

BYLAWS OF
THE ORANGE COUNTY WORKFORCE DEVELOPMENT BOARD

I. ARTICLE I. Name of Organization

- A. The name of this organization shall be the Orange County Workforce Development Board, hereinafter referred to as "OCWDB".
- B. The official location and mailing address of the OCWDB shall be:
1300 S. Grand Ave., Building B
Santa Ana, CA 92705

II. ARTICLE II. Establishment of OCWDB

The Governor of the State of California, pursuant to the Workforce Innovation and Opportunity Act of 2014, hereinafter called "WIOA", Public Law H.R. 803, has designated the County of Orange, hereinafter known as the County, as a local Workforce Development Area for the operation of comprehensive workforce development system activities, and provides funding thereto the Orange County.

The members of the OCWDB are appointed by the Orange County Board of Supervisors (BOS), which serves as the County's Chief Elected Official (CEO), pursuant to WIOA. Pursuant to section 106 of WIOA, the BOS is designated as the entity responsible for setting policy, developing and monitoring the Workforce and Economic Development Division (WEDD) budget and WIOA funding, as the designated grant recipient, acting as the fiscal authority/agent, responsible for the procurement and contracting with providers, responsible for program/fiscal integrity, and for the operation of comprehensive workforce development system activities, the direction and oversight of employment and training programs at the local level and for providing funding, in partnership with the OCWDB, through Orange County Community Resources (OCCR). OCCR bears the duties, obligations, and liabilities arising from its roles as administrative entity, fiscal agent, and Grant Recipient under WIOA.

The OCWDB was originally formed by the BOS under WIOA's predecessor statute, the Federal Workforce Investment Act of 1998 (Public Law 105-220, 29 U.S.C. 2801, et seq.) (WIA) in February 2000.

III. ARTICLE III. Purpose and Functions of OCWDB

The purpose of the OCWDB is to work with the County to:

- A. It is the principal responsibility of the OCWDB to perform the functions set forth in WIOA and to provide policy guidance for strategic planning activities, as well as to monitor, review, and direct activities toward achieving the OCWDB's goals and objectives. The OCWDB will carry out its responsibilities in partnership with agencies and organizations in the workforce development area. In achieving this requirement, the OCWDB shall align its workforce development resources to the regional economy to ensure coordinated and efficient services to both job seekers and businesses.
- B. The purpose of the OCWDB shall include planning and general oversight for the comprehensive workforce development programs throughout the local Workforce Development Area. The OCWDB shall support the involvement of stakeholders such as: business, industry, education, labor organizations, community-based organizations, economic development agencies and one-stop delivery system

partners in workforce development activities.

- C. The OCWDB shall perform other functions and duties as required by WIOA or the State of California in implementing legislation and/or Executive Orders and shall act in accordance with WIOA.
- D. OCWDB is the County appointed committee, and principal facilitator of the Comprehensive Economic Development Strategy (CEDS) development and updating process. The CEDS encompasses all cities within the county and meets the statutory requirement outlined in 13 CFR, Chapter III, Part 304 to designate the County as an Economic Development District. The OCWDB shall:
 - 1. Update the CEDS at least every five years to qualify for assistance from the U.S. Economic Development Administration (EDA) under its Public Works and Economic Adjustment Assistance programs.
 - 2. Fulfill requirement that a CEDS Strategy Committee represents the main economic interests of the region (e.g., private sector, public officials, community leaders, workforce development boards, etc.) In accordance with applicable resolutions, statutes, federal, and state regulations, all functions of the OCWDB shall be performed in partnership with the BOS, through OCCR.

IV. ARTICLE IV. Appointment and Membership

- A. Membership of the OCWDB shall be appointed by the BOS and composed as follows:
 - 1. There shall be no less than nineteen (19) members and no more than twenty-five (25) members that comprise the OCWDB.
 - a. Ten (10) OCWDB members shall be appointed by the BOS with each Supervisor nominating two (2) OCWDB members from inside or outside of the District that the Supervisor represents. A Supervisor may nominate a person from outside of the District that the Supervisor represents only with concurrence, in writing, of the Supervisor who represents the District in which the proposed nominee resides. Supervisor appointments must comply with the qualifications outlined in WIOA Section 107(b)(2) and below in Article IV(B) Qualification for OCWDB Membership, and be solely representative the categories of organizations described therein.
 - b. Members of the OCWDB other than those appointed as District Representatives as described in the foregoing section shall be At-Large members and will be nominated to and appointed by the BOS according to the BOS's rules of procedure. When applicable, organizations qualified to nominate individual at-large members may be from organizations that represent the categories of board members below including chamber of commerce, merchant associations, employee associations, labor organizations, central labor council, education, state and local government.
 - c. Business and Employer Representation:
 - i. Over 50% Business Members: The OCWDB must have over 50% representation from the business and employer community.
 - ii. These business members must hold positions such as owners, CEOs, COOs, or be individuals with significant policymaking or hiring authority and satisfy the other criteria for membership as stated in WIOA Section 107(b)(2)(A)(i) through (iii).
 - d. Labor/ Workforce Representation:
 - i. At least 20% of the OCWDB members must represent the local workforce.
 - ii. This includes at least one member representing labor organizations.
 - iii. May include representatives of community-based organizations with demonstrated experience and expertise in addressing employment needs of

- iv. These labor/workforce representatives must satisfy the other criteria for membership as stated in WIOA Section 107(b)(2)(B).
 - e. Education and Adult Education Representation:
 - i. At least one member representing higher education institutions.
 - ii. At least one member representing the local adult education system.
 - iii. These education and training representatives must satisfy the other criteria for membership as stated in WIOA Section 107(b)(2)(C).
 - f. Economic and Community Development:
 - i. Representative from the Employment Development Department.
 - ii. Representative from the Department of Rehabilitation.
 - iii. At least one representative of a local or regional economic or community development entity (e.g., city or county economic development agency, chamber of commerce, or regional planning commission).
 - iv. These economic and community development representatives must satisfy the other criteria for membership as stated in WIOA Section 107(b)(2)(D).
- B. Qualifications for OCWDB Membership
1. OCWDB members shall be broadly representative of different racial, ethnic, religious, socio-economic, disability, age, genders, sexual orientation, or marital status groups in the County. In addition to meeting the categorical membership composition requirements outlined in WIOA Section 107(b), the following criteria will be used for all membership appointments:
 - a. Demonstrate an understanding of workforce and economic development.
 - i. Business representatives must be owners, chief executives, operating officers, or individuals with optimum policymaking or hiring authority from businesses that provide employment opportunities in in-demand industry sectors or occupations.
 - ii. Workforce representatives must be from labor organizations, apprenticeship programs, or community-based organizations with demonstrated expertise in addressing employment needs of individuals with barriers to employment.
 - iii. Education and training representatives must be from entities administering adult education and literacy activities under Title II, or from institutions of higher education providing workforce training.
 - iv. Government, economic, and community development representatives must be from entities such as economic development agencies, the Employment Development Department (EDD), or the Department of Rehabilitation (DOR), as required by WIOA.
 - b. Residency and Voting Requirements: Except where the BOS finds it is in the best interest of the County to waive district and/or county voter and residency requirements, placing priority to WIOA board composition mandates and priorities, all members of the OCWDB shall be:
 - i. Registered voters in the County; and
 - ii. Reside in the district of the nominating member of the BOS, unless the Supervisor representing the district where the nominee resides provides documented consent for the nomination.
 - c. Satisfy all federal, state, local or any other qualifications for the OCWDB members.
 - d. When possible, represent local and regional priority industry sectors, defined as industries prioritized through analysis of employment growth rates, wage potential, and job openings.

- C. Length of OCWDB Membership
1. All OCWDB member appointments shall be for a term concurrent with the term of office of the nominating member of the BOS.
 2. All OCWDB appointments deemed to be “at large” appointments as described in Article IV(A)(1)(b), shall be for two-year terms.
 3. Appointments made to fill a vacancy left by a member before the expiration of the term of that member shall be for the remaining term of that member.
 4. Pursuant to Government Code section 1302, a member whose term has expired may continue serving as a member until reappointed or replaced.
 5. In the event of a vacancy, OCCR is responsible for providing notice to the Clerk of the Board. A vacancy may not necessarily be filled if the required composition of the OCWDB can be maintained without filling the vacancy.

V. ARTICLE V. OCWDB Officers

- A. The OCWDB officers shall consist of:
1. Positions and method of selecting:
 - a. Chairperson- The Chairperson shall only be elected from among the OCWDB members who are part of the “Business in the Local Area” category set forth in WIOA Section 107(b)(2)(A).
 - b. Vice-Chairperson- The Vice-Chairperson shall be elected from among any of the appointed OCWDB Members.
 2. Duties of each position:
 - a. The Chairperson shall preside over all regular full board meetings, call special meetings, create ad-hoc committees, decide points of order, announce all business, entertain motions, put motions to vote, announce vote results, appoint and may remove committee Chairpersons, represent the OCWDB at or designate a representative to attend public functions, act as an ex officio member on all committees, and coordinate the appointment of OCWDB members and to Standing Committees.
 - b. The Vice-Chairperson shall perform the duties of the Chairperson in his or her absence. In the event the Chairperson resigns from the Board during their term of office, the Vice-Chairperson shall serve the remaining term of the office.
 3. The Chairperson and Vice-Chairperson shall be elected annually for a one-year term; said term shall be effective from January 1st through December 31st.
 4. No person, except a member of BOS, may serve as Chairperson of the OCWDB for more than two (2) consecutive terms.
 5. No person, except a member of BOS, may serve simultaneously as Chairperson for two or more Boards, Commissions, or Committees.
- B. Election Procedures and Nominations
1. Nominations will be taken from the floor (and members can self-nominate).
 2. Elections of officers shall be held annually, during the last OCWDB full board meeting of each calendar year, by majority vote, a quorum being present.
 3. Elections involving two candidates running for the same position, in the case of a tie, a second vote will be taken.
 4. For elections involving more than two candidates running for the same position, in the case of a tie involving the two candidates with the highest votes, a runoff election shall be held between

the candidates with the two highest votes. If a tie remains, it shall be broken by coin toss, as described above. In the case of a three- way tie, a runoff election shall be held for all three candidates. If a tie remains, all three candidates shall have one representative coin toss, conducted by the County. The winning candidate is the candidate whose coin differentiates itself from the other two.

VI. ARTICLE VI. Duties of Members

- A. Members shall attend meetings of the OCWDB and of committees to which they are appointed. Additionally, OCWDB members shall:
 - 1. Members shall serve as a member on at least one Standing Committee of the OCWDB;
 - 2. Comply with these Bylaws;
 - 3. Make a positive contribution to the region's economy by helping shape a workforce development system that meets the demand of businesses and job seekers;
 - 4. Devote a portion of their time and talent to working with other OCWDB members, staff, businesses, public officials, and public and private sector partners to improve the quality of the local workforce development area;
 - 5. Regularly attend OCWDB and Standing Committee meetings;
 - 6. Join and participate actively in at least one Standing Committee;
 - 7. Be prepared for OCWDB meetings by reviewing materials sent in advance of meetings;
 - 8. Act and vote on the strategic interest of the OCWDB and Orange County as a whole, rather than the interest of a single constituency;
 - 9. Review and support workforce staff in conducting workforce research and regional labor market analysis, and
 - 10. Serve as an ambassador of OCWDB within the community and among business and industry leaders;
- B. Attendance: Members shall attend meetings of the OCWDB and committees to which they are appointed. The Executive Committee shall routinely review member attendance at board and committee meetings. Members shall notify the Chairperson and Executive Director of the OCWDB of any expected absence for a meeting by 5 p.m. of the day before the scheduled OCWDB or Committee meeting, indicating good and sufficient reasons for the absence. Excessive absences may lead to removal, as addressed in Article X(A)(4).
- C. In the performance of its responsibilities, the OCWDB shall not engage in nor employ any unlawfully discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state, or federal laws.
- D. Members of the OCWDB shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures and Code of Ethics.
- E. Members of the OCWDB shall operate strictly within designated purposes of the OCWDB.

VII. ARTICLE VII. Standing Committees

All Standing Committees are governed by the Brown Act. Chairs of the OCWDB Standing Committees, in consultation with OCCR, shall prepare the agenda for meetings.

- A. There shall be an Executive Committee comprised of the Current Chairperson, the Previous Past Chairperson, the Vice-Chairperson, and the Chair of each Standing Committee. The Executive Committee shall hold meetings at the request of the Chairperson and the Executive Director. The OCWDB's Chairperson shall serve as the Chairperson of the Executive Committee.
 1. The purpose of the Executive Committee shall be to:
 - a. Provide recommendations regarding regular agenda items of the OCWDB as deemed necessary.
 - b. Discuss policy recommendations concerning the workforce development system's operation.
 - c. Promote and support implementation of activities contained in the OCWDB Local Plan and Orange Regional Plan.
 - d. Whenever appropriate, due to time constraints or other factors, the Executive Committee shall have decision-making authority on behalf of the OCWDB, as defined in Article XI- Authority.

- B. Standing Committees: The OCWDB may establish and maintain up to four (4) Standing Committees, with the ability to adjust, consolidate, add, or remove committees as required by current or updated regulations and/or with the concurrence of the full Board.
 1. Any OCWDB Standing Committee must be chaired by a member of the OCWDB, as appointed by the OCWDB Chairperson. The term of the Chairperson of any Standing Committee shall be for two (2) calendar years, concurrent with the term of the OCWDB Chair. Terms of OCWDB member appointment to Standing Committees shall be for one (1) calendar year. If the required membership is not met for any committee, the OCWDB Chairperson will appoint members accordingly.
 - a. Each Standing Committee may designate a Vice Chair to support the Chairperson in fulfilling committee responsibilities. The Vice Chair must be a current OCWDB member and shall be elected by the committee membership. The Vice Chair may facilitate meetings in the absence of the Chair but shall not assume the official duties or title of Chairperson unless formally appointed.
 - b. Alternate Representation for Standing Committee Chairs: In the event a Standing Committee Chairperson and/or Committee Vice Chair is unable to attend a scheduled committee meeting, they may designate an alternate to attend and participate on their behalf for that meeting only. The designated alternate must be a current OCWDB member, in good standing, who also serves on the same Standing Committee. The alternate may facilitate the meeting but shall not assume the duties or title of Chairperson. The designation must be submitted in writing (including email) to the OCWDB Chairperson and Executive Director at least 24 hours in advance of the scheduled meeting. Alternate designations are intended for limited use and shall not exceed three (3) meetings per calendar year unless otherwise approved by the OCWDB Chairperson.
 2. Standing Committees are permitted under WIOA Section 107(b)(4), which authorizes local boards to establish committees to support the Board's functions. There is no federal requirement for a minimum number or specific types of standing committees. However, the

OCWDB may designate the following areas of purview for standing committees, based on local need and strategic priorities:

- a. Youth Services
Oversight of planning, operations, and delivery of youth workforce services. This area includes input from community-based organizations with a demonstrated record of serving eligible youth.
 - b. Business Engagement and Employer Services
Focused on employer engagement, workforce trends, sector partnerships, and aligning training and services to labor market demand.
 - c. One-Stop Operations and Accessibility
Oversight of the one-stop delivery system, including partner coordination, service integration, and accessibility. This includes compliance with WIOA Section 188 and the ADA, as well as support for staff training and inclusive service delivery.
 - d. Performance and Accountability
Responsible for reviewing local area performance outcomes, monitoring WIOA metrics, supporting continuous improvement efforts, and making data-informed recommendations to strengthen system effectiveness.
- C. Ad Hoc Committees: The Chairperson may establish ad hoc committees of less than a quorum of the OCWDB membership to accomplish time-limited tasks that support the goals of the OCWDB. When an ad hoc committee is created, the Chairperson shall identify the committee's membership, the scope of work, work product, and date of dissolution. Terms of appointment for an ad hoc committee shall be for the period of time required to fulfill the ad hoc committee's purpose. OCWDB members will volunteer to be on the committee and will be recommended by the OCWDB Chairperson. If the required membership for an ad hoc committee is not met, the OCWDB Chairperson will appoint members accordingly.
1. When appropriate, ad-hoc committees may call on other knowledgeable individuals who are not OCWDB members to act as subject matter experts to the committees. Said individuals shall be subject to the conflict-of-interest statutes, regulations, and ordinances.

VIII. **ARTICLE VIII. Meetings and Actions**

- A. The OCWDB shall, at its last meeting of each calendar year, adopt a schedule of regular meetings and any Standing Committee meetings (no meetings in July or December) and transmit that schedule in writing to members of the OCWDB, and the public at large.
- B. All OCWDB regular and standing meetings (i.e. not ad hoc committee meetings), shall be open, public and noticed in conformance with the provisions of the Ralph M. Brown Act, California Government Code section 54950 et seq., as amended and during regular business hours, held at a location within Orange County, California that satisfies the access requirements of the Americans with Disabilities Act.
 1. At a minimum the OCWDB shall hold no less than four regular meetings per calendar year.
- C. Special meetings of the OCWDB may be called either by the Chairperson or at the request of a majority of OCWDB members. Notice of special meetings shall:
 1. Be delivered to members personally, by mail or electronically, and must be received no later than 24 hours in advance of the meeting.
 2. State the business to be considered, and whether alternative technological means may be used

such as telephone or video conferencing, as technological resource availability permits and as permissible by the Ralph M. Brown Act.

D. Quorum Requirements

1. Quorum requirements are as follows:

- a. General OCWDB Meetings: Quorum shall be no less than 50%+1 of the membership. However, if there are unfilled vacancies in the membership of the OCWDB, then the quorum requirement will be proportionately reduced.
- b. Executive Committee: Quorum shall be no less than 50%+1 of the Committee membership. However, if there are unfilled vacancies in the membership of the Executive Committee, then the quorum requirement will be proportionately reduced.
- c. Standing Committees: Quorum shall be no less than 50%+1 of the Committee membership.
- d. If a quorum is not established, for any meeting, within 15 minutes of the scheduled start time, the meeting may be cancelled for lack of quorum pursuant to the Ralph M. Brown Act, Government Code 54955.
- e. If at any time during the meeting quorum is lost, the meeting must immediately adjourn. No official business may be conducted without a quorum pursuant to the Ralph M. Brown Act.

E. Voting Majority: Decisions and acts taken by majority vote of the members at any duly constituted meeting shall be regarded as acts of the OCWDB, except as otherwise provided by these Bylaws.

1. Members choosing to abstain from voting on specific actions will not affect majority requirements. Abstentions are considered a “non-vote” – neither a vote in the affirmative nor in the negative. However, in order for an action to be passed, a majority of the quorum casting votes must vote in the affirmative.
 - a. For example: If, at a Standing Committee meeting, six (6) voting members of the committee are present to vote, and on a particular motion, three (3) votes in the affirmative, two (2) votes in the negative, and one (1) member abstains, the motion passes.

F. Meetings and Administrative Support: OCCR shall provide general clerical support (OCCR Support) to the OCWDB. OCCR Support shall include, but not be limited, to the following:

1. Action Minutes and Attendance at Meetings: A representative designated by the OCCR, shall attend each meeting, and maintain a record of proceedings (attendance, action minutes and recording) and directives of the OCWDB.
2. Preparation and Distribution of Agenda: OCCR Support will prepare, publicly post and distribute all agendas of the OCWDB meetings.
3. The regular OCWDB meeting agenda will be distributed and made available to the public at least 72 hours prior to the meeting, pursuant to the Ralph M. Brown Act, Government Code section 54950 et seq.
4. OCCR staff will audiotape meetings, and the audio recording will act as the official meeting record.
5. Executive Director of Workforce and Economic Development shall provide support to the OCWDB and serve in the capacity of OCWDB Executive Director (“Executive Director”). The Executive Director is an employee of the County who shall assist with carrying out the functions of the OCWDB. The Executive Director shall have the authority to sign documents on behalf of the OCWDB, provided, as applicable, the OCWDB and/or BOS have duly approved the

execution of all such documents.

6. The OCWDB establishment and operation shall be at no cost to the County, except for general clerical administrative support provided by the County.

IX. ARTICLE IX. Compensation and Reimbursement

- A. Members shall receive no compensation for serving on the OCWDB. The County may authorize reimbursement for actual expenses incurred while performing within the scope of their duties, if pre-approved by the County, to the extent permitted by applicable County policy. All requests for reimbursement shall be submitted in accordance with the policies and procedures adopted by the County on a form approved by the County Auditor-Controller.

X. ARTICLE X. Removal and Resignation of Members

- A. Removal:
 1. BOS may, at any time with or without cause, remove any OCWDB member from office prior to the expiration of their term of office by majority vote of BOS.
 2. The Chairperson may present to the OCWDB general membership a recommendation to take forward a request to the BOS for removal consideration of any member(s) based on cause or absenteeism..
 3. Removal for Cause: Cause shall be defined as the member is unable effectively to represent the categorical seat to which they appointed due to change of employment or status or other reasons that substantially alters the member's qualifications which were present and considered in making the initial appointment or interfere with the individual's ability to properly function as a member of the OCWDB.
 4. Removal for Absenteeism: Any member of the OCWDB who fails to attend a total of three (3) regular OCWDB and/or committee meetings (in total per calendar year), shall automatically vacate their position upon the third absence.
 5. Recommendation for removal of a member shall require a majority vote of the OCWDB, a quorum being present, and shall be submitted to the BOS for final review and approval.
- B. Resignation: Resignation of OCWDB members shall be effected by a written letter of resignation submitted to the OCWDB Chair and OCWDB Executive Director.
- C. The OCWDB Chair or Executive Director shall notify the Clerk of the Board in writing of any vacancies within 10 days of learning the existence of any such vacancy.

XI. ARTICLE XI. Authority

- A. Parliamentary Authority: The Chairperson shall preside and manage OCWDB meetings using parliamentary procedure consistent with these bylaws, and any applicable County, state, and federal law.
- B. When circumstances demand that action be taken before the next scheduled OCWDB meeting, the OCWDB may authorize and grant its full authority to the Executive Committee to act on its behalf. Such actions taken by the Executive Committee shall be ratified by the OCWDB at its next regularly scheduled meeting. Such actions shall be noticed to all OCWDB members either in writing or electronically within seven (7) days. In the event an OCWDB member takes exception to said action of the Executive Committee, the Chairperson shall convene a special meeting of the OCWDB to resolve the issue.

XII. ARTICLE XII. Conflict of Interest

- A. Members of the OCWDB and any of its Standing Committees shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with County, state, and federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of the County.
- B. Members of the OCWDB shall not vote nor attempt to influence any other OCWDB member on a matter under consideration by the OCWDB or any of its committees:
 - 1. Regarding the provision of services by such member (or by an entity that such member represents); or
 - 2. That would provide direct financial benefit to such member or the immediate family of such member; or
 - 3. Engage in any other activity constituting a conflict of interest under County, state, or federal law.
- C. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County staff to assist them in making that determination.
- D. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the OCWDB shall disclose on forms provided by the County information regarding their private economic interests that may be implicated by their service on the OCWDB.
- E. OCWDB members shall timely file Statements of Economic Interests (Form 700) and other financial disclosures as required by law.
- F. OCWDB members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).
- G. Neither OCWDB nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, or any other identifier of OCWDB.
- H. No assets or assistance provided by County to OCWDB shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.
- I. The OCWDB shall have no authority to accept gifts or donations on behalf of the County.
- J. Disclosure: When a OCWDB member has a conflict of interest, then the OCWDB member shall:
 - 1. Prior to discussion, vote, or decision by the OCWDB , publicly disclose the nature of the conflict of interest in the action item under consideration;
 - 2. Answer any questions regarding the conflict of interest, which may be asked if the OCWDB Chairperson or Committee Chairperson determines that questions regarding the OCWDB member's disclosure are needed for the OCWDB to properly consider the matter;
 - 3. Not speak to or initiate any discussion of the action item to which the conflict of interest pertains; and

4. Not request funds or proposals that compete with the action item to which the conflict of interest pertains and abstain from voting on the matter to which the conflict of interest pertains.
- K. An OCWDB member who violates any conflict-of-interest requirements set forth herein may be removed from the OCWDB by a simple majority recommendation of the OCWDB and ratification from the BOS.

XIII. ARTICLE XIII. Adoption and Amendment of Bylaws

- A. Adoption: An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend these Bylaws for Board approval. These Bylaws become effective upon approval by the Board.
- B. Amendments:
 1. Any member of the County may propose amendments to these Bylaws.
 2. Proposed amendments shall be submitted in writing and made available to each member of the OCWDB no less than five days prior to consideration before a vote can be taken.
 3. An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend Bylaws amendments for Board approval. Any amendments to the Bylaws become effective upon approval by the Board.

XIV. ARTICLE XIV. Severability

Should any part term, portion or provision of these Bylaws be determined 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.

XV. ARTICLE XV. Advocacy

All OCWDB communications shall be preapproved by OCCR and be on OCWDB letterhead. OCWDB's recommendations on legislation must be approved by the majority vote of a quorum of the OCWDB and submitted to the County Executive Office of Legislative Affairs for recommendation to the County through OCCR. The OCWDB shall not take positions on legislation without the pre-approval of the County.

- A. The OCWDB website shall be hosted on the OCCR domain and managed by OCCR.
- B. The County must preapprove all OCWDB correspondence, statements, press releases, and reports prior to release.