

**WORKFORCE DEVELOPMENT COUNCIL**  
**2025 PROPOSED BY-LAWS CHANGE**

As part of our governance responsibilities, the Workforce Development Council (WDC) is proposing amendments to its by-laws to ensure that the State of Hawai'i remains fully aligned with the federal Workforce Innovation and Opportunity Act (WIOA) while strengthening organizational clarity and consistency. These updates also aim to modernize the by-laws, resolve administrative inconsistencies, and better reflect the Council's current direction and strategic priorities.

WIOA requires that the Governor establish by-laws that, at a minimum, address specific provisions such as the nomination process, vacancies, use of technology, and active member participation.

Attached for your review are the draft amendments, which include proposed new language to be inserted under Article III which address participation and other membership conditions. We are also proposing several amendments to align the by-laws with the Council's current direction—for example, eliminating one committee and reconstituting another. We believe these changes will strengthen the Council's effectiveness, enhance relevance, and ensure that its structure continues to reflect evolving priorities and responsibilities.

The intent of these changes is to:

- Align the WDC's by-laws with WIOA §101(b) and 20 CFR §679.110;
- Provide greater clarity and transparency in membership and appointment processes; and
- Incorporate best practices used in other states, while preserving the Governor's authority for final appointments.

We are grateful to the Hawaii Attorney general's office for their legal review of the proposed verbiage to ensure consistency with Hawai'i statutes, including HRS Chapter 202 and Chapter 92, as well as to confirm compliance with WIOA.

Respectfully Yours,

Keith DeMello  
Chair, Special Projects Committee

Dion Dizon  
Vice-Chair, Special Projects Committee

**BACKGROUND:**

**Code of Federal Regulations (CFR)**

**A. § 679.110 What is the State Workforce Development Board?**

The Governor must establish by-laws that at a minimum address:

- (1) The nomination process used by the Governor to select the State WDB chair and members;
- (2) The term limitations and how the term appointments will be staggered to ensure only a portion of membership expire in a given year;
- (3) The process to notify the Governor of a WDB member vacancy to ensure a prompt nominee;
- (4) The proxy and alternative designee process that will be used when a WDB member is unable to attend a meeting and assigns a designee as per the following requirements:
  - (i) If the alternative designee is a business representative, he or she must have optimum policymaking hiring authority.
  - (ii) Other alternative designees must have demonstrated experience and expertise and optimum policy-making authority.
- (5) The use of technology, such as phone and Web-based meetings, that must be used to promote WDB member participation;
- (6) The process to ensure members actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities; and
- (7) Other conditions governing appointment or membership on the State WDB as deemed appropriate by the Governor.

## B. GAP ANALYSIS

Please refer to the above WIOA provisions in the CFR for the gap analysis grid provided below.

### **Hawai'i Workforce Development Council By-Laws Alignment with WIOA**

<b>WIOA Requirement</b>	<b>Current By-Laws (Feb 2024)</b>	<b>Gap / Issue</b>	<b>Proposed Amendments</b>
<b>1. Nomination process for Chair and members</b>	Art. IV, Sec. 4.1: Governor appoints Chairperson  Art. III, Sec. 3.1: Governor appoints members for staggered terms.	Appointment authority covered, but <b>no process for receiving nominations</b> from business orgs, labor orgs, etc..	<i>"The Council encourages allowing new voices and a broad range of perspectives to be represented."</i>
<b>2. Term limitations &amp; staggering</b>	Art. III, Sec. 3.1: Four-year staggered terms; limit of two consecutive terms	Fully addressed.	No change needed.
<b>3. Process to notify Governor of vacancies</b>	Art. III, Sec. 3.3: Member may resign by written notice to Governor & Chair  Art. III, Sec. 3.4: in cases where member is no longer eligible, Chair/Executive Committee may review eligibility.	Does not specify <b>formal notification to Governor</b> by Chair.	Proposed Art III. Sec 3.8 <i>"Chair must notify Governor in writing within 10 business days."</i>
<b>4. Proxy &amp; designee process</b>	Article V, Sec. 5.3: Other than ex-officio, Proxy/absentee voting prohibited.	Fully addressed	No change needed.

WIOA Requirement	Current By-Laws (Feb 2024)	Gap / Issue	Proposed Amendments
	Art. V, Sec. 5.6: Ex-officio members may designate designees with 1-week notice.		
<b>5. Use of technology to promote participation</b>	Art. V, Sec. 5.1: Meetings governed by Sunshine Law & WIOA.	Missing: a mandate to use technology  Silent on requiring tech to promote participation.	Proposed Art V, Sec 5.3  <i>"The Council shall provide teleconferencing, videoconferencing, and web-based platforms to promote participation, consistent with the State Sunshine Law. Participation by such means constitutes official attendance."</i>
<b>6. Ensure members actively participate in convening stakeholders, brokering employer relationships, leveraging support</b>	Art. V, Sec. 5.2: Members lose seat if absent from 3 consecutive meetings without valid excuse and where the board failed to constitute quorum necessary to transact board business	Addresses attendance, but <b>not broader participation duties as provided in 20 CFR § 679.110.</b>	Proposed Art III, Sec. 3.5  <i>"Council members shall actively engage in convening workforce system stakeholders, brokering relationships with a diverse range of employers, and leveraging public and private resources to support workforce development activities of the Workforce Development Council."</i>
<b>7. Other conditions governing membership</b>	Art. VII, Sec. 7.1–7.2: Ethics, conflicts of interest, no	This section reference ethics and conflicts of interest but it does not explicitly state	Proposed Art. VII, Section 7.1  <i>"All Council members shall comply with applicable state and federal ethics and conflict</i>

WIOA Requirement	Current By-Laws (Feb 2024)	Gap / Issue	Proposed Amendments
	compensation, reimbursements.	that Council members must comply with these requirements.	<i>of interest laws, including <b>Article XIV of the Hawai'i State Constitution, Hawai'i Revised Statutes Chapter 84, 2 CFR 200.318, and 20 CFR § 683.200.</b> Compliance with these provisions is a condition of membership on the Council."</i>

#### C. PROPOSED AMENDMENTS ON ARTICLE III: "MEMBERSHIP"

Section 3.1. Except for ex-officio members or their designees, Council members are appointed by the Governor for up to four-year staggered terms, with a limit of two consecutive terms (eight consecutive years), pursuant to HRS § 202-1 and HRS § 26-34. **The Council encourages allowing new voices and a broad range of perspectives to be represented.**

*Rationale: The current law and practice limit members to two consecutive four-year terms, but it is unclear whether an individual who has completed eight consecutive years may return to serve additional terms after a period of absence. However, we can add the last sentence to emphasize that one of the goals of the Council is to promote the healthy turnover of membership, allow new voices and perspectives to be represented by asking members to consider this goal if they are nominated for an additional term.*

Section 3.2. A member of each house of the legislature appointed by the appropriate presiding officer of each house shall be appointed to two-year terms beginning in January of odd-numbered years pursuant to HRS § 202-1.

~~(INSERT NEW SECTION)~~

~~Section 3.3. The Council shall assist the Governor by maintaining a standing pool of potential nominees for Council membership. Business representatives shall be selected from individuals nominated by statewide or regional business organizations and trade associations. Labor representatives shall be selected from individuals nominated by recognized state labor organizations.~~

~~(INSERT NEW SECTION)~~

~~Section 3.4 Nominations by must be submitted in writing, with documentation of the nominee's qualifications under WIOA. The WDC Executive Committee shall review nominations for completeness, verify compliance with WIOA and State requirements, and forward recommendations to the Governor. The Governor retains sole appointment authority.~~

*Rationale: Here are the reasons:*

*a. Federal Compliance: WIOA (§101(b)) and 20 CFR §679.110 require that the Governor's by-laws address the nomination process; current by-laws do not.*

*b. Transparency & Continuity: A standing pool of vetted nominees ensures timely appointments, prevents vacancies, and provides clarity on how candidates are identified.*

*c. Best Practice: States like Delaware, Alaska, and Oregon specify that the Governor shall appoint from a standing list of potential members nominated by state business organizations, or trade or labor organizations, with boards helping review for compliance before names go to the Governor.*

**(INSERT NEW SECTION)**

~~Section 3.5 In cases where an individual applies directly to the Governor or the Council for membership, staff shall acknowledge receipt and advise the applicant that, under WIOA, nominations must come through recognized organizations such as business associations, trade groups, labor federations, educational institutions, or community-based organizations. Individuals may only be considered for appointment upon formal nomination through the proper channel, and all appointments remain at the sole discretion of the Governor.~~

*Rationale: This provision is necessary to clarify how applications for Council membership are handled. WIOA requires that nominations come through recognized business, labor, education, or community organizations, not directly from individuals.*

**(INSERT NEW SECTION)**

**Section 3.3 Council members shall actively engage in convening workforce system stakeholders, brokering relationships with a diverse range of employers, and leveraging public and private resources to support workforce development activities of the Workforce Development Council.**

*Rationale: The current by-laws only address attendance and do not clearly define broader participation responsibilities beyond meeting presence. Adding this provision establishes clear expectations for member engagement and aligns Hawai'i's Workforce Development Council with federal regulations and national best practice.*

~~Section 3.3.~~ **(NOW Section 3.4)** Any member of the Council may resign at any time by giving written notice to the Governor and Chairperson.

~~Section 3.4~~ **(NOW Section 3.5)** . If it comes to the Chairperson's attention, either by written notification from the Council member or otherwise, that a Council member may no longer be eligible for Council membership, the Chairperson may convene an Executive Committee meeting to review that Council member's eligibility and determine the course of action.

**(INSERT NEW SECTION)**

Section 3.6 Upon notification to the Workforce Development Council of a vacancy resulting from resignation, removal, death, or ineligibility, the Chairperson shall notify the Governor in writing **within ten (10) business days of such notification.**<sup>1</sup>

*Rationale: The current by-laws did not specify a formal requirement for the Chair to notify the Governor of vacancies or establish a timeline for reporting, creating risks of prolonged gaps in representation and noncompliance with WIOA.*

**Section 3. 7 Vacancies: The Board shall request that any vacancies are filled by the Governor, with the advice and consent of the senate, in a prompt manner and in conformity with federal and/or state requirements.**

*Rationale: This language was adapted from the Rhode Island State Board By-laws and reflects the Council's intention to ensure clear governance, consistency with best practices, and alignment with federal and state requirements while upholding the Governor's authority to appoint members of the council.*

~~Section 3.5.~~ **(NOW Section 3.8 )**. The Executive Director of the Council and Workforce Development Division Administrator are not members of the Council.

**D. PROPOSED AMENDMENTS ON ARTICLE V: "MEETINGS, ATTENDANCE, VOTING, AND QUORUM**

Section 5.1. HRS Chapter 92 and 29 USC § 3111(g) of WIOA govern the Council's meetings. The Council shall endeavor to meet quarterly. The Chairperson may convene the Council as necessary.

Section 5.2. Under HRS § 92-15.5, except for ex-officio members or their designees, the term of a Council member shall expire upon the failure of the Council member, without valid excuse, to attend three consecutive meetings duly noticed to all Council members and where the Council failed to constitute quorum necessary to transact Council business. The Chairperson shall

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<sup>1</sup> This revised amendment language, reflecting changes from the version discussed at the Special Projects Committee meeting, was approved by the Executive Committee on October 29, 2025.

determine if the absence of the Council member is excusable. The expiration of the Council member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

**(INSERT NEW SECTION)**

**Section 5.3. The Council shall provide teleconferencing, videoconferencing, and web-based platforms to promote participation, consistent with the State Sunshine Law. Participation by such means constitutes official attendance.**

*Rationale: Explicitly allows tele- and web-based participation. While Hawai'i's Sunshine Law governs meetings, this clarifies that remote participation counts as official attendance.*

~~Section 5.3.~~ **(NOW SECTION 5.4)** Other than designees of ex-officio members, proxy and/or absentee voting is not permitted.

~~Section 5.4.~~ **(NOW SECTION 5.5)** The following ex-officio members or their designees may each cast one vote:

- Governor, State of Hawaii
- Mayor, City & County of Honolulu
- Mayor, County of Hawaii
- Mayor, County of Kauai
- Mayor, County of Maui
- Director, Department of Business, Economic Development and Tourism
- Administrator, Division of Vocational Rehabilitation, Department of Human Services
- Director, Department of Labor & Industrial Relations
- Superintendent, Department of Education
- President, University of Hawaii
- Chair, County of Hawaii Workforce Development Board
- Chair, County of Kauai Workforce Development Board
- Chair, County of Maui Workforce Development Board
- Chair, Oahu Workforce Development Board
- Member, House of Representatives – State Legislature
- Member, Senate – State Legislature

~~Section 5.5.~~ **(NOW SECTION 5.6)** The following Council members appointed by the Governor may each cast one vote:

- The representatives from the private sector, including nonprofit organizations and businesses in the State, appointed from individuals nominated by state business organizations and business trade associations.
- The representatives from labor organizations and workforce training organizations.



~~Section 5.6.~~ **(NOW SECTION 5.7)** Ex-officio members wishing to designate a designee for purposes of attending a Council meeting and voting at such meeting should submit written notice to Council staff no later than one week before the Council meeting that the designee wishes to attend.

~~Section 5.7.~~ **(NOW SECTION 5.8)** Under HRS § 92-15 and HRS § 202-1, until such time the Council has 41 members, 16 Council members shall constitute a quorum to do business, and the concurrence of at least 16 Council members shall be necessary to make any action of the Council valid.

#### E. PROPOSED AMENDMENTS ON ARTICLE VI: "COMMITTEES"

Section 6.2 For each standing committee, the Chairperson shall appoint from the standing committee membership a Chairperson and ~~a~~**[no more than two]** Vice-Chairperson[s]. The Chairperson of the standing committee and the Vice-Chairperson[(s)] of the standing committee must also be Council members. Standing committees may include Council members and individuals who are not Council members. The standing committees may convene as necessary.

*Rationale: The proposed change provides flexibility to appoint up to two Vice-Chairpersons per standing committee, allowing leadership responsibilities to be shared among Council members. This is particularly valuable for committees with broader scopes or heavier workloads. It promotes greater member engagement, leadership development, and continuity in the Council's work as priorities and activities evolve over time.*

Section 6.3. The following are standing committees of the Council:

- Executive Committee
- Employer Engagement Committee
- ~~• Military and Veterans Affairs Committee~~
- ~~• Performance Management and Technology Committee~~ **Performance Management and Finance Committee**
- Sector Strategies & Career Pathways Committee
- Youth Services Committee
- Special Projects Committee

*Rationale: This amendment is being added as part of the Council's restructuring of committees. The Technology and Performance Management Committee will be refocused to emphasize performance management and fiscal oversight of WIOA programs, and thus, will be renamed Performance Management and Finance Committee. The technology function is envisioned to operate as a working group. In the same vein, the Military and Veteran Affairs Committee is being eliminated. There are duplicative efforts in the community, particularly with the Chamber*

*of Commerce and the Department of Business, Economic Development and Tourism. While there are worthwhile initiatives to pursue, these can be more effectively addressed through task forces or working groups.*

#### F. PROPOSED AMENDMENTS ON ARTICLE VIII: “MISCELLANEOUS”

~~Section 7.1. 20 CFR § 683.200 governs conflicts of interest and codes of conduct under Federal law for Council members. Article XIV of the Hawaii State Constitution and HRS Chapter 84 governs conflicts of interest and ethics under State law for Council members.~~

**Section 7.1. All members of the Council shall comply with applicable state and federal ethics and conflict of interest laws, including, but not limited to, Article XIV of the Hawai‘i State Constitution, Hawai‘i Revised Statutes Chapter 84, 2 CFR 200.318, and 20 CFR § 683.200. Compliance with these provisions is a condition of appointment and continued service on the Council.**

*Rationale: To ensure full compliance and accountability, the by-laws should clearly and affirmatively state the ethical obligations applicable to each member.*

Section 7.2. Council members shall serve without compensation but shall be reimbursed for necessary travel expenses for the performance of their duties to the extent permitted by law.

#### **(INSERT NEW SECTION)**

**Section 7.3 In alignment with Hawai‘i Revised Statutes (HRS) Chapter 202 and best practices for nonprofit and public boards, the Council shall conduct an annual performance review of the Executive Director. The review shall be coordinated by the Executive Committee and completed within the first quarter of each fiscal year. The review process shall include input from Council members and, where appropriate, relevant partners, stakeholders, and the public. A written summary of the evaluation shall be presented to the full Council and maintained as part of the Council’s records.**

*Rationale: While HRS Chapter 202 provides for the role and authority of the Executive Director, it does not stipulate an explicit requirement for annual performance evaluations. Codifying this practice in the bylaws strengthens accountability, transparency, and governance. A consistent review process ensures that the Executive Director’s performance is measured against statutory obligations and the Council’s priorities, while also providing constructive feedback to support professional growth. This practice is recognized as a governance best practice, aligning the Council’s oversight responsibilities with its mission and ensuring the effectiveness of leadership.*

~~Section 7.3.~~ **(NOW SECTION 7.4)** To the extent permitted by law, Robert's Rules of Order, newly revised, or applicable statutes shall apply in situations not covered by these bylaws.

~~Section 7.4.~~ **(NOW SECTION 7.5)** The bylaws may be amended at any Council meeting with the concurrence of at least a quorum of Council members.

~~Section 7.5.~~ **(NOW SECTION 7.6)** To the extent that any section in the bylaws is held invalid, the invalidity does not affect the other sections in the bylaws which can be given effect without the invalid section, and to this end the invalid section of the bylaws is severable.

~~Section 7.6.~~ **(NOW SECTION 7.7)** The bylaws are effective upon Council concurrence of at least a quorum of Council members.

~~Section 7.7.~~ **(NOW SECTION 7.8)** The bylaws were duly approved by the Council on ~~February 15, 2024,~~ **November 19, 2025.**

<i>Rationale: November 19 is the next board meeting, where we anticipate that these By-laws will be considered and voted upon.</i>
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