



# Bylaws

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## ARTICLE I: Definitions

The following terms are used in these bylaws:

**"Bylaws"** means this set of Eastern Oregon Workforce Board bylaws.

**"Chair"** means the Workforce Board's chairperson.

**"Chief Local Elected Official" or "CLEO"** means the chair of the Jobs Council board.

**"Jobs Council"** means the Eastern Oregon Jobs Council.

**"Intergovernmental Agreement"** means the agreement between Baker, Grant, Harney, Malheur, Morrow, Umatilla, Union and Wallowa counties establishing the Eastern Oregon Workforce Investment Board, also referred to as "EOWB."

**"Members"** means individuals appointed to the Workforce Board by the CLEO who are eligible to fill the required board member seat categories and are therefore eligible to vote.

"Community Representative" means board participants who are not eligible to vote and do not need to meet the requirements of voting members.

"Youth Representative" means board participants who are recruited to contribute a youth perspective to the board but are not eligible to vote and do not need to meet the requirements of voting members.

**"Partnership Agreement"** means the agreement between the Eastern Oregon Jobs Council and the Eastern Oregon Workforce Investment Board.

**"Executive Director"** means the Workforce Board's Executive Director.

**"WIOA"** means the Workforce Innovation and Opportunity Act of 2014, as amended from time to time.

**"Workforce Board"** means the Eastern Oregon Workforce Investment Board. (EOWB)

## ARTICLE II: Purpose

The Workforce Board's purpose is to develop, oversee and implement the Eastern Oregon workforce area's strategic plan and to perform the duties listed in the Partnership Agreement to:

- Increase *Board participation*,
- Improve *Board functionality*, and
- Avoid *Board turnover*.

*Additional asks include, but are not limited to:*

- *Actively participating in convening system stakeholders,*
- *Brokering relationships with a diverse range of employers,*
- *Leveraging support for workforce development activities, and*
- *Informing the public of the operation of the Board.*

*The Workforce Board's duties and functions shall be limited to those permitted by Section 501 (c) (3) of the Internal Revenue Code and by Oregon statutes applicable to nonprofit corporations.*

CLEO in consultation with the Workforce Board must establish by-laws consistent with State policy for LWDB membership.

## ARTICLE III: Members and Meetings

### A. Number of Members

The size of the Workforce Board shall be variable with the number of members determined by the Jobs Council. The composition of the Workforce Board must comply with WIOA, as amended from time to time, and by State of Oregon policy issuances. **The Chief Elected Official (CLEO) choses not to allow a proxy.**

### B. Appointment of Members

The CLEO shall make all Workforce Board appointments as directed by the Jobs Council. **WITH THE FOLLOWING CRITERIA:**

- 1. A majority of the EOWB membership shall be representatives of industry and business.**
- 2. Private sector members shall be recruited from local business organizations from the county in which the vacancy occurs.**
- 3. Public sector members of EOWB are members at-large and are nominated by the organizations they represent.**

4. Small, women and minority business enterprises shall be considered for representation on EOWB, at least consistent with their representation in the business community.

EOWB membership shall also include representation from:

1. Organized labor.
2. Community-based organizations when they have demonstrated a record of effectiveness in their relationship with the business community.
3. Economic development agencies.
4. Educational agencies and/or institutions that provide educational or vocational training.
5. Higher education institutions.
6. Rehabilitation agencies: and
7. Wagner-Peyser representation.

### **C. Terms of Office**

The terms of local workforce development board members are three years from the date of appointment, except those initial appointments shall be staggered. **Members may serve for any number of successive terms.**

### **D. Resignation and Removal**

- E. A Workforce Board member may resign at any time by delivering written notice to the Chair or to the Workforce Board's Executive Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received. Upon notification of resignation the CLEO is notified of the vacancy.
- F. **Any Workforce Board member** who has two (2) consecutive unexcused absences from regularly scheduled meetings will be notified that removal from EOWB is pending. Should no response be forthcoming, termination will be accomplished at the next scheduled meeting by two-thirds vote of the quorum present. Excused absences are at the discretion of the chair and approved prior to the meeting.
- G. By two thirds vote, with a quorum present and the possible revocation published in the agenda a member may be removed for violation of conflict of interest, failure to meet local board representative requirements, and documented proof of fraud and abuse.

## **H. Meetings**

### **1. Regular Meetings**

The Workforce Board shall determine the time and place of its regular meetings in advance and authorizes the Chair to call meetings.

### **2. Annual Meeting**

Unless a different date is set by resolution of the Workforce Board, the annual meeting shall be the first regular meeting on or after July 1 of each year. During the annual meeting, Workforce Board officers shall be elected.

### **3. Special Meetings**

Special meetings may be held as called by the Chair or by the Vice Chair.

### **4. Minutes**

Minutes of each meeting shall be reviewed and approved at subsequent meetings and copies of all approved minutes shall be maintained **on the board website.**

### **5. Sunshine Provision**

All Workforce Board meetings shall be conducted in accordance with public meeting laws, these bylaws and the Workforce Board's Code of Conduct.

### **6. Participation**

Participation at Workforce Board meetings shall be limited to its members, with the following exceptions:

- a. Regularly scheduled agenda items that call for reports or participation by non-directors.
- b. Local elected officials who sit on the Jobs Council Board. (**ex-officio**)
- c. At the discretion of the Chair, comment or other participation by non-members which is material to the matter under consideration; and,
- d. Individuals who are not Board members and who serve on Board committees, including but not limited to regional committees.

## 7. Rules

All meetings shall be held in compliance with Oregon law, grant terms, these bylaws and Roberts' Rules of Order, provided that the use of Roberts' Rules of Order shall be solely for the convenience of the Workforce Board and its committees. Failure to comply with Roberts' Rules of Order shall not affect the validity of any action taken which is otherwise in compliance with these bylaws. In the event of a conflict, the order of precedence shall be Oregon law, grant terms, these bylaws, and Roberts' Rules of Order.

### I. Meeting Notices and Agendas

#### 1. Meeting Notices

Meeting notices shall be given at least three (3) days prior to the date of the meeting unless special conditions make advance notice impracticable, in which case notice and a description of the purpose of the meeting shall be given not less than 24 hours prior to the meeting. Notwithstanding the forgoing, a special meeting can be conducted at any time and without notice if all members are present in person or by electronic means and do not object to the meeting. Notices may be given electronically.

#### 2. Agendas

Meeting notices shall contain an agenda of the topics scheduled for consideration. The Workforce Board may consider and act upon matters at a regular meeting (including the annual meeting) which are not included in the notice agenda but may not act upon any matter during a special meeting unless that matter was described in the special meeting notice, or all of the members are present in person or electronically and do not object to the matter being considered.

### J. Quorum

A **simple** majority (**51%**) of Workforce Board members shall constitute a quorum. **No fewer than 25% are business representatives.** No suspended member shall be included as a member. A member is included in voting for the purpose of determining a quorum even if the member abstains from voting on one or more items being put to a vote.

## **K. Manner of Acting**

Each Workforce Board member shall have one vote. The act of a majority of the members voting at which a quorum is achieved shall be the act of the Workforce Board. Only an appointed member of the Board of Directors may record a vote.

To the extent permitted by Oregon law, members may attend meetings by telephone or through other electronic means.

## **ARTICLE IV: Workforce Board Officers**

### **A. Required Officers**

The officers of the Workforce Board shall include a Chair, who shall be a private sector business representative, and a Vice Chair who shall also be a private sector business representative. The Workforce Board may appoint other officers as deemed necessary. A single member may perform the duties of more than one office, with the exception of the duties of Chair and the Vice Chair, which must be performed by separate members.

### **B. Duties of the Chair**

The Chair shall preside at meetings, shall serve as the Workforce Board's chief spokesperson and signatory, shall appoint committee chairs and committee members subject to these bylaws and the Partnership Agreement, and shall perform other duties assigned by the Workforce Board.

### **C. Duties of the Vice Chair**

The Vice Chair shall perform the duties of the Chair in the Chair's absence and shall perform other duties designated by the Workforce Board.

### **D. Election and Term**

The Workforce Board's officers shall be elected for two-year terms at every other annual meeting and shall serve until the conclusion of the officers' election at the annual meeting held two years later. If the Chair ceases to sit on the Workforce Board prior to an officer election, the Vice Chair shall become the Chair. The Workforce Board shall have the option to hold a special election at any time to replace an officer vacancy.



## **ARTICLE V: Committees**

### **A. Creation of Committees**

The Workforce Board and its Chair shall have the power to create both standing and ad-hoc committees and task groups. The Chair shall appoint committee members and committee chairs subject to Workforce Board direction.

### **B. Executive Committee**

The Workforce Board or its Executive Committee may serve as the Board of Directors of a nonprofit corporation. The Executive Committee shall have the power and authority granted to it by the Partnership Agreement, by the Workforce Board and by the Articles of incorporation and bylaws of the nonprofit corporation.

## **ARTICLE VI: Code of Conduct**

The Workforce Board shall adopt a Code of Conduct, which shall meet all Federal, Oregon and Consortium requirements.

## **ARTICLE VII: Executive Director**

The Workforce Board's Executive Director shall staff the Workforce Board, the Jobs Council and the regional committees. The Executive Director shall assign other staff to perform Workforce Board and Jobs Council functions within the confines of budget constraints and direction from the Workforce Board and the Jobs Council. The Executive Director shall work at the direction of the Chair and shall be annually evaluated by both the Chair and the Jobs Council.

## ARTICLE VIII: Amendment

### A. Amendment Process

These bylaws may be amended or repealed by an affirmative vote of a majority of the Workforce Board members at a regular or special meeting. Notice, which shall specify the changes to be made, shall be delivered to all members no less than seven (7) days prior to the meeting at which bylaw amendment or repeal is to be acted upon.

An affirmative vote in favor of bylaws amendment may be delivered in writing within seven (7) days prior to or after the meeting at which bylaws amendments are voted upon.

## ARTICLE IX: Bylaws Enactment

These Workforce Board bylaws take effect on the date set forth below.

### APPROVED BY THE WORKFORCE BOARD

Chair: Susan Cederholm

Date: 06/07/24

Vice Chair:   
Jeffrey Gritz (Jun 10, 2024 06:19 PDT)

Date: 06/10/24









# 2023 EOWB Bylaws - REV 10.12.2023

Final Audit Report

2024-06-10

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