

# **WORKFORCE INVESTMENT SAN FRANCISCO**

Local Workforce Investment Board for the City and County of San Francisco

## **BYLAWS of Workforce Investment San Francisco Board**

**Last Amended December 13, 2022**

### RECITALS:

- A. WHEREAS, the Workforce Innovation and Opportunity Act (WIOA) of 2014, Public Law 113-128, authorizes the expenditure of federal funds for workforce development programs in designated Local Areas.
- B. WHEREAS, the State of California has designated the City and County of San Francisco as a Local Area for purposes of WIOA.
- C. WHEREAS, the WIOA and state law require Local Areas to establish a Local Workforce Development Board to provide policy guidance and oversight of the local workforce development activities.
- D. WHEREAS, federal, state and local law govern the composition of the Local Workforce Development Board, and set forth the rules governing the method by which members may be appointed.
- E. WHEREAS, In San Francisco, the Local Workforce Development Board is Workforce Investment San Francisco (WISF).
- F. WHEREAS, pursuant to Section 30.3 of the San Francisco Administrative Code, the Office of Economic and Workforce Development (OEWD) is charged with supporting the work of the WISF.

### **1.0 Name & Definitions**

#### 1.1 Name

The name of this body shall be Workforce Investment San Francisco (“WISF”).

#### 1.2 Definitions

The following terms and their definitions shall apply to these Bylaws:

- a. The Workforce Innovation and Opportunity Act of 2014, 29 U.S.C. § 3101 et. seq., is referred to herein as “the Act” or “the WIOA.”
- b. The certified Local Workforce Development Board of San Francisco is referred to herein as “the LWDB.”
- c. Individuals who serve on the LWDB are referred to herein as “Members.”
- d. The secretary of the LWDB is referred to herein as “Secretary.”
- e. The Mayor of the City and County of San Francisco is referred to herein as the “the Chief Local Elected Official (CLEO).”

- f. The working partnership, as described in the Master Partnership Agreement, between the LWDB and the CLEO is referred to herein as the “Partnership.”
- g. The term “Local Area” means a Local Workforce Development Area designated under WIOA Section 106.

## 2.0 **Mission Statement**

The purpose of Workforce Investment San Francisco (WISF) is to provide a forum where business, labor, education, government, community-based organizations and other stakeholders work together to increase San Francisco’s capacity to address the supply and demand challenges confronting the workforce. The WISF aims to design and implement a workforce development system that prioritizes scarce employment and training resources in conformance with the Workforce Innovation and Opportunity Act of 2014, 29 U.S.C. § 3101 et seq. and other appropriate legislative and policy authorities.

## 3.0 **Equity Statement**

### 3.1 Principles of Employment Equity

WISF intends to uphold the Principles of Employment Equity co-created by the Office of Economic and Workforce Development, the Human Rights Commission, and community members in service of economic equity.

The Principles of Employment Equity ensure that OEWD’s programs and services do not disadvantage or limit access, training, or employment opportunities based on race, ethnicity, gender identity, housing status, age, disability, sexual orientation, immigration status, country of origin, language, or justice system involvement. We acknowledge the intersectionality of each of these characteristics, particularly race and the continuing legacy of anti-Black racism, which disproportionately affects access and opportunity for each of these groups. OEWD is committed to addressing our responsibility to advance workforce equity through our programs and services by changing the beliefs, policies, institutions, and systems that have limited employment and career success for too many San Franciscans. Every resident of San Francisco deserves the opportunity to achieve employment and economic success. Our goal is to help develop a skilled and equipped workforce that reflects the diversity and assets of all of the City’s residents.

### 3.2 Ramaytush Ohlone Land Acknowledgment

Before the meeting is called to order and roll call is announced, the Secretary shall recite the Ramaytush Ohlone Land Acknowledgment:

*The Workforce Investment San Francisco Board acknowledges that we are on the unceded ancestral homeland of the Ramaytush (rah-my-toosh) Ohlone who are the original inhabitants of the San Francisco Peninsula. As the indigenous*

*stewards of this land, and in accordance with their traditions, the Ramaytush Ohlone have never ceded, lost, nor forgotten their responsibilities as the caretakers of this place, as well as for all peoples who reside in their traditional territory. As guests, we recognize that we benefit from living and working on their traditional homeland. We wish to pay our respects by acknowledging the Ancestors, Elders, and Relatives of the Ramaytush Ohlone community and by affirming their sovereign rights as First Peoples.*

#### 4.0 **Membership of the Certified Local Workforce Development Board**

##### 4.1 Appointments

The Mayor, in his or her capacity as CLEO, appoints members to the LWDB from among individuals meeting membership criteria. Members serve at the pleasure of the Mayor.

Pursuant to section 30.4(a) of the San Francisco Administrative Code, prior to making any appointments to the WISF, the Mayor shall submit the name of each nominee to the Board of Supervisors. Unless the Board of Supervisors disapproves a nominee within thirty days after receipt of the Notice of Appointment, the appointment shall become final. The Mayor need not submit WISF nominees to Board of Supervisors for approval, if the Mayor appoints two (2) members of the Board of Supervisors to the WISF.

In order to advance employment equity and in accordance with Section 3.1 of this document, WISF intends to ensure racial and gender equity in appointment nominations, appointments, and members of the LWDB.

##### 4.2 Authorized membership

The WISF shall be composed of no fewer than 19 members and no more than 40 members.

##### 4.3 Criteria for member categories

In accordance with the WIOA, 29 U.S.C. § 3122, the LWDB shall be composed of the following categories of voting Members:

###### a. BUSINESS

At least 51 percent of Members of the LWDB shall be representative of businesses in the local area who:

- 1) Are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
- 2) Represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality work-relevant training and development in in-demand industry sectors or occupations in the local area; and
- 3) Are appointed from among individuals nominated by local business organizations and business trade associations.

b. WORKFORCE

At least 20 percent of the Members of the LWDB shall be representatives of the workforce within the Local Area, who:

- 1) Shall include representatives of labor organizations who have been nominated by local labor federations;
- 2) Shall include a representative, who shall be a member of a labor organization or a training director from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
- 3) May include representatives of community-based organizations that are not funded or intend to pursue funding overseen by the WISF and have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans, individuals reentering from jail or prison, individuals experiencing homelessness, immigrants, refugees, public benefits recipients or organizations that provide or support competitive integrated employment for individuals with disabilities; and
- 4) May include representative of organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

c. EDUCATION

The LWDB shall include representatives of entities administering education and training activities in the Local Area, who:

- 1) Shall include a representative of eligible providers administering adult education and literacy activities under Title II of the WIOA;
- 2) Shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);
- 3) May include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.

d. GOVERNMENT AND COMMUNITY DEVELOPMENT

The LWDB shall include representatives of governmental and economic and community development entities serving the Local Area, who:

- 1) Shall include a representative of economic and community development entities;
- 2) Shall include an appropriate representative from the State employment services office under the Wagner-Peyser Act serving the local area;

- 3) Shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 serving the Local Area;
- 4) May include representatives of agencies or entities administering programs serving the Local Area relating to transportation, housing, and public assistance; and
- 5) May include representatives of philanthropic organizations serving the local area.

4.4 Other Members

The Membership of the LWDB may include other individuals or representatives of entities as determined appropriate by the CLEO.

4.5 One Vote

All Members shall have one vote regardless of the number of membership categories they may meet.

4.6 Term of appointment

The regular term of each member is two years, expiring on January 31 of every other year, or until the CLEO appoints a successor, whichever comes later. The initial term for not more than 50% of the members, randomly selected, is one year so that only 50% of the members are replaced or re-appointed at one time. Thereafter all terms shall be 2 years.

4.7 Tenure on Board

Board members shall remain on the Board until:

- a. their term expires and CLEO has appointed a successor;
- b. they resign in writing;
- c. they no longer hold the status for membership on the Board under which they were appointed, as determined by the Chair; or
- d. they are removed from the LWDB for cause.

4.8 Change of member affiliation

Any Member who experiences a change of professional affiliation (e.g. by terminating employment with the entity that the member was affiliated with at the time of appointment) shall inform the Chairperson of such change. At the Chairperson's discretion, the member may continue to serve on the LWDB if the new affiliation is within the same membership category (e.g. business, education) and if the new affiliation allows the member to continue to fulfill his or her LWDB responsibilities with the same level of effectiveness as before.

4.9 Resignation of membership

Any Member may resign from membership by submitting written notice to the Secretary and to the CLEO at least thirty (30) days prior to the effective date of the resignation.

4.10 Removal from membership

Any Member may be recommended for removal from membership by a vote of two-thirds of the Members present and voting.

Reasons for removal include failure to attend, either as self or via designated alternate, at least half of the regularly scheduled meetings of the LWDB during the twelve-month year (February 1 – January 31), or a failure to attend two (2) consecutive meetings without prior notification to the Secretary and without a designated alternate (“unexcused absences”).

Once the LWDB has voted to recommend removal of a Member, the following procedures shall be followed:

- a. A notice shall be sent by prepaid first class or registered mail to the most recent address of the Member, as shown on the LWDB’s records, setting forth the action to be taken, the reasons for the action, and the date, time and place of the hearing provided for in this section. Such notice shall be sent at least fifteen (15) days before the proposed effective date of termination.
- b. The Member proposed for removal shall be given an opportunity to be heard, either orally or written, at a hearing to be held not fewer than five (5) days before the effective date of the proposed removal. The hearing will be held before the LWDB.
- c. Following the hearing, the LWDB shall decide whether or not the Member should be removed. The decision of the LWDB shall be final.

#### 4.11 Vacancies

Any vacancies on the LWDB will be filled in accordance with section 4.1 of this document (Appointments). Where the vacancy is in an unexpired term, the appointment shall be for the remainder of the term.

#### 4.12 Designated Alternates

Pursuant to 20 C.F.R.. § 679.310(g)(4), LWDB bylaws must describe the proxy and alternative designee process that will be used when a LWDB member is unable to attend a meeting.

Where a Board member is unable to attend a LWDB meeting, the member may, upon written approval by the Chairperson in advance of the meeting, appoint a Designated Alternate to attend on the LWDB member’s behalf. Designated Alternates for a single meeting must be from the same organization and must meet the same Membership criteria as the LWDB member, and must be appointed in conformance with Designated Alternate Procedures, including any ethics and disclosure requirements for City officers in affect at that time.

If a LWDB member intends to designate an alternate for more than one meeting in a calendar year (February 1 – January 31), then the LWDB member may, upon written approval by the Chairperson, appoint a Designated Alternate to attend on his or her behalf. The Designated Alternate must be from the same

organization and must meet the same Membership criteria as the LWDB member. The Designated Alternate must be sworn in by the Mayor's Liaison to Commissions and Appointments and must submit ethics and disclosure requirements for City officers in effect at that time.

4.13 Annual Statement of Economic Interests

Members and Designated Alternates have must submit to the Secretary, upon their appointment to the LWDB, and annually during their membership, a completed and signed Statement of Economic Interests and any other documents required by federal, state or local laws governing conflicts of interest.

5.0 **Officers of the Certified Local Workforce Development Board and Support Functions**

5.1 Officers

The Officers of LWDB shall consist of a Chairperson and Vice Chairperson.

5.2 Chairperson

- a. The Chairperson shall be elected by a majority vote of the LWDB, from among the members representing the business category of membership, as described in Section 4.3a of this document. The Chairperson shall preside at all meetings of the Executive Committee and the LWDB.
- b. The CLEO and Chairperson shall make all appointments to the LWDB, the authority for which is not otherwise designated in the Act. The Chairperson shall make appointments to other committees.
- c. The Chairperson shall serve as an ex-officio member of all committees, with full voting privileges.
- d. The Chairperson shall approve signatories for bank accounts and contracts.

5.3 Vice Chairperson

The Vice Chairperson shall be elected by a majority of the members of the Executive Committee, and shall act in the place and stead of the Chairperson in the event of the Chairperson's absence, in ability or refusal to act, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. In the event a Vice Chairperson has not been elected by the Executive Committee, and the Chairperson is unable to chair the WISF meeting, an acting Chairperson shall be elected by a majority of the WISF.

5.4 Support Functions provided by OEWD

A staff person from OEWDs Workforce Division shall be designated Secretary and support the LWDB as described below:

- a. The Secretary shall attend all meetings of the LWDB and the Executive Committee and shall record all votes and the minutes of such meetings, to be kept at all times in accordance with state and local public meeting

- laws. The Secretary shall provide for the recording of all votes and proceedings of Standing Committees.
- b. The Secretary shall at all times keep the original copy of the agendas and minutes of LWDB and Executive Committee meetings, Bylaws and other business records of LWDB.
- c. The Secretary shall give and document such notices as required by state and local public meeting access laws and these Bylaws.

**6.0 Committees of the Certified Local Workforce Development Board**

**6.1 Guiding principles**

- a. The Standing Committees shall:
  1. Conduct public hearings and take public testimony when needed to ensure that all viewpoints are considered, and in all cases when required by statute or regulation.
  2. Provide the LWDB with readily available expertise regarding the policies and direction of the LWDB.
  3. Review staff recommendations during appropriate public hearings and advise the LWDB and the Executive Committee regarding action to be taken.
  4. Provide for broad community participation in LWDB activities.
- b. Members of Committees who are not Members of the LWDB as set forth in section 4.0, above, shall be voting members of the Committee, but shall not be voting members of the LWDB.
- c. It shall be the responsibility of each committee to establish its schedule for meeting and to ensure that all interested parties are provided with adequate notice of such schedules in conformance with public meeting laws. Committee Chairpersons may delegate such responsibilities to Staff.

**6.2 Executive Committee**

At the direction of the Chairperson, an Executive Committee may be established. Such Executive Committee shall be comprised of not more than nine (9) Members of LWDB, and all shall be appointed by the Chairperson. The total number of Members appointed, if less than nine (9)), shall be either five (5) or seven (7). This committee shall review the work plans of other committees, ensure coordination of the work of all committees and hear reports on their progress. This committee is authorized to act on behalf of LWDB provided that all action taken on behalf of LWDB shall be subsequently presented to LWDB for consideration. This committee shall hear, review and refer matters for action from other committees to LWDB as Consent Calendar item, see Section 7.2.

This Committee shall be responsible for reviewing and advising, the LWDB on policy and funding recommendations for programs and services for adult job seekers. This Committee shall develop and recommend portions of the San Francisco Local Plan for Workforce Investment and Development as required by



various federal, state, and local agencies, relating to adult services, including service delivery methods. This Committee shall develop and recommend program plans, eligibility requirements, priority of services, and design and solicitation criteria for adult job seekers. This committee shall prepare recommendations for local criteria for the Eligible Training Provider List (ETPL).

This Committee shall be responsible for the research and evaluation tasks of the LWDB. These tasks shall include responsibilities for the review of and advice regarding the overall quality of programs authorized by the LWDB. These tasks include assistance in developing a robust capacity driven by federal mandates, best practices, and employer needs through analysis and assessment of programs for job seekers and employers, capacity of service providers, relative success and significance of interventions to move people in San Francisco to high skill, high wage employment.

### 6.3 Youth Committee

At the direction of the Chairperson, a Youth Committee may be established.

#### a. Membership

This committee shall have a chairperson who is a Member of the LWDB and shall be supported by an OEWD staff person. The Youth Committee shall be appointed by the LWDB Chairperson, and shall include:

1. Members of the LWDB with special interest or expertise in youth policy;
2. Representatives of youth service agencies, including juvenile justice and local law enforcement agencies;
3. Representatives of local housing authorities;
4. Parents of youths seeking assistance from LWDB programs;
5. individuals, including former participants, and representatives of organizations, that have experience relating to youth activities;
6. Representatives of the Job Corps, as appropriate; and
7. Other individuals or representatives of entities as determined appropriate by the LWDB in cooperation with the CLEO.

#### b. Duties

1. Develop portions of the Local Plan relating to eligible youth;
2. Develop, approve and recommend the design and solicitation criteria for youth services and activities; and
3. Conduct oversight with respect to the eligible providers of youth activities.
4. Coordinate youth activities as authorized in the Act.
5. Other duties determined appropriate by the Chairperson of the LWDB.

### 6.4 Sector Committees

The Chairperson may establish Sector Committees that include employers and other key industry stakeholders. These Committees shall provide recommendations to the WISF to direct workforce services to meet the needs of the targeted industry. These Committees shall also advise job training academies and other workforce services designed to serve the targeted industries.

6.5 Coordination with Committee on Citywide Workforce Alignment

Per San Francisco Administrative Code Chapter 30, WISF intends to coordinate with the Committee on Citywide Workforce Alignment (“Alignment Committee”) to ensure that the goals of WISF are incorporated into the five-year Citywide Workforce Development Plan produced by the Alignment Committee and that public sector expertise is incorporated into WISF decision-making. WISF will be responsible for reviewing and commenting on the five-year Citywide Workforce Development Plan and biennial updates to the Citywide Workforce Development Plan produced by the Alignment Committee.

6.6 Other Committees

From time to time, the Chairperson may establish Ad Hoc Committees or Task Forces to accomplish specific projects. The need for such committees will be determined by the Chairperson, along with their composition, membership and structure.

6.7 Term of appointment

Unless otherwise specified in the request to serve as a member of any committee, the term of appointment will be one (1) year. Each year, after the election of Officers of the LWDB, the Chairperson shall review all committee assignments and will issue new letters of appointment.

7.0 **Meetings of the LWDB & Committees**

7.1 Agenda

The Agenda shall be set by the Director of Workforce Development in consultation with the Chairperson. Members may request that an item be placed on the agenda through the Chairperson.

7.2 Regular Meetings

- a. LWDB: Regular meetings of the LWDB shall occur at least once in each calendar quarter, i.e., March, June, September, and December. The future schedule of meeting dates and locations may be determined by the Executive Committee and will be published annually no later than November 30. Notice of any change to scheduled dates and locations will be delivered to Members at least ten (10) days in advance of the meeting.

- b. Executive Committee: If established, the Executive Committee shall establish a meeting schedule. Executive Committee meetings may be held in conjunction with meetings of the LWDB.
- c. Other Committees: Other committees shall establish a regular meeting schedule in accordance with their particular function.

### 7.3 Special meetings

- a. LWDB: A special meeting of the LWDB may be called by the Chairperson or by the Executive Committee. In addition, five percent or more of the Members may call a special meeting of the Members for any lawful purpose.
- b. Executive Committee: The Chairperson, the Vice-Chairperson or any two Directors may call special meetings of the Executive Committee. The Director of Workforce Development after consultation with at least one Director may also call a special meeting.

### 7.4 Notice of meetings

Notices of LWDB or Executive Committee meetings shall include the date, time and location of the meeting as well as an agenda containing a brief, concise and non-technical description of items to be considered, in conformance with public meeting laws.

- a. Regular meetings  
Written notice of all regular meetings of the LWDB or Executive Committee shall be sent to Members not less than seven (7) days before the date of the meeting, provided the notice is mailed with first-class postage, or by facsimile or e-mail. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.
- b. Special meetings  
A written notice of the time and place of special LWDB or Executive Committee meetings shall be delivered personally to each Member by facsimile or e-mail, telegraph or first-class mail, with charges prepaid, addressed to the Member as it is shown on such records of the LWDB, or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the LWDB are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally by facsimile or e-mail, it shall be so delivered at least seventy-two (72) hours prior to the time of the holding of the meeting.
- c. Public notice

The Secretary shall mail copies of notices for all regular and special LWDB or Executive Committee meetings to interested parties, and see that the notices are posted in the San Francisco Public Library, on the Office of Economic and Workforce Development website, at the meeting location, and in a location freely accessible to members of the public at least seventy-two (72) hours before the meeting.

Explanatory documents referred to in the notices will be made available for public inspection at the Workforce Development office during normal business hours, and posted on the Office of Economic and Workforce Development website with the agenda if they are one page in length.

### 7.5 Quorum

No action may be taken at a meeting that lacks a quorum. If a Member cannot attend, the Member may, in accordance with the Designate Alternate Procedures, designate an alternate to attend who meets the same Membership criteria and who is prepared to participate in the meeting in the same manner as the Member.

a. Constitution of a quorum

1. LWDB: At all meetings of the LWDB, a quorum shall consist of a majority of the members of the LWDB. For a motion or other transaction to be adopted by the LWDB, it must be supported by 51% of LWDB Members.
2. All Committees: The presence of a majority of the Members at a meeting of each committee shall constitute a quorum.

b. Failure to achieve a quorum

When a quorum is not achieved, the only official actions that the body may take are to (1) fix the time to which adjourn, (2) adjourn the meeting, (3) recess the meeting, or (4) take measures to secure a quorum. Neither the LWDB nor any of its committees may take action on agenda items. However, Members may remain to discuss any matter with the public, and those proceedings may be presented at the next meeting of the body to become part of the body's record.

### 7.6 Use of Technology

Per 20 C.F.R. § 679.310(g)(5), LWDB Bylaws must establish the use of technology, such as phone and Web-based meetings, that will be used to promote WDB member participation.

All WDB meetings shall be conducted in conformance with the Ralph M. Brown Act, California Government Code Section 54960, et. Seq. as amended and the San Francisco Sunshine Ordinance, Chapter 67 of the San Francisco Administrative Code, both of which address the use of technology for board member participation, as well as any State and Local requirements regarding the use of technology to promote Board member participation in meetings under special conditions (e.g., public health emergency).

#### 7.6 Public testimony on agenda items

Public comment is required before action can be taken on an agenda item. The Chairperson may limit time for the public testimony to three (3) minutes per individual.

#### 7.7 Public testimony on other matters

Time shall be scheduled on the meeting agenda, after conclusion of other business and prior to adjournment, for public testimony on matters appropriate to the responsibilities of the LWDB but not stated on the agenda. The Chairperson may limit time for the public testimony to three (3) minutes per individual.

#### 7.8 Action on items not on the agenda

Action shall not be taken at any meeting on items not on the agenda except in emergencies or unless Members find that failure to act would threaten serious injury to the public interest, in conformance with public meeting laws. The Executive Committee shall adopt a resolution specifying the nature of the emergency or the threat of serious injury to the public interest, and shall offer members of the public in attendance the opportunity to give testimony.

#### 7.9 Meeting minutes and materials

Draft meeting minutes and final meeting materials of the WISF are available for public inspection no later than 10 business days after the meeting.

### **8.0 Voting by Members**

#### **8.1 Procedures**

All Members may make motions and vote except as restricted by these Bylaws or by law. Each Member shall be entitled to one vote on each matter submitted to a vote of the LWDB or to a committee.

Voting at a meeting of the LWDB or Executive Committee may be by voice, show of hands, or by ballot.

#### **8.2 Consent Calendar**

The Executive Committee may present recommendations for action to the LWDB on a Consent Calendar. Notice of Consent Calendar recommendations shall be provided with notice of meetings pursuant to section 7.3 of these Bylaws. Each member shall be entitled to affirm the action or to oppose the action to adopt the Consent Calendar recommendations.

#### **8.3 Restrictions**

- a. No Member shall vote on, or participate in the discussion, concerning any portion of a plan, a contract, a subcontract, or any other matter regarding the provision of services by such Member, or an entity

represented by such Member, or that would provide financial benefit to the Member or to the immediate family of such Member.

- b. No member may engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Workforce Development Plan.
- c. No Member may engage in any other activity that would violate federal, state, or local conflict of interest laws.

8.4 No Abstentions

All Members are required to vote unless excused from voting by a motion adopted by a majority of the Members present, or unless voting on the matter would violate the restrictions of Section 8.3 of these Bylaws.

9.0 **Amendments to & Matters Not Addressed in the Bylaws**

The Bylaws may be amended at any meeting of the Members at which a quorum is present by an affirmative vote of a majority of the Members present, provided that notice of any amendment is explicit and is included with the materials for the meeting received at least *thirty (30)* days in advance of the meeting.

Matters not discussed in the Bylaws will be resolved under the provisions of Robert's Rules of Order.