OREGON TALENT COUNCIL

BYLAWS
Dated November 12, 2015

ARTICLE I -- NAME, ROLE AND SERVICE AREA

Section 1. *Name and Organizing Authority*

The name of the organization shall be the Oregon Talent Council (OTC or Council). The OTC is organized under 2015 Oregon Laws, Chapter 682 (the Act).

Section 2. *Objectives*

A. The OTC shall perform the duties required of it under the Act.

B. The duties and roles of the OTC include:

   1. Providing industry-based information on critical occupations and skills that are essential for Oregon's competitiveness.
   2. Acting as a sounding board and advisor to state agencies and education and workforce organizations on matters of aligning degree and non-degree programs with industry needs.
   3. Making strategic co-investments in education and training programs or systems that address critical occupations.

   These duties and roles will be further specified by written agreements with the Higher Education Coordinating Commission, the STEM Investment Council, state and local workforce boards, the Oregon Business Development Commission and the Oregon Employment Department.

C. The OTC shall develop a Talent Development Plan (Plan), as required under the Act. The Plan shall be updated each biennium along with the Council's recommendations, and the Council shall report to the Governor and Legislature each year regarding the Plan.

Section 3. *Area Served*

The area to be served by the OTC shall be the State of Oregon and the labor markets contained therein.

Section 4. *Council Address*

The OTC operates under the auspices of the Oregon Employment Department. The official location and mailing address is: Oregon Talent Council, 7995 SW Mohawk Street, Tualatin, Oregon 97062.

ARTICLE II -- MEMBERSHIP

Section 1. *Voting Members*

The OTC shall be comprised of no fewer than seven (7) and no more than twenty-one (21) members appointed in writing by the Director of the Oregon Employment Department (Director) in consultation with the Governor's office.

A. A majority of voting members shall be senior executives of traded sector and high growth companies operating in Oregon.

B. Up to one-quarter of voting members may be from other types of entities, including industry associations or professional organizations.

C. To the extent possible, voting members shall include representatives from various geographic regions in Oregon, targeted industry sectors and company size.

Section 2. *Non-voting Members and Advisory Committees*

A. The OTC may appoint one non-voting ex-officio member from each of the following: the Higher Education Coordinating Commission, the STEM Investment Council, the Oregon Workforce Investment Board, Business Oregon and the Employment Department.

B. The OTC may form an advisory committee of representatives from industry and organizations that provide education and workforce development services in Oregon. The purpose of this advisory committee will be to provide recommendations and guidance to the OTC on matters regarding the implementation of the education and training priorities and recommendations of the OTC. The advisory committee may include representatives from Oregon's public universities, community colleges, private colleges and universities, workforce development boards or organizations, and organizations providing apprenticeships or related work-based education.

C. The OTC may also form other committees and delegate such duties to those committees as the Council decides are appropriate.

Section 3. *Membership Appointment Terms*

Appointment terms for all members of the OTC shall be two years. Appointments may be renewed twice for up to six years total.

Section 4. *Attendance by Voting Members*

Regular attendance at meetings is expected of each voting member. A member shall notify the Chair or OTC staff at least 24 hours in advance of a meeting if the member is unable to attend. In an emergency, the member shall contact the Chair or staff as soon as is reasonably possible.

Section 5. *Resignation or Removal from Membership*

A. Members who change employment, change their role at their current place of employment or leave Oregon may be asked to resign by the Director. The Director may appoint a person to fill out the remainder of the member's term according to the provisions of this Article.

B. A member's seat may be declared vacant due to lack of attendance. A member may be removed following the lack of attendance at three successive scheduled meetings of the OTC.

ARTICLE III -- OFFICERS

Section 1. *Officers*

The Officers of the OTC shall be the Chair and the Vice Chair(s). The Chair, or the Vice Chair per the Chair's request, shall preside at all meetings of the OTC.

Section 2. *Terms of Office*

The Chair and Vice Chair(s) may serve in their roles for no longer than four (4) years.

Section 3. *Election of Officers*

The Chair and Vice-chair shall be selected by a majority vote of the OTC from among the Council's private sector members.

Section 4. *Resignation of Officers*

Resignations of the Chair or Vice Chair(s) must be made in writing to the Director. Election of a successor shall follow provisions of this Article.

ARTICLE IV -- MEETING PROCEDURES, VOTING RIGHTS AND QUORUM

Section 1. *Meeting Procedures*

A. The OTC shall hold regular meetings at least four times per fiscal year at a place, day and time determined by the Chair.

B. The Chair may from time to time request a special or emergency meeting. Special meetings may also be requested by a written request submitted by a majority of the voting members of the Council. The provisions of this Article shall govern the conduct of these meetings.

C. OTC members may attend and participate in meetings in person, or by phone or video conference.

D. Notice of all regular meetings of the OTC shall be provided, and all meetings shall be held, in accordance with Oregon's Public Meetings Law, ORS 192.610 to 192.690. Meeting notices shall be emailed to each member of the OTC.

Section 2. *Voting Rights*

A. Each voting member of the OTC, who is physically present or attending by video or phone conference, may cast a single vote on any items being deliberated.

B. Proxy and absentee voting is not permitted.

Section 3. *Conflicts of Interest*

A. All OTC members and committee members are subject to the provisions of Oregon Revised Statutes (ORS) chapter 244 and Employment Department policies regarding conflicts of interest. OTC staff shall provide written copies of these provisions to all members.

B. OTC members and committee members shall notify OTC staff in writing of actual or potential conflicts of interest that may arise. Members shall state for the record any conflict of interest during OTC meetings and refrain from discussion and voting on any matter on which the member has a conflict of interest.

Section 4. *Quorum*

A. To transact business at an OTC meeting, a quorum of voting members must be in attendance. A simple majority of the voting members of the OTC constitutes a quorum.

ARTICLE V -- OVERSIGHT OF OREGON TALENT COUNCIL FUND

Section 1. *Authority*

The OTC shall have authority to make decisions on the use of the funds allocated to it by the Employment Department from the Oregon Talent Council Fund, as described in the Act.

Section 2. *Criteria for Investment Allocations*

The OTC shall develop written criteria to guide its investments. The Council will consider the findings and recommendations in the Oregon Talent Plan in developing its investment criteria.

Section 3. *Administration of Funds*

Processes related to the Council's Requests for Proposal (RFP), disbursement of funds and other related activities shall follow operating and procurement policies of the Employment Department. The Council's investment recommendations shall be reviewed and approved by the Director prior to release of funds. The OTC shall prepare an annual report regarding its use of funds and other activities for the Director, as required by the Act.

ARTICLE VI-- COMMITTEES

The OTC may establish one or more committees to exercise duties delegated by the Council. The creation of a committee must be approved by a majority of the OTC voting members. The OTC shall have the power at any time to change the number of committee members, and change the functions of or terminate the existence of a committee.

All committee members shall be appointed by the Chair. The Chair may appoint members of the OTC and other interested persons to serve on committees. All OTC committees shall include at least two OTC voting members. All work or recommendations by committees will be subject to approval by the OTC.

ARTICLE VII -- GENERAL PROVISIONS

Section 1. *Council Operations*

The OTC shall operate within applicable state and federal laws.

Section 2. *Participation in Meetings*

Participation in meetings shall be limited to OTC voting and non-voting ex-officio members, staff working with the OTC except that:

A. Non-members may present regularly scheduled agenda items that call for reports or participation by non-members.
B. At the discretion of the Chair, non-members may offer comments or otherwise participate if relevant to material to the matter under consideration before the OTC.

Section 3. *Action Items*

The OTC shall assure to the extent possible that action items before the Council have been discussed fully and openly prior to taking action. The OTC may postpone any action on any particular item as it deems necessary.

Section 4. *Staffing*

Staff for the OTC shall be employees of the Employment Department. Staff shall work on implementation of the policies, goals and activities of the OTC and shall make regular reports to the OTC regarding implementation. OTC staff shall also be responsible for preparing and distributing meeting agendas and materials in keeping with these bylaws.

ARTICLE VIII -- BYLAW CHANGES

These bylaws may be amended, repealed, or new bylaws enacted, by an affirmative majority vote of the OTC.

Approved on November 12, 2015 by the Oregon Talent Council.