upon review of the CWP Board of Directors. Any member of the Board of Directors may be suspended or expelled from membership on the Board of Directors upon affirmative vote of two-thirds (2/3) of the membership as a recommendation to the CCBC. If a Director's employment status changes in his/her elected term, a written notification must be sent to the Board of Directors within 30 days of said change. The Director, under approval of the Board of Directors, has 90 days to requalify for a CWP Board position. Failure to requalify will result in removal from the CWP's Board of Directors. Nothing in these bylaws is intended to preclude the possibility of interested members being considered for reappointment after expiration of a term.
- Section 3:** Members of the Board of Directors shall be appointed for a three-year term, with a maximum of three, consecutive terms with the intention that approximately one-third of the members terms expire each year.
- Section 4:** To the extent reasonably possible, the membership of the Board shall conform to the requirements of the federal Workforce Innovation and Opportunity Act of 2014 and shall reflect the diversity of the regional workforce.
- Section 5:** The Board of Directors shall have the power to create both standing and ad-hoc committees, advisory groups, and task forces, the members and chairs of which shall be appointed by the Chair of the Board. The Committee Chairs shall be private-sector members of the Board and may have a co-chair from the public sector.
- Section 6:** If a board member resigns mid-term, a new member will be appointed by the CCBC.
- Section 7:** In order to provide historical perspective, at the expiration of term limits, a retiring Board member may choose to continue service to the Board as a "Legacy Member", with approval by the Chair of the Board. Legacy Members may serve on committees, may vote at committee meetings, but would not be eligible to vote at Board of Director or Executive Committee meetings.
- Section 8:** After the expiration of the three-consecutive-term limit, retired Board members may choose to reapply for an appointment to the Board after a 12 month break in service.

ARTICLE V.

Officers

- Section 1:** The CWP Board of Directors shall elect officers at the annual board meeting. The annual meeting is the first full Board meeting after the start of the program year.
- Section 2:** Officers of the Board of Directors of the corporation shall consist of a Chair, Vice Chair, Secretary, and Treasurer. The officers shall be representatives of the private sector. Such other officers as may be deemed necessary by the Board of Directors may be appointed from time to time.
- Section 3:** The elected officers and the immediate Past Chair of the Board of Directors, at least four (4) members of the Board, shall constitute the Executive Committee of the Board of Directors.
- The Board of Directors may delegate to the Executive Committee or to the Chair alone such duties and responsibilities as may be deemed necessary from time to time to carry out CWP activities. The activities and decisions of the Executive Committee shall be regularly reported to the Board of Directors by the Chair, and the minutes of all Executive Committee meetings shall be provided to the Board.
- The Board has the power to fill officer vacancies at any regular meetings and individuals so selected will serve until the annual meeting.
- Section 4:** The Chair is the Chief Executive Officer of the corporation and shall generally control and supervise all of the business and affairs of CWP. The duties of the Chair shall be to preside at all meetings of the corporation, to appoint committees and their chairpersons as needed, and to generally perform all duties incident to the office of Chair.
- Section 5:** The duties of the Vice Chair shall be to perform the duties of the Chair in the absence of the Chair, and to perform such other duties and responsibilities as are set by the Board of Directors, or the Chair.
- Section 6:** The Secretary of the corporation shall be responsible for the maintenance of CWP records, to review all minutes of the meetings, and to perform such other duties assigned by the Board of Directors, or the Chair.
- Section 7:** The duties of the Treasurer shall be established by the Board of Directors, or the Chair, and shall generally include governance of all funds held in the name of and managed by CWP, and reporting on the financial status of the corporation and the budget status of programs and services. Reporting will occur to the Board of Directors through the Executive Committee at full Board meetings.
- Section 8:** Documents to be signed by the corporation are binding when signed by a signatory authorized by board resolution.

ARTICLE VI.

Meeting Procedure, Voting Rights, and Quorum

Section 1: Meeting Procedures:

- A. The corporation shall hold regular meetings as necessary, but no less than four (4) per program year, to conduct business at a time and place determined by the Chair.
- B. Notice of all meetings of the corporation shall be given at least seven (7) days previous thereto by communication mailed by first class mail, sent electronically, or delivered personally to each member.
- C. The corporation's committees shall meet at the call of the Chair or the chair of such committee.
- D. Minutes shall be kept of all meetings required by Public Meeting Law and shall be available at the offices of the Corporation for anyone who requests to see them.

Minutes of meetings of the Board of Directors and Executive Committee shall be reviewed and approved at the subsequent meeting of the corporation's Board of Directors or Executive Committee. Minutes of committee meetings shall be approved by the Chair or Acting Chair of the committee and mailed or e-mailed to the Board Members and interested persons as appropriate or as may be requested.

- E. Special meetings of the corporation may be called at any time by the Chair or by a petition signed by not less than 25% of the members of the Board of Directors, setting forth therein the reason for calling such meeting.
- F. The public shall be informed of meetings as prescribed by law. Board and/or committee meetings may be closed to the public and declared in executive session in accordance with Oregon's public meetings law when topics involving personnel or other exempt subjects are to be discussed.
- G. Participation in meetings may be by telephone, video conference, or any means of communication by which all participants may simultaneously hear each other, provided the notice of such a meeting shall state that the person may participate in such a fashion and describe how any person may notify the appropriate individual of the person's desire to be included in the meeting. A person participating in such a meeting is deemed to be present in person at such meeting. No proxies or alternates may vote at CWP meetings.

Section 2: Voting rights:

- A. The Chair will be entitled to a vote on all issues.
- B. Each member of the Board of Directors may cast one vote on any question.
- C. When an issue presents either an actual or a potential conflict of interest (as defined by Federal or State regulation or by CWP's Code of Conduct) for a member of the Board of Directors, said member shall disclose the conflict of interest, and shall abstain from discussions and voting on said issue. Such disclosure and abstention shall be noted in the minutes, and shall be in accordance with ORS 244.120, as revised from time to time.

- D. Members of the Board of Directors shall act with his/her legal duties of care and loyalty and with the ethical standards and willingness to disclose any wrongful acts in accordance with the whistleblowing policy adopted by the Board of Directors.

Section 3: Quorum:

A quorum is defined as:

- A simple majority of 51%, excluding vacancies, and
- Of those members in attendance, no fewer than 25% are business representatives.

Board meetings may be held in which one or more or all members participating in the meeting are not present in person, but can communicate by electronic communication. Electronic participation in such meeting shall constitute presence in person at the meeting.

ARTICLE VII.

General Provisions

Section 1: When parliamentary procedures are not covered by these Bylaws, Robert's Rules of Order Revised, shall prevail.

Section 2: Meetings of the corporation or any of its committees shall be open to the public. The corporation and its committees shall operate within the applicable State and Federal laws.

Section 3: Participation in meetings shall be limited to members of the Board of Directors with the following exceptions:

- A. Regularly scheduled agenda items that call for reports or participation by non-members;
- B. At the discretion of the Chair, comment or other participation by non-members which is relevant or material to the matter under consideration before the group. All CWP meetings shall allow opportunity for public comment.
- C. The attorney or the accountant for the corporation.

Section 4: Nothing in these Bylaws shall be construed to take precedence over Federal, State or local laws.

Section 5: The Chair of the corporation and staff shall be responsible for preparing and distributing the agenda and minutes of meetings. Items not included in the agenda may be submitted to the corporate staff until 5:00 p.m. on the day before a meeting is scheduled so as to be included in a supplemental agenda packet to be distributed at the meeting.

Section 6: The accounting year for the corporation shall be July 1 through June 30.

ARTICLE VIII.

Indemnification

Section 1: Indemnification of Directors. Unless otherwise provided in the articles of incorporation, the corporation shall indemnify any individual made a party to a proceeding because the individual is or was a director of the corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with ORS 65.404 and a determination has been made in accordance with the procedures set forth in ORS 65.404 that the director met the standards of conduct in Sections 1.1-1.2.

1.1 Standard of Conduct. The individual shall demonstrate that:

- (1) The individual conducted himself or herself in good faith; and
- (2) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- (3) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

1.2 No Indemnification Permitted in Certain Circumstances. The corporation shall not indemnify a director under this Section 1:

- (1) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
- (2) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

1.3 Mandatory Indemnification. In addition, unless limited by the articles of incorporation, the corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 2: Advance for Expenses of Directors. Unless otherwise provided in the articles of incorporation, the corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding, if:

- (1) The director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 1;
- (2) The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct described in Section 1 (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and

(3) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 1 or ORS 65.387-65.414.

Section 3: Indemnification of Officers, Agents, and Employees Who Are Not Directors. Unless otherwise provided in the articles of incorporation, the board of directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

Section 4: The Board of Directors have the power to purchase and maintain such fidelity and bond insurance on such officers, directors, staff and on behalf of others to the extent that power to do so has been or may be granted by statute and give other indemnification to the extent not prohibited by statute. Other business and liability insurance as may be deemed prudent may be acquired by the corporation, it being understood that the Oregon Department of Justice has issued an opinion stating that Local Workforce Development Boards are, as the case may be, either an agent of the state, an agent of local government, or an instrumentality of local government and within the protections of the Oregon Tort Claims Act. Under that Act, any action taken within the scope of a volunteer board member's duties which results in a tort claim may be taken only against the public body -- not the individual. If the public body is found liable, the amount of damage payable is limited by statute.

ARTICLE IV.

Staff, Agents, Consultant, and Professional Services

Section 1: The corporation may employ staff necessary to carry out the functions and purposes of the corporation. The corporation may appoint an administrator, coordinator, or executive director to be responsible for the selection, general management and supervision of all staff within the confines of the budget as approved by the Board of Directors. That person shall act for the Chair, as delegated, in the day-to-day operation of the corporation.

Section 2: Persons or firms other than officers or directors of the corporation may, from time to time, be engaged or employed to assist the corporation in carrying out its programs and purposes. Any such employment must be by action of the Board of Directors upon terms and conditions, such as appearance at monthly Board meetings to give progress reports, and including payment for services set forth by the Board of Directors.

ARTICLE X.

Contracts, Loans, Checks, Deposits

Section 1: The Board of Directors may authorize an officer or agent to enter into any contract, or execute or deliver any instrument, except instruments or documents relating to loans, in

the name of and in behalf of the corporation. Such authority may be general or limited to specific instances.

Section 2: No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and signed by the Chair and Secretary of the corporation. Such authority may be general or limited to specific instances.

Section 3: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, the Administrator, Coordinator, or Executive Director of the corporation, or designated agent, and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: The corporation is specifically authorized to establish checking and savings accounts necessary to the transaction of corporate business. All funds of the corporation not otherwise employed shall be deposited from time to time in the name of the corporation in such banks, trust companies or other depositories as the Board of Directors may designate.

ARTICLE XII.

Amendments to Bylaws

These bylaws may be amended or repealed by an affirmative vote of the majority of the current membership of the Board of Directors.

The membership shall be provided notice of the meeting at least seven (7) days in advance. The notice shall specify or summarize the bylaws changes, amendments or repeals to be made at such meeting.

The executive committee shall make the determination regarding "specify" or "summarize" for purposes of notification.

Bylaws are subject to review and approval by the CCBCC.