

**WORKFORCE DEVELOPMENT  
BOARD MEMBERS**

**EDWARD W. BAKER**  
Alto Ingredients, Inc.

**CRYSTAL BETHKE**  
County of Sacramento, Economic  
Development

**KYLA BRYANT**  
Sacramento Metro Chamber of Commerce

**N. LISA CLAWSON – Secretary/Treasurer**  
Kaiser Permanente

**RONALD J. ELLIS**  
2SS.com

**KRISTIN GIBBONS**  
Department of Human Assistance

**DAVID W. GORDON**  
Sacramento County Office of Education

**JENNIFER HERNANDEZ**  
Sacramento Employment & Training Agency

**MANDI HIGLEY**  
Tri-Tool, Inc.

**LYNN HOSOKAWA**  
Villara Building Systems

**LISA M. HUTCHINSON**  
DigiStream Investigations

**MICHAEL JASSO**  
City of Sacramento

**FRANK A. LOUIE**  
Sacramento Asian Chamber of Commerce

**VICTOR MCGEE**  
Sacramento Job Corps Center

**JANET NEITZEL**  
Employment Development Department

**DR. JAMEY NYE**  
Los Rios Community College District

**SHARON O’SULLIVAN**  
California Department of Rehabilitation

**JOHNNY PEREZ**  
Clutch Contracts & Consulting

**KARL PINEO**  
Ironworkers Local 118

**LAURIE RODRIGUEZ**  
SMUD

**FABRIZIO SASSO**  
Sacramento Central Labor Council

**ANETTE SMITH – Chair**  
Roth Staffing Companies, L.P.

**DENISE TUGADE**  
SEIU – United Healthcare Workers.

**SHELLY VALENTON**  
Sacramento Regional Transit



**SACRAMENTOWORKS**

**Regular Meeting of the Sacramento Works  
Executive Committee**

**Date:** **Thursday, September 14, 2023**

**Time:** 4:00 p.m.

**Location:** SETA Board Room  
925 Del Paso Blvd., Suite 100  
Sacramento, CA 95815

**Zoom Location:**

<https://us02web.zoom.us/j/85001994812?pwd=aXJsWDIyYb2h6TS9YajgxK1BIM0Radz09>

In response to AB 2449, the Sacramento Employment and Training Agency Sacramento Works Executive Committee is conducting this meeting utilizing a hybrid approach, permitting members of the public to participate in person or via Zoom.

In-person attendance by members of the public is on a first come, first-serve basis.

Members of the public may also participate in the meeting via Zoom by clicking the Zoom

Location link above, typing the Zoom link address into their web browser, or listening to the meeting on One tap mobile +16699006833,,85001994812# US (San Jose). Meeting ID: 850 0199 4812. Passcode 562211. Find your local number:

<https://us02web.zoom.us/j/85001994812?pwd=aXJsWDIyYb2h6TS9YajgxK1BIM0Radz09>. Members of the public are encouraged to participate in the meeting by submitting written comments by email to:

[Anzhelika.Simonenkova@seta.net](mailto:Anzhelika.Simonenkova@seta.net). Any member of the public who wishes to speak directly to the Committee regarding any item on the agenda may contact Anzhelika Simonenkova at (916) 263-3753, or [Anzhelika.Simonenkova@seta.net](mailto:Anzhelika.Simonenkova@seta.net). Please include in your request the item(s) on which you would like to participate. Additionally, during the meeting any questions or comments may be submitted via the chat features on Zoom. Public comments will be accepted until the adjournment of the meeting, distributed to the members of the Committee and included in the record.

In the event of disruption that prevents broadcasting of the meeting to members of the public using the call-in or internet-based service options, or in the event of a disruption which prevents members of the public from offering public comments, the Committee shall take no further action on items appearing on the meeting agenda until public access to the meeting is restored.

Request for Assisted Listening Devices or other considerations should be made through the Clerk’s office at (916) 263-3753. Closed captioning will be available. This meeting is digitally recorded and available to members of the public upon request. This document and other Committee meeting information may be accessed through the Internet by accessing the SETA home page: [www.seta.net](http://www.seta.net).

## AGENDA

### Page Number

1. Call to Order/Roll Call
2. **Consent:** Approval of Minutes of the July 13, 2023 Special Committee Meeting 1-2
3. **Action/Discussion:** Discussion of Sacramento Works Board Action Plan 3-4
4. **Action/Discussion:** September 27, 2023 Sacramento Works Board Agenda 5-6
5. **Action/Discussion:** Committees Structure and Chair Assignments
6. **Action/Discussion:** Discussion of the Special Sacramento Works Board Meeting with the Sacramento Works Job Centers
7. **Action/Discussion:** Review of the Sacramento Works Board Bylaws 7-27
8. **Action/Discussion:** Review of the Sacramento Works Board Vacancies
9. **Information:** May 24, 2023 Sacramento Works Board Meeting Agenda 28-30
10. Staff Reports
11. Public Participation
12. Adjournment

The next meeting will be held Thursday, **November 9, 2023 at 4:00 p.m., in-person.**

**COMMITTEE MEMBERS:** Lisa Clawson, Ron Ellis, David Gordon, Jennifer Hernandez, Dr. Jamey Nye, Anette Smith

**DISTRIBUTION DATE: Thursday, September 7, 2023**

Sacramento Works Executive Committee meeting hosted by:  
Anette Smith (Chair), Lisa Clawson (Secretary/Treasurer)

**SACRAMENTO WORKS BOARD  
MEETING ATTENDANCE**

**FY 2022-2023 (X-present; A-absent; \*special meeting)**

<b>BOARD MEMBER</b>	<b>Represented Sector</b>	<b>7/27 2022</b>	<b>9/28 2022</b>	<b>11/16 2022</b>	<b>1/25 2023</b>	<b>3/22 2023</b>	<b>5/24 2023</b>	<b>7/26 (CANCELED)</b>	<b>9/27 2023</b>	<b>11/15* 2023</b>				<b># of meetings attended</b>
Anette Smith	Private Business	X	X	X	X	X	X							
Crystal Bethke	Economic Development						X							
David Gordon	Adult Education	X	X	X	X	A	X							
Denise Tugade	Labor	X	X	X	X	A	X							
Edward Baker	Private Business	X	A	A	X	A	X							
Fabrizio Sasso	Labor	A	X	A	A	X	A							
Frank Louie	Private Business	X	X	X	X	X	X							
Jamey Nye	Higher Education	X	X	X	X	X	X							
Janet Neitzel	Wagner-Peyser	X	X	A	X	X	X							
Jennifer Hernandez	Other				X	X	X							





**SACRAMENTO WORKS, INC.**

Special Meeting of the Executive Committee  
Minutes

*(The minutes reflect the actual progression of the meeting.)*

SETA Board Room  
925 Del Paso Blvd., Suite 100  
Sacramento, CA 95815

Thursday, July 13, 2023  
4:00 p.m.

1. **Call to Order/Roll Call**

Ms. Smith called the meeting to order at 4:05 p.m. The roll was called; quorum was achieved.

Members Present: Anette Smith, Jamey Nye, Ron Orr, Ron Ellis, David Gordon  
*(arrived and was seated at 4:08 p.m.)*

Member Absent: Lisa Clawson, Jennifer Hernandez

Others Present: Phil Cunningham, Roy Kim, William Walker, Julie Davis-Jaffe,  
Lauren Mechals

2. **Consent:** Approval of Minutes of the March 20 and May 11, 2023 Regular Committee Meetings

Moved/Orr, second/Ellis to approve the minutes of the March 20 and May 11, 2023 regular meetings

Roll call vote:

Aye: 4 (Ellis, Nye, Smith, Orr)

Nay: 0

Abstention: 0

Absent: (Gordon, Clawson, Hernandez)

3. **Action/Discussion:** Discussion of Sacramento Works Board Action Plan  
Ms. Smith reviewed the following focus items of the Sacramento Works Board Action Plan 2023-2024, approved at the March 20, 2023 meeting:

- 1) *Increasing youth voice on the Board*
- 2) *Improve our storytelling capability*
- 3) *Increase awareness of our services among employers*

Additionally, the following Action Plan items have been completed or are no longer applicable to the Sacramento Works Board Action Plan 2023-2024 and were removed:

- 1) Recruit members from high-demand industries (completed)

- 2) Develop a standardized definition of “quality jobs and employers” (completed)
- 3) Support COVID-19 vaccine mandate deployment (remove)

Mr. Gordon advised that as part of the Action Plan efforts, during the last Youth Committee meeting, appointment of two youth advocates was unanimously approved and will now go to the full Sacramento Works Board for approval in the next meeting. Youth voice recruitment is ongoing and will continue until three more youth advocates are found.

4. **Action/Discussion:** July 26, 2023 Sacramento Works Board Agenda  
The July 26, 2023, Sacramento Works Board agenda draft was reviewed. Through discussion, it was decided to cancel the July 26, 2023 Sacramento Works Board meeting.

Ms. Smith suggested including the last Sacramento Works Board meeting minutes or agenda in the Sacramento Works Executive Committee agenda packet.

Mr. Walker and other members of the Committee thanked Mr. Orr for his years of service on the Sacramento Works Board as his term will end on August 5, 2023, and reappointment was respectfully declined.

Mr. Kim asked the Committee members to continue recruiting for the Sacramento Works Board, especially in finance, information technology, or employment outreach areas, as private sector vacancies are present.

5. **Staff Reports:** No reports
6. **Public Participation:** None
7. **Adjournment:** The meeting was adjourned at 4:34 p.m.

## ITEM 3 – ACTION/DISCUSSION

### DISCUSSION OF SACRAMENTO WORKS BOARD ACTION PLAN

#### BACKGROUND:

In late June, a survey was sent out to all Sacramento Works Board members requesting input on the top priority areas for the Sacramento Works Board to focus on in the coming year. Using the results of the survey, the Board engaged in two separate retreat sessions on October 6, 2021 and November 5, 2021.

At the November 17, 2021 Board Meeting, the Board approved the attached Sacramento Works Board Action Plan for 2022, and selected the following categories as the Board's priorities for 2022:

- Review Board structure and processes to enable our organization to be creative, agile, dynamic, and equitable
- Develop and define quality jobs and livable wages in partnership with the business community

The Executive Committee met on January 24, 2022, and assigned specific action plan tasks to Committees. The assignments were approved by the full Board on January 26, 2022, and each Committee was asked to review the specific action plan tasks and provide feedback on tasks that fall within their respective areas.

In addition, the Board adopted as its top priority - ***develop a standardized definition of quality jobs and employers***, and requested that Committees discuss and respond with potential definitions. Attached is a summary of the Sacramento Works Board Action Plan.

At its February 28, 2022 meeting, the Executive Committee discussed the potential impact on customers with significant barriers to employment, and requested demographic data on participants served through the Job Center network. At its March 23, 2022 meeting, the Board reviewed demographic data for the most recent program year. At its September 28, 2022 meeting, the Board created an Ad Hoc Committee comprised of the Chairs (or their designees) of the Youth, Employer Outreach, and Planning/Oversight Committees.

At its January 25, 2023 meeting, the Board approved the following definition:

*A High-Quality Job is one that 1) includes a sustainable and economically competitive compensation package, 2) offers a safe, thriving, and inclusive environment, and 3) gives employees from diverse backgrounds a path of opportunity and growth.*

At its March 20, 2023 meeting, the Executive Committee reviewed the Action Plan and selected the following priority areas:



- 1) *Increasing youth voice on the Board*
- 2) *Improve our storytelling capability*
- 3) *Increase awareness of our services among employers*

In addition, the Committee discussed holding a summit to increase awareness among employers, partners, and other stakeholders. The full Board confirmed the priority areas at its March 22, 2023 meeting.

This item provides an opportunity for the Board to continue to discuss the Action Plan.

**WORKFORCE DEVELOPMENT  
BOARD MEMBERS**

EDWARD W. BAKER  
Alto Ingredients, Inc.

CRYSTAL BETHKE  
County of Sacramento, Economic Development

KYLA BRYANT  
Sacramento Metro Chamber of Commerce

N. LISA CLAWSON – Secretary/Treasurer  
Kaiser Permanente

RONALD J. ELLIS  
25S.com

KRISTIN GIBBONS  
Department of Human Assistance

DAVID W. GORDON  
Sacramento County Office of Education

JENNIFER HERNANDEZ  
Sacramento Employment & Training Agency

MANDI HIGLEY  
Tri-Tool, Inc.

LYNN HOSOKAWA  
Villara Building Systems

LISA M. HUTCHINSON  
DigiStream Investigations

MICHAEL JASSO  
City of Sacramento

FRANK A. LOUIE  
Sacramento Asian Chamber of Commerce

VICTOR MCGEE  
Sacramento Job Corps Center

JANET NEITZEL  
Employment Development Department

DR. JAMEY NYE  
Los Rios Community College District

SHARON O’SULLIVAN  
California Department of Rehabilitation

JOHNNY PEREZ  
Clutch Contracts & Consulting

KARL PINEO  
Ironworkers Local 118

LAURIE RODRIGUEZ  
SMUD

FABRIZIO SASSO  
Sacramento Central Labor Council

ANETTE SMITH – Chair  
Roth Staffing Companies, L.P.

DENISE TUGADE  
SEIU – United Healthcare Workers

SHELLY VALENTON  
Sacramento Regional Transit



**SACRAMENTOWORKS**

**SPECIAL MEETING OF THE  
SACRAMENTO WORKS, INC. BOARD**

**DATE:** Wednesday, September 27, 2023

**TIME:** 8:00 a.m.

**LOCATION:** Sacramento Works One Stop  
Florin Career Center  
3801 Florin Road,  
Sacramento, CA 95823

**ZOOM LOCATION:**

<https://us02web.zoom.us/j/85292682295?pwd=OWFXRkxQakhDZ1R4akJWOFMaUw2UT09>

In response to AB 2449, the Sacramento Employment and Training Agency Sacramento Works Board is conducting this meeting utilizing a hybrid approach, permitting members of the public to participate in person or via Zoom.

In-person attendance by members of the public is on a first come, first-serve basis.

Members of the public may also participate in the meeting via Zoom by clicking the Zoom Location link above, typing the Zoom link address into their web browser, or listening to the meeting on One tap mobile +16699006833,,85292682295# US (San Jose). Meeting ID: 852 9268 2295. Passcode: 527423. Find your local number:

<https://us02web.zoom.us/j/85292682295?pwd=OWFXRkxQakhDZ1R4akJWOFMaUw2UT09>. Members of the public are encouraged to participate in the meeting by submitting written comments by email to: [Anzhelika.Simonenkova@seta.net](mailto:Anzhelika.Simonenkova@seta.net). Any member of the public who wishes to speak directly to the Board regarding any item on the agenda may contact Anzhelika Simonenkova at (916) 263-3753, or [Anzhelika.Simonenkova@seta.net](mailto:Anzhelika.Simonenkova@seta.net). Please include in your request the item(s) on which you would like to participate. Additionally, during the meeting any questions or comments may be submitted via the chat features on Zoom. Public comments will be accepted until the adjournment of the meeting, distributed to the members of the Board and included in the record.

In the event of disruption that prevents broadcasting of the meeting to members of the public using the call-in or internet-based service options, or in the event of a disruption which prevents members of the public from offering public comments, the Board shall take no further action on items appearing on the meeting agenda until public access to the meeting is restored.

Request for Assisted Listening Devices or other considerations should be made through the Clerk’s office at (916) 263-3753. Closed captioning will be available. This meeting is digitally recorded and available to members of the public upon request. This document and other Board meeting information may be accessed through the Internet by accessing the SETA home page: [www.seta.net](http://www.seta.net).

# AGENDA

## PAGE NUMBER

### **I. Call to Order/Roll Call**

**Presentation:** Go Educate – Talent Portal (Frances Winters)

### **II. Consent Items**

A. Approval of Minutes of the May 24, 2023 Regular Meeting

### **III. Action/Discussion Items**

A. Review/Discuss Sacramento Works Action Plan Priorities

B. Election of Sacramento Works Board Vice Chair

C. Approval of the Appointment of Youth Committee Members

### **IV. Information Items**

A. Approval of Designation as a High Performing Board (Roy Kim)

B. WIOA Youth Program Summaries (Lauren Mechals)

C. Dislocated Worker Report (William Walker)

D. Employer Recruitment Activity Report (William Walker)

E. Unemployment Update/Press Release from the Employment Development Department

F. Committee Updates

✓ Youth Committee (David Gordon)

✓ Planning/Oversight Committee (Dr. Jamey Nye)

✓ Employer Outreach Committee (Ron Ellis)

G. SETA Governing Board Agenda

### **V. Other Reports**

1. Chair

2. Members of the Board

3. Counsel

4. Deputy Director

5. Staff

6. Public Participation

### **VI. Adjournment**

## **DISTRIBUTION DATE:**

**BYLAWS OF**  
**SACRAMENTO WORKS, INC.**  
(A California Not For Profit Public Benefit Corporation)  
As Amended July 2016

## TABLE OF CONTENTS

	<b>Page #</b>
<b>ARTICLE I. OFFICES</b>	
Section 1.01 Principal Office	1
Section 1.02 Change of Address	1
Section 1.03 Other Offices	1
<b>ARTICLE II. MEMBERS</b>	
Section 2.01 Classification of Members	1
<b>ARTICLE III. DIRECTORS</b>	
Section 3.01 Number of Directors	1
Section 3.02 Qualifications	1
Section 3.03 Terms of Office	2
Section 3.04 Nomination	2
Section 3.05 Appointment of Directors	2
Section 3.06 Compensation	3
Section 3.07 Removal of Directors	3
Section 3.08 Vacancies	4
Filling of Vacancies	4
Terms of Office	4
Section 3.09 Non-Liability of Directors	4
Section 3.10 Indemnity by Corporation for Litigation Expenses of Officer, Director, or Employee	4
Section 3.11 Meetings	5
Call of Meetings	5
All Meetings Subject to Ralph M. Brown Act	5
Place of Meetings	5
Time of Regular Meetings	5
Special Meetings	5
Annual Meeting	5
Notice of Meetings	5
Contents of Notice	5
Quorum	5
Adjournment for Lack of Quorum	5
Notice of Adjourned Meeting	6
Loss of Quorum	6
Voting	6
Conduct of Meetings	6
No Action Without Meeting	6
Teleconferencing	6

## **ARTICLE IV: OFFICERS**

Section 4.01	Number and Titles	7
Section 4.02	Qualifications, Election & Term of Office	8
Section 4.03	Vacancies	8
Section 4.04	Removal and Resignation	8
Section 4.05	Duties of the Chairperson (CEO)	8
Section 4.06	Duties of the Vice-Chairperson	8
	Qualification of Vice-Chairperson	8
Section 4.07	Duties of Secretary-Treasurer (CFO)	9
	Certify Bylaws	9
	Keep Minutes of Meeting	9
	Give Notices	9
	Be Custodian of Records	9
	Exhibit Records to the Public	9
	Have Custody of and Deposit Funds	9
	Receive Funds	9
	Disburse Funds	9
	Maintain Accounts	9
	Exhibit Records	9
	Render Reports	9
	Perform Other Duties	9

## **ARTICLE V: COMMITTEES**

Section 5.01	Standing Committees	10
	a. Executive Committee	10
	b. Employer Outreach Committee	11
	c. Planning/Oversight Committee	11
	d. Youth Committee	11
Section 5.02	Ad-Hoc Committees	12
Section 5.03	Terms of Office	12
Section 5.04	Vacancies	12
Section 5.05	Quorum	12
Section 5.06	Rules	12
Section 5.07	Notice	12

## **ARTICLE VI: EXECUTION OF INSTRUMENTS, DEPOSIT OF FUNDS**

Section 6.01	Execution of Instruments	13
Section 6.02	Checks and Notes	13
Section 6.03	Deposits	13
Section 6.04	Gifts	13

**ARTICLE VII: CORPORATE RECORDS AND SEAL**

Section 7.01	Minutes of Meeting	13
Section 7.02	Books of Account	13
Section 7.03	Records Available to Assessors	13
Section 7.04	Inspection of Records by Directors	14
Section 7.05	Inspection of Records by SETA	14
Section 7.06	Inspection of Records by the Public	14
Section 7.07	Annual Report and Financial Statement	14
Section 7.08	Corporate Seal	14

**ARTICLE VIII: FISCAL YEAR**

Section 8.01	Date of Fiscal Year	15
--------------	---------------------	----

**ARTICLE IX: BYLAWS**

Section 9.01	Effective Date of Bylaws	15
Section 9.02	Amendment	15
Section 9.03	Certification and Inspection	15

**ARTICLE X: PROHIBITION AGAINST SHARING CORPORATE**

**PROFITS AND ASSETS**

Section 10.01	Prohibition	15
---------------	-------------	----

**ARTICLE XI: DISTRIBUTION OF INCOME AND PROHIBITION**

**ON TRANSACTIONS**

Section 11.01	Limitations	16
---------------	-------------	----

**ARTICLE XII: CONSTRUCTION**

Section 12.01	Construction	16
---------------	--------------	----

**BYLAWS OF**  
**SACRAMENTO WORKS, INC.**  
**(A California Not For Profit Public Benefit Corporation)**

**ARTICLE I. OFFICES**

**Section 1.01. Principal Office.** The principal office of the Corporation for its transaction of business is located in the City of Sacramento and County of Sacramento, California.

**Section 1.02. Change of Address.** The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Sacramento, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**Section 1.03. Other Offices.** The Corporation may also have offices at such other places, within the County of Sacramento, as its business may require and as the Board of Directors may from time to time designate.

**ARTICLE II: MEMBERS**

**Section 2.01. Classification of Members.** The Corporation shall have no members unless and until the Directors adopt an amendment to these Bylaws providing for membership.

**ARTICLE III: DIRECTORS**

**Section 3.01. Number of Directors.** The Corporation shall have not less than fifteen (15 ) nor more than thirty (30) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed, within the limits specified, by action of the Board of Directors. The current number of Directors shall be 27. (amended May 2020)

**Section 3.02. Qualifications.**

(a) Qualifications for appointment to the Board shall be determined by the Governing Board of the Sacramento Employment and Training Agency (SETA), a joint powers authority (the Governing Board), in accord with the provisions of Public Law Number 113-128 (commonly cited as the Workforce Innovation and Opportunity Act) as from time to time amended or revised, and such other rules and regulations, including state and/or local rules, regulations, ordinances or statutes as may from time to time be applicable to the determination of the composition of the Board as a matter of law; failure to continuously meet the standard for qualification for appointments as set forth in Public Law Number 113-128 as amended, shall constitute grounds for removal from the Board pursuant to section 3.07(A)(5); and

(b) Each Director shall have established and be presently maintaining residency in the



County of Sacramento, State of California, or shall have established and be presently maintaining employment within the County of Sacramento, State of California. Failure of a Director to continuously maintain either residence or employment within the County of Sacramento shall constitute grounds for declaration of a vacancy on the Board pursuant to Section 3.08(a)(5) of these Bylaws; and

- (c) Each Director must also have filed an “Initial Statement of Economic Interest” or a continuing “Statement of Economic Interest” in accord with the applicable provisions of the Conflict of Interest Code of the Sacramento Employment and Training Agency or its successor. Failure to file such a statement within the time required by law shall constitute grounds for declaration of a vacancy on the Board pursuant to section 3.08(a)(4) of these Bylaws.

**Section 3.03. Terms of Office.** Each Director shall hold office for a term of three years from the date of such Director’s appointment, except those Directors appointed in March 2016 as a part of the implementation of Public Law 113-128. Those Directors appointed in March 2016 shall be appointed to staggered terms as provided in Section 3.05 below.

**Section 3.04. Nomination.** Any person qualified to be a Director pursuant to Section 3.02 of these Bylaws shall be nominated in the manner specified by the Governing Board from time to time, in accord with the provisions of Public Law number 113-128 (commonly cited as the Workforce Innovation and Opportunity Act) as from time to time amended or revised, and such other rules and regulations, including state and/or local rules, regulations, ordinances or statutes as may from time to time be applicable to the determination of the composition of the Board as a matter of law.

**Section 3.05. Appointment of Directors.**

- (a) **Appointment by the Governing Board.** Directors shall be appointed by the governing board and shall serve for a term of three (3) years and until a successor has been appointed by the Governing board, except for the initial term of the directors appointed in March 2016, which shall be either two (2), three (3), or four (4) years. It is the intent of these bylaws to have and maintain staggered terms of office for the Directors and to provide that approximately one-third (1/3) of the Directors’ offices expire in any given year. The Governing Board shall divide the Directors into three groups and appoint the appropriate number of Directors to each group in March 2016: one consisting of eight (8) Directors whose initial term shall be two (2) years; one consisting of eight (8) Directors whose initial term shall be three (3) years; and one consisting of nine (9) Directors whose initial term shall be four (4) years. Appointment of each group of Directors shall occur upon expiration of their initial term and every three years thereafter by the Governing Board at its March meeting.
- (b) **Qualification of Appointed Directors.** No appointment to the Board of Directors of this Corporation shall become effective nor shall any Director be qualified until such time as the appointee has filed an “Initial Statement of Economic Interest” or a continuing

“Statement of Economic Interest” in accord with the applicable provisions of the Conflict of Interest Code of the Sacramento Employment and Training Agency or its successor.

**Section 3.06. Compensation.** Directors shall serve without compensation.

**Section 3.07. Removal of Directors.**

**(a) Removal by Governing Board.** The Governing Board of the Sacramento Employment and Training Agency may, at any meeting, by majority vote, remove from office any Director for any of the following reasons:

- 1) been declared of unsound mind by final order of court;
- 2) been convicted of a felony;
- 3) been found by order or judgment of any court to have breached any duty under Article III (Standards of Conduct, Corporations Code of the State of California, commencing with Section 5230);
- 4) ceased to maintain residency or employment within the Country of Sacramento, California;
- 5) ceased to maintain qualifications in accord with Public Law Number 113-128 as amended;
- 6) at any time, with or without cause, in the sole discretion of the Chief Local Elected Official of the Sacramento Local Area, as those terms are defined under Public Law 113-128, as amended from time to time.

**Removal will be effective immediately upon action of the Governing board.**

**(b) Removal For Cause.** A Director may also be removed “for cause” in accord with the provisions of Section 5223 of the Corporations Code of the State of California, which provides that a Superior Court of the proper county may, upon the suit of a Director, remove from office any Director in case of fraudulent, dishonest acts or gross abuse of authority or discretion with reference to the Corporation, or breach of any duty arising under Article III, Standards of Conduct, (commencing with Section 5230 of the Corporations Code of the State of California), and may bar from re-election any Director so removed for a period prescribed by the Court. The Corporation shall be made a party to such action.

The Attorney General of the State of California may bring such an action for removal “for cause” of any Director on the Attorney General’s own motion or may intervene in such action brought by any other party, and must be given notice of such action brought by any other party.

**(c) Notice to the Governing Board.** The SETA Executive Director shall promptly notify the SETA Governing Board of any vacancy created hereunder and request appointment of a new Director. From the effective date of the resignation or removal of any Director as a result of this section, until the appointment and installation of the replacement Director, such seat shall

be treated as vacant for all purposes, including, but not limited to, establishment of a quorum for the conduct of business.

### **Section 3.08. Vacancies.**

**(a) Vacancies on the Board.** Vacancies on the Board of Directors shall exist:

- (1) On the death, resignation or removal of any Director;
- (2) When the number of Directors authorized by these Bylaws has been duly increased;
- (3) In the case of initial appointments to the Board or in the event of a duly authorized increase in the size of the Board, on the failure of the Governing Board to appoint the full number of Directors authorized;
- (4) On failure of any Director to file an annual Statement of Economic Interest each year in accord with the provisions of the “Conflict of Interest Code” for the Sacramento Employment and Training or its successor;
- (5) On the failure of any Director to maintain either residency or employment in Sacramento County.
- (6) On the resignation of a Director who has missed three consecutive regular meetings of the Board of Directors.

**(b) Filling of Vacancies.** Any vacancy in the Board of Directors shall be filled by the Governing Board or its successor in accord with the provisions of Section 3.05 of these Bylaws.

**(c) Terms of Office.** A person appointed Director to fill a vacancy as provided in Section 3.05 shall hold office for the remaining portion of the unexpired term of said person’s predecessor or until removal or resignation as in these Bylaws provided.

**Section 3.09. Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Section 3.10. Indemnity by Corporation for Litigation Expenses of Officer, Director, or Employee.** This Corporation shall have the power to indemnify any agent, as that term is defined in Section 5238(a) of the Corporations Code of the State of California, in accord with the provisions of Section 5238 of the Corporations Code of the State of California.

### **Section 3.11. Meetings.**

**(a) Call of Meetings.** Meetings of the Board may be called by the Chairperson, any Vice-Chairperson, the Secretary, or any two Directors.

**(b) All meetings subject to Ralph M. Brown Act.** All meetings of the Board are subject to

the Ralph M. Brown Act (Government Code Section 54950 et seq).

- (c) **Place of Meetings.** All meetings shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.
- (d) **Time of Regular Meetings.** Regular meetings of the Board shall be held at the principal office of the Corporation, quarterly or more often, as determined by resolution of the Board.
- (e) **Special Meetings.** Special meetings of the Board may be called by the Chairperson of the Board or any Vice-Chairperson or the Secretary or any two Directors. Notice of special meetings must comply with all of the provisions of the Ralph M. Brown Act. No waiver of notice and no action by written consent is allowable.
- (f) **Annual Meeting.** The regular meeting of the Board in the month of September of each year shall also be the Annual Meeting.
- (g) **Notice of Meetings.** Written or printed notice of the time and place of every meeting shall be given to each member of the Board, to SETA, and to each person or organization which has requested (in writing) notice of such meeting, by delivering to such persons and organizations such notice either personally or by the United States Mail, postage prepaid, or by telegram, at least seven (7) days prior to such meeting and in the case of special meetings at least four (4) days prior to such meeting. If given by -class mail or telegram, the notice shall be addressed to the person or organization at that address shown on the records of the Corporation and shall be deemed given at the time it is deposited in the mail or delivered to the Secretary-Treasurer or other person designated by the Chairperson, or, on the neglect or refusal of the person charged with such duty to do so, by any Director of the Corporation who, for the purpose of giving such notice, shall have made available at the principal office of the Corporation during regular business hours the records of the Corporation showing current addresses of all persons or organizations entitled to notice.
- (h) **Contents of Notice.** Notice of meetings of the Board shall specify the place, the day, and the hour of the meeting, and the business to be transacted.
- (i) **Quorum.** A quorum shall consist of fifty percent (50%) plus one (1) of the current number of Board members within the authorized range allowed in Section 3.01 of these Bylaws, present in person.
- (j) **Adjournment for Lack of Quorum.** In the absence of a quorum, any meeting of the Board may be adjourned from time to time by a vote of the majority of the members of the Board present in person, but no other business shall be transacted. If all members are absent from any regular or adjourned regular or special or adjourned special meeting, the clerk or Secretary of the Board may declare the meeting adjourned to a stated time and place.
- (k) **Notice of Adjourned Meeting.** Whenever a meeting is adjourned, written notice of the adjournment shall be given in the same manner as provided in Section 3.11(g) and 3.11(h) of this Article. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special, or adjourned special meeting was held within twenty-four (24) hours after the time of the adjournment. When an order of adjournment of any meeting fails to

state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings as set out in Section 3.11(d) of this Article.

**(l) Loss of Quorum.** A meeting at which a quorum is initially present may continue notwithstanding the withdrawal of Directors, provided, however, that no action may be taken unless a quorum is actually present and participates in the action taken.

**(m) Voting.** Each Director is entitled to one (1) vote on each matter submitted to a vote of the Directors. Voting at duly held meetings shall be by roll call and the clerk shall call the roll and record each vote and report the final tally to the Chairperson. No Director may vote by proxy nor may any Director appoint a designee to act on that director's behalf.

**(n) Conduct of Meetings.**

1. Meetings of the Board of Directors shall be presided over by the Chairperson, or, in the Chairperson's absence, by the Vice-Chairperson, or in the absence of both, by a Chairperson chosen by a majority of the members present. The Secretary-Treasurer of the Corporation shall act as Secretary of all meetings of the Board provided that in the Secretary's absence the Presiding Officer shall appoint another person to act as Secretary of the meeting.
2. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the Corporation, with the Rules of Procedure as adopted by the Board from time to time, and with the law.
3. All meetings shall be open to the public and conducted in conformance with California Government Code Sections 54950 et seq., commonly referred to as the "Ralph M. Brown Act."

**(o) No Action Without Meeting.** No action of this Corporation may be taken by the Board of Directors except at a public meeting duly held in accord with the provisions of the Ralph M. Brown Act.

**(p) Teleconferencing.**

1. The Board may use teleconferencing for the benefit of the public and the board in connection with any meeting or proceeding authorized by law. The teleconferenced meeting or proceeding shall comply with all requirements of these bylaws and all otherwise applicable provisions of law relating to a specific type of meeting or proceeding including, but not limited to, the Ralph M. Brown Act.
2. Teleconferencing, as authorized by this section, may be used for all purposes in connection with any meeting of the Board. All votes taken during a teleconferenced meeting shall be by rollcall.
3. If the board elects to use teleconferencing, it shall post agendas at all teleconference locations and conduct teleconference meetings in a manner which protects the statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding and each teleconference location shall be accessible to the public. During the teleconference, at least a

quorum of the members of the Board shall participate from the locations within the boundaries of the County of Sacramento. The agenda shall provide an opportunity for members of the public to address the Board directly at each teleconference location.

4. Members of the board who choose to utilize their home, offices, hotels, or any other remote location as teleconference locations must open those locations to the public and accommodate any member of the public who wishes to attend the meeting at that location. Moreover, members of the public must be able to hear the meeting and testify from each location. In addition, the teleconference location must be accessible to the disabled.
5. For the purposes of this section “teleconference” means a meeting of the Board or any committee of the board, the members of which are in different locations, connected by electronic means, through either audio or video, or both. Nothing in this section shall prohibit the Board from providing the public with additional teleconference locations.
6. The Board shall take no actions at a teleconference by secret ballot, whether preliminary or final.

## **ARTICLE IV: OFFICERS**

**Section 4.01. Number and Titles.** The officers of the Corporation shall be a Chairperson (also known as the CEO), a Vice-Chairperson, and a Secretary-Treasurer (CFO). The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice-Chairpersons, one or more Assistant Secretaries, one or more Assistant Treasurers (CFOs), and such other officers as may be appointed in accordance with the provisions of this Article. One person may hold two (2) or more offices, except that the Secretary-Treasurer (CFO) may not serve concurrently as the Chairperson.

**4.2. Qualifications, Election and Term of Office.** Any member of the Board of Directors is qualified to be an officer of the Corporation, except however, the Chairperson of the Board shall be selected from among members of the Board who are representatives of the private sector. Officers shall be elected annually by the Board and each officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs. The foregoing notwithstanding, the Chairperson of the Board is limited to four (4) successive terms after which the Chairperson must sit out at least one term before being eligible to serve again as Chairperson.

**Section 4.03. Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board for the unexpired portion of the term remaining.

**Section 4.04. Removal and Resignation.** Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board and such officer shall be removed should such officer cease to be qualified for office as

herein required. Any officer may resign at any time by giving notice to the Board of Directors or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.05. Duties of the Chairperson.** The Chairperson shall be the chief executive officer (CEO) of the Corporation and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The Chairperson shall perform all duties incident to this office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chairperson shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Chairperson shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He or she shall also, ex-officio, be a member of all standing committees of the Corporation.

**Section 4.06. Duties of Vice-Chairperson.**

- (a) **Duties of the Vice-Chairperson.** In the absence of the Chairperson or in the event of the Chairperson's disability or refusal to act, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers and be subject to all the restrictions on the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as may be prescribed by the Directors from time to time. (This Section was revised by restating subpart a to define the duties of the vice chairperson rather than the vice chairperson, and moving former subpart c regarding qualification of vice chairperson from c to b which previously defined the duties of the second vice chairperson)
- (b) **Qualification for Vice-Chairperson.** The Vice-Chairperson must represent the private sector.

**Section 4.07. Duties of Secretary-Treasurer.** The Secretary-Treasurer shall:

- (a) **Certify Bylaws.** Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) **Keep Minutes of Meetings.** Keep at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at the meetings of the Directors, the number of Directors present at meetings of Directors, and the proceedings thereof.
- (c) **Give Notices.** See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) **Be Custodian of Records.** Be the custodian of records of the Corporation.

- (e) **Exhibit Records to the Public.** Exhibit at all reasonable times to any Director of the Corporation, or to the Director's agent or attorney, on request therefore, the Bylaws and the Minutes of the proceedings of the Directors of the Corporation.
- (f) **Have Custody of and Deposit Funds.** Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors in accord with the applicable federal regulations.
- (g) **Receive Funds.** Receive, and give receipt for, monies due and payable to the Corporation from any source whatever.
- (h) **Disburse Funds.** Disburse or cause to be disbursed any funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (i) **Maintain Accounts.** Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (j) **Exhibit Records.** Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to the Director's agent or attorney, on request therefore. Exhibit at all reasonable times to any member of the public, or that person's agent or attorney, on demand therefore the books of account and financial records of the Corporation which the public has a right to see.
- (k) **Render Reports.** Render to the Chairperson and Directors whenever requested, an account of any or all of the transactions of the Treasurer and of the financial condition of the Corporation.
- (l) **Perform Other Duties.** In general, perform all duties incident to the office of the Secretary-Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Secretary-Treasurer shall also be known as the CFO.

## ARTICLE V: COMMITTEES

**Section 5.01. Standing Committees.** The Corporation shall have the following standing committees, each of which shall be chaired by a Director of the Corporation:

- (a) **The Executive Committee.** The Executive Committee shall be chaired by the Chairperson of the Board of Directors and shall include the Chairperson, (deleted terms Vice Chairperson and Second Vice Chairperson) Vice- Chairperson, Secretary-Treasurer, one (1) (reduced to one at large member from two) At-Large Member appointed by the Chairperson and confirmed by the Board, the Chairperson of the Employer Outreach Committee, the Chairperson of the Planning/Oversight Committee, the Chairperson of the



Youth Committee, and such other members as the Chairperson may appoint from time to time, subject to confirmation by the Board of the Directors.

The Executive Committee shall review and set the agenda for each meeting of the Board of Directors of the Corporation. The Executive Committee, between meetings of the Board and while the Board is not in session, shall have all the powers and exercise all of the duties of the Board of Directors in the management of the business of the Corporation which may lawfully be delegated to it by said Board. Such powers include all ministerial and administrative powers of the Board and any specific powers delegated to the Committee from time to time by specific resolution of the Board.

The Executive Committee does not have, nor may the Board delegate to the Executive Committee, at any time, the legislative or judicial functions of the Board as set forth in the Workforce Innovation and Opportunity Act as from time to time amended. Specifically, this includes but is not limited to, the power to develop and submit a Local Plan, Career Pathways Development, Program Oversight, Negotiation of Local Performance Accountability Measures, Selection of Operators and Youth Providers, and Budget and Administration duties as those terms are defined in the Act..

The Executive Committee may, between the meetings of the Board and while the Board is not in session, enter into such contracts or agreements, lend the Corporation's support and commitment to and otherwise act for and on behalf of and bind the Corporation in those matters which are necessary to implement the policies and directives contained in the Annual Plan adopted from time to time by the Board so long as such action is consistent with the policies of the Board as set forth in such Annual Plan, as well as the applicable State Plan and is consistent with the Workforce Innovation and Opportunity Act as amended from time to time and applicable Federal and California Law.

The Executive Committee shall have and exercise such other powers and duties to the extent provided from time to time by resolution of the Board. The Executive Committee shall consist of members in good standing of the Board of Directors.

**(b) Employer Outreach Committee.** The Chairperson of this committee shall be appointed by the Chairperson of the Board with the approval of the Executive Committee. Members of this committee shall be appointed by the Committee Chairperson in such number as the Committee Chairperson deems advisable. Members of this committee may, but are not required to be, members of the Board. This Committee identifies the needs of local employers, including demand occupations, skill gaps, and training needs. It increases employer involvement and satisfaction. It also increases visibility in the business community and it develops a public relations plan to reach out to employers. This Committee quantifies and promotes success of employer involvement. It also develops strategic alliances with business association and supports efforts to coordinate employer symposiums regionally. This Committee is responsible for developing and

recommending strategies and programs to promote employer engagement as defined in Section 107 (d) (4) of the Workforce Innovation and Opportunity Act (the Act).

**(c) Planning/Oversight Committee.** The Chairperson of this committee shall be appointed by the Chairperson of the Board with the approval of the Executive Committee. Members of this committee shall be appointed by the Committee Chairperson in such number as the Committee Chairperson deems advisable. Members of this committee may, but are not required to be, members of the Board. This Committee coordinates the strategic planning process. It develops a resource allocation plan, identifies critical industries and occupations in the region and provides a forum for identifying and responding to community issues, as well as developing and recommending career pathways as defined in Section 107 (d) (5) of the Act. This Committee also coordinates oversight and evaluation of the One-Stop Career Center System and develops partnerships and MOU's for the local One-Stop System.

**(d) Youth Committee.** Members of the Youth Committee are appointed by the Board with the advice and consent of the SETA Governing Board. Members of this committee may, but are not required to be, members of the Board. The Youth Committee coordinates and recommends to the Board the strategic planning process for youth employment programs. It recommends the process used to select youth providers and make funding recommendations to the full Board. The Youth Committee conducts oversight and evaluation of youth providers. It develops and recommends a continuum of activities to engage more youth in the workforce system. It coordinates with youth education and workforce development initiatives in the region. This Committee prepares youth for jobs and ensures that career centers are youth friendly.

**(e) Additional Committees.** Such Additional Standing or Ad Hoc Committees as may be established from time to time by resolution of the Board of Directors.

**5.02. Ad Hoc Committees.** Ad Hoc Committees for specific purposes or activities may be designated from time to time by resolution of the Executive Committee. Chairpersons of such committees shall be appointed by the Chairperson of the Board with the approval of the Executive Committee. Members of such committees shall be appointed by the respective committee chairperson in such number as the committee chairperson deems advisable. Members of any ad hoc committee may, but are not required to be, members of the Board.

Approval of the appointment of members of the committee by the Executive Committee shall be required only if the resolution establishing the ad hoc committee requires such approval. Except as otherwise provided in such resolution, the committee chairpersons and members shall be members of the Board of Directors. The Chairperson or any member of any ad hoc committee may be removed from the committee by the person or persons authorized to appoint such person whenever the best interest of the Corporation will be served by such removal.

**Section 5.03. Terms of Office.** The Chairperson and each member of any standing committee shall serve until the next annual election of Directors and until a successor is appointed, or until such committee is sooner terminated, or until such person is removed as a Director or officer of the Corporation, or until such person shall otherwise cease to qualify as a Chairperson or member, as the case may be, of the committee, whichever occurs. Chairpersons and members of Ad-Hoc Committees shall serve as such for the life of the committee unless they are sooner removed, resign, or cease to qualify as the Chairperson or member, as the case may be, of such committee.

**Section 5.04. Vacancies.** Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

**Section 5.05. Quorum.** A majority of the whole committee shall constitute a quorum of the Executive Committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

All other committees, including ad hoc committees, may, pursuant to section 5.06 below, adopt a quorum requirement which is less than a majority, but not less than 40%, of the whole committee, and any act of a majority of the members present at a meeting at which a quorum is present shall be the act of the (deleted Ad Hoc) Committee.

**Section 5.06. Rules.** Each committee may adopt rules for its own government and procedure not inconsistent with law, with these Bylaws, or with the rules and regulations adopted by the Board of Directors.

**Section 5.07. Notice.** All meetings shall be open to any member of the Board, or any member of the public. Notice of such meetings shall be provided in accord with the provisions of Article 3, Section 3.11(g) and 3.11(h) of these Bylaws.

## **ARTICLE VI: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 6.01. Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

**Section 6.02. Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 6.01, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Secretary-Treasurer and countersigned by the Chairperson or Vice-Chairperson of the Corporation.

**Section 6.03. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, in accord with applicable federal law or regulations.

**Section 6.04. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VII: CORPORATE RECORDS AND SEAL**

**Section 7.01. Minutes of Meetings.** The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at committee meetings, the number of persons present at any meeting, and the proceedings thereof.

**Section 7.02. Books of Account.** The Corporation shall keep and maintain adequate and correct accounts of its assets, liabilities, receipts, disbursements, gains and losses.

**Section 7.03. Records Available to Assessors.** On request of an assessor, the Corporation shall make available at its principal office in California or at a place mutually acceptable to the assessor and the Corporation a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, possesses, or controls within the County.

**Section 7.04. Inspection of Records by Directors.** The Articles of Incorporation, Bylaws, Minutes and books of account shall, at all reasonable times, be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation. Such inspection may be made in person or by any agent or attorney, and the right of inspection includes the right to make extracts.

**Section 7.05. Inspection of Records by SETA.** The Articles of Incorporation and Bylaws, books of account, and the minutes of meetings of the Directors, standing committees and ad-hoc committees shall be open to inspection at any reasonable time by members of the Governing Board of SETA. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

**Section 7.06. Inspection of Records by the Public.** The Articles of Incorporation and Bylaws, books of account, and the minutes of meetings of the Directors, standing committees, and ad-hoc committees shall be open to inspection on the written demand of any member of the public at any reasonable time. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection other than at a meeting

shall be made in writing on the Chairperson or Secretary of the Corporation. The Corporation may charge a reasonable fee for making extracts.

**Section 7.07. Annual Report and Financial Statement.** The Board of Directors may provide for the preparation and submission to the members of the Board of a written Annual Report including a financial statement. Such report, if required by the Board, shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year; the financial statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such manner and form as is sanctioned by sound accounting practices, and be certified by the Chairperson, Secretary-Treasurer, or a public accountant.

**Section 7.08. Corporate Seal.** The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instruments.

## **ARTICLE VIII: FISCAL YEAR**

**Section 8.01. Date of Fiscal Year.** The fiscal year of the Corporation shall begin on the day of October and end on the last day of September in each year.

## **ARTICLE IX: BYLAWS**

**Section 9.01. Effective Date of Bylaws.** These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

**Section 9.02. Amendment.** Subject to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

**By Directors.** By the vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting, stating the intention to change the Bylaws thereat, is delivered to each Director at least seven (7) days prior to the date of such meeting as provided in Section 3.11(g) of these Bylaws, and provided that a Bylaw affixing or changing the number of Directors, or the manner of appointment or removal of Directors shall not be adopted, amended or repealed without the advice and consent of the Governing Board.

**Section 9.03. Certification and Inspection.** The original, or a copy, of the Bylaws as amended

or otherwise altered to date, certified by the Secretary-Treasurer of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation and such book shall be open to inspection by the members of the Board and the public at all reasonable times during office hours.

## **ARTICLE X: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**Section 10.01. Prohibition.** No Director, officer, employee, or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to, or for, the Corporation in effecting any of its purposes, as shall be fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All agents of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of affairs of this Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining on the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

## **ARTICLE XI: DISTRIBUTION OF INCOME AND PROHIBITION ON TRANSACTIONS**

**Section 11.01. Limitations.** Notwithstanding any other provisions in these Bylaws, the Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE XII: CONSTRUCTION**

**Section 12.01. Construction.** As used in these Bylaws:

- (a) The present tense includes the past and the future tenses, and the future tense includes the present.
- (b) The masculine gender includes the feminine and neuter.
- (c) The singular number includes the plural, and the plural number includes the singular.
- (d) The word “shall” is mandatory and the word “may” is permissive.
- (e) The words “Directors” and “Board” have the meaning stated in Section 3.01 of these Bylaws.
- (f) The words “SETA” or “Governing Board” refer to the Governing Board of the Sacramento Employment and Training Agency, a joint powers agency, or its successor agency.

CERTIFICATE OF SECRETARY  
Of  
SACRAMENTO WORKS, INC.

(A California Not For Profit Public Corporation)

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws comprising 20 pages, constitute the amended Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors held on July 27, 2016.

Dated: July 27, 2016.

  
\_\_\_\_\_  
Rick Wylie, Secretary-Treasurer



**WORKFORCE DEVELOPMENT  
BOARD MEMBERS**

EDWARD W. BAKER  
Alto Ingredients, Inc.

CRYSTAL BETHKE  
County of Sacramento, Economic Development

KYLA BRYANT  
Sacramento Metro Chamber of Commerce

N. LISA CLAWSON – Secretary/Treasurer  
Kaiser Permanente

RONALD J. ELLIS  
25S.com

KRISTIN GIBBONS  
Department of Human Assistance

DAVID W. GORDON  
Sacramento County Office of Education

JENNIFER HERNANDEZ  
Sacramento Employment & Training Agency

MANDI HIGLEY  
Tri-Tool, Inc.

LYNN HOSOKAWA  
Villara Building Systems

LISA M. HUTCHINSON  
DigiStream Investigations

MICHAEL JASSO  
City of Sacramento

FRANK A. LOUIE  
Sacramento Asian Chamber of Commerce

VICTOR MCGEE  
Sacramento Job Corps Center

JANET NEITZEL  
Employment Development Department

DR. JAMEY NYE  
Los Rios Community College District

RONALD R. ORR, JR. – Vice Chair  
VSP Vision

SHARON O'SULLIVAN  
California Department of Rehabilitation

JOHNNY PEREZ  
Clutch Contracts & Consulting

KARL PINEO  
Ironworkers Local 118

LAURIE RODRIGUEZ  
SMUD

FABRIZIO SASSO  
Sacramento Central Labor Council

ANETTE SMITH – Chair  
Roth Staffing Companies, L.P.

DENISE TUGADE  
SEIU – United Healthcare Workers

SHELLY VALENTON  
Sacramento Regional Transit



**SACRAMENTOWORKS**

**REGULAR MEETING OF THE  
SACRAMENTO WORKS, INC. BOARD**

**DATE:** Wednesday, May 24, 2023

**TIME:** 8:00 a.m.

**LOCATION:** SETA Board Room  
925 Del Paso Blvd., Suite 100  
Sacramento, CA 95815

**ZOOM LOCATION:**

<https://us02web.zoom.us/j/86244599170?pwd=M3lTK0F4ajRhTGNuRXFtL3BMS3BUZz09>

In response to AB 2449, the Sacramento Employment and Training Agency Sacramento Works Board is conducting this meeting utilizing a hybrid approach, permitting members of the public to participate in person or via Zoom.

In-person attendance by members of the public is on a first come, first-serve basis.

Members of the public may also participate in the meeting via Zoom by clicking the Zoom Location link above, typing the Zoom link address into their web browser, or listening to the meeting on One tap mobile +16699006833,,86244599170# US (San Jose). Meeting ID: 862 4459 9170. Passcode: 649137. Find your local number:

<https://us02web.zoom.us/j/86244599170?pwd=M3lTK0F4ajRhTGNuRXFtL3BMS3BUZz09>. Members of the public are encouraged to participate in the meeting by submitting written comments by email to: [Anzhelika.Simonenkova@seta.net](mailto:Anzhelika.Simonenkova@seta.net). Any member of the public who wishes to speak directly to the Board regarding any item on the agenda may contact Anzhelika Simonenkova at (916) 263-3753, or [Anzhelika.Simonenkova@seta.net](mailto:Anzhelika.Simonenkova@seta.net). Please include in your request the item(s) on which you would like to participate. Additionally, during the meeting any questions or comments may be submitted via the chat features on Zoom. Public comments will be accepted until the adjournment of the meeting, distributed to the members of the Board and included in the record.

In the event of disruption that prevents broadcasting of the meeting to members of the public using the call-in or internet-based service options, or in the event of a disruption which prevents members of the public from offering public comments, the Board shall take no further action on items appearing on the meeting agenda until public access to the meeting is restored.

Request for Assisted Listening Devices or other considerations should be made through the Clerk's office at (916) 263-3753. Closed captioning will be available. This meeting is digitally recorded and available to members of the public upon request. This document and other Board meeting information may be accessed through the Internet by accessing the SETA home page: [www.seta.net](http://www.seta.net).

SACRAMENTO WORKS 925 Del Paso Boulevard, Suite 100 • Sacramento, CA 95815

www.sacramentoworks.org • PHONE (916) 263-3800

# AGENDA

## PAGE NUMBER

### **I. Call to Order/Roll Call**

- Introduction of New Board Members
- Presentation – Reports on the Status of the Region’s Workforce (Renee John/Aaron Wilcher)

### **II. Consent Items**

- A. Approval of Minutes of the March 22, 2023 Regular Meeting 2-9
- B. Approval of Signature Authorization Removal and Addition for Sacramento Works, Inc. Checking Account (D’et Saurbourne) 10

### **III. Action/Discussion Items**

- A. Approval of Funding Recommendations for the Workforce Innovation and Opportunity Act (WIOA), Title I, Youth Program, Program Year 2023-2024 (Lauren Mechals) 11-18
- B. Approval of Application to the California Workforce Development Board for Local Area Subsequent Designation and Workforce Development Board Recertification (Roy Kim) 19

### **IV. Information Items**

- A. Report on Workforce Innovation and Opportunity Act Performance (Nicole Laktash) 20
- B. Workforce Development Board Orientation (Roy Kim) 21
- C. Dislocated Worker Report (William Walker) 22-25
- D. Employer Recruitment Activity Report (William Walker) 26-29
- E. Unemployment Update/Press Release from the Employment Development Department 30-35
- F. Committee Updates 36-38
  - ✓ Youth Committee (David Gordon)
  - ✓ Planning/Oversight Committee (Dr. Jamey Nye)
  - ✓ Employer Outreach Committee (Ron Ellis)
- G. SETA Governing Board Agenda 39-43

### **V. Other Reports**

- 1. Chair 44
- 2. Members of the Board
- 3. Counsel
- 4. Deputy Director

5. Staff
6. Public Participation

**VI. Adjournment**

**DISTRIBUTION DATE: Thursday, May 18, 2023**

Sacramento Works Board meeting hosted by:  
Anette Smith (Chair), Ronald Orr (Vice Chair), Lisa Clawson (Secretary/Treasurer)