



BYLAWS

Article I

NAME, AUTHORITY AND RESPONSIBILITY

The local elected officials¹ shall maintain a strong role in all phases and levels of implementation of the Workforce Investment Act of 1998, 29 U.S.C. 2801 et seq., (the "Federal Act") for the local work force investment boards in the "rural consortium area".

The name of this Board shall be the Colorado Rural Workforce Consortium Board (the "Board").

1. This Board shall serve as the convening body for community interests relevant to economic vitality, education, and training, in support and focus of business.
2. The purpose of the Board will be to focus on a business-driven model for delivery of services in the community. The Board will direct collaborative efforts, led by business representatives, in cooperation with community representatives from the work force system, education, and economic development groups, in an effort to create a rich environment for economic prosperity and growth for employers and their employees in this community.
3. The Board shall also serve as a consortium work force investment board under the Colorado Work Force Investment Act, C.R.S. §§ 8-71-201 et seq., (the "Act"), attached hereto as Exhibit A, and the work force investment board under the Workforce Investment Act of 1998, 29 U.S.C. 2801 et seq., (the "Federal Act") for the local work force investment boards in the "rural consortium area", attached hereto as Exhibit B.
4. The terms used in these Bylaws shall have the meaning given to them in § 8-71203 of the Act, unless otherwise defined.
5. The Board shall, in partnership with and subject to the approval of the Local Elected Officials Board ("LEO Board"), conduct the following functions:
 - a. Develop and annually update a current strategic plan and measurable goals reflective of the Board's purpose.
 - b. Define measurements to ensure desired performance
 - c. Fulfill the purposes of the work force investment program provided for in the Act and the Federal Act

¹ "Local elected officials" means the boards of county commissioners of the county or counties operating work force investment programs; except that, in the case of a city and county, "local elected officials" means the mayor.

- d. Carry out the functions allocated to the consortium work force investment board by the Act, including serving as the work force investment board, on behalf of the local work force investment boards in the rural consortium area, for specific functions under the Federal Act.
- e. Delegate as needed to the local work force investment boards the functions and requirements of the Act and the Federal Act.
- f. At all times, operate in accordance with the Act and the Federal Act.
- g. In cooperation with the “LEO Board” for the Colorado Rural Workforce Consortium, approve funding allocations for employment and training services to the rural regions.
- h. Establish a Youth Council, as a committee, of the Colorado Rural Workforce Consortium Board.

Article II

MEMBERSHIP

The Board shall consist of decision-making individuals reflective of the business demographics in the rural regions and leaders from the workforce system, education, and economic development. At all times, the Board's focus shall be business-driven and led by business. Board members are encouraged to serve multiple roles on the Board.

Notwithstanding section 8-71-210 (3), members of each local workforce investment board shall be appointed by the local elected officials. Membership, to the extent possible, shall meet the requirements of the federal act.

Workforce boards operate in partnership with and subject to the approval of the local elected officials for the workforce investment area. Such boards are authorized to operate only with the approval of the local elected officials. Subject to requirements under the federal act, the membership and functions of the boards shall be determined by the local elected officials.

1. The Board shall include representatives from the following categories (the "Membership Categories")
 - a. representatives of business in the local area, who—
 - 1) are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policymaking or hiring authority;
 - 2) represent businesses with employment opportunities that reflect the employment opportunities of the local area; and
 - 3) are appointed from among individuals nominated by local business organizations and business trade associations;
 - b. representatives of local educational entities, including representatives of local educational agencies, local school boards,

- entities providing adult education and literacy activities, and postsecondary educational institutions (including representatives of community colleges, where such entities exist), selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities;
- c. representatives of labor organizations (for a local area in which employees are represented by labor organizations), nominated by local labor federations, or (for a local area in which no employees are represented by such organizations), other representatives of employees;
 - d. representatives of community-based organizations (including organizations representing individuals with disabilities and veterans, for a local area in which such organizations are present); and
 - e. representatives of economic development agencies, including private sector economic development entities.
 - f. The board must contain two or more members representing the categories listed in Article II §§ 1(b)-(e) above.
 - g. The board must contain representatives of each of the one-stop partners:
 - 1) programs authorized under Title I of the Workforce Investment Act;
 - 2) programs authorized under the Wagner-Peyser Act (29 U.S.C. 49 et seq.);
 - 3) adult education and literacy activities authorized under title II of the Workforce Investment Act;
 - 4) programs authorized under the title I, Vocational Rehabilitation Services, under the Vocational Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.);
 - 5) activities authorized under the title V, Community Service Employment for Older Americans, of the Older Americans Act of 1965 (42 U.S.C. 3056 et seq.);
 - 6) postsecondary vocational education activities authorized under the Carl D. Perkins Vocational and Applied Technology Education Act (20 U.S.C. 2301 et seq.);
 - 7) activities authorized under chapter 41 of title 38, Veterans Training Benefits, United States Code;
 - 8) employment and training activities carried out under the Community Services Block Grant act (41 U.S.C. 9901 et seq.);
 - 9) employment and training activities carried out by the Department of Housing and Urban Development; and
 - 10) programs authorized under State unemployment compensation laws (in accordance with applicable Federal law).
 - h. Members who represent organizations, agencies or other entities must be individuals with optimum policy making authority within the entities they represent.

2. The Board may include such other individuals or representatives of entities as the local elected official in the local area may determine to be appropriate.
3. A member may fulfill multiple roles and serve as the representative for more than one of the Membership Categories listed in Article II §§ 1(a)-(f) as listed above.
4. Board members shall consist of representatives who are members of the local work force investment boards of the rural consortium area where appropriate.
5. Board members may be nominated pursuant to the provisions of the Federal Act and by a nominating committee established by the Board, in collaboration with the consortium LEO Board.
6. The Board shall be approved and appointed in collaboration with the consortium LEO Board.
7. The initial term for members shall be for two full program years (July 1 through June 30) and may be reappointed to additional terms. The Board shall approve each nominee and submit recommendations to the LEO Board. Thereafter, continuation shall be at the discretion of the Board and LEO Board
8. Any vacancy in the membership of the Board shall be filled in the same manner as the original appointment.
9. Any member of the Board may be removed for cause in accordance with procedures established by the Board, including but not limited to:
 - 1) Receipt by the Board chairperson of the written resignation of the member.
 - 2) Failure to attend three consecutive regularly scheduled meetings of the Board in one program year, unless excused by the Chairperson or the Consortium Director
 - 3) Failure of the member to continue to hold the qualifications that were the basis for initial appointment.
 - 4) Failure to represent the Board in a manner deemed appropriate by the Board.
10. The Executive Committee of the Board shall consist of the LEO Chairperson, Chairperson, the most recent past Chairperson, Vice-Chairperson, Youth Council Chairperson, a representative from each of the 11 local rural regions and the head of any committee appointed pursuant to Article III, § 13 and shall be responsible for:
 - Providing on-going direction to Colorado Rural Workforce Consortium staff between meetings.
 - Policy interpretation pertaining to special issues.
 - Establishing and making change to the agenda.
 - Assisting in the preparation of working documents.
 - Working with Colorado Rural Workforce Consortium staff on special mandates where the full Board might be too cumbersome.
11. The Board shall, every two years, shall elect a Chairperson, Vice-chairperson, and Youth Council Chairperson from among the business representatives on the Board. Members may serve more than one term.

- Former Chairperson(s) may remain as ex officio members of the Executive Committee.
12. Officers shall have such duties as they are assigned by the chairperson from time to time.
 13. Any officer may resign from his or her position by written notice to the chairperson of the Board, at which time the Board will act to replace any such officer.
 14. The Board may appoint such committees to make recommendations to the Board as it deems fit.
 15. Once every two years, the Governor shall certify the Board. Failure of the Board to achieve certification shall result in reappointment and certification of another board for the consortium area.
 16. Notwithstanding any other provision, the Governor may, after providing notice and an opportunity for comment, decertify a Board at any time for fraud, abuse, or failure to carry out its functions.
 17. A majority of the members of the Board shall be representatives as described in Article II §§ 1(a)
 18. The WIB Board shall strive to maintain equal representation from all regions.

Article III

MEETINGS

Meetings of the Colorado Rural Workforce Consortium shall be held at a minimum of four (4) times per year, two in person and two electronically. Written notice of all meetings will be sent at least two weeks (14 days) prior to the meetings and will include a copy of the minutes of the previous meetings and tentative agendas. The Colorado Rural Workforce Consortium Board Chairperson working in conjunction with the Executive Committee shall prepare the agenda.

1. Special meetings of the Board may be called at any time by the Chairperson of the Board or by written request to the Chairperson by a majority of Board members.
2. Such meetings shall be held at the times and in the places designated by the Chairperson and all meetings shall be conducted in accordance with the Colorado Open Meetings Law, C.R.S. §§ 24-6-401 *et seq.*, as well as the the Sunshine Act, 5 U.S.C. 552(b) *et seq.*
3. Attendance at a meeting of the Board, or of a committee of the Board, by means of conference telephone or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another shall constitute presence in person at the meeting. Notwithstanding this provision, the Chairperson of the Board may call a meeting where participation by electronic communication is not allowed and all members must be physically present to participate.
4. A “proxy” is a means by which a WIB member who expects to be absent from a meeting authorizes someone else to act in his or her place at the meeting. This is

- allowable with prior **written** notification from the local WIB Chair submitted to the CRWC Director.
5. Voting at a meeting of the Board may be performed electronically where appropriate.
 6. Meetings of the Board shall be conducted by the Chairperson or by his or her designee if absent. Unless otherwise unanimously agreed by the Board, the meeting shall be conducted according to Robert's Rules of Order.
 7. A quorum at any meeting of the Colorado Rural Workforce Consortium shall consist of not fewer than thirty-three percent (33%) of which fifty percent (50%) must be business representatives as described in Article II §§ 1(a) above. Any action by the majority of those present shall be the action of the Colorado Rural Workforce Consortium Board.
 8. Unless otherwise provided in these Bylaws, the action of a majority of the Board members constituting a quorum shall be the action of the Board.

Article IV

CONFLICTS OF INTEREST AND MANDATORY RECUSAL

Prior to taking office as a member of the Board, a member must deliver to the Chairperson of the Board a declaration in writing of all substantial business interests or representational interests the member has to a known past, current, or potential recipient of Act or Federal Act funds or any funds guided by the Board. The written declaration must be updated annually to reflect any material changes and must include substantial business interests or representational interests of the Board member's immediate family members.

1. When a Board member or his or her business partner and/or his or her immediate family member has any interest as described above in any proposal or request for funds which comes before the Board, that member must, prior to any discussion or vote relating to such matter, publicly disclose the nature of the interest in the matter on consideration, remove himself or herself from any discussion relating to such matter, and abstain from voting on the matter. Any member with such a conflicting interest may not vote or initiate or participate in any discussion on any proposals or requests for funds that compete with the proposals or requests in which the member has the interest. All declarations of conflicts of interest and abstentions from voting shall be recorded in the minutes of the Board meeting. For purposes of this provision, a "substantial business interest" is defined as any ownership of the business, receiving any gross income during the previous or current year from the business, or ownership in real property relating to the business valued at \$10,000 or more.
2. For purposes of this provision, an "immediate family member" is defined as: (i) father, mother, brother, sister, daughter, or son of the member; and/or (ii) the spouse of the member; and/or (iii) father, mother, brother, sister, daughter, or son of the member's spouse.

ARTICLE V

REVISIONS AND AMENDMENTS

These Bylaws may be revised or amended at any regular or special meeting of the Board by two-thirds vote of Board members constituting a quorum, provided notice has been provided to all Board members and the proposed amendment has been identified in such notice and approval by the LEO Board. Notwithstanding this provision, the Bylaws must conform to the provisions of the Act and the Federal Act at all times.

ARTICLE VI

RATIFICATION

These Bylaws shall become effective immediately upon approval by a majority vote of the Board and LEO Board and such ratification shall be evidenced by the signature of the Chairperson and LEO Chairperson set forth below.

Chairperson

Date

LEO Chair

Date

Approved by unanimous vote June 10, 2011