



Innovative Workforce Solutions

Workforce Arizona Council
(Arizona Workforce Development Board)

BYLAWS

Article I NAME

Section 1. Name of the Board

The name of the organization shall be the Workforce Arizona Council, hereinafter referred to as the "Council."

Section 2. Legal Authority for Board

The Council is established as the State Workforce Development Board, pursuant to the Workforce Innovation and Opportunity Act (WIOA), 29 U.S.C. § 3111 and in accordance with A.R.S. § 41-1542 and Executive Order No. 2015-10 (Supersedes Executive Order No. 2008-17).

Article II ROLES AND RESPONSIBILITIES

Section 1. Purpose

The Council shall advise the Governor on all matters of workforce development strategy and policy for the State of Arizona, and shall:

- a. Bring together a broad range of stakeholders representing industries vital to Arizona's continued economic development;
- b. Provide state-level coordination of workforce development policies and programs;
- c. Establish goals for the continued development of Arizona's Unified Workforce Development Plan; and
- d. Make recommendations to the Governor on the effective use of resources.

Section 2. Powers

The Council shall have the powers necessary to carry out its purpose and accomplish its functions as outlined in the WIOA, 29 U.S.C. § 3151(b), and any amendments thereto, A.R.S. § 41-1542, and any amendments thereto, and under Executive Order No. 2015-10.

Article III MEMBERSHIPS

Members of the Council are public officers for purposes of A.R.S. Title 38, Chapter 3, Article 8 and the Council is a public body for purposes of A.R.S. Title 38, Chapter 3, Article 3.1. Membership is pursuant to Section 101 of the WIOA.

Section 1. Composition

- a. The Council shall consist of 24-36 voting members. Private sector representatives shall constitute a majority of the Council with at least one member representing small business, as defined by the U.S. Small Business Administration.
- b. Members of the Council shall include:
 1. The Governor;
 2. At least one member of each chamber of the Arizona state legislature, appointed by the appropriate presiding officers of such chambers;
 3. Members appointed by the Governor, of which:
 - i. A majority shall be representatives of targeted industries appointed from among individuals nominated by state business organizations and trade associations. Such representatives shall be owners of businesses, chief executive or operating officers or others with optimum policymaking or hiring authority; members may represent nonprofit firms, but only to the extent that they otherwise meet the requirements of this paragraph concerning target industry, source of nominees, and level or authority in the business.
 - ii. Not less than 20 percent shall be representatives of the workforce within the State, who:

- Shall include not less than two labor representatives nominated by state labor federations; and
 - Shall include not less than one member of a labor organization or a training director from a joint labor-management registered apprenticeship program;
 - May include representatives of community-based organizations with demonstrated experience in serving individuals with barriers to employment; and
 - May include organizations with demonstrated experience in serving eligible youth, including out of school youth;
4. Not less than two local chief elected officials; and
 5. Lead State officials with primary responsibility for the following core programs of the Workforce Innovation and Opportunity Act:
 - (i) The adult, dislocated worker, and youth programs authorized under title I of WIOA and the Wagner-Peyser Act;
 - (ii) The Adult Education and Family Literacy Act (AEFLA) program authorized under title II of WIOA; and
 - (iii) The State Vocational Rehabilitation (VR) program authorized under the Rehabilitation Act of 1973, as amended by title IV of WIOA.
 - c. Members of the Council shall represent diverse geographic areas of the State, including urban, rural, and suburban areas.
 - d. No person shall serve as a representative for more than one category of membership.
 - e. The validity of Council decisions does not depend upon the actual attendance of appointed members in the above various categories at Council meetings.
 - f. In the event a member ceases to be employed with the organization with which he or she was affiliated at the time of appointment, or experiences a significant change in their role with said organization, the member must promptly notify the Chair. Such member may continue to serve on the Council until such time as the Executive Committee may review and make a recommendation to the Governor concerning their appointment. A member of the state legislature who ceases to remain in service in their respective body must similarly notify the Chair as well as the Speaker of the House or President of the Senate, and will immediately cease service on the Council.
 - g. The Governor will appoint the chair and members of Workforce Arizona Council in accordance with federal law as stated in the Workforce Innovation and Opportunity Act. Nominations will be received by the Workforce Arizona Council Manager and forwarded to the Director of Arizona Boards and Commissions for review and possible appointment by the Governor.

Section 2. Officers

- a. The Officers of the Council shall be the Chair and a Co-Chair or Vice Chair.
- b. The designated Chair shall be a representative from a private sector employer.
- c. The Governor shall designate the Council Chair and any Co-Chair or Vice Chair.
- d. The Chair will preside at all Council meetings and may appoint committees and Chairs of committees as needed to carry out Council business. The Chair must be physically present to preside at meetings.
- e. The Co-Chair or Vice Chair shall perform the Chair's duties in the event of the Chair's absence at meetings or in such circumstance where the Chair shall relinquish to the Co-Chair or Vice-Chair.

Section 3. Terms of Office

- a. Members shall serve a term of up to three years. Terms shall be staggered so that approximately one-third of the appointments expire each year.
- b. Members shall serve at the discretion of the Governor, who may appoint or replace members at will.
- c. The officers shall serve a one year term or until a successor officer is appointed, and may be appointed for multiple terms. In the event that an officer is removed from their duties or from the Council, they shall not serve until a new officer is appointed.
- d. The appointed Chair of the board shall have the authority to designate each member's term as needed to meet the one-third allotment of expiring terms for the purpose of maintaining staggered terms.
- e. If a member is appointed to fill out a term, that member's term shall be for up to three years-

Section 4. Removal and Resignation

- a. Members are strongly encouraged to attend all meetings in person or via telephonic or electronic conferencing.
- b. The Executive Committee shall annually evaluate member attendance and contribution and provide a recommendation for retention/removal of members to the Governor.

- c. Members may not send designees to represent them at Council meeting except for the following:
 - 1. The Governor
 - 2. The Director of Economic Security
 - 3. The CEO of the Arizona Commerce Authority
- d. Any member or officer may resign at any time by giving written (including electronic) notice to the Manager of the Council. Subject to the approval of the Governor, any such resignation shall take effect at the time specified in the member's or officer's written notice, or on the date of the notice if a date is not specified.

Section 5. Compensation

Members of the Council are not eligible to receive compensation for their services but are eligible for reimbursement of expenses pursuant to A.R.S § 38-621 et al.

Article IV MEETINGS

Section 1. Regular Meetings

- a. Regular meetings of the Council shall be held at least four times each calendar year.
- b. A quorum of Council members must be present in order to conduct business. The quorum need not consist of percentages or individuals specified in Article III Memberships.
- c. Additional "Special Meetings" may be called by the Chair, and at such times and in such places, as the Chair deems necessary.
- d. Meetings may be scheduled and held at locations throughout Arizona in response to the expanse of the geographic region.
- e. All meetings of the Council and committees will be conducted in accordance with Arizona State Open Meeting Laws.

Section 2. Notice

Notice of all meetings shall be in accordance with Arizona Open Meeting Law requirements.

Section 3. Meetings Open to the Public

All meetings of the Council and its committees shall be publicly announced and open to the public in accordance with Arizona Open Meeting Laws.

Section 4. Meeting Minutes

Minutes of the Council meetings and its committees shall be maintained in accordance with the requirements of A.R.S § 38-431.01(B) and shall be made available no later than three (3) working days after the meeting (A.R.S. § 38-431.01(D)).

Section 5. Quorum

A quorum of the Council shall be defined as outlined in A.R.S. § 1-216 and may consist of any membership of the Council. A majority of the Council shall constitute a quorum to conduct business.

Section 6. Voting

- a. A question shall be carried by a majority affirmative vote of the membership in attendance.
- b. The Chair shall have all the rights of other members, including the right to introduce motions, speak, and vote while presiding.

Section 7. Conflict of Interest

Section 101(f) of the WIOA and A.R.S. § 38-503 prescribe what constitutes a conflict of interest for Council members, and prohibit a member from voting on a matter under consideration by the Council:

- a. Regarding the provision of services by such member (or by an entity that such member represents); or
- b. That would provide direct financial benefit to such member or the immediate family of such member.

According to state law, members are also prohibited from providing equipment, material or supplies unless pursuant to an award or contract issues after a public competitive bidding process.

Article V COUNCIL COMMITTEES

Section 1. Standing Committees

The Chair may establish or dissolve standing committees as deemed appropriate for the purpose of accomplishing specific tasks required of the Council or by the Governor. Committees shall abide by the rules that govern the Council. Standing committees and their participants serve at the discretion of the Council Chair. Standing committee membership may include subject matter experts and other members of the community that are not members of the Council, as determined appropriate by the Chair. Standing committees ensure that members actively participate in convening the workplace development system's stakeholders, broker relationships with a diverse range of employers, and leverage support for workforce development activities. Every Council member may be required to serve on at least one standing committee. Continuous participation is expected, and members may be subject to removal.

Section 2. Executive Committee

a. Composition

The Executive Committee shall consist of the Chair, the Co-Chair or Vice-Chair, the Chairs of each standing committee, and such other members as the Chair may appoint.

b. Powers and Duties

The Executive Committee may:

1. Collectively represent the Council on issues arising during the interval between quarterly meetings, on matters that require expeditious action and shall communicate any such action taken to the entire Council before and/or during the next quarterly meeting.
2. Perform duties needed to ensure that the vision and goals of the Council are being met and developed.
3. Coordinate and monitor performance of committees.
4. Approve committee reports and recommendations.
5. Perform other duties as assigned by the Council.

Article VI ROBERT'S RULES

Robert's Rules of Order, Revised, may govern all questions of procedure not covered in these Bylaws.

Article VII LIMITATION OF LIABILITY

To the fullest extent that the law of the State of Arizona, as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of directors, advisors, public employees, or public entities, no director of the Council shall be liable for monetary damages for any action taken or for any failure to take any action. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Council existing at the time of such repeal or modification.

Article VIII AMENDMENTS TO THE BYLAWS

Section 1. Adoption

- a. These bylaws may be adopted initially by a two-thirds affirmative vote of the Council members in attendance at a regular meeting.

Section 2. Amendments

- a. Any member of the Council may put forth a recommended amendment to the bylaws. Any such amendment will go through the following process:
 1. The Bylaws Task Force will hear the basis for the amendment and make a recommendation to the Council's Executive Committee.
 2. The Executive Committee will then determine if the amendment is deemed appropriate and valuable for consideration by the Council.
 3. If recommended to go before the Council, the amendment may be adopted by a two-thirds affirmative vote of the Council members in attendance at a regular meeting.
- b. Bylaws and amendments cannot conflict with existing federal or state laws, regulations or guidelines.

Article IX EFFECTIVE DATE

Upon Council approval, these Bylaws are effective as of August 18, 2016, and shall be reviewed every (1) year at a minimum.