

**TO: Workforce Investment Board**

**DATE: 7/26/01**

**FROM: Executive Committee**

For Action

For Information

Meeting Notes

For Consent

**SUBJECT: Bylaws – Workforce Investment Board of Merced County**

**PROPOSED MOTION(S): Adopt the amended Bylaws as attached**

**DISCUSSION:**

**Background:** The Board adopted Bylaws at its regularly scheduled meeting of November 16, 2000. These Bylaws were forwarded to the Merced County Board of Supervisors for ratification.

On March 28, 2001, County Counsel formally objected to two provisions and withheld its recommendation to the Board of Supervisors that it ratify the Bylaws.

Specifically, County Counsel objected to 1) that portion of Section C that named County Counsel as Agent for service of process and 2) that portion of Section G – 1. that allowed committees to include individuals who are not Board members if appointed to the committee by the Chairperson of the Board and which further provided that such committee members shall have the authority to vote on matters before the committee.

In addition, County Counsel submitted corrections to “conflict of interest” language which had been included in the Bylaws.

The abovementioned changes were duly incorporated into the Bylaws in anticipation of consideration by the full Board at its next regularly scheduled meeting.

**At about the same time, a number of members of the Board began expressing concern regarding the inability of committees to conduct business because of failure to achieve a quorum. This led to the reconvening of the ad hoc Bylaws Committee. After considering a number of alternatives to address the quorum problem, the Bylaws Committee directed staff to explore the use of proxies with County Counsel.**

**On May 11, 2001, County Counsel issued an opinion that proxies can neither establish a quorum nor be used for the purposes of casting votes.**

**The Bylaws appeared as an information item on the agenda of the Board meeting of May 24, 2001. During that meeting, members of the Board asked staff to determine if the quorum requirement set forth in the Bylaws applied to committees in addition to the Board.**

**On June 18, 2001, County Counsel issued an opinion that indicated:**

- 1. (a) the Workforce Investment Board is a "legislative body" pursuant to California Government Code Section 54952(b), (b) the Board is subject to the Ralph M. Brown Act (Government Code Section 54950 et seq.) and (c) any provisions of the Board's Bylaws in conflict with the Brown act are superseded by the Brown Act.**
- 2. The definition of "quorum" in the currently adopted version of the Board Bylaws is in conflict with the definition in the Brown Act which uses the term "majority".**
- 3. Both the Brown Act and Robert's Rules of Order make it clear that the requirement that the Board have a quorum shall apply equally to committees - whether advisory or empowered to take "action" (including "action" which requires or may require subsequent ratification by the full Board).**

**At its meeting of July 9, 2001, the Executive Committee considered all of the above and made changes to the draft Bylaws in five areas.**

**All sections of the attached Bylaws that have undergone any changes since adoption on November 16, 2000 have been italicized.**

**OTHER CONSIDERATIONS:**

**ATTACHMENT(S): Bylaws incorporating changes as of July 26, 2001**