

**Bylaws of the
Napa Valley Adult Education Consortium**

ARTICLE I - NAME, PURPOSE, PRINCIPLES and FUNDING

Section 1 - Name

The name of the organization shall be Napa Valley Adult Education Consortium (NVAEC).

Section 2 - Purpose

The purpose of the NVAEC is to implement the comprehensive three-year plan developed through the AB86 Adult Education Consortium Grant and revisions to the plan, as needed, to better provide adults in the region with the following programs specified within current legislation:

- Programs in elementary and secondary skills, including those leading to a high school diploma or high school equivalency certificate.
- Programs for immigrants in citizenship, ESL, and workforce preparation.
- Programs for adults, including, but not limited to, older adults, that are primarily related to entry or re-entry into the workforce.
- Programs for adults, including, but not limited to, older adults, that are primarily designed to develop knowledge and skills to assist elementary and secondary school children to succeed academically in school.
- Programs for adults with disabilities.
- Programs in career technical education that are short term in nature with high employment potential.
- Programs offering pre-apprenticeship training conducted in coordination with one or more apprenticeship programs approved by the Division of Apprenticeship Standards.

NVAEC will ensure that the projects, activities, and strategies undertaken are aligned with the objectives of the legislation for the adult education program, and included in the NVAEC Three-Year Plan:

1. An evaluation of current levels and types of adult education programs within its region, including education for adults in correctional facilities; credit, noncredit, and enhanced noncredit adult education coursework; and programs funded through Title II of the federal Workforce Investment Act, known as the Adult Education and Family Literacy Act (Public Law 05-220).
2. An evaluation of current needs for adult education programs within its region.

3. Plans for parties that make up the consortium to integrate their existing programs and create seamless transitions into post secondary education or the workforce.
4. Plans to address the gaps identified pursuant to paragraphs (1) and (2).
5. Plans to employ approaches proven to accelerate a student's progress toward his or her academic or career goals, such as contextualized basic skills and career technical education, and other joint programming strategies between adult education and career technical education.
6. Plans to collaborate in the provision of ongoing professional development opportunities for faculty and other staff to help them achieve greater program integration and improve student outcomes.
7. Plans to leverage existing regional structures, including but not necessarily limited to, local workforce investment areas.

Section 3 - Guiding Principles

- The NVAEC places the highest value on students achieving their educational and career goals.
- The NVAEC strives to help improve the community by providing adults with educational pathways to the workforce, advancement within the workforce, skill building advancement, and higher education.
- The NVAEC works collaboratively and fairly to allocate financial resources and achieve efficiency in meeting the needs of NVAEC students.
- The NVAEC shares responsibility and accountability for all project and student outcomes.
- Adult education programs are open to all adults in accordance with current laws and regulations. The goal is to balance access and success.
- The NVAEC adheres to a transparent process of open and collegial communication.

Section 4 - Funding

- The NVAEC recognizes members have multiple revenue streams that directly or indirectly support the purpose of the NVAEC.
- The NVAEC recognizes that it will receive an annual allocation of funding from the California Adult Education Program (CAEP).
- The NVAEC will annually allocate funding for members in accordance with the law and the annual work plan/budget approved by the Board of Directors.
- Mandated and contract negotiated cost increases will be considered first in developing the annual budget before other AEP funded projects.

ARTICLE II - MEMBERSHIP

Section 1 - Membership

Membership in the NVAEC is governed by current California State legislation.

Section 2 - Participants

The members of the NVAEC are:

- Napa Valley College (NVC)
- Napa Valley Unified School District Adult Education (NVAE)
- Napa County Office of Education (NCOE)
- Calistoga Joint Union School District (CJUSD)
- St. Helena Unified School District (SHUSD)

Section 3 - Board of Directors Representation

Each of the organizations in section 2 must have representation on the Board of Directors by the official designated by their respective local governing boards or elected Superintendent. Additional representatives from each member organization may attend the Board of Directors' meetings. All members are expected to abide by the bylaws of the NVAEC.

Section 4 - Non-voting Membership

The Board of Directors shall have the authority to establish and define non-voting categories of membership. Other organizations serving adults in the NVAEC region may be invited to participate in the consortium as non-voting members.

ARTICLE III - MEETINGS

Section 1 - Board of Directors Meetings

There will be a minimum of three meetings of the Board of Directors annually, open to the public, taking place in the months of August, January, March, and/or May at a time and location which will be designated by the Chair and approved by the Board of Directors. At the meeting in August the Board of Directors shall elect a Chair and Vice-chair. At these meetings the Board of Directors will receive reports on the activities of the Consortium members in relation to the annual and three-year plans and the budget and expenditures to date. Opportunities will be provided for public comment.

Board members unable to attend a Board of Directors meeting in person may participate by phone provided the agenda and documents have been posted

according to Section 4 and the posted agenda specifically includes that the member will be calling from a designated place open to the public.

Section 2 - Subcommittee Meetings

Subcommittee meetings of the members and invited partners shall be held as agreed, at a time and place designated by the Board of Directors. All members and invited partners, as needed, will be notified of meetings as far as possible in advance of the meeting, but no later than 3 days prior to the scheduled meeting.

Section 3 - Special Meetings

Special meetings may be called by the Chair, or by a simple majority of the Board of Directors.

Section 4 - Notice of Board of Director Meetings

The Board of Directors' meetings will be noticed at least 72 hours in advance. The agenda and documents for the meeting shall be posted at each member's main office and on the Consortium web site.

Section 5 - Quorum

For meetings of the Board of Directors, a quorum shall be a majority of the voting members. A seven (7) member Board of Directors requires five (5) members present to constitute a quorum. Meetings may still be held without a quorum for the purpose of presentation or discussion. However, no actions or voting may take place without a quorum.

Section 6 - Voting

Members shall attempt to reach decisions by consensus. However, if a clear consensus cannot be obtained, decisions shall be reached by a majority vote (see below description of votes). Proxy voting and absentee ballots are not permitted.

Annual Consortium Fiscal Administration Declaration (CFAD Budget) must be approved by consensus of all voting members as required by legislation.

ARTICLE IV - BOARD of DIRECTORS

Section 1 - Role, Size, and Compensation

The Board of Directors is responsible for overall policy and direction of the Consortium. The Board of Directors will be comprised of the member organizations' officials

designated by the local governing boards of each member organization or the Superintendent.

Section 2 - Officers and Duties

There shall be two officers of the Board of Directors consisting of a Chair and Vice-chair. Their duties are as follows:

The Chair shall preside at all meetings of the Board of Directors, oversee preparation of the meeting agendas and supporting materials, and perform other duties, which may be assigned by the Board of Directors.

The Vice-chair shall act as Chair in the absence of the Chair and shall perform such other duties as may be prescribed by the vote of the Board of Directors.

Section 3 - Voting

Each member will have one vote. In order to cast a vote, at least three of the four member organizations must be present. In case of a tie, the discussion will continue until the tie is broken.

Summary of votes by participants:

| | |
|---------------------------------------|---------|
| Napa Valley College | 2 votes |
| Napa Valley USD/Adult Education | 2 votes |
| Napa County Office of Education | 1 vote |
| Calistoga Joint Union School District | 1 vote |
| St. Helena Unified School District | 1 vote |

All decisions under the jurisdiction of the Board of Directors will be decided by a simple majority vote unless otherwise indicated in these by-laws.

ARTICLE V - COMMITTEES

Section 1 - Committee Formation

The Board of Directors may create committees as needed. Committees will operate under the direction of the Board of Directors and coordinated by a chair appointed by the Board of Directors.

Section 2 - Committee Minutes

Any committee will keep regular minutes of its proceedings and make these minutes available to the Board of Directors.

ARTICLE VI - FISCAL YEAR

The fiscal year of NVAEC shall run from July 1 to June 30.

ARTICLE VII - AMENDMENTS

The Bylaws may be altered or amended at a properly published meeting of the NVAEC by two-thirds of the total Consortium membership, provided that notice of the proposed change has been sent to each Consortium member at least 7 days prior to the meeting.

ARTICLE VIII - FISCAL AGENT or DIRECT FUNDING

The Board of Directors shall vote annually whether to have a direct funding model or a fiscal agent model. If the fiscal agent model is selected, then each member will have an opportunity to offer to be the fiscal agent and propose how they will carry out the duties as fiscal agent. The Board of Directors will then vote and select the member to be the fiscal agent.

Section 1 - Fiscal Agent

A fiscal agent acts as a banker. It processes expenses related to the AEP as agreed upon by the Executive Committee. It certifies that the AEP expenditures have been prepared in accordance with applicable federal and state laws and regulations. It works with the Board of Directors to implement fiscal decisions made by the Board of Directors.

Approved: NAPA VALLEY ADULT EDUCATION CONSORTIUM
October 21, 2019