Bylaws of the
Napa Valley Adult Education Consortium

ARTICLE I - NAME, PURPOSE, PRINCIPLES and FUNDING

Section 1 - Name

The name of the organization shall be Napa Valley Adult Education Consortium (NVAEC).

Section 2 - Purpose

The purpose of the NVAEC is to implement the comprehensive three-year plan developed through the AB86 Adult Education Consortium Grant and revisions to the plan, as needed, to better provide adults in the region with the following programs specified within current legislation:

- Programs in elementary and secondary skills, including those leading to a high school diploma or high school equivalency certificate.
- Programs for immigrants in citizenship, ESL, and workforce preparation.
- Programs for adults, including, but not limited to, older adults, that are primarily related to entry or re-entry into the workforce.
- Programs for adults, including, but not limited to, older adults, that are primarily designed to develop knowledge and skills to assist elementary and secondary school children to succeed academically in school.
- Programs for adults with disabilities.
- Programs in career technical education that are short term in nature with high employment potential.
- Programs offering pre-apprenticeship training conducted in coordination with one or more apprenticeship programs approved by the Division of Apprenticeship Standards.

NVAEC will ensure that the projects, activities, and strategies undertaken are aligned with the objectives of the legislation for the adult education program, comply with the "Assurances" in the Consortium Fiscal Administration Declaration, and included in the NVAEC Three-Year Plan:

1. An evaluation of current levels and types of adult education programs within its region, including education for adults in correctional facilities; credit, noncredit, and enhanced noncredit adult education coursework; and programs funded through Title II of the federal Workforce Investment Act, known as the Adult Education and Family Literacy Act (Public Law 05-220).

2. An evaluation of current needs for adult education programs within its region.

3. Plans for parties that make up the consortium to integrate their existing programs and create seamless transitions into post secondary education or the workforce.

4. Plans to address the gaps identified pursuant to paragraphs (1) and (2).

5. Plans to employ approaches proven to accelerate a student's progress toward his or her academic or career goals, such as contextualized basic skills and career technical education, and other joint programming strategies between adult education and career technical education.

6. Plans to collaborate in the provision of ongoing professional development opportunities for faculty and other staff to help them achieve greater program integration and improve student outcomes.

7. Plans to leverage existing regional structures, including but not necessarily limited to, local workforce investment areas.

Section 3 - Guiding Principles

- The NVAEC places the highest value on students achieving their educational and career goals.
- The NVAEC strives to help improve the community by providing adults with educational pathways to the workforce, advancement within the workforce, skill building advancement, and higher education.
- The NVAEC works collaboratively and fairly to allocate financial resources and achieve efficiency in meeting the needs of NVAEC students.
- The NVAEC shares responsibility and accountability for all project and student outcomes.
- Adult education programs are open to all adults in accordance with current laws and regulations. The goal is to balance access and success.
- The NVAEC adheres to a transparent process of open and collegial communication.

Section 4 - Funding

- The NVAEC recognizes members have multiple revenue streams that directly or indirectly support the purpose of the NVAEC. Upon request NVAEC Adult Education members will provide each consortium member the total amount the Maintenance of Effort (herein referred to as "MOE"), Apportionment, and Categorical Funding they are receiving to administer their programs.
- The NVAEC recognizes that it will receive an annual allocation of funding from the California Adult Education Program (CAEP) (herein referred to as "Allocation").
- The NVAEC recognizes it is responsible for approving the amount of MOE each Adult Education member receives as required by legislation. The consortium will annually approve base funding to each Adult Education member at the funding

level of no less than the MOE funding provided by the state for the prior school year. This annual approval is subject to funding provided by the state.
- The NVAEC will strive to distribute the Allocation to NVAEC members to address gaps in services to support all members in their efforts to achieve the consortium Purpose and Plan with a clear understanding by all members that the Allocation will be spent in accordance with the Plan.
- Mandated and contract negotiated cost increases will be considered first in developing the annual budget before other AEP funded projects.

ARTICLE II - MEMBERSHIP

Section 1 - Membership

Membership in the NVAEC is governed by and complies with all current California State legislation, specifically AB104 and AB86.

Any community college district, school district, or county office of education, or any joint powers authority consisting of community college districts, school districts, county offices of education, or a combination of these, located within the boundaries of the adult education region shall be permitted to join the consortium as a member (EC 84905 (a)(b).)

Section 2 - Participants

Institutions participating in membership to the NVAEC (herein referred to as “member” or, in the plural, as “members”) are afforded all rights and responsibilities as outlined by California legislation. The members of the NVAEC include the following organizations:

- Napa Valley College
- Napa Valley Unified School District Adult Education
- Napa County Office of Education
- Calistoga Joint Union School District
- St. Helena Unified School District

The above members have a voting seat on the NVAEC Board of Directors as stipulated in Article III of these bylaws.

Section 3 - Board of Directors Representation

Each of the organizations in Section 2 must have representation on the Board of Directors by the official designated by their respective local governing boards or Superintendent. Additional representatives from each member organization may attend the Board of Directors’ meetings.

Section 4: NVAEC Partners; Non-voting Membership

The NVAEC members have the right to invite agencies and institutions that share the NVAEC Purpose and Principles to participate in the consortium as non-voting members. These agencies (herein referred to as “Partners”) are encouraged to assist NVAEC members to achieve their goals.

Section 5: Removal of Members, Members Leaving, or Addition of New Members

Members can voluntarily leave the consortium but must provide written notice thirty (30) days prior to vacating membership. Any member that voluntarily chooses to leave the consortium must return its Allocation to the consortium within 15 days of the effective date of leaving, or as stipulated in Article IX, Section 1. The NVAEC Board of Directors (described in Article III) will determine how to redistribute the Allocation returned by the departing member.

The decision to add a new member requires a two-thirds majority vote. The decision to remove a current member requires each Representative (as defined in Article III, Section 1) to obtain the acknowledgement and approval from the Superintendent/President of the member institution. Vote for approval to remove a member must be a two-thirds majority.

Members may be dismissed from the consortium for the following reasons:

i. Failure to adhere to laws and regulations governing adult education programs and services.
ii. Failure to submit annual plans.
iii. Failure to adhere to reporting requirements for expenditures and student data.
iv. Failure to designate at least one “official representative” (in writing and approved by the governing board) to serve on the Board and represent the interests of the member organization.
v. Failure to participate in the decision making process for development of regional adult education programs and services.
vi. Failure to deliver adult education programs and services in accordance with standards established in AB 104, Section 39, Article 9, Section 84900

ARTICLE III BOARD OF DIRECTORS

Section 1: Composition and Responsibility of the Board of Directors

Each of the organizations listed in Article II, Section 2 will appoint Representatives (herein referred to as “Representatives") to serve as voting participants on the NVAEC Board of Directors (herein referred to as “the Board"). All Representatives are expected to abide by the bylaws of the NVAEC. Each member Representative is expected to understand adult education and college systems in general, processes, and budgetary issues that could affect the consortium Purpose and Plan.

● Napa Valley College	two representatives
● Napa Valley Unified School District Adult Education	two representatives
● Napa County Office of Education	one representative
● Calistoga Joint Union School District	one representative
● St. Helena Unified School District	one representative

The Board of the NVAEC is responsible for overall policy and direction of the consortium. The Board votes on issues the NVAEC members deem critical to achieving the Purpose of the NVAEC. The Board must make all reasonable efforts to include member, partner, and public input (both written and in person) and dialogue when deliberating and voting upon issues put before the Board.

Section 2: Appointment to the Board, Terms and Compensation

The Representative to the Board must be appointed and approved by the member institution's governing board, which determines the Representative's term of service. The Representative must be employed by the member institution while serving on the Board. The Board must retain records of Representative approval by member governing boards. The Representative is the designee of the member institution for all policy directives and Board votes. Representatives receive no compensation to serve on the Board.

Section 3: Voting, Decision-Making, and Approval

For issues brought before the Board for vote, each member Representative has one vote. In order to cast a vote, at least three of the five member organizations must be present. In case of a tie, the discussion will continue until the tie is broken.

Summary of votes by participants:

● Napa Valley College	2 votes
● Napa Valley USD/Adult Education	2 votes
● Napa County Office of Education	1 vote
● Calistoga Joint Union School District	1 vote
● St. Helena Unified School District	1 vote

All members of the NVAEC shall participate in any decision made by the consortium (EC 84905 (d)(1)(A)). All decisions under the jurisdiction of the Board will be decided by a simple majority vote unless otherwise indicated in these bylaws. Whenever possible Board Representatives shall strive for unanimous decisions as a demonstration of consortium cohesion and collaboration. All decisions made by the consortium and its members are final (EC 84905 (d)(1)(F)).

In case a Representative is not able to be present for a Board vote the Representative may name a Proxy to vote on behalf of the member Representative. Notification of intent to use a Proxy must be delivered in writing (or email) to the Board Chairperson within a reasonable time in advance of the Board meeting. Representatives can have a standing Proxy, which would require no advanced notice.

Only members as described in ARTICLE II, Section 1 (and in EC 84905) are allowed to participate in decision-making and approvals whether in a public meeting, or via the NOVA planning, budgeting & expense reporting system.

The annual Consortium Fiscal Administration Declaration (CFAD Budget) must be approved by consensus of all voting members as required by legislation.

Section ~~2~~ 4: Officers and Duties

There shall be two officers of the Board of Directors, consisting of a Chair and a Vice-chair “Vice-chair). Their duties are as follows:

i. The Chair shall preside over all meetings of the Board and will determine the Board meeting Agenda (herein referred to as “Agenda”) with input from member institutions. The Chair will sign all consortium documents that require a Board signature. The Chair will perform other duties as assigned by the Board.
ii. The Vice-chair will act as Chair in absence of the Chair and shall perform such other duties as may be temporarily assigned by the Board.

ARTICLE IV — STAFF

Section 1: Support Staff

The Board has the right to hire staff (herein referred to as “Staff”) as needed to support the NVAEC Purpose. The Board must vote to determine how funding for Staff will be procured. The Board designates duties as necessary for Staff to successfully support the NVAEC Purpose.

ARTICLE V — MEETINGS

Section 1 - Board of Directors’ Meetings

There will be a minimum of five meetings of the Board of Directors annually, open to the public, taking place in the months of August, October, January, March, and~~/or~~ May at a time and location which will be designated by the Chair and approved by the Board of Directors.

Board members unable to attend a Board of Directors meeting in person may participate by phone provided the agenda and documents have been posted according to Section 2, and the posted agenda specifically includes that the member will be calling from a designated place open to the public.

The Board will develop an annual calendar of Board meetings that will contain location, dates, and times of all meetings. This calendar will be posted on the NVAEC website. Notification of individual board meetings will be posted on the NVAEC website and at all member institutions at least 72 hours in advance of the meeting.

At the first Board meeting, the Board will elect the Chair and Vice-chair.

The Board is responsible for providing the meeting Agenda 72 hours in advance of the meeting. While the Chair is responsible for determining the Agenda with member input, the Chair can employ Staff to complete the physical production and website posting of the agenda.

At Board meetings, the Board will receive reports on the activities of the consortium members in relation to the plan from Staff and members. Opportunities will be provided for public input both written and in person.

Section 2: Notice of Board of Director Meetings

The Board of Directors' meetings will be noticed at least 72 hours in advance. The agenda and documents for the meeting shall be posted at each member's main office and on the Consortium website in a location easily accessible by the public.

Section 3: Decision Making Procedures and Public Notice Requirements:

Per the directive of the Education Code 84905 (C-D), the Board will provide the public with adequate notice of decisions, request comments (both written and in person), and will consider and respond to comments. Notice will specify if a decision includes, but is not limited to:

i. approval of a three-year plan (pursuant to E.C. 84906) and prioritization of activity objectives and outcomes as identified in the Plan, and as required by the state
ii. developing and approving an annual fund distribution schedule determining funding amounts and reporting for appropriate legislated actions (pursuant to E.C. 84913)
iii. receiving and certifying deliverables as identified in the annual activities and the Plan, and as required by the state
iv. determining the need to amend either the annual activities or the Plan itself and approving such amendments

The Board will assure that all meetings where the above listed decisions are discussed and approved will:

i. be held during public meetings with public comment solicited (both written and in person)

ii. include posting “decision-making” meeting notices and agendas on the NVAEC website and disseminated to established lists of community partners, stakeholders, and interested public as needed
iii. include announcing meetings, and inviting public comment (both written and in person), through the members’ own communication channels
iv. include posting meeting minutes and other supporting documents on the NVAEC website

All consortium meetings will follow the Brown Act thereby ensuring these requirements.

Section 4: Quorum

For meetings of the Board of Directors, a quorum shall be a majority of the voting members. A seven (7) member Board of Directors requires four (4) members present to constitute a quorum. Meetings may still be held without a quorum for the purpose of presentation or discussion. However, no actions or voting may take place without a quorum.

Section 5: Voting:

Members shall attempt to reach decisions by consensus as directed by ~~our~~ the guiding principles (Article I, Section 3). However, if a clear consensus cannot be obtained, decisions shall be reached by a majority vote. Each member of the governing board shall be entitled to one vote per motion. Proxy voting is permitted.

Section 6: Board Minutes

The Board is responsible for providing minutes for all regularly scheduled or special Board meetings. The Board can employ Staff to complete minutes for each meeting and have Staff include these minutes in the following meeting’s agenda. Approved minutes will be posted on the NVAEC website once approved.

Section 7: Special Meetings

Special meetings may be called by the Chair, or by a simple majority of the Board of Directors.

ARTICLE VI — COMMITTEES

Section 1: Committee Formation

The Board of Directors may create committees as needed. Committees will operate under the direction of the Board of Directors and coordinated by a committee chair appointed by the Board of Directors.

Section 2 - Committee Minutes

Any committees will keep regular minutes of its proceedings and report those minutes to the Board.

Section 3 - Subcommittee Meetings

Subcommittee meetings of the members and invited partners shall be held as agreed, at a time and place designated by the Board of Directors. All members and invited partners, as needed, will be notified of meetings as far as possible in advance of the meeting, but no later than 3 days prior to the scheduled meeting.

ARTICLE VI - FISCAL YEAR

The fiscal year of NVAEC shall run from July 1 to June 30.

ARTICLE VII - AMENDMENTS

The Bylaws may be altered or amended at a properly published meeting of the NVAEC by two-thirds of the total Consortium membership, provided that notice of the proposed change has been sent to each Consortium member at least 7 days prior to the meeting.

ARTICLE VIII - FISCAL AGENT or DIRECT FUNDING

The Board of Directors shall vote annually whether to have a direct funding model or a fiscal agent model.

Section 1 - Fiscal Agent

A fiscal agent acts as a banker. It processes expenses related to the AEP as agreed upon by the Executive Committee. It certifies that the AEP expenditures have been prepared in accordance with applicable federal and state laws and regulations. It works with the Board of Directors to implement fiscal decisions made by the Board.

If the fiscal agent model is selected, then each member will have an opportunity to offer to be the fiscal agent and propose how they will carry out the duties as fiscal agent. The Board of Directors will then vote and select the member to be the fiscal agent.

ARTICLE IX – ALLOCATION OF AEBG FUNDS

Section 1: Distribution of Initial Allocation of AEBG Funds

As stated in Article I, Section 3, NVAEC members will work together ethically and fairly to allocate financial resources and achieve efficiency in meeting the needs of NVAEC students. Thus, initial distribution of AEBG Allocation will be done in a fair, transparent method to address gaps individual members have in achieving the NVAEC Purpose. Allocation deliberations are expected to be thoughtful and professional.

Section 2: Reporting of Funds

Funds for the purposes of education and workforce services for adults and the uses of those funds shall be reported by members through the annual Program Area exercise in NOVA for reporting leveraged funds and instructional hours. Members agree to share CAEP funded financial expenditure and progress reports with the members of NVAEC.

All CAEP expenses will be expended in the CAEP seven program areas, and services provided are consistent with the Three-Year Plan, the Annual Plan, and respective members' work plans and budgets as submitted in NOVA. All CAEP expenditures will match the objectives/activities included in the annual plan and the member work plan and adhere to allowable uses of funds identified in the CAEP Fiscal Management Guide

Section 3: Reduction of Member Allocation

The Board may reduce a member's Allocation for the following reasons:

i. The member no longer wishes to provide services consistent with achieving the NVAEC Purpose and the NVAEC Annual Plan.
ii. The member cannot provide services that address the needs identified in the NVAEC.
iii. The member has been consistently ineffective in providing services that address the needs identified in the adult education plan, including having excessive carryover for at least two consecutive fiscal years beginning with the 2023-24 fiscal year, and each fiscal year thereafter, and reasonable interventions have not resulted in improvements.
    a. "Carryover" means the amount of unspent adult education program funds from the prior fiscal year, certified on or before September 1 of the current fiscal year, expressed as a percentage of the prior fiscal year's allocation.
    b. "Excessive carryover" for a member is defined by NVAEC as exceeding 20% of project funds
    c. For purposes of this section, a finding made by a consortium shall require a majority vote of its membership.
        i. If the consortium makes a finding by majority vote based on a member having excessive carryover for at least two consecutive fiscal years, the consortium may reduce the member's allocation by no more than the amount of the member's carryover.

ii. NVAEC will provide technical assistance and reasonable interventions to the member before making a finding.
    1. NVAEC will track expenditures and carryover at the member level in NOVA quarterly and will share the information as part of the reasonable intervention.
    2. Should NVAEC determine that a member has excessive carryover, NVAEC may consider carrying over funding for consortium-wide projects and/or consortium-approved projects by a majority vote of members.

iv. Any member who chooses to leave the consortium, must return unused Allocation to NVAEC within 15 days of written notification of forfeiture of funds. As outlined in Article II, Section 5, the Board will determine how to redistribute forfeited Allocation funds.

Section 4: Consortium Carryover

If NVAEC has a carryover from one or more prior fiscal years exceeding 20 percent, beginning with the 23-24 fiscal year, NVAEC shall be required to submit a written expenditure plan, including future corrective actions to reduce the consortium's carryover to below 20 percent, to the chancellor and the Superintendent.

i. For each fiscal year that a consortium has carryover of more than 20 percent, the chancellor and the Superintendent shall prescribe and assign technical assistance to that consortium to ensure that adequate adult education services are provided to the region in proportion to the region's available funding.
ii. The State will also assign technical assistance to ensure effective use of funds as specified by policy, and to ensure that the consortium's annual carryover does not continue to exceed the 20% threshold so that it continues to provide adequate adult education services to the region.

Approved: NAPA VALLEY ADULT EDUCATION CONSORTIUM
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