

Attachment F

By-Laws & Constitution of the Local Board

BYLAWS
OF

KAUA'I WORKFORCE DEVELOPMENT BOARD

ARTICLE I
ESTABLISHMENT AND PURPOSE

There is hereby established the KAUAI WORKFORCE DEVELOPMENT BOARD ("Board"). All official voting members of the Board will be called a Director of the Board. The purpose of the Board is to perform the functions and responsibilities of a local board for the area designation encompassing the County of Kauai and Ni'ihau as described in Section §107 of the WIOA- Workforce Innovation & Opportunity Act of 2014, P.L. 113-128. The WIOA will be in effect starting July 1, 2015.

ARTICLE II
MEMBERS

Section 1. Number and Qualification. The number of members of the Board shall be determined as to comply with WIOA regulations. The Board shall conduct its affairs in conformity with the goals, objectives, duties, and intent as set forth in the Workforce Innovation and Opportunity Act of 2014 and sections of the Code of Federal Regulations that are related to it.

(A) a majority of the members of each local board shall be representatives of business in the local area, who—
(i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
(ii) represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
(iii) are appointed from among individuals nominated by local business organizations and business trade associations;

(B) not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who—
(i) shall include representatives of labor organizations (for a local area in which employees are represented by labor organizations), who have been nominated by local labor federations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
(ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
(iii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
(iv) may include representatives of organizations that have demonstrated experience and expertise in H. R. 803—33 addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth;

(C) each local board shall include representatives of entities administering education and training activities in the local area, who—

(i) shall include a representative of eligible providers administering adult education and literacy activities under title II;

(ii) shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);

(iii) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;

(D) each local board shall include representatives of governmental and economic and community development entities serving the local area, who—

(i) shall include a representative of economic and community development entities;

(ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;

(iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;

(iv) may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and

(v) may include representatives of philanthropic organizations serving the local area; and

(E) each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate

Section 2. Appointment and Term. As provided for in Section §107 of the WIOA - Workforce Innovation & Opportunity Act the members of the Board shall be appointed by the Mayor of the County of Kaua'i ("Mayor"). All appointments by the Mayor shall comply with the criteria for appointment established by the Governor of the State of Hawai'i. Appointments that do not comply with the State appointment criteria shall be void. Members shall serve at the pleasure of the Mayor.

The Local Board serves as a strategic convener to promote and broker effective relationships between business, economic development, education and workforce partners; works to develop a comprehensive and high-quality workforce development system; and also develops a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth.

Section 3. Resignation. Any member may resign at any time by giving written notice of such resignation to the Board. The resignation shall take effect upon receipt thereof by the Board. Any member who no longer represents the category of membership to which they were appointed shall be considered ineligible and therefore required to resign from the membership position.

Section 4. Vacancy. Any vacancy in the membership of the Board occurring during the year may be filled by appointment as provided above. Any member so appointed shall hold office for the remainder of the term of the predecessor or until the appointment of a successor.

Section 5. Removal. Any member may be removed, for cause by, the affirmative vote of a majority of the members of the Board. The Board may suspend a member pending a

determination that cause exists for removal upon the affirmative vote of a majority of the members of the Board. Any member who misses three consecutive regular meetings of the Board shall be notified of their absences and may be removed.

ARTICLE III OFFICERS OF BOARD

Section 1. GENERAL: The officers of the Board shall be a Chairperson, a Vice-Chairperson, a secretary and or treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. A member may hold only one office at any time. No officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by two or more officers.

CHAIR:

- A. The Board shall elect the Chairperson of the Board from among the business representatives on the Board. To be eligible for nomination as Chairperson, no business member may have owned or have been employed by an entity that has received WIOA funds within 12 months prior to such nomination, nor may an immediate family of such business member have owned or been employed by such an entity during that period.
- B. The Chairperson shall serve as the spokesperson for the Board.
- C. The Chairperson shall preside over meetings and conduct the business of the Board.
- D. The Chairperson shall perform such other duties as requested by the Board.
- E. In the event of a vacancy in the office of Chairperson, the Vice-Chairperson shall succeed immediately to the office of Chairperson for the remainder of the Chairperson's unexpired term.

VICE-CHAIR:

- A. The Vice-Chairperson of the Board shall be elected from among the business representatives on the Board and subject to the same eligibility restrictions as the Chairperson. The Vice-Chairperson shall preside over meetings and conduct the business of the Board in the absence of the Chairperson.
- B. In the event of a vacancy in the office of the Vice-Chairperson, the office shall be filled by an election by the majority of members for the remainder of the Vice-Chairperson's unexpired term.

SECRETARY:

- A. In addition, Secretary shall: a) Keep the minutes of the Board meetings in one or more records provided for that purpose; b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; c) Be the custodian of the Board's records; d) In general, perform all duties incident to the office of the Secretary and such other duties as requested by the Board.

TREASURER:

- A. The Treasurer is responsible for developing and directing the policies, procedures, plans and programs governing all financial matters in and of the Board; receiving and disbursing Board funds and depositing all such monies in the name of the Board and such banks, trust companies, or other depositories. The Treasurer shall in general perform all duties incident to the office of the Treasurer including a QUARTERLY financial status report and such other duties as requested by the Board.

Section 2. Election and Term of Office. The officers of the Board shall be elected for a minimum of two years by the members of the Board at the first regular meeting of the first month in the Program Year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for two (2) years or until their successor shall have been duly elected and qualified.

Section 3. Removal. Any officer appointed to the Board may be removed by the Board whenever in its judgment is in the best interests to the membership.

Section 4. Vacancies. In case of any office of the Board becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board may elect an interim officer to fill a vacancy for the remainder of the unexpired term or until a permanent officer is appointed by the Mayor.

ARTICLE IV
GENERAL & STANDING COMMITTEES

- A. The Executive Committee may create special committees including ad hoc and liaison committees as it deems advisable. Examples recommended but not limited to the following:
1. Youth Council
 2. Consortium of Service Providers –Data Collection & Analysis
 3. Non –Profit/Fund Raising
 4. Small Businesses –Entrepreneurship
 5. Media Activities
- B. The committees created shall be designated and organized by the Chairperson of the Board who shall appoint from the membership a Chairperson for each Board committee.

The Executive Committee shall be composed of the Board Chairperson, Vice-Chairperson, and the Chairpersons of the committees of the Board and Ex-Officios.

- C. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Board may be designated by a resolution adopted by a majority of the members present at a meeting at which a quorum is present. The resolution shall set forth the responsibilities of each committee. Except as otherwise provided in such resolution, members of each such committee shall be members of the Board and the chairperson of the Board shall appoint the members thereof. The Chairperson shall be an ex-officio member of all standing committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Board shall be served by such removal.

Each committee shall keep minutes of its meetings and file the minutes with the KWDB Staff. All committees shall have the power to form and appoint subcommittees to assist the committee in carrying out its duties and responsibilities, as it deems necessary. The members of the subcommittee shall be appointed by the committee chair and need not be members of the Board.

- D. Ad Hoc Committees. The Chairperson of the Board may designate ad hoc committees comprised of members of the Board and/or the community at large. The ad hoc committee shall have the authority to make recommendations to the Board.
- E. Ad Hoc Committee Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such members cease to qualify as a member thereof.
- F. Committee Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- G. Committee Quorum. Unless otherwise provided in the resolution of the Board designated committee, a majority of the whole committee shall constitute a quorum, and the majority that is present shall be the act of the committee.
- H. Committee Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE V ADMINISTRATION

- A. The Executive Director serves as the chief executive of the Board to outside entities. The Executive Director shall be responsible for the selection, general management and supervision of all staff employed by the Board. The KWDB Staff shall file a quarterly report to the Executive Committee and the Board concerning all personnel actions and issues.

- B. The Executive Director is responsible for developing and implementing action plans to achieve goals set by the Board.
- C. Functions. All administrative functions of the Board shall be provided by the KWDB staff unless otherwise specified.

ARTICLE VI
MEETING, QUORUM, AND CONFLICT OF INTEREST

- A. The Board shall meet at least once a quarter for general meetings.

Regular Meetings. According to the State Sunshine Law, the Board shall conduct regular meetings upon at least seven day prior written notice to all members setting forth the date, time, location, and proposed agenda of the meeting.

- B. The Chairperson shall call special meetings of the Board whenever meetings are considered necessary, or whenever requested in writing by at least 25% of the voting Board members.

According to State Sunshine Law, the special meeting shall be held upon at least seven days prior written notice setting forth the date, time, location, purpose of the special meeting, and the names of the members calling the meeting if not called by the Chairperson.

- C. The Chairperson, or his or her designee, is responsible for sending a notice via email or telephone of each meeting to each voting and nonvoting Board member, giving adequate time for preparation for the meeting.

Notice. Notice of any meeting of the Board shall be delivered personally, sent by mail, e-mail or faxed to each member at the address as shown in the records of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email or fax, such notice shall be deemed to be delivered when the notice is sent. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ATTENDANCE AT MEETINGS

- A. Board members are expected to attend a majority of meetings of the Board and if not able to do so are recommended to tender their resignation. Board members must have a proxy substitute to be able to maintain their seat, vote on the Board and participate in one or more committees.
- B. Except for actions required by the Act or its implementing regulations to be taken by the Board, the Executive Committee shall have the power to transact business between regular

Board meetings. All transactions of the Executive Committee shall be reported in full as the next scheduled meeting or the Board.

QUORUM

- A. A quorum shall consist of 33% of the members of the Board. Once quorum is met, it shall stand for the duration of the meeting. To be valid, any action of the Board must receive the approval of a majority of the members at the meeting.
- B. At all meetings of the Board, 33% of the membership shall be necessary and sufficient to constitute a quorum for the transaction of business. Actions of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting and reschedule the meeting within not more than four weeks, with notice to all members of the group.

CONFLICT OF INTEREST

- A. A conflict of interest occurs when a Board member has a personal interest that may affect how the official carries out his or her county duties. The test is whether a reasonable person would question the official's impartiality. A conflict of interest may occur even if the official is not actually influenced by the personal interest. Each Board member shall consult with the County Ethics Commission about any conflict of interest or potential conflict of interest before participating in discussion and decision-making of potential conflict of interest matters.

ARTICLE VII EXPENSES AND COMPENSATION

- A. Any authorized expenses incurred by Board members and staff shall be compensated according to guidelines set by current Federal, State, and County statutes and regulations.
- B. Members may not receive a fee, salary, or remuneration for their services as members, but may, with the approval of the Board, be reimbursed for reasonable out-of-pocket expenses incurred for work performed on behalf of the Board consistent with the policies established by the Executive committee.

ARTICLE VIII AMENDMENTS

Section 1. The by-laws of the Board may be amended at any regular or special meeting by a two-thirds vote of the quorum present at the meeting, provided at least ten (10) calendar day's written notice is given to each Board voting member. No by-law restricting the power of the Mayor to freely appoint or remove a member of the Board, or to otherwise exercise the authority granted to him by the Act, shall be effective unless consented to by the Mayor.

Section 2. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members.

Section 3. Meetings By Telephone Or Other Electronic Devices. The member of any Board or any committee of the Board may participate in a duly called meeting by means of a telephone conference call or any other means of electronic communication by which all members present are capable of hearing and responding.

Section 4. Minutes of Meetings. Minutes shall be kept of all meetings and be reviewed and approved at the next regular meeting of the Board. Approved minutes shall be available at the Board office.

Section 5. Voting.

- (a) Vacant positions shall not be counted for purposes of determining a quorum or for voting.
- (b) Each member shall be entitled to one vote. A member may designate an alternate to serve in the member's absence, provided that the alternate represents the same organization or entity from which the member was selected. Alternates may participate in all official business of the Board.
- (c) In order to vote on any matter coming before the Kaua'i Workforce Development Board, a quorum must be present. A quorum shall consist of thirty-three percent (33%) of the membership.
- (d) Voting shall be conducted by roll-call with each eligible voting member indicating their vote by yes/no/abstain when called upon.
- (e) A record of each voting result will be maintained and included in the official minutes of the meeting of which the voting action occurred.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Board shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Board) if that person is or was a member or officer of the Board, against expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Board, and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of this Board and, with respect to any criminal action or proceedings, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. The Board shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Board to procure a judgment in its favor because that person is or was a member or officer of the

Board, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of this Board; except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to this Board unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Section 3. To the extent that a member or officer of the Board has been successful on the merits or otherwise in defending any proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified by the Board against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Board only if authorized in the specific case upon a determination that indemnification of the member or officer is proper in the circumstances because the member or officer has met the applicable standard of conduct set forth in Sections 1 or 2. The determination shall be made (a) by the Board by a majority vote of a quorum consisting of members who were not parties to the proceeding, or (b) if a quorum is not obtainable, or obtainable if a quorum of disinterested members so directs, by independent legal counsel in a written opinion to the Board, or (c) by a majority vote of the members; or (d) by the court in which the proceeding is or was pending upon application made by the Board or the member or officer or the attorney or other person rendering services in connection with the defense, whether or not the application by the member, officer, attorney, or other person is opposed by this Board.

Section 5. Expenses incurred in defending any proceeding may be paid by the Board in advance of the final disposition of the proceeding as authorized by the Board in a particular case upon receipt of an undertaking by or on behalf of the member or officer to repay such amount unless it shall ultimately be determined that the member or officer is entitled to be indemnified by the Board as authorized in this Article.

Section 6. The indemnification is provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a member or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

Section 7. The Board shall have the power to purchase and maintain insurance on behalf of any member or officer of the Board, against any liability asserted against or incurred by the member or officer in any such capacity or arising out of the member's or officer's status as such, whether or not the Board would have the power to indemnify the member or officer against liability under this Article.

ARTICLE X
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board, shall be signed by such officer or officers, agent or agents of the Board and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chairperson or a Chair-Elect of the Board.

Section 3. Deposits. All funds of the Board shall be deposited from time to time to the credit of the Board in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Board any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Board.

ARTICLE XI
AGENTS, CONSULTANTS, AND PROFESSIONAL SERVICES

The Board may engage the services of persons or firms to assist the Board in carrying out its programs and purposes upon such terms and conditions as the Board may determine.

ARTICLE XII
BOOKS AND RECORDS

The Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of any board or committee having any of the authority of the Board.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIV
WAIVER OR NOTICE

Amendment to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board present at any regular meeting or at any special meeting, if at least seven days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

The Board may have a seal of such form as the Board may from time to time determine which seal shall be in the custody of the secretary. The Board may change the form of the seal or the inscription thereon at pleasure.

ARTICLE XV
CONFLICT OF INTEREST

A member shall not: 1) vote on any matter under consideration by the Board regarding the provision of services by such member (or an entity that such member represents); or that would provide a direct financial benefit to such member or the immediate family of such member; or 2) engage in any other activity determined to constitute a conflict of interest as may be specified in the State Plan.

ARTICLE XVI
AUDIT

The Board shall utilize the auditing procedures of the Kaua'i County Department of Finance in conducting its annual audits.

ARTICLE XVII
OPEN MEETINGS

All regular and special meetings of the Board shall be open to the public unless specifically closed as provided herein. The Board may hold a meeting closed to the public for one or more of the following purposes:

- a) To consider and evaluate the personal or confidential information relating to individuals, businesses or other entities applying for grants from the Board;
- b) To consider the hire, evaluation, dismissal, or discipline of an officer, employee, or member of the Board or of charges brought against the officer, employee, or member;
- c) To consult with the Board's attorney on questions and issues pertaining to the Board's powers, duties, privileges, immunities and liabilities;

- d) To investigate proceedings regarding criminal misconduct;
- e) To consider matters relating to the solicitation and acceptance of private donations;
- f) To deliberate or make a decision upon a matter that requires the consideration of information that must be kept confidential pursuant to a state or federal law, or a court order.

The Board shall make available to the public information regarding the activities of the Board, including information on the local plan prior to submission of the plan, regarding membership, designation and certification of one-stop operators, award of grants or contracts to eligible providers of youth activities, and on request, minutes of meetings of the Board, as is permitted by law.

Adoption of Amendments to the Bylaws

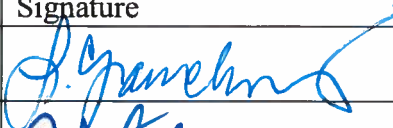

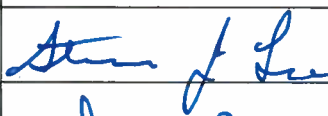






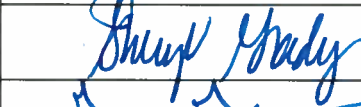






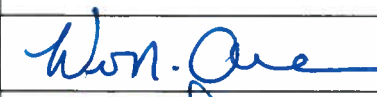


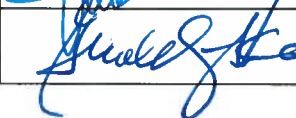
We, the undersigned Directors of the Board having been authorized to do so by valid Resolution of the Board, on this 16th day of September, 2016, do hereby adopt the foregoing amendments to the Bylaws of the Kaua'i Workforce Development Board according to the WIOA- Workforce Innovation & Opportunity Act, 2014.



Leialoha Sanchez

Kaua'i Workforce Development Board
Chairman

**Kaua'i Workforce Development Board
Board of Directors**

	Print Name	Signature
1	Leialoha Sanchez	
2	Robert Ayonon	
3	Bricen Moritsugu	
4	Steven Lupkes	
5	Sandy Poehnelt <i>Pochnelt</i>	
6	Randall Francisco	
7	Irving Soto	
8	Kamika Smith	
9	Kevin Moriguchi	
10	Sheryl Grady	
11	Galen Gokan	
12	Tanya Davis-Mendija	
13	Lynn Kua	
14	Kelly Robinson	
15	Layne Shigeta	
16	Danette Wise	
17	Nic Courson	
18	Bill Arakaki	
19	Calvin Shirai	
20	Susan Tai-Kaneko <i>Jacklyn Kaina</i>	 for Susan Tai Kaneko
21	Gerald Ako	

**Kaua'i Workforce Development Board
 PY2015 Board of Directors**

	Print Name	Signature
22	Eric Nordmeier	
23	Addison Bulosan	
24		
25		

**Kaua'i Workforce Development Board
PY2015 Board of Directors**

	Print Name	Signature
26	Gino Soquena	
27	Lance Jyo	