

**COASTAL BEND WORKFORCE DEVELOPMENT BOARD
BYLAWS**

**ARTICLE I
NAME**

The name of this Organization shall be the Coastal Bend Workforce Development Board, hereafter referred to as the Board.

**ARTICLE II
PURPOSE**

The purpose of the Board shall be to promote the economic development of the Coastal Bend area through an effective workforce development system serving employers, job seekers and students.

**ARTICLE III
MEMBERS**

The members of the Board shall be those persons appointed to the local workforce development board in the manner provided under federal and state law and the partnership agreement among the local government entities.

**ARTICLE IV
DIRECTORS**

Section 1. The number of directors of the Board shall be composed of not less than 25 members and not more than 33, as described in the partnership agreement among the local government entities. Changes in the board size or composition are governed by the partnership agreement between the Board and the CEO Council.

Section 2. Representation on the Board will be in accordance with federal and state laws, the partnership agreement among the local government entities, and the partnership agreement between the Board and the CEO Council.

Section 3. Private sector representatives will be selected from nominations submitted by general-purpose business organizations in the workforce development area. Representatives of the private sector shall constitute a majority of the membership of the Board and shall reasonably represent the industrial and demographic composition of the business community.

Section 4. The balance of the membership of the Board will be composed of representatives of educational agencies, literacy organizations, organized labor, rehabilitation agencies, community based organizations, economic development agencies, the public assistance agency, and the public employment service.

The education representatives on the Board shall be selected from among individuals nominated by regional or local educational agencies, vocational education institutions, institutions of higher education (including entities offering adult education) or general

organizations of such institutions, within the service delivery area. The labor representatives on the Board shall be selected from individuals recommended by recognized State and local labor federations. If the State or local labor federation fails to nominate a sufficient number of individuals to meet the labor representation requirements of applicable laws, individual workers may be included on the Board to complete the labor representation. The remaining members of the Board shall be selected from individuals recommended annually by interested organizations.

Section 5. Appointment of members and reappointment of incumbent members will be for a three-year period to provide for staggered terms using the same nomination and appointment process as for original members. Any vacancy in the membership of the Board will be filled in the same manner as the original appointments to complete unexpired terms. The current membership is structured as follows: City of Corpus Christi, 15 slots (economic development; public employment service [TWC], local literacy council, public assistance, post-secondary education, vocational rehabilitation, an organized labor (OL) and/or community-based organizations (CBO), and eight private sector representatives); Aransas County, private sector; Bee County, two slots (adult basic and continuing education and one CBO/OL); Brooks County, private sector; Duval, private sector; Jim Wells County, two slots (CBO/OL and private sector); Kenedy County, private sector; Kleberg County, two slots (CBO/OL and private sector); Live Oak County, private sector; Nueces County, two slots (organized labor and private sector); Refugio County, CBO/OL, San Patricio County, four slots (secondary education and three private sector). All vacancies will be filled within 90 days. CEOs may cooperate with each other in exchanging appointment slots for Board members in order to minimize vacancies on the Board. Any such exchanges shall be reduced to writing and maintained by the Board, with copies distributed to all CEOs. The representative structure of the Board shall be reviewed bi-annually and revised by review or statute.

Section 6. No members, officer, employee or agent of the Board shall: (1) cast a vote on the provision of services by that person (or any organization which that person directly represents), or (2) vote on any matter which would provide direct financial benefit to that person, or (3) participate in the selection, award or administration of a subgrant, procurement or contract supported by public funds subject to this section where, to the person's knowledge, a conflict of interest would be involved. Such a conflict would arise when any of the following has a direct financial or other substantive interest in any organization which may be considered for award: (a) the officer, employee, or agent; (b) any member of his or her immediate family; (c) his or her partner, or (d) a person or organization which employs, or is about to employ, any of the above.

The Board shall ensure, through the oversight and management of Board policies, that it does not directly deliver or determine eligibility for workforce services in its local workforce development area or contract with the following persons or entities to deliver or determine eligibility for workforce services: (a) a Board Member, (b) a Board Member's business, organization, or institution, or (c) a Board employee. These prohibitions do not apply to public education agencies, such as community colleges and independent school districts, that have Board members, former Board members, or former Board employees who fulfill the requirements set forth in Texas Government Code §2308.256(a)(3)(A).

In the event of any conflict, or potential appearance of conflict of interest by a Board member, such Board member shall disclose the material facts as to his or her interest or benefit from the proposed action, and in the event the measure requires approval by the Board, the

proposed action may be approved upon the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum. Such interested directors may be counted in determining the presence of a quorum at the meeting at which such issue is considered. For the purpose of this section, "direct financial benefit" does not include any situation in which a Board member (or any organization which that member directly represents) may from time to time employ persons participating in a Board program administered by an independent contractor not controlled by or related to the Board member. The Board shall ensure that the Board, its members, or its employees do not directly control the daily activities of its workforce service contractors.

No member, officer, employee or agent of the Board shall: (1) solicit or accept gratuities, favors, or anything of monetary value from contractors or suppliers, potential contractors or suppliers, parties to sub-agreements, or (2) solicit, accept or agree to accept any benefits for exercising official authority and performing their duties.

For the purpose of this provision, the term "immediate family" shall be as defined in Chapter 171 of the Texas Local Government Code to include persons related in the first degree by either affinity or consanguinity.

Section 7.

- A. **Removal for Cause.** The Board shall have the authority to remove any member for cause which shall include, but not be limited to:
- a. three unexcused absences at *regularly* scheduled Board meetings in a calendar year; or
 - b. three unexcused absences at *consecutive* regularly scheduled Board meetings; or
 - c. conduct constituting conflict of interest; or
 - d. violations of Board policy or applicable law.
- B. **Notice of Two Missed Absences.** In the event any member fails to attend two *consecutive* regularly scheduled Board meetings, the elected official who appointed that individual shall be notified in writing of these absences.
- C. **Notice of Cause for Removal.** In the event any member of the Board:
- a. fails to attend (unexcused) three *regularly* scheduled Board meetings in a calendar year; or
 - b. fails to attend (unexcused) three *consecutive* regularly scheduled Board meetings; or
 - c. engages in conduct that constitutes conflict of interest; or
 - d. violates Board policy or applicable law;
- the elected official who appointed that individual shall be notified in writing of such event(s) and that such conduct may result in the removal of the member by the Board for cause.
- D. **Removal.** After notice as required by C. above has been given to the elected official who appointed that individual, the Board may remove the member for cause by a majority vote of the Board.
- E. **Excused Absences.** Absences due to illness, unavoidable work related conflicts, family emergencies (illness, death of family, out of the country) shall be considered excused

absences and shall not be included in the calculation of missed meetings. Members are responsible to provide prior notification of such member's inability to attend the meeting or if unable to provide prior notice, as soon as possible after a missed meeting. Notification may be submitted to the Chair of the Executive Committee or President/CEO.

- F. **Other Basis for Removal.** Additionally, a CEO may remove a Board Member appointed by the CEO's predecessor upon approval with a majority vote by the CEO Council and concurrence with a majority vote by the Board's Executive Committee.

Section 8. Alternative representation shall not be permitted. Proxy votes are not permitted.

ARTICLE V **OFFICERS**

Section 1. The officers of the Board shall be the elected Chair, Vice Chair, Secretary, Treasurer, Parliamentarian, and the Immediate Past Chair.

Section 2.

The Chair must be selected from among the private sector representatives. The elected officers shall be selected by the Board membership and shall perform the duties prescribed by these Bylaws or as may be determined by resolution of the members not inconsistent with these Bylaws.

Section 3. Officers will be selected for a period of one year and their term of office, in the same position, shall be effective on the date of the December annual meeting and expire one year thereafter or upon the election of their successors. Subject to yearly Board approval, no member shall hold more than one elected office at a time, and no member shall be eligible to serve more than three consecutive terms in the same elected office. Vacancies shall be filled within three months of the office becoming vacant. Any successors elected to fill a vacancy will complete the unexpired term.

Section 4. The Chair shall appoint a nominating Committee of six members. The six members of the Nominating Committee shall include three members from the rural counties and three members from Nueces County. It shall be the duty of this Committee to nominate candidates for the elected offices to be filled. The Nominating Committee shall report as needed and its annual report for the election of officers shall be included with the agenda materials for the annual meeting. Additional nominations from the floor shall be permitted before the election, whether at the annual meeting in December or to fill a vacancy.

Section 5. The Board may, by two-thirds vote of members present, appoint a President & CEO of the Board, but shall serve according to such terms and conditions as the Board may establish by resolution or by employment agreement, and shall be under their supervision.

Section 6. The Chair shall preside at all meetings of the Board.

Section 7. The Chair shall be an ex-officio member of all committees, shall have general supervision of the management of the business of the Board, and shall see that all orders and resolutions of the Board are carried into effect.

Section 8. The Vice Chair shall, in the absence or disability of the Chair, perform the duty and exercises the powers of the Chair, and shall perform such other duties as the Board prescribes.

Section 9. The Secretary shall verify that the Minutes are accurate and approved by the Board. The Secretary shall give, or cause to be given, notice of all special meetings of the Board and shall perform such other duties as may be prescribed by the Board under whose supervision the Secretary shall be.

Section 10. The Treasurer may sign checks that are disbursed by the Board. The Treasurer may be ordered by the Board, at the regular meetings of the Board, or whenever they may require it, to account for all the Treasurer's transactions and of the financial condition of the Board.

Section 11. The Parliamentarian shall assist the Chair with the procedures specified in Article VIII: Parliamentary Authority.

Section 12. Upon appointment, the President & CEO shall oversee and be responsible for the overall management and administration of the organization. The President shall execute bonds, mortgages and other contracts except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Board.

Section 13. The Board may require the Chair, Vice Chair, the Secretary, the Treasurer, the Parliamentarian, the President & CEO, Vice Presidents, any other officers or employees, to give the Board bonds on such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their office and for the restoration to the Board, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Board.

ARTICLE VI **MEETINGS**

Section 1. The Board shall meet at least quarterly. Except in the case of emergencies as determined by the Chair, board members shall receive at least 14 days notice prior to regular meetings. Meeting notices shall be posted at the offices of the Board, and may also be posted at other public buildings in the workforce development area. All meetings shall be open to the public, except as closed when the Board determines that an executive session is proper and necessary to discuss an item on the agenda before the Board.

Section 2. The regular meeting in December shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees,

and for any other business that may arise. The Board shall have prepared for each annual meeting a full and clear statement of the business and condition of the Board.

Section 3. Special meetings can be called by the Chair or upon the written request of five members of the Board. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days' notice shall be given.

Section 4. A majority of the Board shall constitute a quorum. A quorum will be established on the basis of membership, excluding vacancies.

ARTICLE VII **COMMITTEES**

Section 1. An Executive Committee shall be composed of the elected Chair, Vice Chair, Secretary, Treasurer and Parliamentarian; the Immediate Past Chair; and the four appointed standing Committee Chairs. The Chair shall chair the Executive Committee.

Section 2. The Board may form other committees as necessary to carry on the work of the Board. Board committees are established for a specified period of time, which may be extended, by action of the Board. The Chair and Vice Chair jointly appoint the chairs and members of committees. The Chair shall be an ex-officio member of all committees.

Section 3. Committee meetings require a quorum of 51% of committee membership. The attendance by a member of the Executive Committee at a meeting of a standing committee may count toward the fulfillment of the 51% quorum requirement and may vote in that standing committee.

Section 4. Addendum: Standing Committees

EXECUTIVE/FINANCE COMMITTEE

Responsible for overseeing the President & CEO. Responsible for oversight of all Standing Committee recommendations. Considers any and all items that have not been addressed at a Standing Committee yet require full Board Approval, then takes recommendation to the Board for final approval. May approve items on behalf of the Board when time limitations prohibit full Board approval.

Responsible for evaluating and making financial policies and procedures recommendations to the Board regarding Board and Contractor budgets, audit reports, TWC and fiscal monitoring, expenditure reports, financial reports oversight, and Board expenditure oversight.

CHILD CARE SERVICES

Responsible for all issues dealing with the management of childcare services. Responsible for monitoring the childcare vendor activity, the childcare contractor, recommending the allocation of childcare dollars to the Board and to the Contractor, reviewing childcare training, development issues, and monitoring the reports and enrollments from the contractor.

PUBLIC RELATIONS

Responsible for the expansion of an awareness/outreach plan to broaden public recognition of programs/services. Oversight of development of the Quarterly Performance Report and Annual Report to use as tools to report to the public the accomplishments of workforce programs/services.

WORKFORCE SERVICES

Responsible for monitoring all issues associated with the delivery of programs through the business and career centers and the quality of those services, including youth services and services to persons with disabilities. Review issues associated with all workforce programs and make recommendations to the Board. Responsible for planning of facilities and physical locations of the centers and Board offices. Responsible for reviewing all issues associated with coordinating secondary and post-secondary education programs with the workforce training programs. Review issues associated with alternative learning programs, and review the quality issues of all these programs.

Agenda topics may include, but are not limited to: Core and Intensive Workforce Employment and Training Services and performance; Youth Program services and activities; Services to Persons with Disabilities; Business Services activities and performance.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE IX AMENDMENTS OF BYLAWS

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

ARTICLE X FISCAL PROVISIONS

Section 1. The Board shall have prepared for each annual meeting a full and clear statement of the business and condition of the Board.


Section 2. Any checks or demands for money and notes of the Board over \$30,000 shall be signed by any two of the following: the Chair, the Vice Chair, the President & CEO, the Treasurer, the Secretary, the Parliamentarian, or such other person or persons as the Board may from time to time designate. All checks or demands for money and notes of the Board \$30,000 or less may be signed by the President, Vice President, or an officer of the Board.

Section 3. The Board shall indemnify and hold harmless the directors, officers, and employees of the Board from any damages arising from actions taken in their official capacity to

the fullest extent allowed by the non-profit corporation laws of the State of Texas. Any director, officer, or employee of the Board seeking indemnification under this section shall notify the Board in writing promptly after any incident or situation giving rise to the need for indemnification and provide such information as may be reasonably required by the Board in evaluation of such claim. In no event shall the Board be liable for attorney's fee or expert witness or investigation fees incurred by a covered director, officer or employee without the Board's prior written approval.

Section 4. Upon discontinuance of the organization the organization's assets are to be transferred to the State of Texas or to an educational, religious, charitable or other similar organization that is qualified for exemption under Sec. 501 (c) (3), Internal Revenue Code, as amended.

The above is a true and correct copy of the Bylaws of the Coastal Bend Workforce Development Board, as amended and adopted by the Board on September 28, 2017. The adopted amendments to these bylaws become effective upon approval of the Board of Directors.



Victor M. Gonzalez, Jr., Board Chair

10-13-2017
Date