

Changes prior to and discussed during June 20 virtual meeting  
Changes made since June 20 virtual meeting as a result of the discussion

## COLORADO WORKFORCE DEVELOPMENT COUNCIL BYLAWS

### ARTICLE I NAME, AUTHORITY, AND RESPONSIBILITY

1. The name of this Board shall be the Colorado Workforce Development Council (the “Council”).
2. The terms used in these Bylaws shall have the meaning given to them in § 8-71-203 of the Act, unless otherwise defined.
3. This Council shall serve as the convening body for the state of Colorado that represents the interests of all communities’ relevant to economic vitality, education, and training, in support of and focused on business.
4. The Council shall also serve as the state work force board under the Colorado Work Force Investment Act, C.R.S. §§ 8-71-201 *et seq.*, (the “Act”) and the Workforce Investment Act of 1998, 29 U.S.C. 2811 *et seq.*, (the “Federal Act”). The Council’s responsibility is to provide strategic guidance to and maintain relationships with the Employment & Training Division of the Colorado Department of Labor and Employment, the Colorado Rural Workforce consortium, and 19 workforce regions as well as providing an information and communication forum from the regions to the Council.

Guiding principles of the Council:

- a. Principle 1: We respect the sovereignty of each county.
  - b. Principle 2: The geographic areas (19 workforce regions) are used for the purposes of organizing information, creating a communication network, and speaking as one voice on critical initiatives.
  - c. Principle 3: We will create and use a transparent process.
  - d. Principle 4: We will be inclusive by building a Council representing geographic diversity and major business sectors in Colorado.
5. The purpose of the Council will be to focus on a business-driven model for delivery of services in communities throughout the state. The Council is responsible for setting the strategic direction for the state workforce system. The strategic direction will have input from all regions across Colorado via state wide representation on the Council board. The Council will direct collaborative efforts, led by business representatives appointed from across the state of Colorado, in cooperation with the workforce system, education, and economic development groups, in an effort to create a rich environment for economic prosperity and growth for employers and their employees throughout the communities of Colorado.

Council Objectives:

- a. Strengthen communication between the businesses of Colorado, the state government and local partners by creating a safe forum to have open dialog about issues that affect Colorado businesses' ability to create jobs.
  - b. Create a dialogue between local communities and the Council.
  - c. Develop a transparent and equitable process for the distribution of discretionary funds.
  - d. Leverage resources of the state and other partners to find greater efficiencies, reduce duplication of services, and better serve Colorado by driving statewide initiatives that will add value to Colorado's economic vitality, while maintaining local jurisdiction.
6. The Council shall:
- 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 in the state. These performance measures shall be coordinated with the workforce regions and partners.
  - c. Fulfill the purposes of the work force investment program provided for in the Act 8-71-204, and the Federal Act 29 USC 2821 SEC.106.
  - d. Carry out the functions allocated to a work force board by the Act 8-71-222 and the Federal Act 29 USC 2821 SEC. 111.
  - e. At all times, operate in accordance with the "Act" and the "Federal Act".
7. Communication and Information Structure:
- a. Council members shall be the connection to the local regions and communities. Each Council member has a responsibility to coordinate information to the regions they represent as well as bring critical issues **of their region** back to the Council.
  - b. The Director of the Council shall be responsible for coordination and communication with the workforce system directors, education system, and economic development representatives through out the state.
  - c. The Chair of the Council shall be responsible for communicating with regional workforce chairs, economic development and education leaders on critical issues to the state.

## **ARTICLE II MEMBERSHIP**

1. The Council shall consist of decision-making individuals reflective of the business demographics in the region and leaders from the work force system, education, and economic development. At all times, the Board's focus shall be business-centric. Business representatives are encouraged to serve multiple roles on the Board.

2. The Board shall include representatives from the following categories (the "Membership Categories"):

- a. The Governor
- b. 2 members of each chamber of the State legislature appointed by the appropriate presiding officers of each chamber.
- c. Representatives of business that reflect the employment opportunities of the area, and who are appointed from among individuals nominated by local business organizations and business trade associations **or local workforce investment boards** (the "business representatives");
- d. **1 or more** representatives of economic development agencies, including private sector economic development entities;
- e. 1 or more representatives of local educational entities, which may include public schools, boards of cooperative educational services, private occupational schools, and private or charter schools;
- f. **2** representatives of labor who have been nominated by State labor federations
- g. **1 or more** representatives of community-based organizations, such as those who represent the needs of persons with disabilities **and** veterans;
- h. **1 or more** representatives of each of the workforce investment areas;
- i. **2 Local Elected Officials (representing both cities and counties where appropriate); one representing a rural region and one representing an urban region. Local Elected Officials shall be nominated by Colorado Counties, Inc. (CCI, the association of county commissioners).**
- j. **1 or more representatives of individuals and organizations that have experience with respect to youth activities; and**
- k. **1 or more representatives with experience and expertise in the delivery of workforce investment activities;**

3. A majority of the members of the Council shall be business representatives.

4. A member may fulfill multiple roles and serve as the representative for more than one of the Membership Categories listed in Article II 2(a)–(h).

5. Council members shall be nominated by the workforce regions in collaboration with economic development (business organizations and trade associations) and education, by business or trade associations, or by fellow CWDC members in collaboration with the above listed partners. Each region will be responsible for selection of at least one but preferably two nominees representing business from that Region. The Selection Criteria urges the choice of nominees who are capable of local, regional, statewide, and national thinking. Selection Criteria:

- a. Geographical representation across Colorado
- b. Business sector representation
- c. Rural / Metropolitan Regions

Should a workforce region fail to nominate representatives, the CWDC and the Governor shall seek other means to identify a business representative from that workforce region.

6. The Board shall be approved and appointed by the Governor, with a priority of ensuring representation from each of the 19 workforce regions.

7. The remaining nominees will be put into the selection pool to be considered for any remaining open slots. Others may be added to the selection pool, via Colorado's open application process. The Council Chair and the Council Director will then review current council membership including the newly selected members and assist the Governor in identifying any gaps in representation or in skill sets needed on the Council, prior to his selection of the remaining open seats. The Governor will be asked to consider filling open seats with people who can truly represent Colorado with a strategic overview and to round out the capabilities of the Council, giving it the opportunity for dynamic and diverse experience to vigorously discuss issues and make decisions that impact Colorado business environment.

8. Members who wish to apply for reappointment for a second term shall seek support of their initial nominator, are required to submit a new application, and will be considered in the same manner as above for the Governor's approval and appointment. Ex-Officio members shall be a part of the Council per the Executive Order (Exhibit A)

9. A member with voting rights shall be entitled to one vote at meetings. There shall be no voting by proxy.

### **ARTICLE III TERM, REMOVAL, AND OFFICERS OF THE BOARD**

1. Each Council member shall serve a term of three years from October 1<sup>st</sup> through September 31<sup>st</sup> of each calendar year. No Board member may serve more than two terms; or at the pleasure of the Governor of the State of Colorado.

2. One-time special provision on term limits: The purpose is to stagger the Council term limits. During times of restructuring, terms need to be tiered to allow for a gradual turnover of Council members. For example: One-half of members appointed in 2010 and still serving in March 2012 will serve one two-year term expiring September 2012; and are eligible to reapply for a second term of three years. The remaining one-half of the members appointed in 2010 and still serving in March 2012 will serve a three-year term and will be eligible to apply for a second three-year term. Membership will determine the appropriate split between term expirations at the Spring CWDC in-person meeting.

3. A Council member may be removed for the following:

a. Receipt by the Council chairperson of the written resignation of the member.

b. Failure to attend 2 in person meetings, three consecutive virtual meetings or two pre-meeting discussions of the Council in one calendar year, unless excused by the chairperson.

c. Failure of the member to continue to hold the qualifications that were the basis for initial appointment.

d. Failure to represent the Council in a manner deemed appropriate by the Council and maintaining a positive image of Colorado and the workforce system, e.g. not supporting initiatives approved by the Council and its sub-committees at meetings or events, negatively portraying the workforce system and the efforts of the Council, etc.

4. The officers of the Council shall consist of a chairperson, chairperson-elect, past-chairperson, secretary, and treasurer, elected from among the business representatives. The Council, every two years, shall elect a secretary and treasurer. Every year the Council shall elect a chairperson-elect, at this time the previous chairperson-elect will replace the chairperson. The previous chairperson will stay on for 1 year as the past-chairperson. In order for a Council member to be eligible to accept a nomination as an officer, they must be eligible to serve on the full Council for the full term of the officer position. The term limit of officers shall be a total of two terms (note that the cycle of chair-elect, chair and past-chair constitutes one term).

5. Officers shall have such duties as they are assigned by the chairperson from time to time. Duties of Council officers:

a. Past-Chair – Term of 1 year

- Serve on the Executive Committee
- Provide mentorship and support to the Chairperson

b. Chair – Term of 1 year immediately followed by one year as Past-Chair

- Develop Council meeting and Executive Committee Meeting agendas, in conjunction with staff.
- Conduct Council meetings and Executive Committee Meetings according to Roberts Rules of Order.

- Collaborate with the Director to ensure timely membership renewal and nomination processes are followed.
- Lead the Council membership in ensuring that the Council Bylaws are followed and kept current.
- Lead the Council in ensuring that the work of the Council is guided by its strategic plan and remains committed to its Vision and Mission.
- Other duties as described throughout the bylaws and as required for the Council's success.

c. Chair-elect – Term of 1 year, immediately followed by one year each as Chair and Past-Chair.

- May oversee one subcommittee of the Council.
- Represent the Chair in his or her absence

d. Treasurer – Term of 2 years

- Will oversee the creation of a proposed funding policy and procedure structure for the Council
- Oversee financial reports maintained and produced by staff

e. Secretary – Term of 2 years

- Will serve on the Executive Committee and oversee the revision of Council bylaws for the creation of a bylaws proposal to the full Council
- Oversee documents produced by staff and presented to Council

6. Any officer may resign from his or her position by written notice to the chairperson of the Council, at which time the Council will act to replace any such officer.

7. The Council may appoint such subcommittees and task groups to make recommendations to the Council as it deems fit.

8. The Executive Committee of the Council shall:

a. Be comprised of the officers of the Council as well as ~~at least one but not more than four additional members as selected by the full Council and representing the~~ standing committee chairs of the Council; the State Youth Council Chair, the Policy & Legislative Committee Chair and the Sectors Steering Committee Chair.

[NOTE: at the June 2012 virtual meeting council members asked for a staff recommendation regarding the additional executive committee members. Considering that CWDC will now have 5 Officers, 3 Committee Chairs and up to 3 Cabinet Members resulting in up to 11 members, the staff recommends the elimination of additional members to the executive committee. The balance will be 8 Business Representatives and up to 3 State Agency representatives, staff considers this a good size and balance for the Executive Committee.]

b. Additionally, up to three ex-officio members representing the Colorado Department of Labor & Employment, the Colorado Office of Economic Development & International Trade, the Colorado Department of Higher Education or other ex-officio as selected

by the Executive Committee, shall serve as full members of the Executive Committee. These positions may not be delegated to other positions within an organization. **These positions will have voting privileges within the Executive Committee.**

c. Have all authority of the Council when Council action is required and is of an emergency nature or when a full Council meeting cannot be called in time to fulfill a required Council responsibility. Immediate notification to the full Council will take place whenever any action is taken without prior consent of the Council.

d. Make recommendations to the Council on various issues that come before the body to streamline decision making.

#### **ARTICLE IV MEETINGS**

1. The Council shall meet no less often than once each quarter at a regular meeting (in person or virtual).

2. Special meetings of the Council may be called at any time by the chairperson of the Council or by written request to the chairperson by a majority of Council members.

3. 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.*

4. Attendance at a meeting of the Council, or of a subcommittee of the Council, 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 Council may call a meeting where participation by electronic communication is not allowed and all members must be physically present to participate.

5. Meetings of the Council shall be conducted by the chairperson or by his or her designee if absent. Unless otherwise unanimously agreed by the Council, the meeting shall be conducted according to Robert's Rules of Order, with provisions for virtual meeting circumstances.

6. Quorum shall exist when (i) a majority of the Council members are present and (ii) a majority of the Council members present are business representatives.

7. Unless otherwise provided in these Bylaws, the action of a majority of the Council members constituting quorum shall be the action of the Council.

#### **ARTICLE V CONFLICTS OF INTEREST AND MANDATORY RECUSAL**

1. Prior to taking office as a member of the Council, a member must deliver to the chairperson of the Council 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 Council. The written declaration must be updated annually to reflect any material changes and must include substantial business interests or representational interests of the Council member's immediate family members.

2. When a Council 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 Council, 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 Council meeting.

3. 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.

4. For purposes of this provision, a "representational interest" is defined as (i) being employed by the organization; and/or (ii) being a member of the board of directors, commission, council, or other direct governing body of the organization; and/or (iii) being a creditor of the organization in an amount in excess of \$10,000; and/or (iv) being an equity owner of any portion of the organization.

5. 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 VI REVISIONS AND AMENDMENTS**

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

## **ARTICLE VII RATIFICATION**

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

CHAIRPERSON



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Taryn Edwards, Chair

Bylaws Revised 7/12/12CHAIRPERSON

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David Csintyan, Chair

**COLORADO WORKFORCE DEVELOPMENT COUNCIL BYLAWS  
BYLAWS**

**EXHIBIT A**

**EXECUTIVE ORDER**

**(ATTACHED)**

**COLORADO WORKFORCE DEVELOPMENT COUNCIL BYLAWS**

**EXHIBIT B**

**THE WORK FORCE INVESTMENT ACT (“ACT”)**

**(ATTACHED)**

**COLORADO WORKFORCE DEVELOPMENT COUNCIL  
BYLAWS**

**EXHIBIT C**

**WORKFORCE INVESTMENT ACT OF 1998 (“FEDERAL ACT”)**

**(ATTACHED)**