BYLAWS OF WORKFORCE SOLUTIONS-CAPITAL AREA WORKFORCE BOARD

ARTICLE I

NAME

1.01 Name. The name of this organization shall be Workforce Solutions-Capital Area Workforce Board (hereinafter referred to as "the Board").

ARTICLE II

OFFICES

2.01 Principal Office. The principal office of the Board shall be located in the City of Austin, County of Travis, and shall be at a location to be recommended by the Board's Chief Executive Officer (CEO) and approved by the Board.

ARTICLE III

PURPOSE

3.01 Purpose. The purpose of Workforce Solutions-Capital Area Workforce Board is to provide policy guidance, planning, evaluation, and oversight for all workforce programs and activities under the consolidated local workforce plan for the Austin/Travis County workforce development area according to the provisions of the Workforce Innovation and Opportunity Act of ("WIOA") (29 U.S.C. Chapter 32), and the Workforce Investment Act (Title 10, Chapter 2308, et. seq., Texas Government Code), and any other federal or state workforce development legislation to the extent it may be assigned local authority. Under the Board/Chief Elected Officials Partnership Agreement ("Board/CEO Partnership Agreement"), the Board is the designated grant recipient and administrative entity for workforce program funds allocated to the Austin/Travis County workforce development area. The Board shall, from time to time, adopt mission and vision statements, and statements of ends (results) policies as it shall determine necessary or desirable to carry out its legislative mandates and for such other charitable, educational, scientific, or literary purposes as the Board may adopt.

ARTICLE IV

FUNCTIONS, POWERS, DUTIES, AND STANDARDS OF CONDUCT

4.01 Functions, Powers, and Duties.
The Board shall exercise all general powers conferred by the laws of the State of Texas upon corporations under the Texas Non-Profit Corporations Act and shall have any and all additional powers or duties allowed by law, the Articles of Incorporation, these Bylaws, and the Board/CEO Partnership Agreement. The functions, powers and duties of the Board shall include, but are not limited to:

A. Develop and adopt an annual budget and any subsequent amendments;

B. Direct the development of the consolidated local workforce development plan or any modification thereto in accordance with the guidelines established by the Texas Workforce Commission;

C. Review, monitor and evaluate the performance and effectiveness of workforce programs and activities within the purview of the Board;

D. Hire, evaluate or dismiss the CEO with the CEO evaluation conducted, and goals and compensation determined, by the Chair, Vice-Chair, and Secretary/Treasurer upon the completion of each fiscal year; and

E. Review, approve, extend and/or terminate any contracts or programs not meeting performance expectations, contractual obligations and/or regulatory standards.

4.02 Standard of Conduct. The following standards of conduct shall apply to all members of the Board:

A. No Board member shall transact any business in his/her official capacity with any business entity in which he/she has any interest, direct or indirect.

B. No Board member shall appear as a member of the public before the Board while representing him/herself or any other person, group, association, partnership, corporation, interest or entity.

C. If a Board member, family and/or business partners has the appearance of personal gain, direct or indirect, in any decision pending before the Board, they shall not vote, but shall publicly disclose the nature of such interest in the official records of the Board prior to any discussion of the matter.

If a Board member violates Section 4.02, it will be the duty of the Chair, Vice-Chair, or Secretary/Treasurer to bring the matter to the attention of the Executive Committee who shall take such action as deemed appropriate based on the severity of the violation. The Executive Committee may recommend to the full Board that the Board member be removed for cause per Section 5.07.

4.03 Compensation. Board members shall serve without compensation. However, nothing in this section shall prohibit reimbursement for reasonable travel expenses incurred during the course of Board related business.

4.04 No Solicitation. Officers and members of the Board will neither solicit nor accept for personal benefit or the benefit or their family or friends gratutities, favors, loans, or anything of monetary value greater than $50 from contractors, potential contractors, vendors, or other parties doing business with or seeking to do business with the Board. All such items or offers to provide them shall be reported to the Chair or Secretary/Treasurer in writing promptly upon receipt thereof.

ARTICLE V

MEMBERSHIP

5.01 Composition. The membership of the Board shall be consistent with the requirements of the Texas Government Code Chapter 2308, rules and policies promulgated by the Texas Workforce Commission and the Board/CEO Partnership Agreement. Board membership shall include representation as required by federal and state legislation. The membership of the Board shall be composed of the following:

A. Representatives of the private sector, who shall constitute a majority of the membership of the Board 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. Private sector representatives shall constitute not less than 51% of the membership of the Board and should work in one of the Board's targeted industry sectors.

B. Representatives of organized labor and community-based organizations, who shall constitute not less than 15% of the membership of the Board.

C. Representatives of each of the following categories:

1. educational agencies, including secondary and post-secondary;
2. vocational rehabilitation;
3. public assistance;
4. economic development;
5. public employment service;
6. local literacy councils;
7. adult basic and continuing education organizations; and
8. the child-care workforce.

D. Special Requirements: At least one member of the Board must be a veteran who meets the qualifications of one of the categories listed Section 5.01.C above and who is actively engaged in the field of veterans affairs or services.

E. A Board member shall have an existing relationship with the local workforce development area (i.e. the Austin/Travis County workforce area) through residence or employment within the workforce area per TWC Chapter 801. The Board must reflect the ethnic and geographic diversity in its membership which reflects the demographics of the Austin/Travis County workforce development area.

5.02 General Matters. The affairs of the Board shall be managed by the CEO at the direction of the Board Chair.

5.03 Number. The Board shall consist of a minimum of twenty-five (25) and no more than thirty-four (34) members, and may be increased or decreased from time to time by an amendment to these Bylaws and the Board/CEO Partnership Agreement.

5.04 Nominations. Nominations to the Board will comply with the requirements of the WIOA, Texas Government Code Chapter 2308 and the Board/CEO Partnership Agreement.

5.05 Terms and Term Limits. Board members shall be appointed for a three-year term. Terms shall be from October 1 through September 30. Any replacement appointee to the Board shall serve the unexpired term. Members shall serve until they are reappointed or replaced.

Term Limits. Effective October 1, 2024, no Board member may serve more than three (3) consecutive full, three-year terms. Any Board member completing three (3) consecutive full, three-year terms must remain off the Board for twelve (12) months before the Board member can be reappointed to the Board. If such a Board member is reappointed, the Board member can serve for up to three (3) consecutive full, three-year terms.

Any Board member having already served three (3) consecutive full, three-year terms by October 1, 2024 may continue to complete the Board member's existing term and serve one additional three-year term before being subject to the term limit described above.

In any case, the Chair is empowered to waive the term limit and permit the reappointment of any term-limited Board member if the Chair determines that such waiver and reappointment serves the best interest of the Board.

5.06 Resignation. Any member may resign at any time by giving written notice to the Chair, Vice Chair or the Board Secretary/Treasurer.

5.07 Removal. A member of the Board may be removed for cause by an affirmative vote of the majority of the Board. Removal for cause shall include, but is not limited to:

A. Conduct in violation of federal, state or local laws, rules, regulations, policies, or grant agreements;

B. Ceasing to represent the category described in Section 5.01.C that the member was originally appointed to represent;

C. Failure to comply with the Board/CEO Partnership Agreement, these Bylaws, Board policies, or decisions of the Board;

D. Transfer or relocation or move outside the Austin/Travis County workforce development area;

E. Impermissible conflict of interest, including, but not limited to, non-compliance with the Conflict of Interest Disclosure and Declaration policy;

F. Failure to meet attendance requirements as specified in Section 6.05 of these Bylaws;

G. Conduct constituting moral turpitude as determined by the Board or actions that bring into question the reputation or integrity of the Board; and

H. Other reasons as allowed by federal and state statutes, regulations, rules, and policies.

Notice of proposed removal of a Board member will be provided to the Board membership and the appointing elected official with the notice of the meeting. The member involved will be given the opportunity to be present and to be heard at the meeting at which the Board member's recommended removal is to be considered.

ARTICLE VI

MEETINGS

6.01 Regular Meetings. The Board shall meet at least once a quarter during the calendar year. Annually, the Board shall set its meeting schedule. The Executive Committee may cancel or reschedule a meeting of the Board. Meetings will be held at a place to be designated by the Chair. At least one meeting of the Board shall be designated as the Annual Meeting of the Board.

6.02 Special Meetings. Special meetings of the Board may be called by, or at the request of, the Chair or on the written request of a majority of the appointed members.

6.03 Notice. Notice of any regular or special meeting of the Board shall be given at least three (3) calendar days in advance of the date scheduled by written notice delivered personally or sent written or electronic mail to members at their address of record.

6.04 Quorum. A majority of the **appointed** members shall constitute a quorum for the transaction of business at any meeting of the Board. A member abstaining from a vote shall be counted in determining a quorum but not as a vote on the motion. A quorum of a committee is required for any action taken by a committee of the Board. A quorum for a committee shall be a majority of the Board members appointed to serve on the committee.

6.05 Attendance. Attendance at regular Board meetings is expected of all members, . Members unable to attend should provide the CEO or the CEO's designee with notice of their inability to attend a regular Board meeting. Consecutive or frequent absences without "good cause" shall be grounds for removal and other consequences as described below. "Good cause" shall be determined by the Executive Committee, and the Executive Committee may also discuss the absences with the Board member to determine if there are any extenuating circumstances.

Consecutive absences. Any Board member absent without good cause from two (2) consecutive regular meetings shall be considered for removal from the Board.

Frequent absences. Any member absent without good cause from two (2) Board meetings in a twelve (12) month period shall also be considered for removal.

After absences as described above, the Chair (or the CEO if requested by the Chair) shall contact the Board member to determine the cause of the absences. The Executive Committee will be notified of such absences.

If the Executive Committee determines there is good cause to excuse the absence(s), no further action is required.

If the Executive Committee determines no good cause exists to excuse the absence(s), a written notice reminding the member of this section shall be sent to the Board member and, if determined advisable by the Executive Committee, the appointing elected official maybe notified by phone as a courtesy. The Executive Committee shall then consider whether to initiate removal.

6.06 Voting. Each member of the Board shall be entitled to one (1) vote. Proxy votes shall not be allowed. Any voting act by a majority of the members present, except where otherwise provided in these Bylaws, shall constitute an official action by the Board.

6.07 Advisory Members. The Chair may invite other persons to serve on the Board in an ex-officio, non-voting capacity whenever it is deemed necessary or appropriate, and when the knowledge, skills or expertise of the person(s) would be beneficial to the Board.

6.08 Public Notice of Meetings. All regular meetings and special meetings of the Board at which its business will be conducted shall be posted and held in public in accordance with the Texas Open Meetings Act (Chapter 551, Texas Government Code). At the discretion of the Chair, the Board may go into Closed Session during any regular or special meeting as permitted by law. Any member of the public desiring to address the Board shall register for public comment. Public comment shall be time limited to three (3) minutes and public comment on agenda items shall be heard before or during the Board's consideration of those items.

6.09 Meeting Procedures. Robert's Rules of Order shall be used as a guide in the conduct of all meetings of the Board and its committees, in so far as they do not conflict with these Bylaws and applicable law.

ARTICLE VII

OFFICERS AND STAFF

7.01 Officers. The officers of the Board shall be a Chair, Vice-Chair, Secretary/Treasurer as elected by the members. The term of office of all officers shall be for two years.

7.02 Elections. The election of officers shall be held each year in October. During the month of August, the Chair shall appoint a nominating committee. The nominating committee shall present a recommended slate of officers at the December meeting of the Board. Additional nominations will be accepted from the floor at the time of the annual election.

7.03 Authority. Officers and designated agents of the Board shall have the authority and perform such duties as are customary to their office or status, as provided in these Bylaws, or as may be determined by resolution of the members not inconsistent with these Bylaws.

7.04 Chair. The Chair shall be from among the representatives of business and industry. The Chair shall be the principal executive officer of the Board and shall, in general, supervise all of its business and affairs. The Chair shall preside at all regular and special meetings and may sign, with any other duly authorized officer, any instrument or other document which the Board shall have authorized to be executed; and in general, shall perform all duties incident to the Office of Chair and such other duties as may be prescribed by the Board from time to time. Additionally, the Chair shall serve on and chair the Executive Committee.

7.05 Vice-Chair. The Board members shall elect a Vice-Chair from among the representatives of business and industry to perform the duties of the Chair in the Chair's absence, and when so acting, shall have all the powers of, and be subject to all the restrictions placed upon, the Chair, and the Vice-Chair shall serve as a member of the Executive Committee.

In the event the Chair is unable to serve, or is removed from, office, the Vice-Chair shall assume the Office of Chair for the remainder of the Chair's term of office.

7.06 Secretary/Treasurer. The Board members shall elect a Secretary/Treasurer to serve as a member of the Executive Committee and perform all duties incident to the Office of Secretary/Treasurer.

7.07 Board Chief Executive Officer (CEO). The Board will employ a CEO under an employment contract to function as its chief administrative officer in the day-to-day direction of operations and affairs of the corporation subject to these Bylaws and the terms of the employment contract. The CEO shall represent and assist the Chair and perform such other duties as may be assigned, from time to time, by the Board.

7.08 Staff Support. Board staff, as designated by the CEO, shall provide support to the Board and its committees as requested or required. Minutes of all meetings of the Board, including committees, shall be kept in the permanent records of the CEO and a copy of the minutes of each meeting shall be provided to each Board member.

The CEO shall also give notices of meetings in accordance with the provisions of these Bylaws or as required by law; be custodian of all Board records; execute all documents on behalf of the Board as duly authorized in accordance with the provisions of these Bylaws; keep a register of the contact information of each member; and in general perform all duties, from time to time, which may be assigned by the Board.

ARTICLE VIII

COMMITTEES

8.01 Executive Committee. The Executive Committee shall consist of the elected officers of the Board and the chairs of all standing committees designated by the Chair and approved by the Board. The immediate past chairperson, not having resigned or been removed from the Board, shall serve as an ex-officio member of this committee. The primary purposes of this committee shall be to serve as the central planning and management group for the Board, and as an advisory group to the CEO. The Executive Committee shall also have the authority to act on behalf of the full Board in cases of emergency, when Board action is imperative and circumstances make assembling the full Board impractical.

8.02 Standing Committees. The Chair shall create for each fiscal year such other standing committees as shall be necessary for the proper and efficient operation of the Board. The Chair shall appoint all committee members and name all committee chairs and their successors.

8.03 Special Committees. The Chair shall create for such time as necessary, special committees for the proper and efficient operation of the Board. The Chair shall appoint all special committee members and name all special committee chairs and their successors.

ARTICLE IX

FISCAL YEAR

9.01 Fiscal Year. The fiscal year of the Board shall begin on the first day of October each year and end on the last day in September of the succeeding year.

ARTICLE X

INDEMNIFICATION AND INSURANCE

10.01 Indemnification. To the extent permitted by law, including but not limited to the Texas Non-Profit Corporation Act, the Board shall indemnify any Board member or officer or former Board member or officer for expenses and costs, including attorney's fees, actually and necessarily incurred by him/her in connection with any claim asserted against him/her by action in court or otherwise, by reason of his/her being or having been a Board member or officer. The liability of the Board to indemnify under this article shall be lmited in insurance coverage mainted by the Board, the payment of any deductibles of those policies and any other expenditures which are necessary and reasonable and allowable under applicable federal and state laws and regulations, as approved by a majority of the Board.

10.02 Insurance. The Board shall purchase and maintain a policy of officers and directors liability insurance with dollar limits, coverage, exclusions and other terms and conditions deemed to be in the best interest of the Board. In addition, the Board shall purchase and maintain other insurance policies and in amounts as may be required by the Board/CEO Partnership Agreement, grant requirements, or requirements of the Texas Workforce Commission.

ARTICLE XI

CONTRACT AUTHORIZATION

11.01 General Provision. The Board authorizes the CEO to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Board consistent with the Board's executive limitations policies.

11.02 Limitations on Authority. No action by any member, officer, or employee of the Board shall be binding upon or constitute an expresson of the policy of the Board unless it has been approved, ratified, or assigned by the Board.

11.03 Donations and Contributions to the Board. Members of the Board may solicit and accept on behalf of the Board, gifts, donations, bequests, or contributions in accordance with the general purposes of the Board.

11.04 Severing Provision. In the event that any provision of these Bylaws is found to be unlawful or void, such provision shall be severed and the remainder of these Bylaws shall remain in full force and effect.

ARTICLE XII

ADOPTION OF OR AMENDMENT TO BYLAWS

12.01 Amendments to Bylaws. These Bylaws may be adopted, altered, or repealed by the members of the Board according to the following procedures:

A. Notice of the proposed adoption, alteration, amendment, or repeal of these Bylaws shall be forwarded to each member of the Board at least ten (10) working days prior to any meeting of the Board, and the full text of the proposed Bylaws up for adoption, alteration, amendment, or repeal shall be read and made part of the minutes of that meeting.

B. The proposed adoption, alteration, amendment, or repeal of these Bylaws shall be voted on at the next regular meeting of the Board after the meeting in which the proposed changes were read to ensure proper time for review by Board members.

C. The proposed adoption, alteration, amendment, or repeal of these Bylaws shall be effective upon the affirmative vote of at least two-thirds of the members present.

These Bylaws were approved and adopted by the members of the Board at a meeting duly called, held, and convened on the 29th day of February, 2024.

ATTEST:

Mark Sherry

Mark Sherry, Chair
Workforce Solutions – Capital Area Workforce Board