

BY-LAWS

of

The Heart of Texas Workforce Development Board, Inc.

Article 1 - Name

The name of this corporation shall be the Heart of Texas Workforce Development Board, Inc., hereafter referred to as the "Corporation".

Article 2 – Purposes

Specific Purposes. This Corporation is organized for the purposes specified in Workforce Investment Act of 1998; Subchapter F of Title 10 of the *Texas Government Code* (dealing with workforce development boards); 40 *Texas Administrative Code*, Chapter 801 (dealing with workforce development boards); 29 USC Sections 2831 through 2843 (dealing with workforce development boards) and all other state or federal statutes or regulations governing the creation or operation of workforce development boards (all referred to as "Applicable Law"). The purpose of the Corporation shall be to provide strategic planning, oversight, and evaluation of Workforce Development programs in the Heart of Texas Workforce Development Area, which includes Bosque, Falls, Freestone, Hill, Limestone and McLennan Counties, (hereinafter referred to as the "Area").

The role of the Corporation, in concert with business, education, labor, and government, is to set a strategic direction and develop a coherent, integrated system of employment, training and education programs and services that provide the Area with a highly skilled workforce.

To further clarify the purposes of the Corporation, as provided in Section 2308.266 of the *Texas Government Code*, the Corporation is incorporated to be the workforce development board for the Area. Previously an unincorporated entity known as The Heart of Texas Workforce Development Board carried out such functions.

Article 3 – Membership of Board of Directors

Section 1.

The Corporation shall be governed by a Board of Directors. The membership of the Board of Directors shall be established in accordance with Applicable Law. The Board of Directors shall be appointed by the Heart of Texas Chief Elected Officials (hereinafter referred to as CEOs) of the Area consistent with the Interlocal Agreement establishing the previous entity known as The Heart of Texas Workforce Development Board (hereinafter referred to as the "Interlocal Agreement") and Applicable Law.

The Board of Directors shall have a range of members from 25 to 32 and members shall serve fixed and staggered terms as provided for by the Interlocal Agreement and Applicable Law. Membership of the Board of Directors shall reflect the ethnic and geographic diversity of the Area.

Section 2.

The CEOs will appoint no more than 32 members to the Board of Directors with each county having at least one representative on the Board of Directors.

Should the Interlocal Agreement be amended to modify the number or types of representation on the Board of Directors, these By-Laws will automatically be amended to reflect the changes. Representation and membership on the Board of Directors shall be as follows:

- (a) representatives of the private sector, who shall constitute a majority of the active membership of the Board of Directors and who are 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;
- (b) representatives of organized labor and community-based organizations, who shall constitute not less than 15 percent of the active membership of the Board of Directors; and
- (c) representatives of the following categories:
 - 1. the private sector;
 - 2. organized labor and community-based organizations (CBOs);
 - 3. education;
 - 4. public employment service (TWC);
 - 5. vocational rehabilitation;
 - 6. public assistance;
 - 7. economic development;
 - 8. local literacy councils; and
 - 9. adult basic and continuing education.

At least one representative on the Board of Directors must have expertise in child care or early childhood education. At least one representative on the Board of Directors must be a veteran.

Any change in Applicable Law regarding membership on the Board of Directors shall be deemed a change to these Bylaws.

Section 3. Duties

The duties of the Corporation shall include, but are not limited to:

- (a) the performance of any and all duties imposed on the Corporation as the workforce development board for the Area;
- (b) the development of plans, as well as an oversight and evaluation system for all workforce development programs in the Area;
- (c) the attainment of effective outcomes consistent with statewide goals, objectives, and performance standards approved by the Governor;

- (d) the effective administration of WIA and such other programs as assigned by law; and
- (e) meetings of the Board of Directors taking place at such times and places as required by these By-Laws.

Section 4. Term of Office

Each member of the Board of Directors shall serve a three-year term, staggered in accordance with WIA and all Applicable Law. Any replacement appointee to the Board of Directors shall take over the unexpired term of the member being replaced.

Section 5. Compensation

Members of the Board of Directors shall serve without compensation except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

Meals, lodging, and other expenses will be paid in accordance with the Corporation's travel policies.

Section 6. Meetings

Meetings shall be in accordance with the Texas Open Meetings Act. The following provisions shall govern the time, place, and notification requirements for meetings.

- (a) Place of Meetings. Meetings shall be held at the Heart of Texas Workforce Center, Waco, or at such other place as may be designated from time to time based upon necessity or preference.
- (b) Regular Meetings. Annually, the Board of Directors shall set its meeting schedule. Meetings shall be held no less than quarterly.
- (c) Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors by notifying the Corporation's Staff which shall give the notice(s) provided in Section 6(d). Such meetings shall be held at the Heart of Texas Workforce Center or if different, at the place designated by the person or persons calling the special meeting.
- (d) Notice of Meetings. Unless otherwise provided by these By-Laws, or provisions of law, the following shall govern the giving of notice for meetings of the Board of Directors:

Regular Meetings. Notice will be given of any regular meeting of the Board of Directors in accordance with the Open Meetings Act. Notice of the time, place, and purpose of any regular meeting of the Board of Directors shall be given by Corporation's staff in a timely manner prior to the meeting.

Special Meetings. At least seven calendar days' prior notice shall be given by the Corporation's staff to each member of the Board of Directors for a special meeting of the Board of Directors. Such notice will be written and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. Notice of a special meeting will be in accordance with the Texas Open Meetings Act.

Executive Committee. Meetings of the Executive Committee shall be posted as required by the Texas Open Meetings Act.

Section 7. Quorum for Meetings

A quorum shall consist of a one-third of the Board of Directors, and shall be established on the basis of membership, excluding vacancies. At the call to order of each meeting, the exact number of members required to achieve a quorum shall be established.

Except as otherwise provided under these By-Laws, or provisions of law, no action can be taken at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

Each member of the Board of Directors shall be entitled to one vote. Neither alternate representation nor proxy votes are permitted.

In accordance with the Texas Open Meetings Act, no quorum of the Board of Directors or quorum of the Executive Committee may for any reason meet without a duly posted open meeting. To meet even socially without appropriate posting, constitutes an illegal meeting.

If a quorum of the Board of Directors is present at a meeting, the meeting must be posted as a meeting of the full Board of Directors.

Any member of the Board of Directors who misses two consecutive meetings will be contacted to determine cause of absence. An attendance record of all Board of Directors members will be maintained. This record will be provided to the Chief Elected Officials and all Board of Directors members on a monthly basis.

Section 8. Majority Action as Board Action

Every act made by a majority of the Board of Directors present at a meeting duly held is the act of the Board of Directors, unless these By-Laws or provisions of law require different voting rules for approval of a specific matter by the Board of Directors.

Section 9. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Board Chair, or in the Chair's absence, by the Chair Elect. The Parliamentarian/Secretary shall act as secretary of all meetings of the Board of Directors, provided that in the Parliamentarian/Secretary's absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the rules contained in Robert's Rules of Order (as then currently revised); insofar as such rules are not inconsistent with or in conflict with these By-Laws, or with provisions of law.

Section 10. Vacancies

Any vacancy on the Board of Directors caused by death, resignation, removal or disqualification, shall be filled by the CEOs in accordance with the Interlocal Agreement and Applicable Law.

Any member of the Board of Directors may be removed from office by a majority vote of the CEOs, with or without cause, as permitted by and in accordance with the laws of this state.

Appointment of members to the Board of Directors will be consistent with state and federal laws, including Section 4.02 of SB 642 as amended by HB 1863, the federal WIA, and any successor legislation.

Section 11. Non-Liability of Board of Directors

The individual Board of Directors members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, unless and only to the extent expressly provided otherwise in Applicable Law.

Section 12. Indemnification of the Corporation, the Board of Directors and Officers

The Corporation, the Board of Directors and the officers of the Corporation shall be indemnified by all contractors to the fullest extent permissible under the laws of this state.

Section 13. Insurance for Agents of the Corporation and Board of Directors

The Corporation may adopt a resolution authorizing the purchase and maintenance of insurance providing coverage for any agent of the Corporation, the Board of Directors, or any officer of the Corporation against liabilities asserted against or incurred by the person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person(s) against such liability under these By-Laws or provisions of law.

Article 4 - Officers

Section 1. Election of Officers

The officers of the Corporation shall be a Chair, Chair Elect, Parliamentarian/Secretary, and Treasurer. The Board of Directors shall elect other officers as necessary.

The Chair and the Chair Elect shall be representatives of the private sector.

Section 2. Election and Term of Office

Officers shall be elected by the Board of Directors for a one-year term to coincide with the Corporation's fiscal year. The Chair shall not hold this office for more than two (2) consecutive terms. The Chair shall appoint a Nominating Committee to nominate officers. The election of officers shall be held the last month of the fiscal year. Outgoing officers will retain their offices and duties until incoming officers take office.

Section 3. Removal and Resignation

Any officer may be removed, with or without cause, by a majority vote of the Board of Directors at any time. An officer may resign at any time by giving written notice to the Board of Directors or to

the Chair. Any such resignation shall take effect on the date of receipt of such notice or at a later date if specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by act of the Board of Directors. 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 time as the Board of Directors shall fill the vacancy.

Section 5. Duties of the Chair

The Chair shall preside at meetings of the Board of Directors and shall appoint committees. The Chair shall recommend an Oversight Committee Chair and an At-large member to the Executive Committee subject to final appointment by the Board of Directors on an annual basis. The Chair shall be an Ex-officio member of all committees. The Chair shall perform all duties incident to such office and such other duties as may be required by law, by these By-Laws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law of these By-Laws, the Chair shall, in the name of the Corporation, execute such contracts, plans, or other instruments that may from time to time be authorized by the Board of Directors. The Chair and/or designee(s) shall represent the Corporation at meetings with the Chief Elected Officials and other meetings as appropriate. If the Chair is unavailable to conduct Corporation business, the Chair shall notify Corporation staff and the Chair Elect so that the Chair Elect can fulfill the responsibilities of the Chair, until such time the Chair returns to duty.

Section 6. Duties of the Chair Elect

In the absence of the Chair, the Chair Elect 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 Chair Elect shall have other powers and perform such other duties as may be prescribed by law, these By Laws, or as may be prescribed by the Board of Directors. The Chair Elect will succeed the Chair at the end of the Chair's term(s).

Section 7. Duties of the Parliamentarian/Secretary

The Parliamentarian/Secretary will be responsible for assuring that meetings are run in accordance with Roberts Rules of Order and will assist the Chair in assuring that Conflict of Interest requirements are responded to appropriately by all members.

Cause to be kept by Staff of the Corporation, the minutes of all meetings of the Board of Directors, including the attendance of members. The Parliamentarian/Secretary (working with the staff of the Corporation) shall cause to be given all notices of the meetings of the Board of Directors and in general shall perform or cause to be performed all duties incident to the office of Parliamentarian/Secretary.

Cause to be kept by Staff of the Corporation, 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.

In general, perform all duties incident to the Office of Parliamentarian/Secretary and such other duties as may be required by law, by these By-Laws, or which may be assigned from time to time by the Board.

-Section 9. Duties of the Treasurer

The Treasurer shall serve on the Budget and Oversight Committees. The Treasurer is not responsible for the duties of the Corporation's fiscal agent.

Section 10. Duties of the Past Chair

The Past Chair shall serve in an advisory capacity to the Chair.

Article 5 - Committees

The Board of Directors has established an Oversight Committee and Executive Committee. Further committees may be established by the Board of Directors as needed or required by law.

Section 1. Oversight Committee

The Oversight Committee is responsible for providing oversight and evaluation of all the Corporation's Workforce programs. The Oversight Committee shall report monthly to the Executive Committee regarding the performance status of each service provider. The Oversight Committee will make recommendations to the Executive Committee when deemed necessary. The Chair of the Oversight Committee will be appointed annually by the Board of Directors. The Chair of the Oversight Committee will make appropriate appointments to the Oversight Committee, not to include a quorum of the members of the Executive Committee (not including the Treasurer), with total committee membership not to exceed seven (7).

Section 2. Executive Committee

The then current officers of the Corporation and the Past Chair shall constitute the Executive Committee. Additionally, a member of the Board of Directors will be appointed by the Chair to serve as an At-large member of the Executive Committee on an annual basis. The At-large member will be an individual that provides balance to the Executive Committee by reflecting the demographics of the local Area. A quorum shall consist of a majority of the Committee. The Executive Committee shall have general supervision of the affairs of the Corporation between business meetings, make recommendations to the Board of Directors, and shall perform such other duties as are specified by the By-Laws. The Executive Committee is subject to the orders of the Board of Directors and none of its acts shall conflict with the action taken by the Board of Directors. Additionally, the Executive Committee shall:

- (a) Provide oversight and evaluation of all the Corporation's Workforce programs.
- (b) Provide leadership and direction in the development of a local strategic and operational plan.
- (c) Provide leadership and direction on all financial matters pertinent to the Corporation.
- (d) Coordinate Board activities with the Chief Elected Officials.

Article 6 - Conflict of Interest

As a Workforce Development Board the Corporation shall comply with all Conflict of Interest provisions stipulated under 10 TAC 187.212, as well as any other Federal or State code, rule or regulation applicable to the Corporation's operation.

Prior to taking office and annually thereafter, all members of the Board of Directors must declare, in writing, all substantial business interest, 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 WIA funding or other funding under jurisdiction of the Corporation. Said declaration shall include a code of conduct that governs the performance of the Corporation, its Board of Directors, officers, employees or agents engaged in the award and administration of contracts and shall address the avoidance of conflicts of interest, declarations of possible conflicts, abstention from voting, abstention from participation and sanctions. The conflicts of interest declaration of each such person shall be updated whenever there is a change in status.

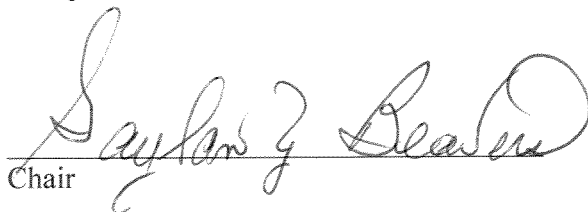
Article 7 - Amendments of By-Laws

Section 1. Amendment

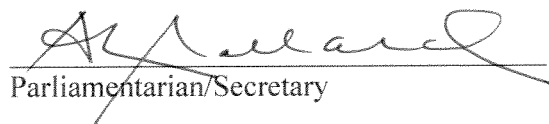
These By-Laws can be amended by a majority vote of the Board of Directors, excluding vacancies, provided that the amendment has been submitted in writing and included as an agenda item at the prior regularly scheduled meeting of the Board.

Adoption of By-Laws

The foregoing By-Laws were adopted by a majority vote of the members of the Board of Directors of Heart of Texas Workforce Development Board, Inc., present and voting at the meeting held on August 20,, 2009.


Chair

8/20/09
Date


Parliamentarian/Secretary

8/20/09
Date