LOS ANGELES REGIONAL CONSORTIUM

BYLAWS

Updated November 2026

TABLE OF CONTENTS

Article I	Purpose; Name
Article II	Participation
Article III	CEO Board; Meetings
Article IV	Committees
Article V	Advisory Councils
Article VI	Fiscal Agent; Regional Chair; Officers
Article VII	Dissolution
Article VIII	Indemnification
Article IX	Immunities
Article X	Fiscal Year
Article XI	Amendments
Article XII	Emergency Action
Article XIV	Legislative Advocacy Governance
Article XV	Appendix

BYLAWS
OF
THE LOS ANGELES REGIONAL CONSORTIUM

ARTICLE I
PURPOSE; NAME

1.1. Name. The name of this consortium is the "Los Angeles Regional Consortium" ("LARC").

1.2. Purpose. To facilitate program coordination and alignment with other workforce training, education, and employment services in the State of California, the California legislature has established the Strong Workforce Program (the "Program") pursuant to Sections 88820, et seq. of the California Education Code (the "Code"). The Program provides funding to regional consortia grouped by the Office of the Chancellor of the California Community Colleges and comprised of community college districts and local education agencies. The purpose of the Program is to promote economic competitiveness, including, without limitation, the expansion of the availability of high-quality, industry-valued career technical education and workforce development courses, programs, pathways, credentials, certificates, and degrees.

In furtherance of the Program, the regional consortia establish regional strategic priorities, administer state and federal funding, form industry partnerships and public private partnerships, and review curriculum and approve proposals for credit career education programs. LARC organizes and implements the Program for the community colleges operating in the County of Los Angeles. For the avoidance of doubt, nothing in these Bylaws shall be construed as a limitation on the rights of the Participants (as defined below) to pursue the purposes of the Program independently from LARC.

ARTICLE II
PARTICIPATION

2.1. Original Participants. LARC is comprised of the following community and city colleges (collectively, the "Participants"): (a) Cerritos College, (b) Citrus College, (c) Compton College, (d) East Los Angeles College, (e) El Camino College, (f) Glendale Community College, (g) Long Beach City College, (h) Los Angeles City College, (i) Los Angeles Harbor College, (j) Los Angeles Mission College, (k) Los Angeles Pierce College, (l) Los Angeles Southwest College, (m) Los Angeles Trade-Technical College, (n) Los Angeles Valley College, (o) Mt. San Antonio College, (p) Pasadena City College, (q) Rio Hondo College, (r) Santa Monica College, and (s) West Los Angeles College.

2.2. Additional Participants. Qualifying community college districts and local education agencies may become Participants of LARC upon the approval of the Office of the Chancellor of the California Community Colleges and a majority of the CEO Board (as defined below).

2.3. Withdrawals or Resignations. No Participant may voluntarily withdraw, dissociate, retire or resign from LARC, except with the unanimous approval of the Participants.

2.4. Involuntary Termination. A Participant may be involuntarily terminated from LARC for cause upon a vote of two-thirds (2/3) of all the remaining members of the CEO Board. Such removal from participation shall not operate to dissolve LARC. For purposes of these Bylaws, termination "for cause" shall be permitted only in the event that (a) a Participant loses its accreditation as a community college district or local education agency, as applicable, or (b) a Participant's action or inaction materially prevents LARC or any other Participant from pursuing the purposes of the Program.

2.5. Limitation on Liability. The debts, obligations and other liabilities of LARC, whether arising in contract, tort or otherwise: (i) are solely the debts, obligations and liabilities of LARC to which the debts, obligations or other liabilities relate; and (ii) do not become the debts, obligations or other liabilities of a Participant solely by reason of the Participant acting as a participant of LARC.

ARTICLE III
CEO BOARD; MEETINGS

3.1. Powers. Subject to limitations set forth in these Bylaws, the activities and affairs of LARC shall be conducted, and all powers of LARC shall be exercised by or under the direction of the board of college presidents (the "CEO Board"). The CEO Board may delegate the management of the activities of LARC to any person or persons, a management company, or committees however composed, provided that the activities and affairs of LARC shall be managed, and all consortium powers shall be exercised under the ultimate direction of the CEO Board. Without prejudice to such general powers, but subject to the same limitations, the CEO Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To conduct, manage, and control the affairs and activities of LARC and to make such rules and regulations therefor not inconsistent with the law or these Bylaws;

(b) To accept on behalf of LARC any funds, grant, contribution, gift, bequest, or devise, but the CEO Board shall not be required to accept any such funds, grant, contribution, gift, bequest, or devise;

(c) To oversee the financial integrity of LARC, including, without limitation, the processes by which LARC's management assesses and manages risk, LARC's compliance with legal and regulatory requirements; advocacy on behalf of LARC, and protection of the LARC brand;

(d) To review and approve the LARC mission statement, the Employer Engagement Plan (as defined below), and all other LARC projects;

(e) To adopt standards applicable to members of the CEO Board and monitor through evaluations the effectiveness of the governance practices under which the CEO Board operates;

(f) To determine the duties and responsibilities to be performed by, and annually evaluate the performance of, the Regional Chair, LARC management and the LARC advisory councils;

(g) To select and remove all officers, agents and employees of LARC, prescribe powers and duties for them as may not be inconsistent with the law or these Bylaws, and fix their compensation;

(h) To establish and oversee Workgroups and appoint voting members to the Workforce Council (as such terms are defined below);

(i) To ensure the quality of Project Monitors and internal monitoring functions. "Project Monitors" refer to the personnel hired by, and reporting to, the Regional Chair to provide fiscal and program performance evaluation on regional projects, assess project fit to regional objectives, and provide recommendations to the Regional Chair for project recognition, continuance or dissolution; and

(j) To monitor potential conflicts of interest of management and members of the CEO Board.

3.2. Number of Members. The authorized number of members of the CEO Board shall be nineteen (19); provided that such authorized number of members shall at all times be equal to the then-current number of Participants. In the event a Participant shall have withdrawn or been admitted or terminated in accordance with these Bylaws, the authorized number of members of the CEO Board shall be automatically increased or decreased, as applicable.

3.3. Qualification, Selection and Term of Office. Each member of the CEO Board is required to be the then-current college president (or equivalent officer) of a Participant. Each Participant shall appoint one (1) member of the CEO Board, such that at all times the CEO Board shall be comprised of the then-current college presidents (or equivalent officers) of all of the Participants.

3.4. Advisor to the CEO Board. The then-current Chancellor of the Los Angeles Community College District (the "Chancellor") shall serve as an ex oficio advisor to the CEO Board and shall be entitled to attend all meetings of the CEO Board (except for closed sessions), *provided that* the Chancellor shall not be considered a member of the CEO Board with voting rights.

3.5. Alternate Members. Each Participant may appoint one (1) alternate member of the CEO Board, provided that such alternate member (if so appointed) shall be the Chief Instructional Officer, Vice President of Economic Development, or other equivalent designee of

such Participant. Such alternate member may act as a member of the CEO Board in place of and during the absence or disability of such regularly appointed member. All references in these Bylaws to any member of the CEO Board shall be deemed to refer to and include the applicable alternate member when so acting in place of a regularly appointed member.

3.6. Removal of CEO Board Members. Subject to Sections 3.3 and 3.5, each member or alternate member of the CEO Board may be removed and replaced at any time by the governing body of the Participant that appointed such member or alternate member of the CEO Board.

3.7. Place of Meeting. Subject to Section 3.13 below, meetings of the CEO Board shall be held at any place within or without the State of California which has been designated from time to time by the CEO Board.

3.8. Annual Meetings. Each year, the CEO Board shall hold one (1) meeting, at a time and place fixed by the CEO Board, for the purposes of appointment of officers, review and approval of the LARC budget and transaction of other business. The first meeting of the academic year is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the CEO Board may be held at such time and place as the CEO Board may fix from time to time by resolution.

3.9. Special Meetings. Special meetings of the CEO Board for any purpose or purposes may be called at any time by either Co-Chair or any two (2) members of the CEO Board.

3.10. Notice of Meetings. Notice of the time and place of all regular and special meetings shall be given to each member of the CEO Board by one of the following methods: (a) personal delivery of oral or written notice; (b) first-class mail, postage paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

Notices sent by first-class mail shall be deposited into a United States mailbox at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least forty-eight
(48) hours before the time set for the meeting.

All such notices shall be given or sent to the address, phone number, facsimile number or e-mail address as shown on LARC's records for the applicable member of the CEO Board. Any oral notice given personally or by telephone may be communicated directly to the member of the CEO Board or to a person who would reasonably be expected to promptly communicate such notice to such member. Notices and other communications hereunder to the Participants shall be sufficient if delivered to an administrative officer of the governing body of each Participant. No notice of a regular meeting shall be required where the time and place of the meetings are fixed by CEO Board resolution (as permitted by Section 3.8 above).

3.11. Voting. Each member of the CEO Board, including, without limitation, each Co-Chair, shall have one (1) vote. Every act or decision done or made by a majority of the members of the CEO Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the CEO Board, unless a greater number is required by law or these Bylaws. Voting by proxy will be permitted for up to one (1) Quarterly LARC CEO Board Meeting per fiscal year, providing that such proxy is the appointed alternate member of the CEO Board. Voting by proxy will not be permitted for subsequent CEO absences beyond one (1) meeting. At the discretion of the LARC CEO Board Co-Chairs, proxies may be permitted to vote in additional meetings due to emergencies.

3.12. Quorum. A majority of the actual number of members of the CEO Board then in office constitutes a quorum of the CEO Board for the transaction of business, except as provided in these Bylaws. Notwithstanding the foregoing, a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the CEO Board, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as required by law or these Bylaws.

3.13. Participation in Meetings by Conference Telephone or Video. Members of the CEO Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to LARC. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section 3.13 constitutes presence in person at that meeting as long as all members of the CEO Board participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to LARC, other than conference telephone and electronic video screen communication, pursuant to this Section 3.13 constitutes presence in person at that meeting if both of the following apply: (a) each member of the CEO Board participating in the meeting can communicate with all of the other members concurrently, and (b) each member of the CEO Board is provided the means of participating in all matters before the CEO Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by LARC.

3.14. Waiver of Notice. Notice of a meeting need not be given to any member of the CEO Board who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such member. All such waivers, consents, and approvals shall be filed with consortium records or made a part of the minutes of the meetings.

3.15. Adjournment. A majority of the members of the CEO Board present, whether or not a quorum is present, may adjourn any CEO Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent members of the CEO Board if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to anotheworkr time or place shall be given prior to the time of the adjourned

meeting to the members of the CEO Board who were not present at the time of the adjournment.

3.16. Action Without Meeting. Any action that may be taken at any meeting of the CEO Board may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by members of the CEO Board having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all members of the CEO Board entitled to vote thereon were present and voted. Any action taken without a meeting shall be effective when the required number of votes approving such action have been received. Prompt notice of the action shall be given to all members of the CEO Board who have not consented to the action.

3.17. Devotion of Time. Each member of the CEO Board shall devote whatever time or effort as he or she deems appropriate for the furtherance of LARC's business.

3.18. Rights of Inspection. Every member of the CEO Board shall have the absolute right at any reasonable time to inspect and copy all of LARC's books, records, and documents of every kind.

3.19. No Compensation. Members and alternate members of the CEO Board shall not receive any compensation for serving as such, but shall be entitled to reimbursement for any reasonable expenses actually incurred in connection with serving as a member or alternate member, if the CEO Board shall determine that such expenses shall be reimbursed and there are unencumbered funds available for such purpose.

ARTICLE IV
COMMITTEES

4.1. Committees. The CEO Board may appoint one (1) or more standing or ad hoc committees to serve at the pleasure of the CEO Board, each consisting of at least a majority of members of the CEO Board. Except as provided in Section 4.7 with respect to the Executive Committee, committees are charged with making recommendations to the CEO Board and do not have the power to act on behalf of the CEO Board. Until changed by the CEO Board, the standing committees of the CEO Board shall be those set forth in Section 4.3 below. The CEO Board may establish such other standing committees as the CEO Board deems appropriate. The establishment of additional standing committees or of any ad hoc committees shall be effected by a resolution of the CEO Board adopted by a majority of the members of the CEO Board then in office, and any such committee may be designated such name as the CEO Board shall specify.

The CEO Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The CEO Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such a committee shall have the power to prescribe the manner in which its proceedings shall be conducted. By resolution, the CEO Board may adopt, enlarge, diminish, change, or eliminate any or all the responsibilities and/or

membership of any committee. Unless the CEO Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article III applicable to meetings and actions of the CEO Board. Minutes shall be kept of each meeting of each committee. A quorum of any committee shall consist of more than fifty percent (50%) of the then current authorized and appointed membership of such committee. The procedures and manner of acting of the committees of the CEO Board shall be subject at all times to the direction of the CEO Board.

4.2. Limitations on Committees. No committee of the CEO Board shall have any of the authority of the CEO Board with respect to any of the following:

(a) The filling of vacancies on the CEO Board or on any committee;

(b) The fixing of compensation of the members of the CEO Board for serving on the CEO Board or on any committee;

(c) The amendment, repeal, replacement or restatement of these Bylaws;

(d) The amendment or repeal of any resolution of the CEO Board which by its express terms is not so amendable or repealable;

(e) The establishment of other committees of the CEO Board or appointment of the members thereof;

(f) The approval of any self-dealing transaction; or

(g) The taking of any action on any matter that is not permitted to be delegated by the CEO Board under the Code or other applicable law.

4.3. Standing Committees. The CEO Board has established the following standing committees of the CEO Board:

(a) Executive Committee; and

(b) Advocacy Committee.

The standing committees serve at the pleasure of the CEO Board, and the functions, powers, and authority of such standing committees may be revised periodically as deemed necessary by the CEO Board.

4.4. Ad Hoc Committees. The CEO Board may establish one or more ad hoc committees to the CEO Board. The members of any ad hoc committee may consist of members and non-members of the CEO Board, *provided that* the chair of each ad hoc committee shall be a member of the CEO Board. The chair of each ad hoc committee shall be appointed by a Co-Chair of the CEO Board at the beginning of each fiscal year. Ad hoc committees may not exercise the authority of the CEO Board to make decisions on behalf of LARC, but shall be limited to making recommendations to the CEO Board or the CEO Board's authorized representatives and to

implementing CEO Board decisions and policies. Ad hoc committees shall be subject to the supervision and control of the CEO Board. Notice of, and procedures for, meetings of ad hoc committees shall be as prescribed by the chair of each such ad hoc committee, and meetings of any ad hoc committee may be called by a Co-Chair of the CEO Board or the chair of the ad hoc committee.

4.5. Committee Reports. Each committee shall present to the CEO Board such reports as are requested by the CEO Board, as required by these Bylaws, the CEO Board resolution designating the committee, or the committee charter, or as deemed advisable by the Committee.

4.6. Subcommittees. Unless otherwise provided in these Bylaws, the CEO Board may create one (1) or more subcommittees, each subcommittee to consist of two (2) or more members of the applicable parent committee. The CEO Board may delegate to a subcommittee any or all of the powers, authority and responsibilities of the applicable parent committee.

4.7. Executive Committee. The Executive Committee may exercise all powers, and have such authority and responsibilities of the CEO Board when the CEO Board is not in session. The Executive Committee shall be composed of the Co-Chairs, the chairs of each of the standing committees of the CEO Board, and other members of the CEO Board appointed to the Executive Committee by the CEO Board. The Co-Chairs shall be the co-chairs of the Executive Committee. The Executive Committee shall advise and aid the officers of LARC in all matters concerning the interests and promotion of the purposes of LARC.

The Executive Committee is delegated the authority to consent to and approve consortium actions in the ordinary course of business, to consider and approve ministerial and other matters as necessary or desirable for the benefit of LARC, and to exercise certain other powers of the CEO Board hereunder and under the Code, except for the power to amend these Bylaws and except as may be otherwise restricted or prohibited under the Code or the Executive Committee's charter. Any such Executive Committee approval will be reported to the full CEO Board at the next following CEO Board meeting, as appropriate.

The Executive Committee shall review, or cause to be reviewed, these Bylaws not less than every other year, or as deemed necessary by the CEO Board.

The delegated authority of the Executive Committee and its responsibilities are set forth in full in its charter. The Executive Committee charter, and any amendments thereto, shall be subject to CEO Board approval.

4.8. Advocacy Committee. The Advocacy Committee exists to address issues of public policy and systemic barriers as they relate to economic mobility, equity, and education. The Advocacy Committee is chaired ex officio by the current LACCD Chancellor. The LACCD Chancellor shall be the chair of the Advocacy Committee. A Vice Chair position shall be established to assist and support the committee's leadership in fulfilling its responsibilities.

4.8.1 Membership Composition. The Advocacy Committee shall include participation from Chief Executive Officers and Chief Instructional Officers from LARC member colleges and districts, as well as other senior administrators who wish to engage in advocacy efforts on behalf of their institution. Members shall self-identify their participation at the beginning of each academic year and shall remain consistent members for the duration of that academic year, regardless of the policy matters or agenda items under consideration. Nothing in this section shall preclude additional participation by institutional representatives on an ad hoc basis, provided such participation is consistent with the Committee's governance responsibilities. For purposes of voting on collective LARC advocacy positions, each LARC member college shall be entitled to one (1) vote, cast by the college's Chief Executive Officer or designated representative. Multiple representatives from the same college may participate in discussion but shall not create additional votes.

In furtherance of LARC's advocacy mission, the Advocacy Committee shall be responsible for developing, coordinating, and recommending an annual **Legislative Strategic Advocacy Plan** (the "Advocacy Plan") for each state and federal legislative cycle. The Advocacy Plan shall establish State and Federal Legislative Priorities and Talking Points and shall be presented to the CEO Board for review and approval no later than the CEO Board's regular meeting in November of each year.

The Advocacy Committee shall carry out its legislative advocacy responsibilities in coordination with LARC member colleges, Government Relations Officers of Los Angeles County community colleges, the Community College League of California, and the California Community Colleges Chancellor's Office. The Advocacy Committee, in consultation with the CEO Board, is authorized to recommend positions—support, oppose, or track—on state and federal legislative measures and budget proposals relevant to LARC's mission.

The Advocacy Committee shall solicit input from member colleges on legislative priorities through an annual Advocacy Priorities Survey, the results of which shall inform the development of the Advocacy Plan. The Advocacy Committee shall also conduct an annual Advocacy Evaluation Survey following the conclusion of each legislative cycle to assess the effectiveness of advocacy efforts and inform the development of the subsequent year's Advocacy Plan.

ARTICLE V
ADVISORY COUNCILS

5.1. Advisory Councils. The CEO Board may designate one or more board-appointed committees, subcommittees, advisory councils, task forces and other bodies that shall have such name or names as may be determined from time to time by the CEO Board. Except as set forth in this Article V, such board-appointed committees, subcommittees, advisory councils, and other bodies may consist of one (1) or more, or no, members of the CEO Board and/or one (1) or more, or no, individuals who are not members of the CEO Board as determined by the CEO Board.

Advisory Councils shall be advisory only and shall have no power or authority to act on behalf of the CEO Board or LARC, but shall provide such advice and assistance to the CEO Board,

and have such other purposes, powers, authority and responsibilities as may be designated by the CEO Board by resolution or in a charter of the advisory council adopted by the CEO Board. The CEO Board may, from time to time, establish, eliminate or modify the purposes, powers, authority and responsibilities of any advisory council; change the size of any advisory council, and add, remove or replace the chair or member of any advisory council.

5.2. Regional Project Development and Innovation. The Regional Project Development and Innovation Process shall serve as the framework for regional project development, industry engagement, and workforce alignment. All relevant stakeholders shall participate in a single collaborative body throughout the project development process.

5.2.1. Funding Structure.

(a) Even-Numbered Rounds. (e.g., Round 12, 2027–28): Core Initiatives and Regional Projects shall be funded through a single funding cycle, structured as follows. Each college shall receive five hundred thousand dollars ($500,000) to support Core Initiatives. The lead college shall receive fifty thousand dollars ($50,000) for each Core Initiative. The remaining funds (approximately 30%), shall be awarded through the LARC Regional Project Proposal process, following endorsement by the Workforce Council and approval by the CEO Board.

(b) Odd-Numbered Rounds. (e.g., Round 11, 2026–27) Core Initiatives and Sub-Regional Projects shall be funded through a single funding cycle, structured as follows. Each college shall receive five hundred thousand dollars ($500,000) for Core Initiatives. The lead college shall receive fifty thousand dollars ($50,000) per Core Initiative. The remaining funds (approximately 30%), shall be distributed directly to colleges for sub-regional projects, cross-sub-regional initiatives, and industry sector-focused plans supported by Strong Workforce metrics, Vision 2030, the CTE State Master Plan, the LARC Regional Plan, sub-regional plans, and other labor market information (LMI) data. A lead college on sub-regional project(s) may receive up to $50,000.

5.2.2. Use of Funds. All funds shall align with regional and sub-regional priorities, improve Strong Workforce Program (SWP) metrics, and include measurable outcomes such as return on investment, economic mobility, and sustainability.

5.2.3. Guiding Legislation. The California Education Code (Sections 88820–88833) outlines the following requirements for the forty percent (40%) regional share of Strong Workforce Program funding:

(a) Forty percent of the funds apportioned for the Community College component of the program shall be apportioned directly to the fiscal agents of the consortia for the purpose of funding regionally prioritized projects and programs that meet the needs of local and regional economies,

including the development of short-term workforce training programs focused on California's economic recovery from COVID-19 beginning in 2020, as identified in regional plans and Workforce Innovation and Opportunity Act (Public Law 113-128) regional plans. Allocation decisions are made at the discretion of the participating community college districts:

(b) A consortium shall allocate funds in accordance with its plan and only to community college districts.[1] Decisions governing, or relating to, the distribution of the consortium's fiscal resources shall be determined exclusively by the community college districts participating in the consortium.
   (i) Funds must "supplement, not supplant, existing funding of community college career technical education programs".
   (ii) Risks of Non-alignment: Compliance/Audit Risk: Use of the forty percent (40%) regional share for purely local, non-regional activity conflicts with the statute's express purpose.
   (iii) Fragmentation: Such use may dilute employer partnerships and economies of scale and reduce measurable regional outcomes.

5.2.4. Accountability. Colleges shall report outcomes to LARC on a biannual basis, maintain data integrity, and designate a Point of Contact (POC) responsible for coordinating compliance with Education Code requirements, Strong Workforce Program legislation, and expenditure timelines.

5.2.5. Governance and Oversight. Regional projects shall be developed collaboratively through the Regional Project Development and Innovation Collaborative and approved by the CEO Board. LARC shall maintain oversight, transparency, and biannual reporting on allocations, performance, and equity outcomes consistent with Strong Workforce Program accountability metrics.

5.2.6. Composition. The collaborative body shall be composed of, but not limited to, representatives from the CEO Board, designated alternate members of the board as identified in Section 3.5 of these Bylaws, members of the Workforce Council, Chief Instructional Officers, Vice Presidents, college leadership, deans, faculty, career services staff, project leads, the Los Angeles Center of Excellence (LA COE), employers, industry representatives, the LARC K14 Technical Assistance Provider (K14 TAP), and LARC K12 Pathway Coordinators. Relevant individuals or entities interested in participating shall be permitted to attend meetings and propose projects for CEO Board and Workforce Council consideration.

5.2.7. Meeting Structure. The Regional Project Development and Innovation Process shall be chaired by the LARC Chair/Assistant Vice President, with operational support

[1] Los Angeles Regional Consortium (LARC) shall allocate the regional forty percent (40%) of funds directly to colleges participating in Regional or Sub-Regional projects, in accordance with its bylaws and governance structure.

provided by LARC Program Managers. These roles shall facilitate strategic thought partnership, sector-specific or sub-regional collaboration, and other priorities as identified by the region. Meetings shall be scheduled on an as-needed basis and, whenever feasible, integrated into existing Workforce Council business meetings, regional planning sessions, and other regional summits, to promote strategic alignment.

5.3. Regional Project Development and Approval Process.

5.3.1 A series of structured meetings with the collaborative body shall be convened to support the ideation and development of regional projects. This process shall follow the procedures outlined in LARC Bylaws §5.3(a–d) and shall be informed by labor market data, regional workforce needs, Strong Workforce metrics, employer engagement, the LARC Regional Plan and priority industry sector CTE program areas, COE sub-regional profiles, Vision 2030, the CTE Master Plan, and additional strategic input from the Workforce Council and CEO Board.

(a) Even-Numbered Rounds. Regional projects shall be ideated and developed through the established regional project proposal process in accordance with LARC Bylaws §5.3(a–e).

(b) Odd-Numbered Rounds. Project ideation and development shall be conducted in accordance with LARC Bylaws §5.3(a–e), with the process structured through sub-regional planning. Colleges within each sub-region shall jointly identify priorities, strategies, budgets, and anticipated outcomes consistent with Strong Workforce metrics, Vision 2030, the LARC Regional Plan, and relevant labor market information.

i) Proposed activities that extend beyond established sub-regional boundaries, or that require broader geographic or sector alignment, may be elevated to the CEO Board for consideration as cross-sub-regional initiatives, consistent with leadership guidance.

ii) Sub-regional projects may include collaboration across established sub-regional boundaries when broader geographic or sector alignment is warranted.

iii) Cross-Subregional Collaboration. The CEO Board affirms that collaboration across sub-regional boundaries for project development is permissible. Accordingly, sub-regions may participate in or jointly advance projects across sub-regional boundaries when aligned with regional priorities and funding guidelines.

iv) Project Proposal Submission. During the designated odd-numbered year funding cycle, sub-regions may submit more than one project proposal in accordance with established regional processes and criteria.

(c) CEO Feedback on Project Proposals. The Workforce Council shall present regional project plans and budget proposals to the CEO Board. The CEO Board shall provide formal feedback to ensure proposed projects align with regional goals and priorities. Upon receiving majority support from the CEO Board, a project may be advanced as a full regional proposal and considered for funding.

(i) Even-Numbered Rounds. The Workforce Council shall present proposed regional project plans and budgets to the CEO Board for feedback and alignment.

(ii) Odd-Numbered Rounds. The CEO Board shall confirm Core Initiatives, approve specific guidance, and provide direction on approved sub-regional focus areas (including cross-sub-regional or industry sector-focused initiatives) to LA Workforce Council to guide project ideation and development. Sub-regional project proposals developed in odd-numbered rounds shall not require CEO Board review or approval and shall be presented for informational purposes only.

5.3.2 Integration of CEO Feedback and Approval.

(a) Even-Numbered Rounds. CEO feedback shall be integrated into project proposals. Following the provision of feedback from the CEO Board, a dedicated meeting shall be convened to ensure the incorporation of recommended modifications into project proposals. This meeting shall be open to all relevant parties, with particular emphasis on project leads directly impacted by the CEO feedback.

(b) Odd-Numbered Rounds. Integration of CEO feedback shall not be required for sub-regional project proposals. Sub-regional proposals developed during odd-numbered rounds shall not require CEO Board review or approval. The CEO Board shall retain approval authority over the overall allocation framework and total budget structure.

(c) Workforce Council Recommendation of Projects and Budgets

i) Even-Numbered Rounds. Once project proposals have been modified to align with received feedback, applications shall be submitted in NOVA and evaluated by external reviewers based on an established rubric. All even-numbered round regional project proposals shall undergo an external reviewer process to assess alignment with regional priorities, feasibility, budget compliance, and statutory requirements.

ii) Odd-Numbered Rounds. The external reviewer process shall not apply. Sub-regional project proposals advanced in odd-numbered rounds shall not be subject to external rubric-based evaluation prior to submission.

iii) The resulting scores shall be reviewed by the Workforce Council. Once all relevant information has been reviewed, the Workforce Council shall provide formal recommendations to the CEO Board regarding regional project funding.

iv) Regional project proposals shall continue to be submitted through NOVA, externally reviewed using an established rubric, evaluated by the Workforce Council, and recommended to the CEO Board for approval.

(d) CEO Board Approval. The CEO Board shall issue final approvals for Strong Workforce Program (SWP) project proposals and budgets. Should further refinements be required, such adjustments shall be limited to those identified in prior project guidance to ensure efficiency and continuity in project implementation.

i) Even-Numbered Rounds. The CEO Board shall provide final approval of regional project proposals and budgets. In making such determinations, the CEO Board may consider external reviewer feedback, and, where applicable, rubric-based assessments.

ii) Odd-Numbered Rounds. The CEO Board shall provide final approval of the overall SWP Regional Project(s) budget, aligned with the regional budget cycle and Chancellor's Office submission deadlines.

iii) Study Sessions. The LARC Chair shall convene at least two study sessions during both odd-numbered and even-numbered rounds prior to CEO Board approval of regional project budgets.

iv) Communication of CEO Board Determinations. If the CEO Board elects to pursue a course of action that differs from the recommendation of the Workforce Council, the basis for such decision shall be communicated.

5.4 Workforce Council. The Workforce Council shall have primary responsibility for the review and recommendation of programs in accordance with the Code, Title 5 of the California Code of Regulations, and the current edition of the Program and Course Approval Handbook (the "PCAH"), published by the Office of the Chancellor of the California Community Colleges. In addition, it is the responsibility of the Workforce Council to vote to recommend regional projects to the CEO Board for funding and implementation. The Workforce Council may also provide input regarding programmatic budget, resource allocation, strategic planning, policy, advocacy and regional plans and coordination of strategic efforts. In addition, the Workforce Council will collaborate, advise, and coordinate efforts with the Regional Chair.

The Regional Chair shall act as the Chair of the Workforce Council. The Workforce Council shall meet a minimum of nine (9) times during each academic year. An annual calendar

with meeting dates and program recommendation deadlines will be developed and approved by the Workforce Council no later than their June meeting. For purposes of program recommendation, business meeting minutes will be made available to Workforce Council members in accordance with requirements in the most recent published version of the PCAH.

The Workforce Council shall be comprised of nineteen (19) voting members including one (1) voting member from each Participant. There may be one (1) alternate voting member for a college who may vote in the absence of the voting member. A simple majority of the Workforce Council members present at a meeting passes the recommendations.

5.5. Core Initiative Lead Selection Process.

5.5.1. Purpose. The purpose of this section is to establish a transparent, equitable, and regionally aligned process for the identification, evaluation, and selection of Core Initiative Leads. This process shall ensure alignment with regional priorities, Strong Workforce Program requirements, and the LARC Regional Plan, while promoting collaboration across Participants.

5.5.2. Eligibility and Qualifications. Entities eligible to serve as a Core Initiative Lead shall demonstrate:

(a) Subject matter expertise relevant to the Core Initiative;

(b) Demonstrated capacity to manage regional or multi-institutional projects;

(c) Sufficient staffing infrastructure to support implementation, coordination, and reporting;

(d) Experience with fiscal management and compliance with state and federal funding requirements;

(e) Ability to coordinate across Participants and external partners; and

(f) Alignment with regional priorities, Strong Workforce metrics, and measurable outcomes.

5.5.3. Call for Interest and Proposal Submission. The Regional Chair, or designee, shall issue a Request for Proposals (RFP) outlining:

(a) Scope of work and expectations;

(b) Required deliverables and performance metrics;

(c) Evaluation criteria; and

(d) Submission requirements and timelines.

Applicants shall submit proposals that include, but are not limited to, leadership structure, staffing plan, regional coordination approach, measurable outcomes, and budget.

5.5.4. Collaborative Alignment Process. In the event that multiple proposals are submitted for the same Core Initiative, the Regional Chair shall facilitate a collaborative alignment process among proposing entities prior to formal evaluation. This process shall provide proposing entities the opportunity to:

(a) Explore partnership or co-lead models;

(b) Identify a single lead entity with supporting partners; or

(c) Align roles and responsibilities to minimize duplication and strengthen regional coordination.

Participation in this process shall not preclude entities from continuing independently but is strongly encouraged to support regional alignment.

5.5.5. Evaluation and Recommendation. All proposals shall be reviewed through a structured evaluation process, which may include:

(a) Technical review by LARC staff and the most recent round (current) Core Initiative Project Lead; and

(b) Review by the Workforce Council for alignment with regional priorities, feasibility, and impact.

The Workforce Council shall provide a formal recommendation to the CEO Board regarding the selection of the Core Initiative Lead.

5.5.6. CEO Board Approval. Consistent with Article V and Section 5.3.2(d), the CEO Board shall retain final authority to approve the selection of Core Initiative Leads. In making its determination, the CEO Board may consider:

(a) Workforce Council recommendations;

(b) Evaluation results;

(c) Regional alignment and equity considerations; and

(d) Capacity to successfully implement and sustain the initiative.

5.5.7. Roles and Responsibilities of Core Initiative Leads. Core Initiative Leads shall:

(a) Serve as the primary coordinating entity for the initiative;

(b) Ensure collaboration and engagement across Participants;

(c) Meet all reporting and compliance requirements, including biannual reporting per Section 5.2.4;

(d) Track and report measurable outcomes aligned with Strong Workforce metrics; and

(e) Maintain transparency in decision-making, budget utilization, and project implementation.

5.5.8. Accountability and Continuation. Core Initiative Leads shall be subject to ongoing performance monitoring. The CEO Board, based on recommendations from the Regional Chair and Workforce Council, may:

(a) Continue the designation of the Lead;

(b) Require modifications to the leadership structure; or

(c) Reassign leadership if performance expectations are not met.

ARTICLE VI
FISCAL AGENT; REGIONAL CHAIR; OFFICERS

6.1. Fiscal Agent. Pasadena City College has been designated by the Office of the Chancellor of the California Community Colleges to act as fiscal agent for LARC (the "Fiscal Agent") pursuant to Sections 88823 and 88825 of the Code, and to facilitate career technical education and workforce and economic development collaboration and coordination efforts to drive towards the expansion of work-based learning for students, the increase of student employment outcomes and improve the responsiveness of colleges to the training needs of employers. The Fiscal Agent is authorized to dispense, monitor and audit sub-grants once budget decisions have been made by the CEO Board in accordance with the Program.

In the event there is a surplus of regional Program funding on an approved project, the Fiscal Agent shall have first right of refusal for reallocating the surplus funds within such approved project, provided that the funding can be expended within the performance period of the applicable regional project. Such reallocations within the same regional project do not require approval by the CEO Board. In the event that the Fiscal Agent cannot reallocate the funds within the project to be expended within the performance period, surplus funds may be allocated to other regional Program projects within the same funding period with prior approval from the CEO Board.

6.1.1. Unspent Funds – Current Round (Active Performance Period). In the event that a college notifies LARC during an active funding round that it will not expend all or a portion of the funds allocated to it for a specific regional project, the following process shall apply:

(a) Notification. The college shall provide written notice to the Regional Chair and the Fiscal Agent as soon as practicable upon determining that allocated funds will not be fully expended within the current performance period. Such notice shall specify the amount of funds anticipated to be unspent and the reason for non-expenditure.

(b) Intent to Release Funds Process. Upon receipt of such notification, the college, the Regional Chair, and the Fiscal Agent shall follow the LARC SWP-Regional Project Budget Modification Process (Intent to Release/Receive Funds), as may be revised from time to time, which governs the reallocation of funds among Lead and Partner colleges within the same approved project. Under this process: (i) the college shall complete and submit the Intent to Release Funds Worksheet, signed by the college's respective Voting Member and CEO; (ii) the Regional Project Lead shall notify all participating colleges of the availability of funds and the submission timeline for proposals requesting additional funding; (iii) participating colleges wishing to receive additional funds shall complete the Intent to Receive Funds form and obtain required approvals; and (iv) the Regional Chair and the Fiscal Agent shall review the reallocation request for compliance with Strong Workforce Program requirements before amending the applicable Participation Agreements.

(c) Allocation to Other Projects. To the extent that funds released by a college cannot be fully absorbed within the originating regional project, any remaining surplus shall be treated in accordance with the general surplus provisions of this Section 6.1, including reallocation to other regional Program projects within the same funding period with prior CEO Board approval.

(d) Timeliness. All reallocations under this Section 6.1.1 must be capable of being fully expended within the current performance period. No reallocation shall be approved if there is insufficient time remaining in the performance period for the receiving college to expend the funds in compliance with Strong Workforce Program requirements.

6.1.2. Unspent Funds – Closed Round (New Project Submission to the Chancellor's Office). In the event that a funding round closes and Strong Workforce Program regional funds remain unspent and unallocated at the close of the performance period, LARC may, at the direction of the California Community Colleges Chancellor's Office ("CCCCO"), submit a new project plan through the NOVA system for approval by the CCCCO in order to authorize expenditure of such remaining funds. The following provisions shall govern this process:

(a) Authorization. Upon determination by the CCCCO that unspent funds from a closed round may be carried over and expended under a newly approved project, the Regional Chair, in coordination with the Fiscal Agent, shall prepare and submit a new project plan to the CCCCO through NOVA. Such plan shall identify the funding amount, proposed expenditure activities, participating colleges, and alignment with Strong Workforce Program goals and regional priorities.

(b) Expenditure Period. All unspent funds authorized under a CCCCO-approved carryover project must be fully expended within the approved timeline of the new project plan by the CCCCO.

(c) CEO Board. To the extent practicable, prior to submission of the new project plan to the CCCCO, the Regional Chair shall inform the CEO Board of the proposed plan, including the total amount of unspent funds and the proposed scope of activities. Due to the short turnaround required to develop and submit a revised project plan, and because the CCCCO does not permit additional extensions, prior CEO Board approval shall not be required. If advance notification is not practicable, the submitted project plan shall be presented to the CEO Board for information at its next regularly scheduled meeting.

(d) Allocation of Carryover Funds. Following CCCCO approval of the new project plan, the Fiscal Agent shall administer the carryover funds in accordance with the approved plan. The Fiscal Agent shall have first right of refusal for reallocating any surplus that arises within the carryover project, consistent with the general provisions of this Section 6.1. Participating colleges shall be selected through a process consistent

with the LARC SWP-Regional Project Budget Modification Process, as applicable, and all fund allocations shall align with regional and sub-regional priorities, Strong Workforce Program metrics, and applicable expenditure requirements.

(e) Reporting. The Regional Chair shall provide the CEO Board with a written report on the status of carryover fund expenditures no less than quarterly during the expenditure period, including progress toward full expenditure and any risks of non-expenditure within the required timeframe.

(f) Compliance. All expenditures under a CCCCO-approved carryover project shall comply with applicable provisions of the California Education Code, Strong Workforce Program requirements, LARC's regional plan, and any conditions imposed by the CCCCO in connection with its approval of the carryover project plan.

6.2. Regional Chair; Management Policies.

6.2.1. Regional Chair. The Fiscal Agent shall appoint a "Regional Chair," who shall be an employee of the Fiscal Agent, and shall report to the Fiscal Agent and oversee all administrative and fiscal matters related to LARC operations, including, without limitation, the following:

(i) approval of project budgets and project contractors;

(ii) assistance in strategic planning, including, without limitation, the development of the Employer Engagement Plan. The ""Employer Engagement Plan" shall mean LARC's regional approach to support increased employability for students and effectively respond to employer needs;

(iii) advise the Fiscal Agent and CEO Board on key program management issues of LARC;

(iv) support to the CEO Board, including, without limitation, convening and managing CEO Board meetings and other meetings as required;

(v) review of the Program regional plans and submission of all required documentation to the Office of the Chancellor of the California Community Colleges;

(vi) development of the annual LARC workplan and budget in collaboration with the CEO Board and Workforce Council;

(vii) prepare and distribute a formal quarterly report to each member of the CEO Board electronically, which will include a financial report, staffing report, progress on regional projects report, and progress on regional plans report. The Regional Chair will provide a verbal summary report of any material changes/updates to the most recent quarterly report to the members of the CEO Board on a quarterly basis;

(viii) advise and support the Workforce Council, and facilitate regional activities, including, without limitation, marketing, data utilization, and professional development efforts;

(ix) create partnerships with workforce development boards, educational institutions, and business and civic organizations, and facilitate and assist colleges with leveraging the external resources required to implement Program initiatives.

The CEO Board delegates to the Regional Chair all such authority as is necessary and appropriate to manage the business and affairs of LARC in accordance with the strategic plan and objectives adopted and approved by the CEO Board and subject to oversight by the CEO Board. The performance of the Regional Chair is evaluated annually by the CEO Board. The CEO Board reserves to itself full authority to revoke or modify any such delegation at any time and from time to time.

6.2.2. Regional Chair Annual Performance Evaluation. Effective January 1, 2026, the performance of the LARC Regional Chair is evaluated annually by the CEO Board. The CEO Board reserves to itself full authority to revoke or modify any such delegation at any time and from time to time. The LARC Regional Chair shall be provided with a written job description that specifies their professional duties and responsibilities. The Regional Chair shall be evaluated in accordance with the procedures prescribed in the Pasadena City College Administrative Procedure 7150 – Performance Evaluation of Administrators. The LARC Regional Chair's annual evaluation review period shall be from July 1 to June 30 of the prior year.

(i) By January 31 of the current fiscal year — the LARC co-chairs, Pasadena City College Vice President of Economic and Workforce Development, and the Regional Chair shall meet to review the LARC Regional Chair's progress towards their performance goals for the current fiscal year.

(ii) By May 31 of each fiscal year — the Pasadena City College Vice President of Economic and Workforce Development and the LARC CEO co-chairs shall draft performance goals for the following fiscal year for the LARC Regional Chair.

(iii) By June 30 of each fiscal year — the Pasadena City College Vice President of Economic and Workforce Development and the LARC CEO co-chairs shall finalize the performance goals for the LARC Regional Chair for the following fiscal year.

(iv) In accordance with Pasadena City Pasadena City College Administrative Procedure 7150 - Performance Evaluation of Administrators and this article, the evaluation process for the previous fiscal year for the LARC Regional Chair shall begin on August 1 and end on December 31.

(v) The evaluation shall include a performance evaluation survey that aligns with the Regional Chair's annual goals and the LARC fiscal agent's written job description. In addition, the LARC co-chairs shall provide a written narrative evaluation regarding the LARC Regional Chair's completion of annual goals, as well as the duties outlined in their job description.

(vi) The LARC CEO co-chairs and the Pasadena City College Vice President of Economic and Workforce Development shall jointly develop the performance evaluation survey instrument. The results from the performance evaluation survey shall be confidential, and the LARC may utilize a third-party system.

(vii) The LARC CEO performance evaluation survey of the LARC Regional Chair will begin on August 1 and shall be completed by August 31.

(viii) In accordance with Pasadena City College Administrative Procedure 7150 - Performance Evaluation of Administrators, the Pasadena City College Vice President of Economic and Workforce Development shall solicit colleague feedback on the Regional Chair’s Performance from September 15 through October 1.

(ix) By September 30, the LARC co-chairs will review and discuss the LARC Regional Chair’s written narrative evaluation and the results from the performance evaluation survey with the LARC CEOs.

(x) By October 1, the LARC co-chairs shall provide the written narrative evaluation regarding the LARC Regional Chair's completion of annual goals, the duties in the job description, and the results from the performance evaluation survey to the Pasadena City College Vice President of Economic and Workforce Development.

(xi) The Pasadena City College Vice President of Economic and

Workforce Development shall complete the performance evaluation of the LARC Regional Chair between November 1 and November 30.

(xii) The completed performance evaluation of the LARC Regional Chair is returned to Pasadena City College Human Resources Department for filing no later than December 31.

6.2.3. Management Policies. The Regional Chair, or his or her designee, shall have the authority to promulgate subordinate written directives, policies and regulations of LARC ("Management Policies") consistent with these Bylaws, or any other action, resolution, or policy of the CEO Board. The CEO Board delegates to the Regional Chair, or his or her designee, the authority to develop processes and procedures to enforce Management Policies and secure compliance with said policies and to take any remedial or corrective action in connection therewith deemed appropriate and consistent with these Bylaws, or any other action, resolution, or policy of the CEO Board.

6.3. Officers.

6.3.1. Co-Chairs. The CEO Board shall elect two (2) Co-Chairs of LARC from among its members to each serve for a term of two (2) years. No Co-Chair may serve more than six (6) consecutive years. Co-Chairs shall be elected by majority vote of the CEO Board. One (1) Co-Chair shall be the college president (or equivalent officer) of a Participant included in the Los Angeles Community College District, and one (1) Co-Chair shall be a college president (or equivalent officer) of a Participant that is not included in the Los Angeles Community College District. Co-Chairs shall be appointed for staggered terms, and shall continue to serve until their successors have been appointed. When present, the Co-Chairs shall preside at meetings of the Council and at meetings of the Executive Committee. The Co-Chairs may not hold any other office than Co-Chair.

6.3.2. Other Officers. The CEO Board shall have the power to appoint such other officers and employees as it may deem necessary and to retain independent counsel, consultants and accountants.

6.3.3. Agents. The CEO Board shall have the power, by resolution, to the extent permitted by the Code or any other applicable law, to delegate any of its functions to one or more of the members of the CEO Board or officers or agents of LARC and to cause any of said members, officers or agents to take any actions and execute any documents or instruments for an in the name and on behalf of the CEO Board or LARC.

6.3.4. Nominations. Nominations for officer positions will be solicited by the Regional Chair prior to the end of the terms of the then-current officers. Members of the CEO Board may self-nominate. It will be the responsibility of the Regional Chair to prepare a slate of officer candidates for voting at the annual meeting.

6.3.5. Procedures for Elections; Qualifications. Officers of LARC shall be elected biannually from the members of the CEO Board at the annual meeting. The Regional Chair shall prepare and distribute ballots for the officer election at the annual meeting. The Regional Chair shall count the ballots and present the results of the officer election at the annual meeting. In the event only one (1) candidate is seeking election of an officer position, the Regional Chair shall declare the position uncontested and announce the candidate as the new officer.

6.3.6. Resignations. Any officer may resign at any time by giving at least thirty (30) days prior written notice to LARC, but without prejudice to the rights, if any, of LARC under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice by the CEO Board or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.3.7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual or biennial basis.

6.3.8. Compensation. The salaries of LARC's officers shall be fixed from time to time by the CEO Board or by such committee to which the CEO Board has delegated such authority. No officer shall be prohibited from receiving compensation because the officer is also a member of the CEO Board. The salaries of all officers shall be just and reasonable and given in return for services actually rendered for LARC.

ARTICLE VII
DISSOLUTION

7.1. Dissolution. LARC may be dissolved effective at the end of any fiscal year by the unanimous affirmative vote of the CEO Board; provided, however, that LARC shall continue to exist for the purpose of disposing of all claims, distribution of assets, and all other functions necessary to conclude the affairs of LARC.

7.2. Disposition of Property and Funds. Upon the dissolution of LARC as set forth in Section 7.1 hereof, after payment of all expenses and liabilities of LARC, all property of LARC both real and personal shall be distributed, transferred or otherwise disposed of in the manner and as may be designated by the California Community Colleges Chancellor’s Office.

ARTICLE VIII

INDEMNIFICATION

8.1. Indemnification. To the full extent permitted by law, the CEO Board may authorize indemnification by LARC of any person who is or was a member or alternate member of the CEO Board, or an officer, employee or other agent of LARC (each, an "Agent"), and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was and Agent, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such Agent acted in good faith in in a manner such Agent reasonably believed to be in the best interests of LARC and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such Agent was unlawful and, in the case of an action by or in the right of LARC, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

8.2. Insurance. LARC may purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that capacity or arising out of the Agent's status as an Agent.

8.3. Advance of Expenses. Expenses incurred by an Agent in defending any proceeding may be advanced by LARC before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VIII.

ARTICLE IX
IMMUNITIES

All of the privileges and immunities from liabilities, exemptions from laws, ordinances and rules, all pension, relief, disability, workers' compensation, and other benefits which apply to the activity of officers, agents or employees of Participants when performing their respective functions within the territorial limits of their respective public agencies, shall apply to them to the same degree and extent while engaged as members of the CEO Board or otherwise as an officer, agent or other representative of LARC or while engaged in the performance of any of their functions or duties extraterritorially under the provisions of these Bylaws.

ARTICLE X
FISCAL YEAR

Each fiscal year of LARC shall end on June 30.

ARTICLE XI
AMENDMENTS

These Bylaws shall not be amended, modified, or altered except by a written instrument duly executed by at least seventy-five percent (75%) of the CEO Board, provided that notice

containing the general effect and intent of the proposed amendments has been given to all members of the CEO Board at least ten (10) days prior to such meeting. The Regional Chair shall be responsible for drafting proposed amendments to these Bylaws. Notice of approved amendments to these Bylaws shall be posted on the LARC website within seventy-two (72) hours of approval by the CEO Board and shall take immediate effect upon such approval.

ARTICLE XII
EMERGENCY ACTION

In the event of an Emergency, the business of the CEO Board shall continue to be governed and directed, and the management of the business and affairs of LARC shall continue to be overseen, by those members of the CEO Board in office at the time an Emergency arises and who are available to act during the Emergency. Notwithstanding anything to the contrary set forth in these Bylaws, if fewer than three (3) such members of the CEO Board are available to act, additional members of the CEO Board, in whatever number necessary to constitute a CEO Board of three (3) members, shall be selected automatically from the first available officers or senior- most employees of LARC. Additional members of the CEO Board, beyond the minimum number of three (3) members, but not more than three (3) additional members of the CEO Board, may be elected from any officers or senior employees of LARC.

During an Emergency, the CEO Board shall be governed by the following procedures and shall have the following powers and authority in addition to all other powers and authority which it would otherwise have:

(a) meetings of the CEO Board may be called by any member of the CEO Board,

(b) in all cases, three (3) members of the CEO Board shall constitute a quorum, which may act by majority vote;

(c) any members of the CEO Board may be removed by a majority vote of the then-governing CEO Board in the event such member(s) become unavailable or unreachable for a period of one hundred twenty (120) hours;

(d) the CEO Board may establish any additional procedures and may amend any of the provisions of this Article XV concerning the interim governance and directing, and oversight of the management and affairs of, LARC in an Emergency if it considers it to be in the best interests of LARC, except that it may not change in any manner which excludes from participation any person who was a member of the CEO Board in office at the time an Emergency arises; and

(e) to the extent that it considers it practical to do so, the CEO Board shall govern and direct, and oversee the management and affairs of, LARC during an Emergency in a manner which is consistent with these Bylaws. It is recognized, however, that it may not always

be practical to act in this manner in an Emergency. Accordingly, this Article XII is intended to empower the CEO Board with the maximum authority possible under all applicable laws, to conduct the interim governance and directing, and oversight of the management and affairs of, LARC in an Emergency in what the CEO Board considers to be in the best interests of LARC.

For purposes of these Bylaws, an "Emergency" shall mean fire, flood, earthquake, elements of nature or acts of God; riots, acts of terrorism, civil disorders, rebellions or revolutions; government shut-down orders related to a pandemic; or any other similar cause beyond the reasonable control of LARC.

ARTICLE XIV
LEGISLATIVE ADVOCACY GOVERNANCE

14.1 Purpose. LARC's legislative advocacy efforts serve to advance the interests of its member colleges and their students at the state and federal levels, consistent with LARC's mission to promote economic competitiveness, career technical education, and workforce development. This Article establishes governance requirements for LARC's legislative advocacy activities.

14.2 Annual Legislative Strategic Advocacy Plan.

14.2.1. Development. The Advocacy Committee shall develop a Legislative Strategic Advocacy Plan (the "Advocacy Plan") for each legislative cycle. The Advocacy Plan shall include, at minimum: (a) State and Federal Legislative Priorities; (b) corresponding State and Federal Advocacy Talking Points; and (c) identification of member districts serving as legislative leads for specific priorities, consistent with Section 14.3 below.

14.2.2. CEO Board Approval. The Advocacy Plan shall be presented to the CEO Board for review and approval no later than the regular November CEO Board meeting each year. For each priority included in the Advocacy Plan, the names of the member districts in support of that priority shall be identified. Approved priorities shall be distributed to all LARC member colleges following CEO Board approval.

14.2.3. Member Input. The Advocacy Committee shall solicit input from LARC member colleges on proposed advocacy priorities through an annual survey process. The Advocacy Committee shall also consult with Government Relations Officers of Los Angeles County community colleges, the Community College League of California, and the California Community Colleges Chancellor's Office Governmental Relations staff in refining proposed priorities and talking points prior to presenting the Advocacy Plan to the CEO Board.

14.3 Legislative Leads

14.3.1. Role. For each approved legislative priority, one or more LARC member district(s) may volunteer to serve as the "Legislative Lead" for that priority. Legislative Leads champion the priority with legislators, draft or collaborate in drafting formal legislative

proposals and budget trailer bill language, identify potential legislative authors, and coordinate outreach on behalf of LARC member colleges.

14.3.2. Designation and Responsibilities. Legislative Leads shall be identified and their roles and responsibilities presented to the CEO Board for approval as part of the annual Advocacy Plan process described in Section 14.2. A Legislative Lead's advocacy activities on behalf of LARC shall remain consistent with the CEO Board-approved priorities and talking points.

14.3.3. Local Board Authorization. Prior to engaging in advocacy on behalf of LARC, including serving as a Legislative Lead, a member district may be required to obtain approval from its own Board of Trustees in accordance with that district's governance requirements. It is the responsibility of each member district to determine and fulfill its own local authorization requirements before engaging in advocacy activities on behalf of LARC.

14.4 Legislative Position Recommendations. The Advocacy Committee, in consultation with the CEO Board, is authorized to consider and recommend positions on key state and federal legislative measures and budget proposals relevant to LARC's mission and approved advocacy priorities. Positions may include support, opposition, or tracking of a given measure. LARC member colleges may also submit requests to the Advocacy Committee for consideration of a position on legislation aligned with approved priorities. Recommendations for a collective LARC position shall follow the consensus and voting process established in Section 14.8. Letters that do not meet the threshold for a collective LARC position may identify only those member colleges that have affirmatively authorized participation and shall not be represented as an official position of LARC.

14.5 Advocacy Evaluation. Following the conclusion of each state and federal legislative cycle, LARC member colleges shall complete an Advocacy Evaluation Survey to assess the effectiveness of advocacy efforts for that cycle. Results of the Advocacy Evaluation Survey shall be used by the Advocacy Committee to inform the development of the subsequent year's Advocacy Plan.

14.6 Legislator Database. The Advocacy Committee shall develop and maintain a database of elected officials at the federal, state, county, city, and local school board levels representing communities served by LARC member colleges. This database shall be used to support coordinated outreach and advocacy activities.

14.7 Student Stories and Marketing. In support of LARC's advocacy efforts, the Advocacy Committee may develop and coordinate the use of student success stories, program outcomes, and promotional materials to raise awareness of LARC's impact with legislative audiences. Such materials shall be aligned with the approved Advocacy Plan and may be distributed through coordinated outreach efforts by LARC member colleges.

14.8 Legislative Position, Consensus, and Voting Process. This establishes consensus as

the preferred approach and, when consensus cannot be reached, requires a two-thirds (2/3) vote of all LARC member colleges for a collective LARC advocacy position. With the current nineteen (19) member colleges, thirteen (13) affirmative votes are required.

14.8.1. Purpose. This Section establishes a formal and transparent process by which LARC member colleges communicate their individual positions on legislation—support, neutral/no position, or opposition—and by which LARC may establish a collective position. The process is intended to promote dialogue, seek consensus whenever feasible, respect differing institutional perspectives, and provide a clear voting process for coordinated advocacy aligned with LARC's approved priorities.

14.8.2. Individual Member College District Positions. Each LARC member college district may communicate an individual position—support, neutral/no position, or opposition—on any state or federal legislative measure or budget proposal submitted to the Advocacy Committee for consideration. Member college districts shall communicate their position to the Advocacy Committee in writing using the standard position form or method established by the Advocacy Committee. A member college district that does not submit a position within the designated response period shall be recorded as taking no position on that measure.

14.8.3. Consensus-Seeking Process. Consensus shall be the preferred method for developing a collective LARC advocacy position. Before a formal vote is taken, the Advocacy Committee shall provide member colleges an opportunity to review the proposed position, identify concerns, and seek language or an approach that reflects broad regional agreement. Consensus does not require unanimity; rather, it reflects a good-faith effort to develop a position that can be broadly supported across the Consortium.

14.8.4. Voting and Collective LARC Position. If consensus cannot be reached, the Advocacy Committee may conduct a formal vote. Each LARC member college shall have one (1) vote. An official collective LARC position may be recommended when at least two-thirds (2/3) of all LARC member colleges affirm the same position of support or opposition. Based on the current nineteen (19) member colleges, thirteen (13) affirmative votes are required. Neutral/no position responses, abstentions, and nonresponses shall not be counted as affirmative votes and shall not reduce the number of affirmative votes required to meet the two-thirds threshold.

14.8.5. Vote Administration. The Advocacy Committee shall establish a reasonable response period and a standard method for recording votes. The voting record shall identify the number of colleges voting in support, in opposition, neutral/no position, abstaining, and not responding. The vote of each college shall be cast by its Chief Executive Officer or designated representative. Once submitted, a college may revise its vote before the close of the designated voting period.

14.8.6. CEO Board Confirmation and Communication. A collective LARC position meeting the threshold in Section 14.8.4 shall be recommended by the Advocacy Committee and presented to the CEO Board for confirmation in accordance with these Bylaws. Following

confirmation, the Advocacy Committee chair and vice chair are authorized to submit letters or other communications on behalf of LARC reflecting the approved collective position. Any collective position communicated on behalf of LARC shall identify, at minimum, the number of member colleges in support, opposition, neutral/no position, or abstaining. When a time-sensitive legislative matter requires action before the next regularly scheduled CEO Board meeting, the recommendation may be referred to the Executive Committee for consideration consistent with Section 4.7, with any action reported to the full CEO Board at its next meeting.

14.8.7. Advance Notice Prior to Public Opposition. Before LARC or any member college, acting in its capacity as a LARC participant, publicly communicates opposition to a legislative measure that is being actively supported by one or more other LARC member colleges, the opposing college(s) or the Advocacy Committee, as applicable, shall provide advance written notice to the affected supporting member college(s). Such notice shall be provided no fewer than five (5) business days prior to any public opposition action, including the submission of an opposition letter, public testimony, or public statement made on behalf of the college in its LARC capacity. The purpose of this requirement is to allow for good-faith dialogue and potential resolution before opposition is formally expressed. This notice requirement does not preclude any member college from taking individual positions independent of LARC.

14.8.8. Good-Faith Dialogue. Upon receipt of an advance notice of opposition under Section 14.8.7, the affected member college districts are encouraged to engage in good-faith dialogue, facilitated by the Advocacy Committee chair and vice chair if requested, to seek resolution or common ground. Such dialogue may result in an amendment to a proposed position, a compromise communication, or a mutual determination that the college districts will proceed with differing positions. The Advocacy Committee shall document the outcome of any such dialogue for the record.

14.8.9. Position Tracking and Transparency. The Advocacy Committee shall maintain a running record of member college district positions and votes on active legislative measures and shall make this record available to all member college districts and the CEO Board on a regular basis. The record shall include, for each measure: the measure identifier and description; the position or vote submitted by each member college; whether the two-thirds threshold for a collective LARC position was met; whether the position was confirmed by the CEO Board or, when applicable, the Executive Committee; and any relevant correspondence or outcomes from the good-faith dialogue process described in Section 14.8.8.

14.8.10. Preservation of Independent Rights. Nothing in this Section shall be construed to limit the right of any LARC Participant to engage in legislative advocacy independently, in its own name and not on behalf of LARC, consistent with Article I, Section 1.2 of these Bylaws. The consensus, voting, notice, and dialogue requirements of this Section apply only when a member college district is participating in an official LARC advocacy process or acting in its capacity as a LARC Participant.

ARTICLE XV

APPENDIX

The CEO Board may establish and maintain an appendix to these Bylaws to provide supplemental reference materials, procedures, and operational guidelines. The appendix is intended to support the implementation of these Bylaws but does not carry the same binding authority as the Bylaws themselves. Adoption or revision of the appendix shall require a majority vote of the CEO Board. The appendix does not form part of the Bylaws and may be amended by the CEO Board without adherence to the provisions of Article XI.

15.1 Contract and Purchase Order Approval Thresholds. Contracts of fifty thousand dollars ($50,000) or more and purchase orders of ten thousand dollars ($10,000) or more require approval by the CEO Board or Executive Committee, whichever body is scheduled to first convene, prior to submission to the Fiscal Agent. Items below these thresholds shall be reported to the CEO Board quarterly for informational purposes. Contracts and purchase orders that meet these thresholds include, but are not limited to, new and recurring contracts, general purchase orders, memberships, sponsorships, and subscriptions. If a regularly scheduled CEO Board or Executive Committee meeting cannot be held in time to meet the fiscal agent's submission deadline, materials may be circulated for virtual review. CEO Board members shall have five (5) business days to provide feedback or approval.

* * *