

RESOLUTION NO. 2012-138

RESOLUTION OF THE BOARD OF SUPERVISORS OF NAPA COUNTY, STATE OF CALIFORNIA, APPROVING AMENDED BYLAWS FOR THE NAPA-LAKE WORKFORCE INVESTMENT BOARD

WHEREAS, the Board of Supervisors of Napa County, State of California (“Board”), on February 29, 2000, approved the Napa Valley Workforce Investment Board (WIB) membership, application and appointment process and approved the Workforce Investment Act Five Year Plan; and

WHEREAS, on August 12, 2000, the Board appointed individuals to serve as members of the WIB and established terms for the members, and approved Bylaws for the WIB; and

WHEREAS, on May 15, 2001, the Board added two new positions to the WIB and approved a revision to the Bylaws of the WIB to reflect the increase in members; and

WHEREAS, on February 24, 2004, the Board amended the Bylaws to establish staggered two-year terms for members of the WIB, to delegate authority to the Executive Committee for urgent decisions, to eliminate references in the WIB's name to “Inc.” because earlier authorization by the Board to incorporate the WIB was rescinded prior to incorporation being completed, and to incorporate other enhancements to the operations of the WIB; and

WHEREAS, on April 1, 2008, the Board further amended the Bylaws because it became: necessary under state law to increase the number of “labor” representatives on the WIB from two to four; desirable for efficiency reasons to decrease the total number of WIB board members to twenty-nine; desirable to change the name of the WIB from “Napa Valley Workforce Investment Board” to “Napa County Workforce Investment Board” to reflect that the functions of the WIB relate to Napa County as a whole; and desirable to revise the Bylaws to include those changes along with various technical and clarifying modifications; and

WHEREAS, effective July 1, 2011, the Governor of California designated the Counties of Napa and Lake as a single Local Workforce Investment Area pursuant to the Workforce Investment Act (hereinafter referred to as “Napa-Lake LWIA”). Pursuant to a joint powers agreement, the Counties agreed to the modification of the WIB to be renamed to the Napa-Lake Workforce Investment Board (hereinafter referred to as “NLWIB”) and to include WIB representation from the Lake County area. On June 28, 2012, the Board amended the Bylaws to include these changes along with various technical and clarifying modifications; and

WHEREAS, due to the increase in WIB representation and expansion of programs provided in the Napa-Lake Workforce Investment Area, it is now necessary to amend the Bylaws to expand and define the criteria for board membership to ensure appropriate representation of local businesses, labor and the community as mandated under WIA, along with various technical and clarifying modifications; and

WHEREAS, the revised Bylaws as set forth in Exhibit "A" have been reviewed and approved by the WIB, which has forwarded them to the Board for approval as required by Article XIII of the Bylaws;

The Board of Supervisors resolves as follows:

1. The Bylaws of the WIB are hereby amended to read in full as set forth in Exhibit "A" to define the constituencies and criteria for WIB membership, to clarify the process for membership nomination and appointment, to define the quorum requirements for conducting the business of the WIB and its committees, and to make other technical and clarifying changes.

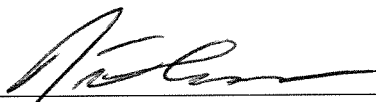
2. This Resolution shall be effective as of the date of approval by this Board.

THE FOREGOING RESOLUTION was read, considered, and approved at a regular meeting of the Board of Supervisors on the 25th day of September, 2012, by the following vote:

AYES: SUPERVISORS WAGENKNECHT, DODD, DILLON, LUCE
and CALDWELL

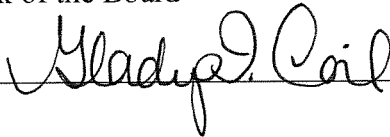
NOES: SUPERVISORS NONE

ABSENT: SUPERVISORS NONE



KEITH CALDWELL, Chairman
Napa County Board of Supervisors

ATTEST: GLADYS I. COIL
Clerk of the Board

By: 

APPROVED AS TO FORM:
ROBERT WESTMEYER, Napa
County Counsel

By: Jackie Gong
(by e-signature)
Date: 8/28/12

Approved by Napa County Board of Supervisors

Date: September 25, 2012

Processed by: 

EXHIBIT A

**BYLAWS OF THE
NAPA-LAKE WORKFORCE INVESTMENT BOARD (NLWIB)**

ARTICLE I. CREATION OF THE WORKFORCE INVESTMENT BOARD

Pursuant to the legislative mandates outlined in the Workforce Investment Act of 1998 (“WIA”), Public Law 105-220, Section 117, and State of California implementing legislation and/or Executive Orders, the Napa County Workforce Investment Board (“NCWIB”) (previously known as the Napa Valley Workforce Investment Board) was created and its members appointed for the Napa County Local Workforce Investment Area by the elected Board of Supervisors (“BOS” or “Board”) of Napa County, (“County”). Effective July 1, 2011, the Governor of California approved the modification of the Napa County Local Workforce Investment Area to include Lake County (hereinafter referred to as the “Napa-Lake Local Workforce Investment Area,” or “Napa-Lake LWIA”). Pursuant to a joint powers agreement, dated July 1, 2011, Napa and Lake Counties have agreed to the creation of the Napa-Lake Workforce Investment Board (“NLWIB”) to serve the modified Local Workforce Investment Area with its members consisting of representatives of the private and public sectors from both Counties. The members for the NLWIB are appointed by the Napa County Board of Supervisors (“Board”), serving as the Chief Elected Official as defined under WIA for the Napa-Lake Local Workforce Investment Area. The purpose of these Bylaws is to summarize the purpose and principal functions of and to establish rules of conduct for the NLWIB.

ARTICLE II. PURPOSE OF THE NLWIB

The principal purpose of the NLWIB is to insure involvement of the business and industrial community, including small businesses, minority business enterprises, education, labor organizations, community-based organizations, economic development agencies and one-stop delivery system partners in workforce investment activities that will lead to development of a high quality local workforce within Napa and Lake Counties to most effectively satisfy the labor demand needs of the business community while enhancing the economic well being of individuals in need of workforce investment services.

ARTICLE III. DUTIES OF THE NLWIB

Section I. In partnership with the Chief Elected Official, the Napa County Board of Supervisors, the NLWIB conducts strategic planning, oversight, and evaluation of the local workforce investment area. The NLWIB shall promote effective outcomes consistent with statewide goals, objectives, and negotiated local performance.

Section 2. Duties

Duties of the NLWIB shall be in accordance with the WIA and include, but are not limited to:

1. Developing a local workforce investment area plan;
2. Negotiating local performance measures with the BOS and the Governor;
3. Developing a budget;
4. Selecting operators of the One-Stop Career Centers(s);
5. Selecting providers of training and intensive services;
6. Conducting oversight of local WIA programs;
7. Appointing a Youth Council;
8. Based on recommendations of the Youth Council, identifying eligible providers of youth services;
9. Promoting the participation of private-sector employers in the workforce investment system; and
10. Coordinating workforce investment activities with economic development strategies.

Section 3. Methods

The NLWIB shall perform all duties in accordance with these methods:

1. *Convener*: Bring together business, labor, education, and economic development to focus on community workforce issues.
2. *Workforce Analyst*: Develop, disseminate and understand current labor market and economic information and trends.
3. *Broker*: Bring together systems to solve common problems, or broker new relationships with businesses and workers.
4. *Community Voice*: Advocate for the importance of workforce policy, providing perspective about the need for and availability of skilled workers.
5. *Capacity Builder*: Enhance the region's ability to meet the workforce needs of local employers.

Section 4. The NLWIB shall perform other functions and duties as required by the WIA, or by State of California implementing legislation or Executive Orders, and shall act in accordance with the WIA and the Memorandum of Understanding entered into between the NLWIB and the County.

ARTICLE IV. NLWIB MEMBERSHIP

Section 1. Appointment and Size

The BOS shall appoint the NLWIB members. A single member may be appointed to represent multiple constituencies on the NLWIB as set forth in Section 2 below.¹ The membership size of the NLWIB may increase or decrease depending on whether members are representing multiple constituencies. The membership shall not exceed forty-five (45) members. No matter how many constituencies a member represents, a member is entitled to only one vote and may only be counted as a single member of the NLWIB.

Section 2. Composition

- a. The BOS shall ensure the membership of the NLWIB conforms to all requirements of the WIA, including, but not limited to:
 1. **Business Representatives:** The majority (50% plus 1) of NLWIB membership must be representatives of business in the local workforce area who reflect the employment opportunities of the Napa-Lake LWIA. The business representatives shall include owners, executives or operating officers of businesses, or employers with optimum policy-making or hiring authority.² The BOS shall appoint these representatives from among individuals nominated by local business or business trade organizations in the Napa-Lake LWIA.³ If there are no nominations made by local business or business trade organizations, the NLWIB, in its capacity as a business-led organization, shall make the nominations.
 2. **Napa and Lake Area Representatives:** 60 percent (60%) of the NLWIB shall be representatives based in or affiliated with Napa County. The remaining 40 percent (40%) shall be based in or affiliated with Lake County.
 3. **Labor Organizations:** At least 15 percent (15%) of NLWIB membership must be representatives of labor organizations nominated by local labor federations; this may include representatives from an apprenticeship program. If the local labor federation(s) fails to nominate enough members, then at

¹ See 20 CFR 661.315 and Section 14203 of the California Unemployment Insurance Code Section (UIC); hereinafter all legal references in Article IV, Section 2 are to the UIC unless otherwise noted.

² See UIC Section 14202(a).

³ See UIC Section 14202(a).

least 10 percent (10%) of NLWIB members shall be representatives of local labor organizations.⁴

4. **Local Educational Agencies:** At least two (2) representatives shall be selected from individuals nominated by regional or local education agencies, institutions, or organizations representing such local educational entities. Representatives may be from local K-12 public education agencies, local school boards, entities providing adult education and literacy activities, and public and private post-secondary educational institutions.⁵
 5. **Community-Based Organizations:** At least two (2) members must be representatives of local community-based organizations serving populations with barriers to employment, including, but not limited to, those that represent or provide service to individuals with disabilities, veterans, youth, farm workers, homeless and immigrants.⁶
 6. **Economic Development Agencies:** At least two (2) members must represent economic development agencies, including private sector economic development entities.⁷
 7. **County Board of Supervisors:** The Napa and Lake County Boards of Supervisors shall each designate one (1) supervisor to serve on the NLWIB.
 8. **Persons with Disabilities:** At least one (1) member must be a representative of individuals with disabilities.⁸
 9. **One-Stop Partners:** Each One-Stop Partner program shall have a representative as set forth in Section 3 below.
 10. **Other Representatives:** Membership may include other representatives as determined to be appropriate by the BOS (refer to Article IV, Section 5).
- b. All potential NLWIB members will submit an application for review by the NLWIB Executive Committee. The Committee will then forward its recommendations to the BOS for appointment to the NLWIB. The appointment process for One-Stop Partners is further set forth in Section 3 below.

⁴ See UIC Section 14202(c).

⁵ See UIC Section 14202(b).

⁶ See UIC Section 14202(d).

⁷ See UIC Section 14202(e).

⁸ See UIC Section 18012.

Section 3. One-Stop Partner Representation

- a. The NLWIB shall have a representative for each of the following One-Stop Partner programs in the Napa-Lake Local Workforce Investment Area:
1. Youth Programs provided under the Workforce Investment Act (WIA).⁹
 2. Adult and Dislocated Workers Programs.¹⁰
 3. Native American Programs.¹¹
 4. Migrant and Seasonal Farmworker Programs.¹²
 5. Veterans' Workforce Investment Programs.¹³
 6. Programs authorized under the federal Wagner-Peyser Act.
 7. Adult Education and Literacy Activities.¹⁴
 8. Vocational Rehabilitation Programs authorized under Title I of the federal Rehabilitation Act of 1973.
 9. Programs authorized under Title V of the federal Older Americans Act of 1965.
 10. Postsecondary Vocational Educational Activities authorized under the federal Carl D. Perkins Vocational and Applied Technology Education Act.
 11. Veteran Programs authorized under Chapter 41 of Title 38 of the United States Code.
 12. Employment and Training Activities provided under the federal Community Services Block Grant.

⁹ See Chapter 4 of Title 1 of WIA; hereafter all legal references in Article IV, Section 3 refer to Title I of the Workforce Investment Act (WIA) unless otherwise specified.

¹⁰ Provided pursuant to Chapter 5 of Title I.

¹¹ Provided pursuant to Section 166 of WIA.

¹² Provided pursuant to Section 167 of WIA.

¹³ Provided pursuant to Section 168 of WIA.

¹⁴ These are activities authorized under Title II of WIA.

13. Employment and Training Activities authorized by the U.S. Department of Housing and Urban Development.

14. Workforce Investment programs authorized under California Unemployment Insurance laws.

- b. In instances where there is more than one agency that could represent a particular One-Stop Partner program, the BOS, upon recommendation of the NLWIB Executive Committee, will decide which agency will be seated on the NLWIB. In instances where there is only one agency that represents a One-Stop Partner program, the BOS will appoint the agency's representative to serve.

Section 4. Optimal Policy Making Authority

Members of the NLWIB that represent organizations, agencies or other entities shall be individuals with optimum policymaking authority within those organizations, agencies or entities.¹⁵

Section 5. Changes in Composition

The BOS, if recommended by a two-thirds (2/3) vote of the NLWIB, may change the constituent membership of the NLWIB through additional appointments.

Section 6. Term

Membership terms shall be for two (2) years.

Section 7. Vacancies

The BOS shall make appointments to any vacant position whose term has not yet expired, and the appointed successor shall serve out the remainder of the term of the original appointment.

ARTICLE V. REMOVAL OF MEMBERS

NLWIB members may be removed by the BOS for cause, upon the initiative of the BOS or upon consideration of removal recommendations from the NLWIB, for any of the following reasons:

- a. For the member's violation of the conflict of interest code or laws or failure to complete or declare applicable financial disclosures.

¹⁵ See 20 CFR 661.315 and California Unemployment Insurance Code Sections 14202.

- b. When the member ceases to be representative of the constituency for which appointment was made.
- c. For the member's failure to meet attendance requirements (Article VII, Section 1).
- d. For the member's refusal to report to or consult with the member's appointing authority.

ARTICLE VI. NLWIB OFFICERS

Section 1. Officers

The officers of the NLWIB shall be a Chair, Vice-Chair and Secretary-Treasurer. The offices of Chair and Vice-Chair shall be filled by members who qualify as representatives of business, as described in Article IV, Section 2.a.1. The Chair shall be a representative of the geographical area of Napa County and the Vice-Chair shall be a representative of the geographical area of Lake County. The office of Secretary-Treasurer shall be filled ex-officio by the Napa County employee performing the function of the WIB Director. The Secretary-Treasurer may deputize a Napa County employee to perform the functions of the Secretary-Treasurer in his/her absence.

Section 2. Election of Officers

The Chair and Vice-Chair shall be elected annually for one-year terms, commencing with the beginning of the WIA fiscal year immediately following the election. The NLWIB shall conduct an election and select persons for the offices of Chair and Vice-Chair during the last quarter (April, May, June) of each fiscal year. In the event the Chair or Vice-Chair resigns from the NLWIB during his/her term of office, the NLWIB at its next regularly scheduled meeting shall elect a qualified NLWIB member to serve the remaining term of the office.

Section 3. Duties of Officers

- a. Chair:
 - 1. The Chair shall appoint all standing committee chairs, subject to ratification by the NLWIB. The Chair, following consultation with the Executive Committee, shall appoint all members to standing committees.

2. The Chair shall set the agenda for NLWIB meetings, preside at all meetings of the NLWIB and in general perform all duties incident to the office as directed by the NLWIB. This includes attending conferences.
3. The Chair shall determine whether NLWIB and committee meetings will be conducted with members physically present or through alternative technological means as provided in Article X, Section 7.

b. Vice-Chair:

The Vice-Chair shall act on behalf of the Chair during the Chair's absence.

c. Secretary-Treasurer:

1. In the absence of the Chair and the Vice-Chair, the Secretary-Treasurer shall open the meeting and call for nominations of a temporary Chair for that specific meeting.
2. The authority and duties of the Secretary-Treasurer shall include:
 - a. To attest on behalf of the NLWIB all documents previously approved by the NLWIB and signed by the Chair or, in the absence of the Chair, by the Vice-Chair.
 - b. To record all of the proceedings of the NLWIB including its committees and to carefully preserve all of its books and papers. The Secretary-Treasurer shall cause all notices to be duly given in accordance with the Bylaws of the NLWIB and shall perform such other duties as the NLWIB may direct.
 - c. To keep a true and faithful account of any monies received and paid out and to give such bonds for faithful performance as the duties for the NLWIB may require.

ARTICLE VII. DUTIES OF MEMBERS

Section 1. Attendance

Members shall attend meetings of the NLWIB and of committees to which they are appointed. The Executive Committee shall routinely review member attendance at NLWIB and committee meetings. An excused absence shall be recorded in the NLWIB minutes when a NLWIB member or designee notifies the NLWIB Secretary-Treasurer or his/her staff of the

intended absence by 5 p.m. of the day before the scheduled NLWIB Board or Committee meeting indicating good and sufficient reasons for the absence, except that if the absence is due to illness occurring during the twenty-four (24) hour period, the absence shall be deemed excused if the Secretary-Treasurer is notified of the illness prior to the roll call for the meeting. Members of the NLWIB must not miss more than three (3) consecutive committee and full meetings of the NLWIB unless the absences are excused, or more than five (5) consecutive committee and full meetings even if some or all of those absences are excused, except that the NLWIB may grant the NLWIB member a leave of absence upon prior request. (See Article V for Removal of Members.)

Section 2. Service on Committees

Every member of the NLWIB shall actively participate as a member on at least one (1) committee. Non-NLWIB members may actively participate on committees at the invitation of the committee chair, but shall have no voting privileges on committee actions, except for the Youth Council whose non-NLWIB members formally appointed by the NLWIB shall have Youth Council voting privileges.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee comprised of the Officers of the NLWIB, the immediate past-Chair if still a current NLWIB member, the chairs of standing committees, and the WIB Director/Secretary-Treasurer.

Section 2. The Chair of the NLWIB shall serve as the Chair of the Executive Committee.

Section 3. The Executive Committee shall meet monthly, or as deemed necessary by its Chair.

Section 4. The purpose of the Executive Committee shall be to:

- a. Assume overall responsibility for internal NLWIB development including membership, training, resource attraction and internal governance policies;
- b. Provide recommendations regarding regular agenda items of the NLWIB;
- c. Maintain the Bylaws and develop/submit necessary modifications of the Bylaws to the NLWIB and Board of Supervisors for approval;

- d. Consult with NLWIB support staff.

Section 5. The Executive Committee is hereby authorized to act on behalf of the NLWIB when timelines are such that actions must be taken prior to the next regularly scheduled meeting of the full NLWIB, subject to reporting of the action to the full NLWIB at its next meeting and, other than for procedural actions, subject to ratification by the full NLWIB.

Section 6. All members of the Executive Committee shall be current members of the NLWIB in good standing.

Section 7. At no time shall the membership of the NLWIB Executive Committee constitute a quorum of the total membership, either by an increase in the number of Chair appointees, or by a reduction in the general membership of the NLWIB.

Section 8. The NLWIB Executive Committee shall recommend to the NLWIB for approval the names of current members of the NLWIB in good standing for appointments to boards and commissions outside the NLWIB structure, when such recommendations are requested of the NLWIB by such outside boards and commissions.

ARTICLE IX OTHER COMMITTEES OF THE NLWIB

Section 1. In addition to the Executive Committee, the NLWIB shall have the following standing committees, named and functioning as follows. Standing committees are formed to consider subjects on an ongoing basis or stated period of time. As needed, the NLWIB may also form ad hoc committees charged with accomplishing specific tasks within a relatively short period of time.

- a. Youth Council (Standing)
 1. The Youth Council is a Workforce Investment Act (WIA) mandated committee that prepares the overall local youth plan, recommends the selection of youth service providers, evaluates the performance of those youth service providers, and establishes funding priorities for youth employment programs.
 2. The objective of the Youth Council is to oversee the investment of WIA youth funding and to ensure effective linkages and leveraging of resources. Through the effective use of its membership, the Youth Council is also positioned to influence educational policy.

3. Membership on the Youth Council may include:

- a. Individuals with expertise on youth issues and policy, such as educators and representatives of human service agencies.
- b. Representatives of youth service agencies, such as juvenile justice and local law enforcement agencies.
- c. Members who represent local public housing authorities.
- d. Parents of eligible youth who are seeking assistance.
- e. Individuals, including former youth program participants and members, who represent organizations that have experience relating to youth activities.
- f. Members who represent the Job Corps, if a Job Corps Center is located in the Napa-Lake LWIA.
- g. Other individuals, who the NLWIB Chair, in cooperation with the NLWIB Executive Committee, determines to be appropriate.

b. Napa County Advisory Committee (Standing)

The Napa County Advisory Committee shall be composed of representative members of Napa County and shall make workforce investment recommendations to the full NLWIB that specifically pertain to Napa County. Such recommendations may include, but are not limited to, membership, requests for proposals, contracting and grant applications.

c. Lake County Advisory Committee (Standing)

The Lake County Advisory Committee shall be composed of representative members of Lake County and shall make workforce investment recommendations to the full NLWIB that specifically pertain to Lake County. Such recommendations may include, but are not limited to, membership, requests for proposals, contracting and grant applications.

Section 2. Each of the committees described in Section 1 shall meet on a bi-monthly basis, or as deemed necessary by the committee chairperson to conduct the business of the committee.

Section 3. The size of each of the committees described in Section 1 and the terms of the members shall be established by the Executive Committee.

Section 4. Each of the committees described in Section 1 shall report progress and recommend actions at NLWIB meetings.

- Section 5.** No standing or ad hoc committee shall have independent authority to commit the NLWIB to policy or action without approval of the NLWIB, except as noted by Article VIII, Section 5.
- Section 6.** Ad hoc committees may be created by the NLWIB for such particular purposes as may be deemed necessary or desirable to enhance or assist the NLWIB in carrying out its functions and furthering the purposes of NLWIB. Membership on such ad hoc committees may include individuals who are not members of the NLWIB.

ARTICLE X. MEETING PROCEDURES

- Section 1.** Brown Act. All meetings of the NLWIB, its Executive Committee and all standing committees, including without limitation, regular, adjourned regular, special and emergency meetings, shall be called, noticed, held and conducted in accordance with the Ralph M. Brown Act, Chapter 9, Division 3, Title 5 of the California Government Code commencing with Section 54950 (“Brown Act”).
- Section 2.** Minutes. NLWIB shall require the keeping of the minutes of its regular, adjourned regular, special and emergency meetings excepting closed sessions, and shall approve such minutes at the next available meeting. Until approved, the minutes shall be considered merely the Secretary-Treasurer's notes. Such notes shall be considered preliminary memoranda subject to modification by the Secretary-Treasurer for purposes of the Public Records Act (Government Code section 6250 et seq.) and shall not become a public record available to the public on request except in the form released and available to the members and public when the agenda is posted for the meeting at which the proposed minutes will be considered.
- Section 3.** Quorum. For purposes of the transaction of business and conducting of meetings of the NLWIB or its committees, a quorum shall be 25 percent (25%) of the total number of currently appointed NLWIB or committee members as applicable.
- Section 4.** Voting; Recusal. The transaction of business shall require a majority vote of the quorum present. Each member shall have one vote. A member of the NLWIB who has a conflict of interest regarding any matter before the NLWIB or any committee on which the member sits shall declare the existence of such conflict prior to the matter being heard, recuse himself/herself from participation in the matter, and shall leave the meeting room until the hearing, deliberation and action on the matter are concluded.

Section 5. Calling of Meetings. Special meetings of the NLWIB may be called by the Chair or by the signed petition of one-third (1/3) of the currently-appointed members of the NLWIB.

Section 6. Parliamentary Procedure. The NLWIB and its committees shall conduct their meetings according to the latest available edition of the Standard Code of Parliamentary Procedure by Alice Sturgis (“Sturgis”) except where the provisions of Sturgis conflict with these Bylaws, in which case these Bylaws shall apply.

Section 7. Use of Technology. Alternative technological means, such as telephone or video or digital conferencing, may be used at NLWIB and committee meetings as permitted by the Brown Act.

ARTICLE XI. REIMBURSEMENT

Members of the NLWIB shall receive no reimbursement for expenses incurred while serving on the NLWIB with the exception of expenses, authorized in advance by the NLWIB, incurred in connection with the member attendance at NLWIB-approved conferences, trainings and other NLWIB approved activities other than NLWIB meetings or committee meetings.

ARTICLE XII. CONFLICT OF INTEREST CODE AND COMPLIANCE WITH WIA CONFLICT PROVISIONS

The NLWIB shall adopt as its conflict of interest code (“Code”) under Political Reform Act (Government Code section 81000 et seq.) the then current Napa County Conflict of Interest Code, subject to ratification by the Napa County Board of Supervisors. The NLWIB members shall file annual Statements of Economic Interest (Form 700) in the manner and to the extent prescribed by the Code, and comply with the provisions regarding conflict of interest set forth in that Act. The members of the NLWIB shall also comply with the provision of the WIA that provides that no member of any board created pursuant to the WIA shall cast a vote on the provision of services by that member (or any organization which that member directly represents) or vote on any matter which would provide direct financial benefit to that member.

ARTICLE XIII. ADOPTION AND AMENDMENT OF BYLAWS

Section 1. Effective Date. These Bylaws and any amendments thereto shall be effective only when adopted by the NLWIB and approved by the Board of Supervisors.

Section 2. Severability.

The Bylaws of the NLWIB and any amendments thereto shall conform to all applicable statutes, regulations and the agreement between NLWIB and the County of Napa and nothing in these Bylaws shall be construed to take precedence over federal, state or local laws or regulations or to constrain the rights and obligations of the County under such laws and regulations. Should any part, term, portion or provision of these Bylaws be decided by a court of competent jurisdiction to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

Adopted by the NLWIB: _____

Approved by the Board of Supervisors: _____