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	ATWDB POLICY #:	ATWDB Approval Date: November 4, 2025
	AUTHORIZED BY: Arizona Tribal Workforce Development Board (ATWDB)	
SUBJECT: ATWDB Bylaws		

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I. NAME

Arizona Tribal Workforce Development Board (ATWDB) hereinafter referred to as The Board.

II. ATWDB LOGO

The ATWDB may adopt a logo and authorize its use by the committee and task groups. The logo may be modified at any ATWDB meeting.

III. STATUTORY AUTHORITY

The local board is established in accordance with WIOA Section 107 and Public Law (P. L.) 113-128, Workforce Investment Innovation and Opportunity Act (WIOA) and appropriate CFR Parts.

IV. PURPOSE

In accordance with P. L. 113-128, it is the purpose of The Board, in partnership with Tribal Chief Elected Officials, to establish policy and oversee workforce investment programs within the Arizona Tribal Workforce Development Board (ATWDB).

V. COMPLIANCE WITH LAW

In execution of its business, the ATWDB must comply with WIOA and regulations as well as policies and directives from the State administrative entity and the State Workforce Development Board.

VI. VISION

The Arizona Tribal Workforce is a unique collaborative Workforce Development System that strengthens each tribe's investment in education and career pathways in a manner that honors each culture, supports local economies, and raise the quality of life for members through listening, dialogue, and consensus for the shared benefit of all participating tribes.

VII. PROGRAM YEAR

The program year shall be July 1 through June 30.

VIII. RESPONSIBILITIES

- A. The Board shall select a Grant Recipient (G.R.) to coordinate allocation of funds in the collaboration with administrative entities.
- B. Promote an effective government-to-government relationship with the State.
- C. Develop the local workforce innovation plan (local plan) in partnership with the Chief Elected Officials (CEOs).

- D. Conduct oversight of the one-stop system, adult, youth, dislocated worker, and employment/training activities under Title I of the Workforce Innovation and Opportunity Act.
- E. Designate at least one One-Stop Comprehensive Center and a One-Stop Operator.
- F. Develop a budget for the purpose of carrying out the board duties.
- G. Negotiate local performance measures.
- H. Develop and establish appropriate policies, provide policy guidance, exercise oversight responsibilities for these policies and enforce the policies.
- I. Establish goals and objectives for the Workforce Development Area.
- J. Submit recommendations to the Governor’s Workforce Arizona Council (WAC), Tribal Chief Elected Officials G.R. Staff, Program Directors, and Service Providers.
- K. Board members are not permitted to delegate any local board duties to proxies or alternates.

IX. BOARD COMPOSITION

A. Membership

- 1. Membership shall comply with P.L. 113-128.
- 2. Representatives of business shall constitute a majority of the membership.
- 3. One (1) representative from each Tribe within the ATWDB as determined by the respective tribe. Tribes are considered as a business, and these appointees are business representatives on the board.
- 4. Members shall be individuals with optimum policy-making authority or hiring authority within the organizations, agencies, or entities they represent.
- 5. A board member may represent multiple entities, but shall only be entitled to one (1) vote.

X. BOARD MEMBER APPOINTMENTS

A. Members

- 1. The Chief Elected Official of each Tribe within the ATWDB may appoint one (1) representative to membership on the board.
- 2. The current board shall request/recruit representatives from other appropriate entities for board membership. Appointments shall be made by the respective entity and approved by the board.

3. A completed and signed ATWDB Nomination/Appointment Form shall be required for each person before membership is considered valid. (Exhibits A-1 & A-2)

B. Duration of Appointment

1. The term of office for each board member shall be two (2) years (July through June) with approximately one-third of the terms ending June 30 of each year.
2. If there is more than one (1) simultaneous appointment, the board will determine the duration of the term to affect equity in staggered term expirations. These members' original term may be less than two years.
3. In the event of a replacement appointment, the new member shall serve for the remainder of the vacated term.
4. Individuals may be re-appointed for an unlimited number of consecutive terms.
5. Members will continue in their respective position until re-appointed or a successor is appointed.

XI. APPOINTMENT PROCESS

- A. By May 1 in the year of the expiring term, the Board Chairperson shall send, or cause to be sent, a Nomination/Appointment Form to each Tribal Chief Elected Official within the ATWDB and to all other appropriate entities in accordance with Articles IX and X.
- B. Completed and signed Nomination/Appointment Form will be returned as directed by the ATWDB Chairperson.

XII. OFFICERS

A. Officers of the Board shall be:

1. Chairperson
2. Vice-Chairperson

B. Terms of Office

1. Shall be elected for a two-year term (July through June).
2. Officers may be re-elected for an unlimited number of consecutive terms.
3. Officers shall continue in their respective position until re-elected or a successor is elected.

C. Duties

1. Chairperson
 - a. Serve as Presiding Officer of the board
 - b. Ensure that all business and actions of the board are carried out.
 - c. Appoint all committee chairs, unless otherwise specified by the board.
 - d. Serve as a member of the Special Operations Committee.

- e. Serve as a member of any committee designated by the board or these bylaws and as an ex-officio member of all other committees.
- f. Make executive decisions on behalf of the board between meetings and when time is of the essence. Such actions shall be presented as informational items at the next regularly scheduled board meeting.
- g. Fulfill additional duties as requested by the board.

2. Vice-Chairperson

- a. Serve as a member of the Special Operations Committee (SOC), and any committee designed by the board or by the chairperson.
- b. Fulfill additional duties as requested by the board or by the chairperson.
- c. In the absence or inability of the chairperson, assume all duties of the chairperson.

XIII. ELECTIONS

A. Elections shall be held for a chairperson and vice-chairperson as follows:

- 1. In order to ensure officers are in place for the beginning of the New Year, at the last board meeting of the program year in May, the board shall elect or re-elect officers to serve for two (2) years (July through June). Elections will be in odd-numbered years.
- 2. The chairperson must be a tribal appointee to the board, and all tribal appointees are considered to be business representatives.
- 3. A majority vote of the members present and voting shall be required for election to office.
- 4. Nominations and elections for chairperson and vice-chairperson shall be two (2) separate actions.
- 5. Nominees must be present when nominated and accept/decline the nomination or submit their acceptance in writing to the Executive Director before the beginning of nominations.
- 6. Nominations shall be received from the floor, and voting shall be by secret ballot only when applicable. Nominations do not require a second.
- 7. If there is only one (1) nominee for an office, an acclamation vote may be received.
- 8. If there are three (3) or more nominees for an office and a nominee does not receive a majority vote on the first ballot, a runoff election shall be declared between the two (2) nominees receiving the highest number of votes on the first ballot. The runoff election shall take place immediately following the first balloting.

XIV. VACANCIES

A. Vacancies will occur in the following situations:

- 1. Board Members

- a. Death or resignation.
- b. Removal by the Tribal Chief Elected Official or non-tribal entity that made the board appointment.
- c. Removal by a majority vote of board members for, but not limited to neglect or duties.
- d. Missing two (2) consecutive regularly scheduled board meetings.
- e. When a board member has two consecutive absences, the board chairperson shall send, or cause to be sent, written notification to the appropriate Chief Elected Official or other appropriate entity and to the board member.
- f. Every effort shall be made to fill the vacancy by the next board meeting.
- g. If a board member no longer holds the position or status that made them eligible board members, they are required to resign or be removed by the board or by the tribal chairperson immediately upon notification to the Local Board Chair of the change of status as a representative of that entity.

2. Officers

- a. Death or resignation.
- b. Removal by a majority vote of board members present and voting at any board meeting.
- c. Missing two (2) consecutive regularly scheduled board meetings.
- d. In the event of a vacancy in the office of chairperson, the vice chairperson shall be given the option of accepting or declining the office of chairperson. If the vice-chairperson accepts the office of chairperson, a special election shall be held at the next regularly scheduled board meeting to fill the office of vice-chairperson. If the vice-chairperson declines the office of chairperson, a special election shall be held at the next regularly scheduled board meeting to fill the office of chairperson. Election procedures shall be as stated in Article XII. The individuals elected shall complete the term of office for the vacated position.
- e. In the event of a vacancy in the office of vice chairperson, a special election shall be held at the next regularly scheduled board meeting. Election procedures shall be stated in Article XII. The individual elected shall complete the term of office for the vacated position.

B. Resignations

- 1. All resignations must be submitted in writing to the ATWDB Chairperson or Executive Director.

2. Upon receipt of the resignation letter, the board position shall be considered vacant.
3. When a resignation letter is received, the ATWDB Chairperson shall send, or cause to be sent, a letter and Nomination/Appointment Form to the Tribal Chief Elected Official or other entity requesting a replacement appointment.

C. All vacancies shall be filled within one-hundred twenty days (120) after the vacancy occurs.

XV. REMOVAL OF BOARD MEMBERS

- A. Board members will be removed by the board or tribal chairperson if any of the following occurs:
 - Documented violation of conflict of interest.
 - Failure to meet local board member representation requirements defined in WIOA and related policies.
 - Documented proof of malfeasance, fraud or abuse.
- B. The Special Operations Committee will conduct an investigation regarding allegations of wrong doing.
- C. After a thorough investigation, the Special Operations Committee shall make a recommendation to the board.
- D. The board will vote on the recommendation from the Special Operations Committee.
- E. If appropriate, the board will remove the affected member and notify the nominating entity or tribal chairperson in writing.

XVI. MEETINGS

- A. At least four (4) regular Board meetings shall be held during each program year. Meetings will be held in February, May, August, and November.
- B. At the last board meeting of the program year in May, the Board shall establish a meeting calendar for the following program year. The meeting calendar will include days(s) of meetings. Location of meetings may be established at this time, or determined by another delegated person or committee.
- C. The board chairperson, or designee, shall be responsible for sending notification of meetings, including date, location, a copy of minutes from previous Board meetings, and agenda to each board member and all other appropriate parties. This information shall be distributed a minimum of five (5) calendar days before the scheduled meeting.
- D. Meeting notices and agenda will be posted on the ARIZONA@WORK website a minimum of five (5) calendar days before the scheduled meeting.
- E. All board meetings shall comply in form and manner as required by Arizona Revised Statutes Open Meeting Law.

- F. Phone and web-based meetings are allowed. All participants must be able to hear all discussion for the phone meeting to occur or continue.
- G. Previous board meeting minutes shall be reviewed, corrected if necessary, and approved by the board.
- H. All action items require a motion and second, followed by discussion, and then a vote.
 - 1. Adequate time for discussion must be allowed before a vote is taken.
 - 2. The presiding officer may call for a vote when it is determined there has been adequate time for discussion, or it appears there is no further discussion.
- I. Basic Robert's Rules of Order shall be utilized as a guide in all meetings.
- J. Special Meetings:
 - 1. May be called by the board chairperson, or a majority of the board members, provided notification is given to each board member a minimum of five (5) working days before the scheduled meeting. Notification must include the date, time location, and purpose of the meeting.
 - 2. The only agenda item(s) for a special board meeting shall be those for which the meeting is called.
 - 3. Documentation must be on file showing all board members were notified of the voting process before a conference call, e-mail, or fax vote can take place.
 - 4. The board chairperson, or designee, shall send notification of the voting process, receive all votes, and send the voting results to all board members within five (5) days after the vote took place.
 - 5. All documentation shall become part of the official ATWDB files.

XVII. QUORUM

- A. Applicable for ATWDB meetings, Program Directors' meetings, and all committee, ad hoc, and task group meetings.
- B. Fifty one percent (51%) of the total membership shall constitute a quorum to conduct business.
- C. A majority of those members present and voting shall be required for any action to be approved.

XVIII. VOTING

- A. Applicable for ATWDB meetings, Program Directors' meetings, and all committee and task group meetings.

- B. Absentee or proxy voting shall not be allowed at any time, except a Program Director may designate an alternate for Program Directors' meetings.
- C. Only a duly appointed member may vote.
- D. In physical meetings, voting may be voice vote, hand vote or roll call vote. The presiding officer or chairperson shall determine the vote outcome.
- E. A hand vote or roll call may be requested by the presiding officer, chairperson, or any member.
- F. In any meeting a majority vote shall be determined based on the number of yea and nay votes received. Abstentions are considered as non-votes and do not positively or negatively affect the vote outcome.
- G. A roll call shall be taken for all conference phone calls, and voting shall be roll call vote with all votes recorded.
- H. The presiding officer or chairperson shall cast a vote only in a case of the vote. However, he/she may vote in any and all elections.

XIX. CONFLICT OF INTEREST

All ATWDB Members must adhere to the Workforce Arizona Council (Local Board Governance) Policy #01 and Workforce Arizona Council (Conflict of Interest) Policy #7 that follows the rules regarding conflict of interest.

- A. A board member may not vote on any matter that would provide direct financial benefit to the member or the members' immediate family, or on matters of the provision of services by the member or the entity the member represents.
- B. A board member must avoid even the appearance of a conflict of interest. Prior to taking office, board members must provide to the local board chair a written declaration of all substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the local board. Such declarations must be updated annually or within 30 days to reflect any changes in such business interests or relationships. The board must appoint an individual to timely review the disclosure information and advise the board chair and appropriate members of potential conflicts.
- C. Prior to discussion, vote, or decision on any matter before the board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization, or property that would be affected by any official board action, the member must disclose the nature and extent of the interest or relationship and must abstain from discussion and voting on or in any other way participating in the decision on the matter.

- D. The board members will monitor potential conflict of interest and bring it to the board's attention in the event a member does not make a self-declaration.
- E. Any member may declare a perceived conflict of interest on the part of another member. The presiding officer or chairperson shall request a reason for the declaration, and then make a determination if there is a conflict of interest. If the determination is that there is a conflict of interest, the affected person will be excused from the meeting until a vote has been taken.
- F. The board must ensure that the local board's workforce service providers for WIOA Title IB adult, dislocated worker and youth programs must not employ or otherwise compensate a current board member or board employee who is employed or compensated by the board or its administrative entity, fiscal agent, or grant recipient to support the board in carrying out its duties.
- G. The board must ensure that the board, its members, or its administrative staff do not have any supervisory responsibility for daily activities of its workforce service providers, workforce system partners or contractors. The board must ensure a separation between governance functions and operating functions within an organization including different reporting structures. To ensure the appropriate firewalls are clearly defined between the staff who provide or oversee direct services to program participants and staff assigned to serve the local board, organizational charts will be requested.
- H. Local board members or their organizations may receive services as a customer of a local workforce service provider or workforce system partner.

XX. CONFLICT RESOLUTION

The Workforce Development Board is committed to reaching a prompt and fair resolution to any disputes, conflicts, or disagreements that may arise, and that may threaten or interfere with the functioning of the board.

- A. **Board Members**
Conflicts between board members will be resolved by actions of the Workforce Development Board as follows:
 - a. In case of a conflict between board members, the matter will be resolved through a meeting of the interested parties with the Special Operations Committee of the board.
 - b. If the matter is not resolved at the board level, the conflict will be elevated to the Tribal Chief Elected Officials for resolution.
- B. **Service Delivery Partners**
Conflicts with service delivery partners will be resolved as follows:
 - a. The parties shall first attempt to resolve the issues at the lowest possible levels of the organization involved.
 - b. The program director will attempt to resolve the issues at the lowest possible levels of the organization involved.

- c. If the informal resolution process is unsuccessful, the matter will be referred to the Executive Director of the board.
- d. If the matter is not resolved at the executive director's level, the matter will be referred to the local board for appropriate designation and/or recommendation. The local board chair may place the matter on the agenda of an executive session of the board.
- e. If the matter is still not resolved, the local board will advise the service providers of their options to appeal to the Arizona Department of Economic Security.

C. Consortium Partners

A similar approach using the conflict resolution process with service deliver partners will be used for conflicts with consortium partners.

XXI. COMMITTEES AND TASK GROUPS

A. The chair of all Standing Committees will be a LWDB Member.

B. The Special Operations Committee (SOC) shall be the only Standing Committee.

1. Special Operations

a. Members of this committee shall be the current board chairperson, current board vice chairperson, and two (2) board members appointed by the board chairperson, (3) program directors selected by the program directors, and the ATW Dislocated Worker Program Manager.

b. Term of office shall be two (2) years, beginning August 1 and ending July 31.

c. Appointments/selections shall be made no later than May 25 in the appropriate year.

d. The committee members shall select a member to serve as committee chairperson.

e. Vacancies will occur in the following situation:

1) Death or resignation.

2) Removal by the ATWDB Chairperson, the program directors, or by the committee.

3) Missing three (3) consecutive SOC meetings.

f. If a vacancy occurs, the following actions shall be taken:

1) Board Member vacancy: The board chairperson shall immediately appoint another board member to fill the remainder of the vacated term.

2) Program Director vacancy: At their next meeting, the program directors shall appoint an individual to fill the remainder of the vacated term.

g. Committee Duties.

1) At a minimum, shall meet quarterly.

2) Take action on matters authorized by the board or board chairperson.

3) Review, research, plan and/or develop recommendations or solutions on issues authorized by the ATWDB or assigned by the ATWDB Chairperson.

- 4) When necessary, take action on behalf of the ATWDB between board meetings when time is of the essence and authorized by the ATWDB Chairperson. Such actions shall be submitted to the ATWDB for confirmation.
 - 5) Approve conferences/workshops/special meetings and all matters regarding these activities.
- h. Chairperson Duties.
- 1) Preside at all committee meetings.
 - 2) Schedule meetings.
 - 3) Shall ensure that notifications of meetings, including date, location, and copy of previous minutes are sent to each SOC member, at least twenty (20) calendar days before the scheduled meeting.
 - 4) Ensure that all business and actions of the committee and carried out.
 - 5) Act as a liaison to the ATWDB Chairperson and the ATWDB.
 - 6) Present a report in ATWDB meetings and when necessary, in program directors' meetings.
- i. Meetings
- 1) Regular quarterly meetings will be scheduled, at a minimum.
 - 2) At the first meeting of the program year, the committee members shall elect a committee chairperson to serve for a period of two (2) years.
 - 3) Previous committee meeting minutes shall be reviewed, corrected, if necessary, and approved by the committee.
 - 4) All meetings shall comply in form and manner as required by Arizona Revised Statutes Open Meeting Law.
 - 5) Phone and web-based meetings are allowed. All participants must be able to hear all discussion for a phone meeting to occur or continue.
- j. Special Meetings
- 1) May be called by the committee chairperson, or a majority of the committee members, provided a minimum of five (5) workdays notification is given to each committee member.
 - 2) The notification must include the date, time, location and purpose of the meeting.
 - 3) The only agenda item(s) for a special committee meeting shall be those for which the meeting is called.
 - 4) Documentation must be on file showing all committee members were notified of the voting process before a conference call, e-mail or fax vote can take place.
 - 5) The committee chairperson, or designee, shall send notification of the voting process, receive all votes, and send the voting results to all committee members within five (5) days after the vote has occurred.
 - 6) All documentation shall become part of the official ATWDB files.
- k. All actions items require a motion and second, followed by discussion, and then a vote.
- 1) Adequate time for discussion must be allowed before a vote is taken.
 - 2) The presiding officer may call for a vote when it is determined there has been adequate time for discussion, or it appears there is no further discussion.
- l. Basic Roberts Rules of Order shall be utilized as a guide in all meetings.

Ad-Hoc Committees

- A. Ad-Hoc Committees may be appointed by the board chairperson or by the board for any special purpose and duration of time.
- B. All requirements and guidelines listed for Standing Committees are applicable to Ad-Hoc Committees.

XXII. SPECIAL OPERATING PROCEDURES

- A. If no officer is present within fifteen (15) minutes after the scheduled beginning time for a meeting, the board members present shall designate by majority vote a Chairperson Pro-Tem for the duration of that meeting, or until an officer arrives, whichever occurs first.
- B. An individual board member may not take formal action on behalf of the board.

XXIII. ATTENDANCE

- A. Board members are expected to attend all board meetings (Refer to Article XVI (A)).
- B. Board members are expected to notify the board chairperson or ATWDB Executive Director prior to the meeting if they will be unable to attend.

XXIV. BOARD MEETING AGENDA

- A. Board members and any other parties must submit requested agenda items to the board chairperson or his/her designee a minimum of thirty (30) calendar days before the scheduled meeting.
- B. At the end of discussion of each agenda item, the presiding officer may recognize non-board members who wish to comment on the subject prior to the board taking formal action. The presiding officer may set a time limit for each comment.
- C. The presiding officer may move the order of the agenda at any time as appropriate.
- D. Opportunity for announcements by non-board members and the public shall be included as the last agenda item for each regular meeting.
- E. An executive session may be called at any time when deemed necessary by the chairperson, or a majority of board members.

XXV. COMPENSATION

All board officers, board members and committee members shall serve without compensation, except for reimbursement for travel, lodging, and meal expenses in accordance with current and applicable ATWDB Policies.

XXVI. MINUTES

- A. Minutes shall be recorded at each board meeting, program directors meeting, and committee meeting.
- B. The Executive Director, AE Chairperson, and Committee Chairperson shall be responsible for ensuring minutes are recorded at all meetings and filed appropriately.

XXVII. G.R. SUPPORT

The G.R. shall provide support and technical assistance as necessary and/or when requested.

XXVIII. AMENDMENTS

- A. These bylaws may be amended by a majority vote of board members present at any regular board meeting or at any special board meeting convened specifically for that purpose.
- B. Any board member, program director, committee chairperson, or committee may submit proposed amendments.
- C. Proposed amendments must be submitted to the Executive Director or designee for appropriate distribution and for inclusion on the board meeting agenda.
- D. Proposed amendments shall be sent to all board members allowing sufficient time to review and comment on the proposed amendments before any vote is taken.
- E. After approval, amended bylaws will be sent to all board members, G.R. staff, program directors', and other appropriate entities.

Amended: October 7, 2025

_____ (Printed Name)
Arizona Tribal Workforce Development Board Chairperson

_____ (Signature)
Arizona Tribal Workforce Development Board Chairperson