

TEXOMA WORKFORCE DEVELOPMENT BOARD MEMBER MANUAL

Section 4 – BYLAWS

ARTICLE I - AUTHORITY

Senate Bill 642 and House Bill 1863 established the criteria for the formation of local Workforce Development Boards. The name of the local workforce development board for the Texoma Workforce Development Area (Cooke, Grayson and Fannin Counties) (hereinafter referred to as the "Texoma WDA") shall be known as the Texoma Workforce Development Board (hereinafter referred to as the "Corporation").

ARTICLE II - STATEMENT OF PURPOSE

The Corporation is organized for the purposes as specified in the The Workforce and Economic Competitiveness Act, chapter 668, Act of the 73rd Texas Legislature, Regular Session, 1993 (Texas Senate Bill 642), as amended by House Bill 1863, 74th Session, Texas Legislature, 1995, Workforce Investment Act of 1998, and any successor acts. It shall be the purpose of the Corporation to provide policy guidance for, and exercise oversight with respect to, activities under the workforce plan for the Texoma WDA.

ARTICLE III - FUNCTIONS, POWERS AND DUTIES

The Corporation shall perform, but is not limited to, the following functions:

- A. Determine procedures for the development of the employment and training plan, which may provide for the preparation of all or any part of the plan (1) by the Corporation; (2) by any unit of general local government in the Texoma WDA, or by an agency thereof; or (3) by such other methods or institutions as may be provided in such agreement; and
- B. Select as a service provider an entity to administer the employment and training plan (which may be more than one entity), (1) a unit of general local government in the Texoma WDA, or an agency thereof; (2) a non-profit private organization or corporation; or (3) any other agreed upon entity or entities; and
- C. Select as a service provider an entity to administer the Child Care Management Services program.
- D. Provide oversight of the programs conducted under the employment and training plan in accordance with procedures established by the Corporation. In order to carry out this paragraph, the Corporation shall have access to such information concerning the operations of such program as is necessary; and
- E. Approve the strategic and operational employment and training plan submitted to the

Texas Workforce Commission and the Governor of Texas; and

- F. In order to carry out its functions under Senate Bill 642 and House Bill 1863, the Corporation shall (1) prepare and approve a budget for itself, in accordance with the employment and training plan; and (2) hire independent staff, incorporate, and solicit and accept contributions and grant funds from other public and private sources.
- G. As used in this article, the term "oversight" means reviewing, monitoring and evaluating.

ARTICLE IV - MEMBERSHIP OF THE BOARD OF DIRECTORS

- A. The membership of the Board of Directors of the Corporation shall be established in accordance with the WIA or its successors and amendments, as well as Senate Bill 642 and House Bill 1863 and any successor acts. The Board of Directors (hereinafter referred to as the "Board") will be comprised of the following representation:
 - 1) representatives of the private sector, who shall constitute a majority of the membership of the Board and who shall be owners of business concerns, chief executives or chief operating officers of non-governmental employers or other private sector executives who have substantial management or policy responsibilities. Whenever possible, at least one-half of such business and industry representatives shall be representatives of small business (500 or fewer employees), including minority business;
 - 2) representatives of organized labor and community-based organizations, who shall constitute not less than 15 percent of the membership of the Board; and
 - 3) representatives of each of the following:
 - A) educational agencies, including secondary and postsecondary practitioners representing vocational education, that are representative of all educational agencies in the Texoma WDA;
 - B) vocational rehabilitation agencies;
 - C) public assistance agencies;
 - D) economic development agencies;
 - E) the public employment services;
 - F) local literacy councils; and
 - G) adult basic and continuing education organizations.

Nominations for membership on the Board shall be obtained in the following manner:

- 1. Private Sector Representatives shall be selected from among individuals nominated by any general purpose business organization after consulting with,

and receiving, recommendations from other business organizations in the service delivery area. The number of such nominations shall be in accordance with TWC policies.

2. Education Representatives shall be selected from among individuals by regional or local education agencies, vocational education institutions, institutions of higher education (including entities offering adult education) or general organizations of such institutions within the service delivery area.
3. Labor Representatives shall be selected from individuals recommended by recognized state and local labor federations.
4. Community-Based Organizations and other representatives shall be selected from "community-based organizations" as defined in the Job Training Partnership Act, Reform Amendments of 1992 (Public Law 102-367).

Nominations will be submitted on a Texas Workforce Commission nomination slate form to the Chief Elected Official(s) (as defined below) for selection and nomination. Nominations are submitted by the Chief Elected Official(s) to the Workforce Development Division of the Texas Workforce Commission. The Texas Workforce Commission will then forward the nominations to the Governor of Texas for final approval and appointment. The Board shall have no less than 27 members and no more than 36 members, and said members shall serve fixed and staggered terms as provided for by the Chief Elected Officials Agreement, a copy of which is attached hereto and incorporated herein. Board membership shall reflect the ethnic and geographical diversity of the area as far as practicable.

- B. "Chief Elected Official(s)" shall consist of the mayor of the largest city (according to the population as stated in the most recent federal census) in the Texoma WDA, and the County Judge of each county included in the Texoma WDA as designated by the Governor of Texas. In addition, if there is any conflict or inconsistency between these Bylaws and the Chief Elected Officials Agreement, the Bylaws shall control.
- C. The Board members shall be appointed by the Chief Elected Official(s). A three-fourths (3/4) vote of the Chief Elected Official(s) is required to appoint each Board member. All of the Board members must be chosen from individuals nominated by regional or local agencies, institutions/organizations, and as far as practicable represent the geographic and ethnic diversity of the area. Each of the four Chief Elected Official(s) in the Texoma WDA may choose up to five private sector representatives for appointment to the Board. The remaining members who will represent community-based organizations, educational institutions and other public entities will be chosen as outlined in Senate Bill 642 and House Bill 1863 and will constitute a balance among the counties in the Texoma WDA. Should the Chief Elected Official(s) amend the Chief Elected Official(s) Agreement to modify the number or types of representation on the Board, these By-Laws will automatically be amended to reflect the changes.
- D. Attendance

A Board member may be removed from membership due to non-attendance of the regularly scheduled Board meetings. When a member fails to attend three (3)

consecutive regularly scheduled Board meetings, without just cause, his/her appointment, at the discretion of the Chair, is subject to automatic termination. Such termination requires written notification by the Board's Chair to the member and the Chief Elected Official(s).

E. Vacancies

Vacancies on the Board shall exist (1) on the death of a Board member; (2) acceptance of the resignation of a Board member by the Chair; (3) removal of any Board member; (4) whenever the number of authorized Board members is increased; or (5) when it comes to the attention of the Board that any member has been convicted of a felony.

The Corporation, through its Executive Director, shall advise the Chief Elected Official(s) of existing and pending vacancies on the Board, to include the classification and tenure of membership held. Such vacancies shall be filled by the Chief Elected Official(s) within sixty (60) calendar days, consistent with State of Texas policy concerning the filling of vacancies in the Board of Directors of local workforce development boards.

Any Board member may resign effective upon giving written notice to and acceptance of such notice by the Board Chair and the appointing Chief Elected Official, unless the notice specifies a later time for the effectiveness of such resignation.

If, for any reason, a Board member leaves the organization he or she represents or no longer represents the category from which he or she was originally appointed, that Board member may be replaced by a more representative member. All vacancies shall be filled in accordance with Art. IV(C) of these Bylaws.

F. Tenure:

Board members shall serve staggered three (3) year terms of office expiring on June 30 in the relevant year and are eligible for reappointment for three year terms upon recommendation by the Chair of the Corporation and approval by the Board and the Chief Elected Official(s). Officers of the Corporation shall serve one (1) year terms and may be re-elected for three (3) consecutive terms.

G. Expenses:

Members of the Board shall not receive any salary or other compensation for their services, but shall be reimbursed for travel, lodging, or per diem to support meetings, conferences, and seminars, et al. outside of Cooke, Fannin and Grayson Counties. Travel expenses will be reimbursed according to TWC guidelines.

ARTICLE V - COMMITTEES

The Chair of the Corporation shall be authorized to appoint standing committees, subcommittees and Ad Hoc committees to prepare recommendations for Board consideration, and to exercise the functions of the Corporation as stated in ARTICLE III of these Bylaws.

- A. The officers of the Corporation, the immediate past chair of the Corporation, and standing committee chairs shall constitute the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Corporation between business meetings, determine the hours and place of meetings, make recommendations to the Board, and shall perform such other duties as are specified by these Bylaws. The Committee is subject to the orders of the Board and none of its acts shall conflict with actions taken by the Board.
- B. Ad Hoc Committees appointed to perform a function as charged by the Chair may consist of Board members and non-Board representatives of businesses or agencies in the Texoma WDA. Non-Board members may not vote as a member of the Board on any issue presented to the Board for consideration, but shall serve as a full and voting member of any committee to which they are appointed.
- C. The majority of any Ad Hoc committee, except the Youth Advisory Committee, must be Board members and the Chair of any committee must be a Board member.
- D. The Chair and Vice-Chairs of the Corporation shall be ex-officio members of all committees.

ARTICLE VI - OFFICERS

A. Designation of Officers

The officers of the Corporation shall be a Chair, a First Vice-Chair, a Second Vice-Chair, a Treasurer, and a Secretary. The Board shall elect other officers as necessary.

The Chair and the Vice-Chairs of the Corporation shall be representatives of the private sector. The Chair of the Corporation shall be duly elected by Board members from among the private sector members of the Board.

B. Election and Term of Office

Officers shall be elected by the Board for a one year term and shall not hold their office for more than three (3) consecutive terms. The Chair shall appoint a Nominating Committee at the last regularly scheduled meeting in the third quarter of the fiscal year of the Corporation. The election of officers shall be held at the last regularly scheduled meeting of the Board in the fourth quarter of the term. Outgoing officers will retain their offices and duties until incoming officers are properly installed.

C. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority vote of the Board, or by a two-thirds (2/3) majority vote of the Chief Elected Official(s), at any time. Any officer may resign at any time by giving written notice to the Board or to the Chair. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such

resignation shall not be necessary to make it effective.

D. Vacancies

A vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the Chair shall be filled by the Chief Elected Official(s). Other officer vacancies shall be filled by the Board. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by Chair appointment until such a time as the Board shall fill the vacancy.

E. Duties of Chair

The Chair shall preside at meetings of the Board. He/she shall appoint the chair of each committee and members of each committee and shall be an ex-officio member of all committees. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by these Bylaws, or which may be prescribed from time to time by the Board. Except as otherwise expressly provided by law or by these Bylaws, he/she shall, in the name of the Corporation, execute such contracts, plans, or other instruments which may from time to time be authorized by the Board.

F. Duties of Vice-Chairs

In the absence of the Chair, or in the event of his/her inability or refusal to act, the First Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. In the absence of the Chair and the First Vice-Chair, or in the event of his/her inability or refusal to act, the Second Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice-Chairs shall be ex-officio members of all committees. The Vice-Chairs shall have other powers and perform such other duties as may be prescribed by law, these Bylaws, or as may be prescribed by the Board.

G. Duties of Secretary

The Secretary shall:

Cause to be kept, the minutes of all meetings of the Board, including the attendance of members. He/she shall cause to be given all notices of the meetings of the Board and in general shall perform or cause to be performed all duties incident to the office of Secretary.

Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Cause to be kept, a book of minutes of all meetings of the Board, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof. Committee reports summarizing actions and recommendations of Board Committees shall be submitted to the Board for review and acceptance.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws, or which may be assigned to him or her from time to time by the Board.

H. Duties of the Treasurer

The Treasurer shall:

Cause to be kept adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Cause to be rendered to the Chair and Board, whenever requested, an account of any or all of the fiscal transactions and of the financial condition of the Corporation.

Cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE VII - MEETINGS

- A. The Board shall meet generally every month. This schedule may vary slightly and reflect the needs of Board actions to support employment and training operations and planning cycles.
- B. Public notice of meetings will be provided to Board members not less than seven (7) days before the day of the meeting. Meetings shall be publicly announced in advance of the meeting in the following manner: an agenda of the Board meeting will be posted at the principal office of the Corporation, and an agenda will be sent to the County Clerk of each county in the Texoma WDA for posting. The meetings shall be open and accessible to the general public.
- C. All meetings of the Board shall be conducted in accordance with, and shall be governed by, Robert's Rules of Order, Revised, insofar as they are not inconsistent with these Bylaws or applicable law.
- D. Minutes of the proceedings for each meeting will be recorded, distributed to each member and to the Chief Elected Official(s), and maintained in permanent files. Minutes shall be made available to the public upon written request to the Executive Director of the Corporation.

- E. Special emergency meetings of the Board may be called by the Chair upon notice to Board members of five (5) working days. Special emergency meetings shall be publicly announced as specified in Section B of this Article. Notice of each special meeting shall state the date, time and location, and an agenda will be included stating the purpose of the meeting. At any special meeting, no business other than that stated in the agenda shall be transacted unless a majority of those present shall consent to consider and transact such other business as is deemed prudent.
- F. A quorum to conduct business at any meeting shall be defined as 50 percent of the Board membership. Proxies for members are not permitted. However, a representative for a member not in attendance is welcome to attend meetings, but has no voting authority.
- G. Nothing contained in these Bylaws shall be construed to be inconsistent with any existing federal, state, local law, or to violate any established policies, standards, criteria, or procedures governing the Corporation's activities.

ARTICLE VIII - CONFLICT OF INTEREST

No Board member shall use his/her position or vote on any issue to secure privileges or exemptions for himself/herself or others, or have any interest, financial or otherwise, directly or beneficially, or engage in any business transaction or professional activity or incur any obligations of any nature which is in substantial conflict with the purposes of the Corporation. Specifically, the following disclosure and declaration policy shall apply to all Board members.

- A. Board members shall disclose a potential conflict of interest upon taking office.

Prior to taking office Board members must declare in writing all substantial business interests, any relationship, and the nature of the relationship, they, and/or their immediate families, have with a business or organization which has received, currently receives, or is likely to receive funding from the Corporation. Said declaration shall be updated whenever there is a change, if applicable.

It is the responsibility of the Board to appoint an individual to review the disclosure information and advise the Chair and appropriate member(s) to potential conflicts in a timely manner.

- B. Board members shall declare a conflict of interest prior to discussion of, and abstain from, voting on an issue.

In the event that a Board member and/or an immediate family member of said Board member has a substantial interest in or a relationship to a business entity, organization, or property that would be pecuniarily affected by any official action of the Corporation, that member shall disclose, before a discussion, vote or decision on the matter the nature and extent of the interest, and shall abstain from voting on that matter.

- C. All abstentions related to conflict of interest must be recorded and reflected in the minutes of the Board meeting.
- D. Members of the Board who violate the conflict of interest disclosure policies may be sanctioned by a two-thirds vote of the Board membership. Sanctions may include, but are not limited to, warning, censure or dismissal from the Board membership.
- E. Definitions:
 - 1. Immediate Family. Any person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.
 - 2. Substantial Interest.
 - a. A member of the Board has a substantial interest in a business entity if:
 - (1) the member owns ten percent or more of the voting stock or shares of the business entity or owns either ten percent or more or \$5,000 or more of the fair market value of the business entity; or
 - (2) funds received by the member from the business entity exceed ten percent of the person's gross income for the previous year.
 - b. A member has a substantial interest in real property if the interest is in an equitable or legal ownership with a fair market value of \$2,500 or more.
 - c. A member is considered to have a substantial interest if a person related to the official in the first degree of consanguinity or affinity has a substantial interest as described above.

In addition, no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE IX - INDEMNIFICATION

The Board members and its officers shall be indemnified by all contractors to the fullest extent permissible under the laws of the State of Texas.

ARTICLE X - NON-LIABILITY OF BOARD MEMBERS

The individual Board members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, pursuant to the Workforce and Economic Competitiveness Act, chapter 668, Act of the 73rd Texas Legislature, Regular Session, 1993 (Texas Senate Bill 642) as amended by House Bill 1863, 74th session, Texas Legislature, 1995, Workforce Investment Act of 1998, and any successor acts.

ARTICLE XI - AGENTS AND REPRESENTATIVES

The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

ARTICLE XII - FISCAL YEAR

Unless and until otherwise determined by the Board, the fiscal year of the Corporation shall commence on July 1 of each year and end on June 30.

ARTICLE XIII - EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE XIV - AMENDMENT OF BYLAWS

These Bylaws may be amended at any regularly scheduled meeting of the Board by a two-thirds (2/3) vote of the members present, or by written request of two-thirds (2/3) of the appointed members provided that the amendment has been submitted in writing at the meeting and provided that the amendment is not in conflict with any applicable state or federal laws and regulations, or the Chief Elected Official(s) Agreement.

Certified to be the Bylaws of the Texoma Workforce Development Board, effective August, 18, 2004.

Kathryn Hicks, Chair

Pam Hodebeck, Secretary