BYLAWS OF
THE NORTH CENTRAL TEXAS WORKFORCE DEVELOPMENT BOARD

ARTICLE 1- NAME

The name of this Organization shall be the North Central Texas Workforce Development Board, hereafter referred to as the Board.

ARTICLE 2- PURPOSE AND AUTHORITY

This Board is organized for the purposes as specified in the Workforce Innovation and Opportunity Act of 2014 (hereinafter referred to as WIOA) and the Texas Workforce and Economic Competitiveness Act, chapter 668, Act of the 73rd Texas Legislature, Regular Session, 1993 (Texas Senate Bill 642), as amended by House Bill1863, 74th session, Texas Legislature,1995 and any successor acts. The mission of the Board is to advance business-driven talent development strategies that promote economic growth, opportunity, and a quality workforce.

ARTICLE 3 – MEMBERSHIP

SECTION 1. GENERAL

Board members are public officials appointed by elected officials as the trustees of the workforce development system and are entrusted with significant fiduciary and policy responsibilities, including oversight of public funds and implementation of state and federal law.

SECTION 2. BOARD COMPOSITION

The local Board composition shall comply with criteria established by the State of Texas and the Chief Elected Officials of the North Central Texas Workforce Development Area.

SECTION 3. SIZE OF LOCAL WORKFORCE DEVELOPMENT BOARD

The chief elected officials will appoint no less than 25 Board members and not more than 38 members.

SECTION 4. DUTIES, CONDUCT, AND EXPECTATIONS

Members of the Board shall comply with the Board's Governance Policies and all provisions stipulated in Federal or State law, rule or guidance applicable to the Board's operations.

Board members shall provide the Board Chair with a written declaration acknowledging that he/she has received the Board Member Code of Conduct and Governance Policies and has read and understood the conflict of interest provisions and that the Board member agrees to abide by them. The Board shall ensure:

a) the performance of any and all duties imposed on them collectively or individually by law, or by these Bylaws;

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 or the Workforce Investment Innovation and Opportunities Act of 2014 and such other programs as assigned by law; and

e) meetings take place at such times and places as required by these Bylaws.

SECTION 5. COMPENSATION

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

SECTION 6. VACANCIES

Vacancies on the Board shall exist (1) on the death, acceptance of the resignation by the Chair or removal of any member, and (2) whenever the number of authorized Board members is increased.

Any member may resign upon giving written notice and shall be effective upon acceptance of such notice by the Board Chair, unless the notice specifies a later time for the effectiveness of such resignation.

Any Board member may be removed from office at any time by the CEO who appointed the Board member. The Board Chairman shall provide notice of vacancy to the Lead CEO who shall fill the vacancy in the required category in accordance with applicable guidelines.

SECTION 7. INDEMNIFICATION OF BOARD AND OFFICERS

All contractors shall indemnify the Board and its officers under the laws of this state to the fullest extend permissible.

SECTION 8. INSURANCE FOR AGENTS OF THE BOARD

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Board, including a member, officer, or other agent of the Board, against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Board would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

SECTION 9. CONFLICT OF INTEREST

Members shall comply with all conflict-of-interest provisions applicable to the Board by law, rule, or policy.

ARTICLE 4 –OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Board shall be a Chair, the Past Chair, a Vice Chair, and a Secretary.

SECTION 2. ELECTION PROCEDURES

A nominating committee shall be appointed by the Chairman and shall be responsible for nominating a slate of officers representing the Board's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.

SECTION 3. ELECTION AND TERM OF OFFICE

The Board shall elect officers for a two-year term. Officers shall not hold this office for more than three (3) consecutive terms.

SECTION 4. REMOVAL AND RESIGNATION

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

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer 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 time as the Board shall fill the vacancy. In the event of a vacancy in the office of the Chair, the Vice Chair will assume the position of Chair for the remainder of the vacating Chair's term.

SECTION 6. QUALIFICATIONS AND DUTIES OF CHAIR

The Chair shall be elected from among the private sector members of the Board. The Chair shall preside at meetings of the Board. The Chair of the Board shall appoint the Chairperson and members of all committees. He or she shall perform all duties incident to his or 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 or she shall, in the name of the Board, execute such contracts, plans, or other instruments which may from time to time be authorized by the Board.

SECTION 7. DUTIES OF PAST CHAIR

To ensure the continuity of knowledge and authority, the immediate past Chair of the Board shall serve in the position of Past Chair for a period up to two years. The Past Chair shall have other powers and perform such other duties as may be prescribed by the Board or the Board Chair.

SECTION 8. QUALIFICATIONS AND DUTIES OF VICE CHAIR

The Vice Chair shall be elected from among the private sector members of the Board. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall assume all the duties and responsibilities of the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, these Bylaws, or by the Board.

SECTION 9. QUALIFICATIONS AND DUTIES OF SECRETARY

The Secretary may be elected without regard to sector representation. The Secretary shall be responsible for oversight of the keeping of the records of the Board's actions.

ARTICLE 5 – MEETINGS

SECTION 1. TIME AND PLACE OF MEETINGS

Meetings of the Board shall be held at least annually and at other times. Meetings shall be held in accordance with the Texas Open Meetings Act. Meetings shall be held at such a place as is designated from time to time.

SECTION 2. ANNUAL MEETING

An annual meeting of the members shall be held in conjunction with the CEOs. At the annual meeting the members shall receive reports on the activities and accomplishments of the Board.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Executive Committee, by the Chair, or by a majority of the members of the Board. Special meetings may be held at such place as may be designated in the call for a meeting.

SECTION 4. QUORUM

A quorum shall consist of a majority of the Board, 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 Bylaws, or provisions of law, no business shall I be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Each member of the Board shall be entitled to one vote. Neither alternate representation nor proxy votes are permitted.

SECTION 5. VOTING

All issues to be voted on shall be decided by a simple majority of those counted as present at the meeting in which the vote takes place. Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board unless these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a specific matter by the Board.

SECTION 6. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the Board Chair, or, if no such person has been so designated or, in his or her absence, by the Vice Chair or, in the absence of each of these persons, by a Temporary Chair chosen by a majority of the Board present at the meeting.

SECTION 7. USE OF TECHONOLOGY TO HOLD MEETINGS

Meetings may be held in person, by video conferencing or by any other means, as long the meeting complies with the Texas Open Meetings Act.

ARTICLE 6- EXECUTIVE COMMITIEE

SECTION 1. MEMBERSHIP

The officers of the Board, and the Chairs of all standing committees, shall constitute the Executive Committee.

SECTION 2. AUTHORITY

The Executive Committee shall have general supervision of the affairs of the Board between busine ss meetings and, so far as may be permitted by law and these by-laws, shall exercise all the authority of the Board during the intervals between the meetings.

The Committee is subject to the orders of the Board and none of its acts shall conflict with previous actions taken by the Board.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated. Meetings and action of the Executive Committee shall be governed by, notice, and held in accordance with the provisions of these Bylaws concerning meetings of the Board.

SECTION 3. MEETINGS

The Executive Committee is subject to the Texas Open Meetings Act. The Executive Committee shall meet as requested by the Chair.

ARTICLE 7- STANDING COMMITTEES

SECTION 1. MEMBERSHIP

The Board may designate and direct the activities of standing committees to provide information and to assist the Board in carrying out activities. Such standing committees shall be chaired by a member of the Board, may include other members of the Board and may include other individuals appointed by the Board who are not members of the local board and who the local board determines have appropriate experience and expertise.

SECTION 2. AUTHORITY

Standing committees shall be advisory unless otherwise required by law. The Board retains the responsibility for full review and final decision on all matters. Unless otherwise provided for in these Bylaws, the Board Chair, with concurrence of the Executive Committee, has the authority to designate, dismiss or modify all committees for the successful operation of the Board.

SECTION 3. MEETINGS

Standing committee shall operate under a written resolution that is approved by the Board. The resolution shall include a description of the purpose, functions and objectives of the committee, membership, and meeting schedule and process. All committees shall provide notice, be held and have minutes taken in accordance with accepted Board standards. Committee meetings can be held in person, via teleconference or video conference.

ARTICLE 8- AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

These Bylaws ~~can~~ may be amended at a regularly scheduled meeting by a two-thirds vote of Board members present and voting~~, provided that the amendment has been submitted in writing and included as an agenda item at the prior regularly scheduled meeting of the Board~~.

SECTION 2. ADOPTION OF BYLAWS

The foregoing Bylaws were adopted by two-thirds of the North Central Texas Workforce Development Board, present and voting at the meeting _____, 2021.

_____ _____

Chair Secretary