

**BY-LAWS**  
**FOOTHILL WORKFORCE DEVELOPMENT BOARD**

**ARTICLE I – NAME**

The name of this body shall be the FOOTHILL WORKFORCE DEVELOPMENT BOARD, referred to as the "FWDB."

**ARTICLE II – PURPOSE**

**Section II.1**            Workforce System for Consortium Cities

The FWDB, in partnership with the Foothill Employment and Training Consortium (FETC) Policy Board shall establish policies and oversee the workforce system for the Consortium cities of Arcadia, Duarte, Pasadena, Sierra Madre, and South Pasadena, CA.

**Section II.2**            Agreement

The FWDB shall perform those duties set out in the Agreement between the Foothill Employment and Training Consortium (FETC) Policy Board and the FWDB.

**ARTICLE III – MEMBERS**

**Section III.1**            Appointments

Members of the FWDB shall be appointed by the FETC Policy Board in accordance with the Workforce Innovation and Opportunity Act (WIOA) of 2014 and the FETC Joint Powers Agreement.

**Section III.2**            Term

Members shall be appointed for fixed and staggered terms as set out in the Agreement between the Foothill Employment and Training Consortium (FETC) Policy Board and the FWDB so not all member terms expire at the same time. Members may apply for reappointment.

**Section III.3**            Resignations

Any FWDB member may resign by submitting written notice to the FWDB Chair and Vice Chair.

**Section III.4**            Termination

A. Any member may be removed from the FWDB by a majority action of the Foothill Employment and Training Consortium (FETC) Policy Board.

- B. The FWDB may recommend to the Foothill Employment and Training Consortium (FETC) Policy Board that a member be removed from the FWDB, with or without cause, if a two-thirds (2/3) majority of the FWDB approves such action at a legally-constituted meeting.
- C. Unexcused absence at three (3) consecutive regular meetings, and/or more than one-half (1/2) of the regular meetings in any one year, shall result in a notice from the Executive Director to the Foothill Employment and Training Consortium (FETC) Policy Board recommending that member resign or be removed by the FETC Policy Board.
- D. Members who cease to represent the category of membership to which they were appointed shall be required to resign prior to the next regularly scheduled FWDB meeting and notice shall be provided to the Foothill Employment and Training Consortium (FETC) Policy Board that a position is vacant.

Section III.5                      Membership Total

The majority of the FWDB's membership shall be representatives of business in the local area.

- A. FWDB members shall be appointed by the Foothill Employment and Training Consortium (FETC) Policy Board in accordance with the requirements of federal and state laws governing the creation and appointment of local workforce boards.
- B. The minimum number of FWDB members shall be 19 members.

Section III.6                      Nominations

- A. Nominations to the private sector seats on the FWDB may be made by business, professional, or trade organizations in the workforce development area. There shall be at least one (1) nomination for each vacancy.
- B. Nominations to the non-private sector categories of membership may be made by organizations representing that category.
- C. The WIOA Core Partner seats on the FWDB shall be filled by the highest ranking representative of the local partner agency or their designee.
- D. Membership categories may change from time to time and shall be filled in accordance with the governing law at the time of nomination, selection and appointment.
- E. Where a member represents more than one category, the Foothill Employment and Training Consortium (FETC) Policy Board may appoint him or her to represent both categories in accordance with applicable law.
- F. The FWDB may nominate individuals for board membership in accordance with applicable law.

G. So long as the categories of membership are met, the Foothill Employment and Training Consortium (FETC) Policy Board may appoint individuals to the FWDB that they believe will be of value to the implementation of workforce activities in the local workforce area.

## ARTICLE IV – MEETINGS

### Section IV.1            Regular meetings

The FWDB shall meet no less than four (4) times a year.

### Section IV.2            Special meetings

The Chair of the FWDB or a majority of FWDB members may call special meetings at any time. Each member will be given at least 48 hours notice of such meeting. In an emergency, as determined by the Chair, a meeting may be called with less than 48 hours notice so long as a quorum of the members is present.

### Section IV.3            Quorum

The presence of 1/3 of voting FWDB members shall constitute a quorum.

### Section IV.4            Voting

Each member of the FWDB shall have one vote. A majority vote of a quorum is needed to pass a motion. The FWDB shall not permit absentee or proxy voting at any of its proceedings.

### Section IV.5            Conflict of Interest

FWDB members are prohibited from voting or participating and must recuse themselves from any decision-making capacity regarding the provision of services by such member (or any organization which that member directly represents), or on any matter which will generate direct financial benefit to that member or a member of his/her immediate family or to an organization which that member represents. Recusals shall be documented in the meeting minutes.

### Section IV.6            Rules

Roberts Rules of Order shall govern the FWDB's actions, unless inconsistent with these Bylaws, the FETC Joint Powers Agreement, or the Agreement between the Foothill Employment and Training Consortium (FETC) Policy Board and all applicable laws or regulations.

### Section IV.7            Agenda

Items may be placed on the Agenda by the FWDB Chair, Executive Director, or the request of other Board members.

Section IV.8            Sunshine Requirements

All FWDB and Standing Committee meetings shall be open to the public in accordance with State of California open meeting laws.

ARTICLE V – COMMITTEES

Section V.1            Standing and Ad Hoc Committees

The FWDB Chair shall appoint committee members and committee Chairs from the FWDB membership. The FWDB Chair, with the approval of the FWDB, shall create standing and ad hoc committees and appoint the Chair of the ad hoc committees.

Section V.2            Committee Vote

A majority of committee members shall be present in order for a committee to vote on a matter that comes before it.

Section V.3            Committee Authority

All actions of a FWDB committee shall be advisory to the full FWDB, unless the full FWDB has expressly delegated final authority to a given committee on a given issue or matter.

Section V.4            Executive Committee

There shall be established an Executive Committee, comprised of the FWDB Chair and Vice Chair and the Chair of each standing committee. The Executive Committee shall be empowered to act on behalf of, and with the full power of, the FWDB in those instances where immediate action is deemed necessary or time is insufficient to call a special meeting of the FWDB, such actions must be reported back to the full FWDB at the next possible opportunity.

Section V.5            Business Services Committee

There shall be a Business Services Committee, comprised of FWDB members, who shall establish linkages with business and economic development agencies, and interested parties. This committee shall develop communications and public relations plans, marketing activities, and other business services outreach plans and activities.

Section V.6            Youth Committee

There shall be a Youth Committee of which one of its members shall be a representative from a community based organization and the representative shall also be a FWDB member. The Youth Committee shall make recommendations regarding youth program design.

## ARTICLE VI – OFFICERS

### Section VI.1            Chair

The presiding officer of the FWDB shall be called the Chair.

### Section VI.2            Election of Chair and Vice Chair

The FWDB shall elect a Chair and a Vice Chair by a majority vote of its membership.

### Section VI.3            Chair and Vice Chair Term

The Chair and a Vice Chair shall serve a term of one year from July 1 through the following June 30. The foregoing shall not prohibit the FWDB officers from serving additional terms.

### Section VI.4            FWDB Member

The Chair shall be a private sector FWDB member.

### Section VI.5            Setting the FWDB Agenda

The Chair shall have the responsibility for setting the FWDB agenda and managing FWDB business.

### Section VI.6            Absence of the Chair

In the absence of the Chair, the Vice Chair shall serve as Presiding Officer.

### Section VI.7            Vice Chair

The Vice Chair shall serve the same term and have the same duties as the Chair in his/her absence.

### Section VI.8            Executive Director

The Executive Director shall be, and act as, the Secretary of the Foothill Employment and Training Consortium (FETC) Policy Board and the Foothill Workforce Development Board. The Executive Director shall be appointed by the administrator of the consortium, the City of Pasadena with the final consent of the Foothill Employment and Training Consortium (FETC) Policy Board and the Foothill Workforce Development Board. The Executive Director for the Foothill Employment and Training Consortium (FETC) Policy Board shall act as the staff support for the FWDB.

Section VI.9 Executive Director Responsibilities for the FWDB

The Executive Director shall provide and supervise staff support for the FWDB. The Director shall be responsible for all records, materials and other information deemed necessary by the FWDB.

ARTICLE VII - INDEMNIFICATION

FWDB members shall be held harmless and indemnified from liability incurred due to their volunteer Board membership to the extent allowed by law, and to the extent that such indemnification is available from an active Directors' and Officers' insurance policy or from grant funds available to Foothill Employment and Training Consortium (FETC) Policy Board.

ARTICLE VIII - ADOPTION AND AMENDMENTS

Section VIII.1 By-Laws

These By-Laws are hereby adopted on this 26<sup>th</sup> day of June, 2024 and shall become effective immediately.

Section VIII.2 Changes to By-Laws

These By-Laws may be amended or repealed in part or in whole only by majority vote of the members present at a meeting at which a quorum is present.

Adopted: June 26, 2024  
Date

  
Dianne Russell-Carter  
FETC Secretary/FWDB Executive Director