

# OLYMPIC CONSORTIUM BOARD

## BYLAWS

**Section 1. PURPOSE:** To establish the vision, workforce development policies and direction necessary to effect the intent of the Olympic Consortium Agreement entered into among Clallam, Jefferson and Kitsap Counties (“Consortium”), pursuant to the Workforce Innovation and Opportunity Act of 2014 and workforce development policies and evaluation.

**Section 2. ESTABLISHMENT:** The Consortium is established by Agreement, as amended from time to time, dated May, 2015 (“the Agreement”).

**Section 3. DEFINITIONS:** The following terms have the meaning prescribed to them in this section unless the context of their use dictates otherwise, and are the same terms and meanings set forth in the Olympic Consortium Agreement:

3.1 “*Board*” means the Consortium Board as established by the Agreement

3.2 “*Member agency*” means Clallam, Jefferson, or Kitsap County as a party to the Agreement.

3.3 “*State*” means the State of Washington.

3.4 “*Region*” means the territory physically lying within the boundaries of Clallam, Jefferson and Kitsap Counties.

3.5 “*Majority vote*” means more than one-half of the votes cast when a quorum is present.

### **SECTION 4. OFFICERS, ELECTION, TERMS AND DUTIES:**

4.1 The officers of the Consortium Board include a Chair, Vice-Chair, and a Second Vice-Chair who are elected by the Board at a meeting during each calendar year. The Chair, Vice-Chair and Second Vice-Chair shall be from different member agencies.

4.2 The Chair, Vice-Chair and Second Vice-Chair serve a one-year term, and shall rotate annually through ascension.

4.3 In the event there is a vacancy in the office of the Chair, the Vice-Chair succeeds to the office of Chair for the unexpired portion of the term, and the Second Vice-Chair shall succeed to the office of the Vice-Chair for the unexpired portion of the term. The Board shall elect a Second Vice-Chair at the next regular meeting for the unexpired portion of the term.

In the event there is a vacancy in the office of Vice-Chair, the Second Vice-Chair shall succeed to the office of the Vice-Chair for the unexpired portion of the term and the Board shall elect a new Second Vice-Chair at the next regular meeting.

4.4 Duties of the Olympic Consortium Board:

4.4.1 Annual Goalsetting (in addition Workforce Innovation and Opportunity Act formula requirements) and evaluations.

#### 4.5 Duties of the Chair:

- 4.5.1 Preside at the meetings of the Board;
- 4.5.2 Create, appoint, and discharge Board committees unless otherwise provided in these By-laws;
- 4.5.3 Call for the vote on all motions properly presented and seconded;
- 4.5.4 Enforce the procedural rules of the Board during meetings;
- 4.5.5 Participate in deliberations of the Board;
- 4.5.6 Vote in all matters before the Board;
- 4.5.7 Ensure that the functions of the Board are carried out to the best of his or her abilities;
- 4.5.8 Make reports as necessary to the Board;
- 4.5.9 Execute on behalf of the Board any documents and papers duly authorized by the Board that may require signature;
- 4.5.10 Increase collaboration with Olympic Workforce Development Council; and
- 4.5.11 Review monthly narrative of successes.

4.6 The Vice-Chair performs the duties of the Chair in the absence of the Chair.

4.7 The Second Vice-Chair performs the duties of the Chair and the Vice-Chair in their absence.

#### **Section 5. MEETINGS, QUORUM, VOTING:**

5.1 The Consortium Board shall meet as necessary, but at least 4 times per calendar year, to fulfill its purpose and function, to discuss issues of mutual interest, and to take action on items as necessary or appropriate. The meeting schedule for the upcoming year shall be adopted at the last meeting of the year by resolution and made available to the public.

5.2 Meetings of the Consortium Board shall conform to the Open Public Meetings Act, Chapter 42.30 RCW.

5.3 On items that are deliberative in nature, the Consortium Board strives for consensus. Procedures in the current edition of Robert's Rules of Order-The Modern Edition are adopted by the Consortium Board for its regular and special meetings unless they are inconsistent with these By-laws or any special rules of order the Consortium Board has adopted.

5.4 A quorum of the Consortium Board is one (1) vote per county i.e. a total of not less than three (3) of nine (9) members, provided that there is at least one (1) member present from each County.

5.5 Unless otherwise specified, actions by the Consortium Board are affirmed by a simple majority vote. A majority vote is more than one-half (1/2) of those present and voting. Any

business affecting a member county must be approved by the board of commissioners of the affected county.

5.6 Special Meetings may be called at any time as in accordance with RCW 42.30.080.

5.7 Any or all members may participate telephonically. The place selected for the meeting must be equipped with a speakerphone with conference call capability. Members participating telephonically must identify themselves while voting telephonically and as needed during discussion. All members in attendance, as well as the public, must be able to hear and communicate with the member participating telephonically.

## **Section 6. COMMITTEES:**

The Chair may appoint, or the Consortium Board may request that the Chair appoint committees as needed to advise or assist the Consortium Board in fulfilling its functions. Committee composition should include, as appropriate, representatives of each member county.

**Section 7. WORKFORCE DEVELOPMENT COUNCIL APPOINTMENTS.** The Consortium Board shall be responsible for establishing a local Workforce Development Council and for appointing representatives to the Workforce Development Council.

7.1. Representatives to the Workforce Development Council shall be appointed to terms as determined by the Consortium Board. The terms shall be staggered, and the nomination and appointment procedures shall comply with standards established under the Workforce Innovation and Opportunity Act, the State of Washington, and/or the Consortium Board. The Chair, or alternate, of the Workforce Development Council are invited to attend all meetings of the Consortium Board. The Chair of the Workforce Development Council or alternate shall be non-voting members.

7.2. In making appointments to the Workforce Development Council, the Consortium Board shall strive to reach consensus for each Workforce Development Council appointment. If the Board does not reach consensus on a nominee to the Workforce Development Council, it shall consider a second nominee. If consensus cannot be reached on the second nominee, the appointment shall be by majority vote of the Board.

7.3. Representation on the Workforce Development Council shall reasonably reflect the respective population of the individual counties.

7.4. A Workforce Development Council member may resign by submitting a resignation letter to the Workforce Development Council Chair or the Consortium Board. A Workforce Development Council member shall resign if he or she leaves the position of optimum policy-making authority in the sector in which they were appointed to represent.

7.5. The Consortium Board may remove a Workforce Development Council member, on its own accord or at the request of the Workforce Development Council, with or without cause, by majority vote. Notice to the member being considered for removal shall be provided at least fifteen (15) days prior to the vote on the removal.

7.6. A Workforce Development Council member may be removed, pursuant to subsection 7.5 above, for three (3) consecutive unexcused absences from scheduled Workforce Development Council meetings.

**Section 8. ADMINISTRATIVE STAFF.** Kitsap County shall be the designated entity for employment of administrative staff that serves the Board. The administrative staff shall be responsible for developing procedures for program planning, fiscal management, evaluating program performance, initiating necessary corrective action for subgrantees and subcontractors, determining whether there is a need to reallocate resources, and modifying grants.

8.1 The administrative staff shall perform its duties consistent with the goals and policies developed by the Consortium Board and the Workforce Development Council.

8.2 Although the administrative staff assigned to the Consortium Board shall remain employees of Kitsap County, the Consortium Board shall have input to the selection and performance review of the assigned staff.

**Section 9. GRANT RECIPIENT.** Kitsap County shall be the designated grant recipient for the Olympic Consortium and the Workforce Development Council. As such, Kitsap County shall:

9.1. Exercise those duties and responsibilities as grant recipient as set forth in federal, state law, or by the Consortium Board.

9.2 Comply with the Workforce Innovation and Opportunity Act with respect to property management and procurement.

9.3 Ensure that all conditions of grant approval are met, including but not limited to, compliance with applicable laws, monitoring and reporting requirements, and management of subgrants and contracts.

**Section 10. AMENDMENTS:** These By-laws may be amended at a meeting of the Consortium Board by a two-thirds (2/3) majority vote of those present and voting, provided that a copy of the proposed amendment has been sent to each Consortium Board representative at least thirty (30) business days prior to the meeting at which the vote to amend is scheduled. Voting must be in conformance with Section 5 herein.