

SAN DIEGO WORKFORCE PARTNERSHIP

AMENDED AND RESTATED BYLAWS

Effective March____, 2024

**SAN DIEGO WORKFORCE PARTNERSHIP
AMENDED AND RESTATED BYLAWS**

RECITALS

- A.** The Governor of the State of California, pursuant to the Workforce Innovation and Opportunity Act of 2014 (Pub. L. 113-128) (“**WIOA**”), has designated County of San Diego and City of San Diego, as a single local Workforce Development Area for the purpose of establishing and operating comprehensive workforce development system activities therein.
- B.** Under a Joint Exercise of Powers Agreement dated, the County of San Diego and the City of San Diego established a consortium (the “**Consortium**”) to provide for regional employment and training services in accordance with WIOA. The Consortium acts through members of its policy board (the “**Policy Board**”).
- C.** The Federal and State rules and regulations promulgated under WIOA require the establishment of a local Workforce Development Board (“**WDB**”) to set policy for that portion of the statewide workforce development system within the local Workforce Development Area.
- D.** The Consortium has designated the San Diego Workforce Partnership (the “**corporation**” or “**SDWP**”) as the WDB in accordance with WIOA as the grant recipient of WIOA funds and administrative agency pursuant to a Partnership Agreement dated 2017 between the Consortium and the Corporation.
- E.** In partnership with the Consortium, this corporation’s purpose to set policy in furtherance of the initiatives established by WIOA and to oversee compliance with federal and State rules and regulations promulgated by WIOA.

**ARTICLE I
NAME AND OFFICES**

The name of this corporation is San Diego Workforce Partnership, Inc., a California nonprofit public benefit corporation. Its principal offices are located at 9246 Lightwave Avenue, Suite 210, San Diego, California 92123. The SDWP Board of Directors has the power and authority to change the principal office from one location to another within the County of San Diego, California. The corporation may establish or maintain additional offices at such other places as the Board may determine.

**ARTICLE II
PURPOSE; AUTHORITIES AND RESPONSIBILITIES**

2.1 General Purpose. SDWP is a nonprofit public benefit corporation and is organized under the California Nonprofit Public Benefit Corporation Law (CA Corp. Code §§ 5000-691), for public and charitable purposes. SDWP is not organized for the private gain of any

person. Subject to the rules and regulations promulgated by WIOA, and subject to SDWP's duties and obligations in partnership with the Consortium, SDWP shall hold, and may exercise, all such powers as may be conferred upon a California Nonprofit Public Benefit Corporation.

2.2 Specific Purpose. Within the context of the general purposes stated above, SDWP shall serve as the WDB for the San Diego County Local Workforce Investment Area, and it exists to empower job seekers to meet the current and future workforce needs of employers throughout San Diego County.

2.3 Authorities and Responsibilities. SDWP shall operate within the authorities granted to it as the WDB and shall meet the responsibilities accepted by it in the Partnership Agreement between SDWP and the Consortium, as may be amended from time to time (the "**Partnership Agreement**"), which applicable terms are incorporated herein by reference.

ARTICLE III NO STATUTORY MEMBERS

3.1 No Membership. SDWP shall have no statutory "members", as such term is defined in Corporations Code §5056. References herein to a "Member" or "Members" shall refer to a member of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.1. Powers. Subject to limitations of the Articles, these Bylaws, the Partnership Agreement, and of pertinent restrictions of WIOA and the Corporations Code of the State of California, all the activities and affairs of the corporation and all corporate powers shall be exercised by or under the direction of the Board of Directors (the "**Board**"). The Board may delegate the management of the activities of the corporation to any person or persons; provided, however, that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2 General Duties. A Member shall perform the duties as a director (as such term is defined in Corp. Code §5047) including duties as a member of any committee of the Board on which the Member may serve, in good faith, in a manner such Member believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person of like situation would use under similar circumstances. In performing the duties of a Member, he, she or they shall be entitled to rely on information, opinions, reports, including financial statements and other financial data, in each case prepared or presented by: officers and employees of the corporation, legal counsel, independent accountants or tax advisors, and the like, and Board committees on which the Member does not serve. A Member shall also comply with all policies adopted, including the Corporation's conflict of interest policy pursuant to Article 4.10 below.

4.3. Number of Members. As authorized by WIOA, the Policy Board shall have authority

to determine the size of the Board. The authorized number of Members of the Board shall be not less than [15] and not more than [25], with the exact number to be determined jointly by the Board and Policy Board.

4.4 Composition of the Board. Notwithstanding the number of Members then serving, the Board shall be composed of the following representatives at a minimum:

- A. A majority of Members shall be from the business sector consisting of: (a) representatives of businesses in San Diego County, who are chief executive officers or operating officers of businesses or other business executives with optimum policymaking or hiring authority; (b) representatives of small businesses or organizations representing small businesses that provide employment opportunities that include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local sector; or (c) appointed from among individuals by local business organizations and trade associations.
- B. At least twenty (20%) of Members shall be from representatives of the workforce within the local area as follows:
 - 1. At least two (2) Members must be representatives of labor organizations nominated by local labor federations.
 - 2. One (1) or more representative of a joint-labor management registered apprenticeship program or, if no such program exists, a representative of an apprentice program.
 - 3. May include one (1) or more community-based organization(s) (“CBO”) with experience addressing the employment needs of individuals with barriers to employment.
 - 4. May include one or more representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.
- C. One (1) Member shall represent a representative administering adult education and literacy activities under title II in the local area;
- D. One (1) Member shall include a representative of higher education, including community colleges, universities and other post-secondary educational institutions.
- E. One (1) Member shall be affiliated with the City of San Diego’s economic development strategy.
- F. One (1) Member shall be affiliated with programs described in Title I of the Rehabilitation Act (29 USC § 701 et seq.)

G. One (1) Member shall be affiliated with the California Employment Development Department (“EDD”).

H. One (1) Member shall be affiliated with the County of San Diego’s Executive Leadership.

A single Member may be appointed to represent multiple categories under this Section 4.4.

4.5. Appointment and Term of Office. The Consortium Board shall appoint Members. The term for each Member shall be two (2) years and shall commence on [July 1] of the fiscal year (July 1-June 30) in which such Member was appointed, unless such Member is duly appointed on a different date (in which case, the Member shall be treated as completing the balance of the term commencing from the preceding July 1 date. Members appointed to fill a vacancy on the Board shall serve until the expiration of the term of the replaced Member. Upon expiration of a member’s term, such member may continue to serve until a replacement is appointed.

4.6. Resignation. Any Member may resign at any time by giving written notice to the Chair or Secretary of the Board. The resignation shall take effect at the date of the receipt of the notice or at any later date if specified in the notice.

4.7 Removal of Members. A Member may be removed by the Board from office if any of the following has been found to have occurred:

A. The Member misses three (3) or more consecutive Board meetings or an aggregate of five (5) Board or committee meetings within any twelve (12) month period, without “cause.” “Cause” shall include illness, disability, emergencies, or other events beyond the control of the Member; provided, however, that the Member shall notify the Chair prior to or within 21 days of the event preventing the Member’s attendance. Without such timely notice, the absence shall be considered as unexcused.

B. A Member misses 50% or more of the meetings in any twelve (12) month period, with or without just cause.

C. The Member becomes ineligible to serve as Member under one of the categories in Section 4.4.

D. The Member engages in activities or conduct that are harmful to the interests of SDWP, as determined by the Board.

E. The Member violates any material SDWP Bylaw or policy, as determined by the Board.

The Board may vote to remove a Member at a duly called meeting under subsections A through C above. Before removal occurs under subsections D or E, the Member shall be advised of the allegation serving as the basis for removal and shall be given an opportunity to

present any contrary evidence or explanation he or she may have to the Board. Removal must be by no less than an affirmative vote of two-thirds (2/3) of the Members present at a duly called meeting of the Board.

4.8. Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Member. The Board may declare vacant the office of a Member who has been declared of unsound mind by a final order of court or who has been convicted of a felony. Vacancies on the Board shall be filled by the Policy Board.

4.9. Compensation of Members. No Member shall receive compensation for any service as a member of the Board. However, a Member may be reimbursed for any actual expenses incurred in the performance of his, her, or their duties as a Member of SDWP. Members shall not serve the organization in some other capacity for which compensation is paid.

4.10. Financial Disclosure Obligation. Members shall comply with the California Political Reform Act of 1979 and any other conflicts of interest or financial disclosure requirements the State, County, or City may mandate, including timely and accurately filing a Statement of Economic Interest (Form 700).

4.11. Conflicts of Interest. Members and any SDWP committee members are subject to the conflict-of-interest provisions set forth in WIOA, the Fair Political Practices Act (Cal. Govt. Code § 87100 et seq.), Section 1091.2 of the California Government Code, the Political Reform Act of 1974 (Cal. Govt. Code § 81000), and the Conflict-of-Interest Policy adopted by the Board. Members shall be required to acknowledge receipt of the then-current policy and agree to be bound to its terms. No member shall vote on, attempt to influence any action by the Board or the corporation on any matter, or otherwise take action (or fail to take action) that will violate the corporation's Conflict of Interest policy. Questions regarding the interpretation or applicability of such policy provisions shall be directed to SDWP's legal counsel.

ARTICLE V MEETINGS

5.1 Brown Act. All meetings of the Board shall be conducted and noticed in compliance with the Ralph M. Brown Act (Gov't Code § 54960, et seq.) (the "Brown Act"). Should any provision of these Bylaws be determined to conflict with the Brown Act, then the Brown Act shall supersede such provision(s) and will modify such provision(s) to the extent of any conflict, to bring the same into compliance therewith.

5.2 Calling of Meetings. Regular or special meetings may be called by: (a) the Chair or, in the absence of the Chair, the Vice-Chair; (b) the Chief Executive Officer; or (c) the Secretary on the written request of at least 20% of the members.

5.3 Regular Meetings. The Board shall set the dates, time(s), and place(s) of their regular meetings. The schedule of meetings shall be determined by resolution of the Board in the preceding year in which the meeting will take place and the Board shall maintain the authority to modify the schedule of meetings throughout the year, provided such modifications are in compliance with the Brown Act. A regular Board meeting shall be held at least quarterly.

5.4 Closed Session Meetings. A closed session meeting may be held to discuss personnel issues, pending litigation or any other matters appropriate for a closed meeting under the Government Code. All matters presented or discussed at a closed session meeting shall be held in strictest confidence. No member shall have the right to disclose any information or discussions divulged in the closed session, including information that is subject to the attorney-client privilege.

5.5 Special and Emergency Meetings. The Board, or any committee of the Board, may hold special meetings or emergency meetings in accordance with the applicable provisions of the Brown Act.

5.6 Notice and Conduct of Meetings; Posting of Agenda; Minutes of Meetings.

- A. All meetings of the Board, the Executive Board, and its standing committees, whether regular, special, or emergency meetings, shall be called, noticed, held, and conducted in accordance with the Brown Act and 29 U.S.C. § 2832, subdivision (e).
- B. An agenda must be posted at least 72 hours before the commencement of a regular meeting in a location freely accessible to members of the public. It shall state the meeting time and place and must contain a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. A brief general description of an agenda item generally need not exceed 20 words.
- C. Written notice of special or emergency meetings must be sent, and received by, each member of the Board, or committee as the case may be, (unless waived in writing by that member) and to each local newspaper of general circulation, and radio or television station which has requested such notice in writing. The notice must state the time and place of the meeting, and all business to be transacted or discussed. The notice must be posted in conformance with the Brown Act at least 24 hours prior to the special meeting in a site freely accessible to the public. Media notice must be delivered by personal delivery or any other means which ensures receipt, at least 24 hours before the commencement time of the meeting. Except as expressly authorized otherwise by the Brown Act or these Bylaws, the body cannot consider business not in the notice.
- D. The SDWP staff shall keep minutes of all regular, special, and emergency meetings of the Board, the Executive Committee, and its standing committees, and shall, as soon as possible after each meeting, provide a copy of the minutes to the Board for approval. The Board or committee member attendees and all votes shall be recorded in the minutes.

5.7 Quorum. A majority (i.e. greater than fifty percent (50%)) of the Members in the office as of the commencement of the meeting shall constitute a quorum for the transaction

of business at a meeting of the Board. A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place, which shall remain subject to the notice requirements of the Brown Act.

5.8 Voting; Action of the Board.

- A.** Each member of the Board shall be entitled to one vote on an action. No proxy votes shall be permitted.
- B.** No member of the Board shall cast a vote on any matter which has direct bearing on services to be provided by that member or any organization with which he or she is associated or would otherwise be the basis for a conflict of interest, as outlined by these Bylaws at Section 4.11.
- C.** The Board may act pursuant to votes taken at open public meetings for which notice has been provided in compliance with the Brown Act and these Bylaws. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Members present at a meeting duly held at which a quorum is present shall be the act of the Board or its committees.
- D.** No individual Member can commit SDWP to any contract or other course of action absent Board approval.

5.9 Agenda Setting; Agenda Items.

- A.** The Chair, or the officer of the Board presiding as the Chair, shall work with SDWP staff to develop the agendas for regular and special meetings of the Board.
- B.** Notwithstanding the preceding, the Board may take action in a regular meeting on items of business not appearing on the posted agenda under the following circumstances: (1) upon a determination by a majority vote of Members that an “emergency situation” (as defined below) exists; (2) upon a determination by a two-thirds vote of the Members present at the meeting, or, if less than two-thirds of the Members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of WDB subsequent to the agenda being posted in accordance Section 5.5(b); or (3) the item was posted pursuant Section 5.5(b) for a prior meeting of the legislative body occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.
- C.** For purposes of this Section 5.8, an “emergency situation” is defined as: (1) a work stoppage, crippling activity, or other activity that severely impairs public health,

safety, or both, as determined by a majority of the Members; or (2) a dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a one-hour notice before holding an emergency meeting under this section may endanger the public health, safety, or both, as determined by a majority of the members,

5.10 Participation in Meetings by Teleconference or Video Conference. Members may participate in meetings through use of conference telephone, electronic video screen communications, or other communications equipment, as long as the meeting fully complies with the Brown Act and Corporations Code.

5.11 Procedural Requirements of Meetings. Meetings shall be conducted according to generally understood principles of parliamentary procedure as stated in the latest edition of Robert's Rules of Order, Newly Revised, to the extent that they are not inconsistent with the Brown Act.

ARTICLE VI OFFICERS

6.1 Officers. The officers of SDWP shall be the Chair of the Board, the Vice-Chair of the Board, the Secretary, and the Treasurer. At the discretion of the Board, the corporation may also have one or more assistant or deputy officers as may be elected in accordance with the provisions of Section 6.2(B) of this Article VI.

6.2 Election of Officers. The officers shall be elected by a majority vote of the Members present at a regular or special meeting of the Board.

- A.** No person shall be elected to more than one (1) office. A term of office shall commence upon his, her, or their election by the Board and shall terminate upon his, her, or their Member term if applicable or, if none, then upon the second June 30th following his, her, or their election. Each officer shall hold his, her, or their office until he or she resigns, is removed, becomes otherwise disqualified to serve, or until the expiration of his, her, or their term. No person shall be eligible to serve more than two (2) consecutive terms in the same office.
- B.** The Chair, Vice-Chair, Secretary, and Treasurer shall be elected by the Board from among the then-serving Members appointed to the Board pursuant to Article IV of these Bylaws, and as prescribed by WIOA, Section 107(b)(3).
- C.** Officer elections shall be conducted at a Board meeting every two years. Unless the Board adopts a different process by resolution, elections shall be conducted for each position for which there are multiple candidates in a manner substantially similar to the following : (1) nominations may be made prior to or at the election; (2) the Board shall be entitled to receive a summary of the candidate's qualifications for the position; (3) each candidate shall make a brief statement to the Board; and (4) such

other procedures as the Board may adopt. The Board may vote by ballot, hand, voice, or other means; provided, however, that the vote of each member may not be done in secret. No member may be elected to an office until such member receives the affirmative vote of a majority of the directors present at a duly called meeting.

6.3 Removals, Resignations and Vacancies.

- A.** The persons elected to the office of Chair, Vice-Chair, Secretary, and Treasurer may be removed from office by a majority vote of the authorized Members at a regular or special meeting of the Board.
- B.** Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the CEO (as defined in Article VIII of these Bylaws), the Chair of the Board, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later date if specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.
- C.** A vacancy shall exist in the case of death, resignation, removal, or disqualification resulting when an officer no longer meets the criteria under which they were nominated, or any unresolvable conflict of interest or impropriety, such as failure to comply with these Bylaws or conduct detrimental to the interest of the SDWP.
 - i.** In the event of a vacancy in the office of Chair, the Vice-Chair shall succeed immediately to the office of Chair and possess all the powers to perform all the duties of that office for the remainder of the Chair's unexpired term.
 - ii.** In the event of a vacancy in the office of Vice-Chair, Secretary, or Treasurer, the office shall be filled in accordance with paragraph (B) above for the unexpired term of that office.
 - iii.** In the event of a vacancy in both the offices of Chair and Vice-Chair, a special meeting will be held within ten (10) business days, to nominate and elect a new Chair and Vice-Chair in accordance with paragraph (B) above.

6.4 Chair of the Board. The Chair is the elected representative of the Board and spokesperson for the policies established by the Board. **Only a member of the business sector under Article 4.4.A. may serve as the Chair.** The Chair works under the advice, direction, and consent of the Board, and is responsible for representing the collective thinking and actions of the Board. The Chair of the Board shall preside at all meetings of the Board and of the Executive Committee. The Chair shall exercise all authority directed by the Board and shall perform all duties incident to the office of Chair and such other duties as prescribed by the Board from time to time. The Chair shall obtain the advice and consent of the Board before acting in all matters not specifically delegated herein to the Chair. Those duties and

responsibilities not specifically delegated herein to the Chair are retained by the Board and require the advice and consent of the Board before action or implementation by the Chair.

6.5 Vice-Chair of the Board. The Vice-Chair, in the absence of the Chair or at the request of, or in the event of the Chair's inability to act, shall perform the duties of the Chair of the Board, and when so acting, the Vice-Chair shall have all powers of and be subject to all the restrictions upon the Chair of the Board. Upon the death, resignation, or removal of the Chair, the Vice-Chair shall assume the office of the Chair of the Board. The Vice-Chair shall perform such other duties as may from time to time be assigned by the Chair of the Board or by the Board. **Only a member of the business sector under Article 4.4.A. may serve as the Vice-Chair.**

6.6 Treasurer. The Treasurer shall monitor the financial activity of SDWP and report to the Board. The corporation's financial statements shall be audited annually by a California-licensed Certified Public Accountant approved by the Board. The Treasurer shall be subject to all other conditions and restrictions as may be made and shall perform such duties specified by the Board or as may be required by law.

6.7 Secretary. The Secretary shall be responsible for ensuring the proper recordkeeping of the minutes of the meetings of the Board and of the Executive Committee. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. To the extent required, the Secretary shall ensure that the corporate seal is affixed to all documents, the execution of which is duly authorized.

ARTICLE VII COMMITTEES

7.1 Standing and Ad-Hoc Committees. The Board shall have an Executive Committee, an Audit Committee, and a Diversity, Equity, Inclusion, and **Accessibility ("DEIA")** Committee as standing committees. Additionally, ad-hoc committees may be established by Board resolution to perform specific tasks or work product for a limited duration.

7.2 Committee Appointment; Term. Members of committees, other than the Executive Committee, shall be appointed by the Chair of the Board and, except as expressly stated otherwise in these Bylaws, may exclusively include Members or may be supplemented by other community members not on the Board, in the sole discretion of the Chair. The term for each ex officio committee member shall align with his, her, or their officer term. The term for each committee appointee shall commence upon appointment and shall expire upon the officer term of the appointing Chair, unless such member resigns earlier by giving written notice of resignation in accordance with resignation procedures provided for in these Bylaws under Article IV.

7.3 Committee Meetings. Each committee shall conduct its meetings in compliance with the California Government Code, including the Brown Act, and in conformity with the procedures set for meetings of the Board in Article V of these Bylaws. Quorum for a

committee to conduct business shall be a majority (greater than fifty percent) of the then-current committee members. All committees shall maintain minutes of proceedings that are kept with the records of the corporation.

7.4 Committee Authority. Except as expressly stated otherwise in these Bylaws or in a resolution of the Board, all actions of a committee are advisory only. No committee (including the Executive Committee) shall be authorized to take any the following actions:

- A. Authorize distributions or compensation to or for the benefit of the Members or officers;
- B. Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- C. Elect, appoint or remove Members or Officers, or fill vacancies on the Board;
- D. Adopt, amend, or repeal the Articles of Incorporation or Bylaws;
- E. Approve the annual operating budget; and/or
- F. Buy, sell or lease real property.

7.5 Executive Committee. The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer, the Audit committee Chair, and the DEI committee Chair. Other Members may be appointed by the Chair to serve as Executive Committee members. The Chair shall serve as Chair of the Executive Committee. The committee shall have the following responsibilities:

- A. Provide oversight in the management of the affairs of the corporation between full Board meetings.
- B. Be responsible for oversight of fiscal matters of the corporation (e.g., review of financial statements/reports) and reporting the same to the Board. It shall create a proposed annual budget each year for the following fiscal year and submit the same to the Board for review and approval before the committee submits the same to the Policy Board in accordance with the Partnership Agreement. The committee may also make recommendations to the Policy Board regarding the corporation's needs relative to any proposed budget.

Emergency actions and all other actions taken by the Executive Committee that would otherwise require Board approval are conditional and subject to subsequent ratification or

rescission by the Board.

7.6 Audit Committee. The primary function is to assist the Board in fulfilling its financial oversight duties, including reviewing the system of internal controls and risk assessment, compliance with legal and regulatory requirements, and the qualifications, independence, and performance of the independent auditors (including recommending to the Board the hiring, compensation, and/or termination of the same). Committee members should be appointed on the basis of their independence from SDWP, expertise and interest in accounting, law, or business administration. The audit committee shall be comprised of at least one ‘Financial Expert.’ A “Financial Expert” is a person that is a degreed accountant, certified public accountant, or who has over 5 years working in accounting or auditing. The audit committee shall comply with the requirements of Government Code, §12586(e)(2) or any successor section regarding the requirements and membership of the audit committee.

Members of the audit committee may include individuals who are not members of the Board but may not include any members of the staff of SDWP, including the CEO. In the event the Board appoints a finance committee, members must constitute less than one-half of the membership of the audit committee and the Chair of the finance committee shall not serve on the audit committee.

7.7 Diversity, Equity, Inclusion, and Accessibility Committee. The DEIA Committee shall provide vision, oversight, and expertise to SDWP senior leadership to execute goals related to the diversity, equity, and inclusive actions of SDWP. The committee’s scope shall include initiatives and services SDWP provides the community, internal policies, practices, and goals related to employment, hiring, and procurement. The committee shall review and report to the Board on the impact and relationship of hiring and employment trends of bias, discrimination, and racism. The committee will help inform strategies and investments to drive equity across SDWP’s outcomes. Committee members should be appointed on the basis of expertise, interest, and ability to contribute time, talent, and resources. The DEI Chair will be responsible for ensuring the committee establishes and updates a charter outlining the area of focus. The Chair or their representative will report key activities and milestones of the DEI committee to the Board no less than annually. At least half of the DEI committee members shall be comprised of then-serving members of the Board.

7.8 Joint Personnel Committee. The corporation shall have three (3) representatives on the Joint Personnel Committee established under the Partnership Agreement. Along with three (3) members appointed by the Consortium, the committee shall be responsible for selecting, evaluating, and recommending the compensation of the Chief Executive Officer. The Chair, Vice-Chair and one other Member appointed by the Board shall serve as the three representatives of the corporation. They shall coordinate with the three members of the Consortium in fulfilling the duties of this committee.

ARTICLE VIII STAFFING

Subject to funds made available by the Consortium for such purposes, the following staffing shall be provided for the operation of SDWP:

- A.** Chief Executive Officer (“CEO”) of the SDWP, who shall be the managing officer of the SDWP. The CEO shall be selected, evaluated, and the terms and scope of his, her, or their employment and compensation shall be determined by the Joint Personnel Committee.
- B.** Legal Counsel, as may be required, independent of the Consortium.
- C.** Other staff members as the CEO may deem appropriate and necessary for SDWP to fulfill its duties and responsibilities pursuant to WIOA and the Partnership Agreement, and in compliance with any other applicable legislation.

ARTICLE IX CORPORATE POLICIES

The Board may adopt policies with which all members, officers, employees and/or agents of SDWP shall comply. Such policies shall be in conformity with the Partnership Agreement, WIOA, and any other applicable legislation. Board policies may include, but are not limited to, governance policies, purchasing and contracting policies (including management authority and appropriate contractual limits to enter into contracts or incur expenses reasonably incurred on behalf of corporation), ethics and conflict of interest policies, fiscal and financial policies and document retention policies.

ARTICLE X AMENDMENTS

These Bylaws may be amended, repealed, and/or restated by the affirmative vote of two-thirds of the members of the Board at any meeting at which a quorum is present; provided, that notice of such proposed amendment shall be posted in accordance with provisions of the Brown Act except with at least 7 days prior to any vote and shall state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws, with a copy or summary of the proposed amendment, repeal and/or restatement, as the case may be, and a statement of the general nature thereof. At the same time such materials are posted, they shall also be sent to the Consortium.

ARTICLE XI INDEMNIFICATION

11.1 General Policy. It shall be the policy of SDWP to indemnify to the maximum extent permitted by California Nonprofit Public Benefit Corporation Law, any one or more the Members, officers, employees, or agents and former Members, officers, employees, or agents of the corporation, and persons who serve or have served at the request of the corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

11.2 Use of Corporate Funds. SDWP may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in this Article shall be deemed a proper expense of the corporation.

ARTICLE XII GENERAL PROVISIONS

12.1 Conflict of Laws. In any conflict arising between the provisions of WIOA, applicable State law, or other implementing regulations, the legal provisions of law and regulation shall prevail, except as the Bylaws represent allowable discretion by the Consortium and SDWP in interpretation and implementation of law and regulation.

12.2 Severability. If any part of these Bylaws is held to be null and/or void, the validity of the remaining portion of the Bylaws shall not be affected.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed Secretary of the SAN DIEGO WORKFORCE PARTNERSHIP, INC., a California corporation, and that these Amended and Restated Bylaws, consisting of [____] pages, are the effective Bylaws of this corporation as adopted by the corporation's Board on _____, 2024.

Executed on _____, 2024, at San Diego, California

[Name], Board Secretary