

**BYLAWS  
OF  
WORKFORCE DEVELOPMENT CORPORATION  
OF SOUTHEAST LOS ANGELES COUNTY, INC.**

**(A California Nonprofit Public Benefit Corp.)**

As Approved by Policy Board March 23, 2004, and further modified  
by ad-hoc committee formed by the WDB Board of Directors on  
March 28, 2005 (deleting committee absences as grounds for removal), and further modified by the Policy  
and WDB Boards effective June 12, 2013 (amending Attachment A membership), and further modified on  
February 24, 2015 (in compliance with the July 1, 2015 implementation of the Workforce Innovation and  
Opportunity Act of 2014, including further amendments to Attachment A membership), and further  
modified on July 1, 2020 (including amendments to join Paramount)

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BY-LAWS  
OF  
WORKFORCE DEVELOPMENT CORPORATION  
OF SOUTHEAST LOS ANGELES COUNTY, INC.  
(A California Non-Profit Public Benefit Corporation)

ARTICLE I. ORGANIZATION; POWERS; POLICY BOARD; AGREEMENT.

A. This corporation (hereinafter referred to as the "WDB") is a nonprofit public benefit corporation organized under the Nonprofit Corporation Law of the State of California.

B. The Policy Board of the Southeast Los Angeles County Local Area ("Policy Board"), as defined in that certain Sixth Amended and Restated Joint Exercise of Powers Agreement Among the Cities of Artesia, Bellflower, Cerritos, Downey, Hawaiian Gardens, Lakewood, Norwalk, and Paramount for Workforce Development Services, as that agreement may be amended from time to time (the "JPA") is the public entity established under the JPA to carry out the JPA's purpose to develop, finance, and administer programs for the delivery of employment and training services, business engagement, economic development and human services and to undertake such programs as the Policy Board may authorize, to support these purposes. It is comprised of one elected official appointed by each of the cities that are signatories to the JPA, as they now exist or may hereafter be increased or decreased (the "Cities"). The Policy Board is also the "Chief Elected Official" for the State-designated "Local Workforce Investment Area" comprised of the Cities, as such quoted terms are defined by the federal Workforce Investment Act of 1998, 29 USC § 2801 et seq. as superseded by the Workforce Innovation and Opportunity Act of 2014 or any successor to that legislation ("WIOA"), and is responsible for exercising the authority and performing the functions of the WIOA Chief Elected Official.

C. The WDB is the entity designated to administer the JPA, under the direction of the Policy Board, unless and until such time the Policy Board appoints another entity to do so. It is also the "Local Workforce Development Board" (as defined by WIOA) for the Local Area, and shall be responsible to exercise the authority and perform the functions of such a Local Board as well as its general corporate authority and functions, under the direction of its Board of Directors, who are appointed by the Policy Board as further described herein. The Board of Directors is to be comprised of business representatives and representatives of various educational and public service entities and organized labor, as required by WIOA.

D. The Policy Board and the WDB have heretofore further defined and described their respective roles in overseeing and implementing WIOA-authorized workforce development services within the Local Area, to foster improved economic circumstances for job-seekers and employers, pursuant to an agreement, as amended, (the "Agreement"), originally dated as of July 1, 2001, between the Policy Board and the WDB. The Agreement, as it may be amended from time to time, is incorporated herein by this reference. In the event of a conflict between the Agreement and any other provision of these Bylaws, the Agreement shall prevail.

## ARTICLE II. MISSION AND FUNCTIONS

### A. Mission

The mission of the WDB is to foster private-public partnerships to meet the employment-related needs of area residents and the workforce needs of area employers, and thereby to enhance the quality of life throughout the Local Area and surrounding communities.

### B. Functions

The WDB's major functions in carrying out its mission include the following:

1. Workforce Development. Administer and coordinate WIOA-funded and other programs, including programs funded by any successor legislation to WIOA, which prepare the workforce to meet employers' requirements.

2. Community Development. Promote job creation to expand employment opportunities and to improve economic conditions for area residents.

3. Partnership Development. Coordinate resources and services with employers, state and local government agencies, secondary and post-secondary schools, organized labor and community organizations.

4. Internal Governance. Establish internal policies, procedures and mechanisms which promote the WDB's agenda in consultation with the Policy Board as provided in the Governing Boards Agreement.

## ARTICLE III. DIRECTORS

### A. Obligations and Rights

Each Director shall fulfill the obligations and have the rights of a director of a California nonprofit public benefit corporation, subject to any limitations imposed by the Agreement. In addition, each Director shall have the obligations and rights of a member of a Local Workforce Development Board, as defined by WIOA, as amended.

B. Number and Qualifications

Until changed by an amendment of these Bylaws, the authorized number of Directors is the number specified in Attachment A to these Bylaws. The qualifications and method of appointment for each of the Directors are as stated in the Agreement and WIOA, as amended.

C. Term of Office

Each Director's term of office shall be two years, beginning on July 1 and ending on June 30 of the second year thereafter and the election of a successor; provided, however, that the term of a Director to fill a vacancy shall be the balance of the predecessor's term. The Board by resolution shall cause the terms of the Directors to be staggered so that the terms of approximately half of the Directors expire in any year. Directors may be re-appointed to successive terms without limitation.

D. Vacancies

Vacancies during a term and following expiration of the term shall be filled in the same manner as the original appointments.

E. Removal of Directors

1. Grounds for Removal. A Director may be removed by majority vote of the Directors: (a) due to conduct detrimental to the interests of the corporation; or (b) in the event that a Director has three (3) consecutive unexcused absences from meetings of the full WDB; or (c) has a total of six (6) unexcused absences from meetings of the of the full WDB during any 12-month period; and a Director shall be removed upon a change in employment such that the Director no longer fulfills the requirements for the category pursuant to which (s)he was appointed as a Director. An absence from a Board meeting may be excused by the Chairman of the Board. Bases for the excusal of absences shall include, but shall not be limited to, personal illness, being out-of-town on vacation, or job-related duties. In the event that the Board Chairman fails to excuse an absence when requested to do so by a Director, the Director may call for a vote of the Board, in which case the absence shall be deemed excused if approved by a majority of those casting votes, not including the Director in question, who shall not vote on such issue. Notwithstanding such attendance requirements, no absence at a Special Meeting shall be considered a qualifying absence for removal of a Director, nor shall an absence at any meeting which is rescheduled from its regular time to another time, due to lack of a quorum, provided that the Director was present at the meeting which lacked a quorum, or would have been present but for receipt of advanced notice of the meeting's intended adjournment due to anticipated lack of a quorum. Absences at multiple meetings held on the same day shall only constitute one (1) absence for the purposes of this section.

2. Procedures for Removal. To accomplish such removal the WDB shall comply with the following procedures:

i. The Director in question, his or her nominating authority, and the Policy Board shall be given notice not less than fourteen (14) days prior to any pending action. This notice shall be:

- a. in writing, detailing the time and place of the meeting where such action will be taken; and
- b. mailed to the Director in question with a return receipt requested.

ii. The Director in question shall be given reasonable opportunity to speak before the WDB; however, failure to appear before the WDB shall not be an impediment to removal.

3. Appeal of Removal. A Director removed by the WDB may appeal such removal to the Policy Board. Such appeal shall be made in writing, and shall be timely only if received by the Policy Board and the WDB, through their respective Executive Directors, within 10 days of the date of removal.

#### F. Compensation

Directors shall serve without compensation, but may be reimbursed for actual and necessary expenses as may be fixed or determined by the Board of Directors.

#### G. Non-Liability of Directors

Subject to applicable provisions of law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### H. Powers of Directors

Subject to the provisions and limitations of the California Non-Profit Corporation Law and any other applicable laws, specifically WIOA, as amended, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Directors as a body.

#### I. Termination of Agreement

Notwithstanding anything in these Bylaws to the contrary, upon termination of the Agreement for any reason in the absence of a written agreement between the Policy Board and this corporation to the contrary, this corporation may elect to dissolve and to wind up its affairs as promptly as reasonably possible. If this corporation does not elect to so dissolve and wind up its affairs, it shall seek agreement with the Policy Board to provide for its continuation as a nonprofit corporation for such lawful purposes as the Policy Board and this corporation may agree upon. If six months after the termination of

the Agreement and in the absence of a written agreement to the contrary, this corporation has not elected to dissolve or not wound up its affairs and has not reached agreement with the Policy Board for its continuation as a nonprofit corporation, then, the terms of all Directors of this corporation shall terminate, the number of Directors shall be reduced to the number of Cities at that time, and all Directors shall thereafter be appointed by the Policy Board in its sole discretion (*i.e.*, without regard to any restrictions or requirements under WIOA, as amended, the Articles of Incorporation, these Bylaws, or any other provision of the Agreement).

#### ARTICLE IV. OFFICERS

##### A. Designation, Election and Vacancies

The WDB's officers shall be a Chairperson, a Vice-Chairperson and a Secretary-Treasurer. During such time as federal law so requires, the Chairperson must hold his or her position as Director as a representative of the private sector. Expiration of an Officer's status as a Director shall without any further action simultaneously terminate the Director's position as an Officer. Absent such expiration, the term of an Officer shall extend until a successor is properly elected or until the Officer is removed by the Board of Directors.

Officers shall be elected annually for a one-year term by the Board of Directors at its annual meeting, and shall serve at the pleasure of the Board or until a successor is elected. No person may serve more than two full terms in succession in any office.

Any Officer may resign at any time by giving written notice to the Chairperson or the Vice-Chairperson with a copy to the WDB's Executive Director. The resignation shall be effective on the date of notice or any other date specified in the notice, and need not be accepted to take effect.

Any vacancy in an Officer position for any reason shall be filled in the same manner as the original appointment and for the balance of the term of the respective Officer.

##### B. Powers and Duties of Officers

###### 1. Chairperson

The Chairperson shall call and preside at all meetings of the Board of Directors; shall appoint Directors to standing committees and ad hoc committees, except as otherwise specified in these Bylaws, the Agreement, or applicable law; shall be an ex officio member of all WDB committees of which the Chairperson is not a regular member; shall sign all WDB training plans, contracts, modifications, warrants and other documents evidencing an obligation of the WDB, except as such authority may be delegated to staff by specific Board of Directors action in limited circumstances; shall

generally serve as the chief executive officer of the corporation; and shall exercise such other powers and perform such other duties as the Board may from time to time assign.

## 2. Vice-Chairperson

The Vice-Chairperson shall possess and perform all of the powers and duties of the Chairperson during the absence or unwillingness or inability to act of the Chairperson for any reason, or as otherwise delegated by the Chairperson; and shall exercise such other powers and perform such other duties of the Chairperson as the WDB may from time to time assign.

## 3. Secretary/Treasurer

The Secretary/Treasurer shall keep or cause to be kept at the WDB's principal office, or at such other place as the WDB may direct, each of the following corporate records: (a) a book of minutes of all meetings, proceedings, and actions of the Board, which minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, and the names of those present at Board of Directors and committee meetings; (b) a copy of the Articles of Incorporation and Bylaws, as amended to date; (c) a record of the WDB's Directors, showing each Director's name, address, and term of appointment; and (d) adequate and correct books and accounts of the WDB's properties and transactions. Each of the above corporate records shall be open to inspection by any Director at all reasonable times.

The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors and its committees as required by these Bylaws; shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board; shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; and shall disburse the WDB's funds as the Board may order.

The above duties of the Secretary/Treasurer may be carried out under the supervision of Secretary/Treasurer by an Assistant Secretary and/or Assistant Treasurer to which such duties are assigned from time to time by the Board. The Secretary/Treasurer shall also possess and perform all of the powers and duties of the Vice Chairperson during the absence or unwillingness or inability to act of the Vice Chairperson for any reason; and shall exercise such other powers and perform such other duties as the Board may from time to time assign.

## C. Execution of Warrants

All warrants must be signed by two authorized signatories as determined by written WDB policy.

## ARTICLE V. COMMITTEES

### A. Compliance with the Brown Act.

Each committee shall comply with California Government Code section 54950 et seq. (the "Brown Act"). A quorum of a committee shall be 51 percent of the committee's membership, and no action shall be effective except upon approval by a majority of a quorum at a meeting noticed and conducted in compliance herewith.

### B. Standing Committees

1. In addition to any continuing committee ("Standing Committee") described in or required by statute, these Bylaws, or the Agreement, the WDB, at its discretion and as adopted by resolution, may establish any other Standing Committee(s). The Board of Directors may not delegate its powers to any committee which is not a Standing Committee, and no action by any Standing Committee shall be considered a WDB action unless the specific power to act has been expressly delegated by the Board to that Standing Committee. All other committee actions shall be considered recommendations to the Board of Directors.

2. The "Personnel Committee" shall be constituted and shall have the functions and responsibilities as specified in the Agreement, together with such other functions and responsibilities assigned to it by joint action of the Board of Directors and the Policy Board.

3. The "Executive Committee" is a Standing Committee consisting of no more than five members including the Officers of the WDB and any other members of the Board appointed to the Executive Committee. The Executive Committee is delegated WDB power to take action on all WDB activities. All action taken will be presented to the full board that will ratify all actions taken.

### C. Other Committees

The Chairperson may from time to time establish one or more temporary committees of limited scope and appoint persons thereto, provided that each such committee's purpose and term of existence shall be reported to the Board of Directors and to the Policy at the next meeting of each. Each Standing Committee may also form and appoint members of such subcommittees as it believes appropriate to perform its duties.

### D. Committee Meetings

Except as otherwise provided by these Bylaws, each Standing Committee shall establish its own procedures to perform its duties and, excepting only the Personnel Committee, shall elect its own chairperson, subject to Board of Directors' review and

approval. Meetings of Standing Committees shall be held such that actions taken can be reported to and acted upon by the Board of Directors.

E. Removal from Committees

1. Grounds for Removal. A committee member may be removed from any Committee by a majority vote of the members of that Committee: (a) Due to conduct detrimental to the interests of the corporation; or (b) in the event that a committee member has either three (3) consecutive unexcused absences, or a total of six (6) unexcused absences during any 12-month period, from the meetings of that Committee; a committee member shall be removed upon a change in employment such that the member no longer fulfills the requirements for the category pursuant to which (s)he was appointed as a committee member. The provisions governing the excusal of absences set forth in the "Grounds for Removal" subsection of Article III.E shall govern the excusal of absences for committee members.

2. Procedures for Removal. To accomplish the removal of a committee member, a Committee shall comply with the procedures set forth in subsection 2 of Article III.E.

3. Appeal of Removal. A committee member removed by a Committee may appeal such removal to the WDB. Such appeal shall be made in writing and shall be timely only if received by the WDB, through its Executive Director, within 10 days of the date of removal.

## ARTICLE VI. BOARD OF DIRECTORS MEETINGS

A. Scope

All meetings of the Board of Directors shall be conducted pursuant to this Article, except as otherwise required by law.

B. Regular Meetings

Regular meetings of the Board of Directors shall be held as designated by the Board annually as part of an annual Calendar of Meetings. The Board may choose to alter the schedule from time to time. The time and place may be established by the Chairperson's discretion. The place of meeting may rotate among the Cities.

Written notice of the time and place of the regular meetings for the program year of the WDB shall be given and/or mailed at the beginning of the program year to each Director, the Policy Board, service providers, and to each person or organization which has requested written notice of such meetings. No separate notice of the schedule of the regular meeting of the Board need be given if electronic or mailed notice of the time and place set by the Chairperson establishing the regular meeting date has been given. Written notice of each regular meeting shall specify the meeting's place, date and time;

shall contain a brief general description of each item of business to be discussed at the meeting; and shall be posted at the city halls of the Cities at least 72 hours prior to the meeting. Discussion of items not appearing on the posted agenda shall be limited as provided in the Brown Act.

#### C. Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chairperson and shall be called by the Chairperson within ten days after written request signed by a majority of the WDB's Directors.

Written notice of each special meeting shall be given to each Director, the Policy Board, and to each person or organization which has requested written notice of such meetings. Notice shall be given by personal delivery, electronic, or first-class mail, and shall be received by the Directors and posted at the city halls of the Cities at least 24 hours prior to the meeting, subject to waiver by the Directors as provided in the Brown Act. The notice shall state the place, date and time of the meeting and the business to be transacted; and no other business may be transacted.

#### D. Annual Meeting

The annual meeting of the Board of Directors shall be held in July of each year. The time and place of this meeting shall be determined by the Board. The purpose of the annual meeting shall be to elect Officers and to conduct such other business as may be necessary at that time.

#### E. Quorum

A quorum at any Board meeting shall consist of 51% of the current Directors, excluding Director positions which are not then filled.

#### F. Voting

The Board may act only by majority vote of a quorum or such greater number as may be required herein, by law or under the Agreement. Each Director shall be entitled to one (1) vote and may participate fully in the voting procedure except when a Director's participation would create a conflict of interest under applicable laws or WDB policy.

#### G. Procedure

In all its actions and meetings the Board of Directors shall be governed by the most recent edition of Robert's Rules of Order in all cases to which they are applicable and not inconsistent with these Bylaws, as interpreted and applied by the Chairperson or a parliamentarian appointed by the Chairperson or such alternative rules based on Roberts Rules as may be adopted by the WDB in writing.

#### H. Meetings by Electronic Means.

Attendance may be by teleconference, videoconference, or other electronic means in accordance with the provisions of § 54950 et seq. of the California Government Code or such Executive Orders issued in accordance with applicable law.

### ARTICLE VII. INDEMNIFICATION AND INSURANCE

To the fullest extent permitted by law, the WDB shall indemnify its Directors, Officers, committee members, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in Section 5238(a).

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by persons seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the WDB before final disposition of the proceeding, on receipt by the WDB of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the WDB for those expenses.

The WDBWDB shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Officers, committee members, employees and other agents, against any liability asserted against or incurred by a person in such capacity or arising out of the person's status as such.

Notwithstanding any other provision herein, the WDB's right or duty to indemnify its Directors, Officers, committee members, employees and other agents shall be subject to the availability of WDB funds for that purpose.

### ARTICLE VIII. INSPECTION OF RECORDS

Every Director shall have the absolute right at any reasonable time to inspect the WDB's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

## ARTICLE IX. ANNUAL REPORT AND AUDIT

The WDB shall cause an annual report to be sent to the Governor's Office at the end of each fiscal year as required by State regulation. The WDB's fiscal year shall be July 1 through June 30. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

1. Closeout Summary of WIOA Expenditures
2. Closeout Status of Cash Reports

The WDB's Executive Director shall present at the January Board of Directors meeting each year an annual report of the prior year's expenditures and any monies remaining as carry-over to the new year. The WDB's chief operational employee and Chairperson shall meet with the Policy Board not less frequently than twice each year to review the reports provided by the WDB and to answer questions posed by members of the Policy Board

An audit shall be conducted as required by law by an independent CPA firm selected by the Board of Directors through an open bid process and consistently with the Agreement. An audit report shall be provided to the Board of Directors and the Policy Board, as well as to the State, as required by law.

## ARTICLE X. AMENDMENTS

Amendments to these By-Laws must be approved by an affirmative vote of a majority of all current Directors, excluding Director positions which are not then filled, at a meeting of the Board of Directors; provided that each amendment proposed shall have been received by the Directors no less than five business days prior to action by the Board.

Notwithstanding any other provision hereof, the subject matter of any proposed amendment to these Bylaws shall be provided to the Policy Board at least thirty days before action thereon by the Board of Directors; and any amendment to these Bylaws shall be subject to Policy Board approval before becoming effective.

**ATTACHMENT A**  
(Revised July 1, 2020)

16 private sector representatives (2 from each of the Cities) – represents at least 51% of total members

\*\*\* 6 representatives of organized labor organizations – represents at least 20% of total

2 representatives of educational agencies

1 representative of vocational rehabilitation agencies

1 representative of economic development agencies

1 representative of the State Employment Service office under Wagner-Peyser Act

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27 TOTAL

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Note: Per WIOA law, unless amended, attempts to fill Labor positions must first address representatives of Labor organizations (for a local area in which employees are represented by labor organization), who have been nominated by local labor federations or (for a local area in which no employees are represented by such organizations) other representatives of employees:

**shall include** two or more representatives of labor organizations, where such organizations exist in the local area. Where labor organizations do not exist, representatives must be selected from other employee representatives;

**shall include** one or more representatives of a joint labor-management, or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization. If no union affiliated registered apprenticeship programs exist in the area, a representative of a registered apprenticeship program with no union affiliation must be appointed, if one exists;


**may include** representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organization that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and

**may include** 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.

CERTIFICATE OF SECRETARY OF CORPORATION

I hereby certify that I am the duly elected and acting Secretary of Workforce Development Corporation of Southeast Los Angeles County, Inc., and that the above Bylaws consisting of 12 pages, are the Bylaws of this corporation as in effect on the date hereafter stated.

Executed on July 23, 2020, at Cerritos, California.

  
Mark Dameron, Secretary