

RURAL CAPITAL AREA WORKFORCE DEVELOPMENT BOARD, INC.

BYLAWS

ARTICLE I - NAME/SERVICE AREA/LOCATION

A. Name

The organization shall be called the Rural Capital Area Workforce Development Board, Inc., hereafter referred to as the RCAWDB.

B. Service Area/Location

The Corporation shall serve the workforce area known as Workforce Solutions Rural Capital Area at the Central office location.

ARTICLE II - PURPOSE

A. Purpose

The RCAWDB exists in accordance with Federal and State laws governing workforce boards and is responsible for developing a strategy to continuously improve and strengthen the workforce development system through innovation in, and alignment and improvement of, employment, training, and education programs to promote economic growth.

The RCAWDB shall provide policy guidance for all activities and provide oversight such as reviewing, monitoring, and evaluating program activities.

ARTICLE III. - GOVERNING STATUTES

Powers of the Corporation

A. General Powers

The RCAWDB exists in accordance with Federal and State laws to facilitate the effective use of appropriated funds and community resources for the training and employment of citizens in the defined regional area. Except as limited by the Articles or these Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purpose now or hereafter conferred on not-for-profit corporations under the laws of the state of Texas.

B. Workforce Powers

The Corporation will have and exercise all rights and powers granted to regional workforce boards under the laws of the state of Texas and workforce investment boards under Public Law No. 113-128, United States Code, and all other applicable federal and state workforce laws, regulations and directors. The Corporation shall always exercise its rights and powers in compliance with all state and deferral governing statutes. To the extent that any provision of the Articles or these Bylaws violate such governing statutes, such provision of all Articles or Bylaws shall be deemed removed from such and the Corporation shall act in accord with the

governing statutes.

ARTICLE IV – Board of Directors

A. Duties

The business and affairs of the Corporation shall be the responsibility of the Board of Directors, herein referred to as the Board.

Responsibilities and Authorities

The Board shall manage and direct the affairs of RCAWDB, protect its interest, determine its direction, advance its mission, goals, and strategies, and supports its programs; ensure effective planning and adequate resources, managing resources efficiently; authorize an approved budget through Board action; ensure ethical and legal behavior; elect RCAWDB officers; Hire and fire the Executive Director; and approve and oversee execution of the strategic plan. Further the Board may exercise emergency powers allowed by law.

B. Nomination and Composition of Directors

Composition of the RCAWDB shall reflect requirements of governing legislation and local charter requirements as amended from time to time. The RCAWDB shall be composed of at least twenty-five (25) members. At least 51% of the members shall be private sector representatives. Organized labor and community-based organizations shall constitute not less than 15% of the membership. The RCAWDB reserves the right to expand its membership, as deemed necessary, in accordance with Federal and State laws. The RCAWDB may continue to conduct business while vacancies exist as long as the membership remains in compliance. Individuals shall be nominated to serve as Directors on the Board in accordance with governing legislation and policy direction of the Corporation's funders, and RCAWDB procedures. In the event of conflict among different funders, federal funding requirements shall prevail.

Ideally, Williamson County may not have more than three (3) private sector representatives each. Bastrop and Hays Counties may not have more than two (2) private sector representatives each. Blanco, Burnet, Caldwell, Fayette, Lee, and Llano Counties may not have more than one (1) private sector representative each. When circumstances prevent this distribution, appropriate members will be recruited to the board to achieve a compliant structure and when the next opportunity presents the by county priority structure will be used.

There shall also be representatives from educational agencies, labor, CBO's, vocational rehabilitation agencies, public assistance agencies, economic development entities, adult basic and continuing education, local literacy councils and the employment service.

C. Appointment of Directors

These Bylaws, the governing statutes and legislation, and policy direction of the Corporation's funders determine the manner in which Directors are nominated and appointed to the Board. All board Director nominees are appointed by the Chief Elected Official of the service area as recommended to them by the full Board of Directors. Nominations for appointment of Directors to fill vacancies on the Board or to increase the number of Directors on the Board shall be held throughout the year with nominations received and vetted through the Executive Committee. Nominations from the floor are permitted. Nominees shall be voted on at Board meetings by a majority of Directors then holding office, including those Directors whose term shall expire at

such meeting.

D. Term of Board Members

The term of board members shall be for two years, commencing October 1 and running through the second September 30. RCAWDB seats vacated during this period shall be filled for the remainder of the term.

E. Absences

Each RCAWDB member is responsible for representing their respective sector in the conduct of RCAWDB business through attendance at regular and special called meetings. Members who know ahead of time that they will be unable to attend a scheduled meeting are responsible for contacting the RCAWDB Chair and copying the Executive Director or Central Office at least forty-eight (48) hours prior to a meeting for an excused absence.

F. Removal

The Board may remove a Director whenever, in its judgment, the best interest of the Corporation would be served. Removal shall be affected by two-thirds (2/3) vote of the Directors attending a called meeting for this purpose.

It is expected that all Directors will attend all scheduled Board and relevant committee meetings. Unless otherwise required by statute, Directors who fail to attend a majority of regularly scheduled board meetings based on the annual program year will be subject to removal from the Board unless extenuating circumstances are found and reported to the Board. At Board meetings, designees of Directors shall not be considered as the Director having been in attendance.

G. Resignation

If no longer representing the constituency, from which appointed, a Director shall notify the Executive Director and RCAWDB Chair in writing and resign from the Board. A Director may resign at any time, for any reason, by giving written notice with an effective date to the Executive Director and RCAWDB Chair. In either situation, a prospective replacement shall be recommended by the Executive Committee, and such nomination shall be brought to the Board for approval. Board approved nominations shall be presented to the appropriate Chief Elected Official for approval. Board vacancies occurring for other reasons follow these same rules.

A Director replacing a Director who has left the Board serves the remainder of the term of office of the departed Director.

ARTICLE V - OFFICERS

A. Officers

The officers of the RCAWDB shall be Chairperson, ViceChairperson, and Treasurer. The Chairperson, ViceChairperson, shall be selected from among members of the RCAWDB who are representative of the private sector.

B. Duties of Officers

CHAIRPERSON

The Chairperson shall preside at all meetings of the RCAWDB, appoint committees, call special meetings, and perform all other duties of that office.

VICECHAIRPERSON

The Vice-Chairperson shall assume the duties of Chairperson in the absence of or incapacity of the Chairperson and Chairperson Elect.

TREASURER

Performs the duties incident to the office including, but not limited, to meeting with the CFO to review financial reports, audits and fiscal monitoring reports; reporting fiscal concerns to the Board and other duties as assigned by the Chair and mutually agreed upon.

C. Terms of Office

It is the intent of the Board to utilize the knowledge and experience of its members in selecting its officers. The Board may change its officers at any time through formal action. Officer terms begin upon election.

ARTICLE VI – MEETINGS

A. Number and Interval

The Board will hold an annual meeting each calendar year followed by quarterly meetings. The Executive Director determines the date, time and place for the meetings.

B. Notification of Meetings

The Executive Director notifies all Directors of scheduled and special meetings by email at least three (3) days in advance, specifying the date, time, and location of the meeting and its agenda. The Executive Director develops and the Board Chair reviews and approves the agenda of all meetings of the Board. All applicable meetings of the RCAWDB will be posted and conducted in accordance with the Texas Open Meetings Act.

C. Special Meetings

Special meetings of the RCAWDB may be called at any time, as needed by the Chair, Executive Director or any written request of three Directors in compliance with the Texas Open Meetings Act for the purpose of transacting any business specified in the call.

D. Quorum

A quorum is defined as a minimum of 51% of the currently filled seats on the Board. Designees of Directors who are in attendance at any Board meeting shall not be considered in establishing a quorum, nor shall such Designees exercise a vote. Quorum is only needed for Board of Directors meetings.

E. Voting

General business may be transacted by the majority vote of a quorum at regular or special

meetings.

For the purpose of transacting major items of business that will significantly affect the program, as defined by the RCAWDB Chairperson, a two-thirds (2/3) vote of the currently filled seats of the RCAWDB Board is necessary at a regular or special meeting.

Each member of the RCAWDB shall have one vote. Voting by proxy, voting in absentia, and cumulative voting shall not be allowed.

ARTICLE VII. - OFFICERS OF THE CORPORATION

A. Number and Description

The Officers of the Corporation shall be the Chief Executive Officer and Secretary (as designated by Chief Executive Officer).

B. Duties

The position of Executive Director of the Corporation shall be nominated by the Executive Committee and confirmed by the Board of Directors. The Executive Director will be a full-time employee of the Corporation and not a member of the Board of Directors. The Executive Director will be reviewed annually by the Executive Committee and the Executive Director's salary and bonuses will be set by the Executive Committee. The Executive Director may only be terminated upon the recommendation of a majority of the members of the Executive Committee and a 2/3rds vote of the Board of Directors. The Executive Director will be the chief executive officer of the Corporation and will be responsible for the general and active management of the business and affairs of the Corporation, subject to the direction of the Executive Committee and the Board of Directors.

In the event the Executive Director of the Corporation is unable to perform his or her duties as assigned by these Bylaws due to absence, illness or other infirmity, the Executive Committee shall have the authority to immediately designate and appoint an Acting Executive Director to serve in a temporary capacity so long as the Executive Director remains unable or unavailable to perform his or her duties. The designation and appointment by the Executive Committee shall be ratified by the full Board of Directors at the next meeting by majority vote of a quorum.

The Secretary of the Corporation shall be appointed by the Executive Director with approval of the Executive Committee and shall accurately record all meetings and official proceedings of the Board and serve as custodian of Board records, files, and records of the Corporation. The records of the Corporation shall be maintained at the main corporate offices.

ARTICLE VIII - COMMITTEES

A. Standing Committees

The Chair shall appoint members to the Board's committees, according to Board needs and member interest. At the Board Chair's discretion, non-Board members may be appointed to a committee. The Chair will appoint the Chair of each standing and/or ad hoc committee.

Except for the Executive Committee, the standing committees of RCAWDB shall be formed around strategic goals as set by the Board. These committees may change if strategic goals are changed and additional standing or ad hoc committees may be formed by the Chair in response to governing legislation and policy direction of the Corporation's funders, or the needs of the Corporation.

B. Committee Functions

Executive Committee

The Chairperson of the RCAWDB shall be the Chairperson of the Executive Committee. The Committee shall function as the administrative body of the RCAWDB between meetings of the full RCAWDB, and shall have the authority to take such actions as are deemed necessary. The Executive Committee shall be composed of the immediate past Chair of the RCAWDB, the Chair, Vice Chair, Treasurer and Chair of each standing committee and other members selected by the Chairperson not to exceed the membership of ten (10) persons

The Executive Committee will be responsible for the following:

- 1) Review and make recommendations to the Board of Directors on Bylaws
- 2) Recruitment of new board members, recommendations of additional terms by existing directors and nominations of officers to the board
- 3) Board Training
- 4) Periodic reports on the financial activities of the corporation.
- 5) Annual budget review prepared by staff for Board approval.
- 6) Serve as the appeal entity of the grievance process as specified in the Employee Personnel Manual

The Executive Committee shall have and may exercise all authority of the Board, except for the following prohibitions:

- 1) May not remove existing officers or Board Directors or elect new officers.
- 2) May not adopt, repeal, or amend these Bylaws or Articles of Incorporation.
- 3) May not adopt or amend the budget or adopt programs except when time requirements clearly do not permit action by the full Board without unduly restricting needed services to the constituency it serves. Under those circumstances, in the discretion of the Chair, the Executive Committee may approve or amend the budget, adopt programs and approve contractors for competitively bid funds from federal, state and local governments, from foundations, and from sector sources. In such cases the Executive Committee shall report its actions and recommendations at the next Board meeting for ratification.

Other Standing Committee

Each Standing Committee shall be formed around a strategic goal that will define their purpose and function.

Other To the extent feasible, a minimum of fifty percent (50%) of standing committee members will be retained on an annual basis consistent with the membership year.

ARTICLE IX - SPECIAL PROVISION

A. Records and Minutes

The RCAWDB shall keep complete records and a summary of minutes of business proceedings conducted during all RCAWDB meetings. Such records and minutes shall be kept at the business office of the RCAWDB and shall be made available during normal business hours to any person.

B. Conflict of Interest

No Director shall cast a vote, or participate in discussion, relating to any procurement or provision of services by that Director or by any organization that the Director represents or is affiliated. Further, no Director shall vote on any matter which would provide financial benefit to that Director, the Director's employer or members of the Director's immediate family. If the procurement (contract) is with an organization or individual represented on the board of directors, the contract must be approved by a two-thirds vote of the board when a quorum has been established and the board member who could benefit financially from the transaction must abstain from voting on the contract before the vote.

All such procurements must follow this requirement, except for those where the TWC has allowed other alternatives to be used.

Each Director is subject to the provisions of the governing legislation and policy direction of the RCAWDB funders.

Upon appointment to the Board, each Director shall be required to annually sign a Conflict of Interest Disclosure Statement as required by state law.

C. Endorsements

Any use of the RCAWDB name or of any members' affiliation with the RCAWDB within any endorsement, political or otherwise, explicit or implicit through any verbal, written, or electronic medium, shall be subject to the approval of the Executive Committee.

ARTICLE X - PARLIAMENTARY AUTHORITY

A. Parliamentary Authority

The rules contained in "Robert's Rules of Order, Revised" shall govern in all cases to which they are applicable, and in which they are not inconsistent with the RCAWDB Bylaws or the Texas Open Meetings Act.

B. Standing Rule

Public Comments are limited to 3 (three) minutes in length. Presentations on the agenda made before the RCAWDB shall be limited to fifteen (15) minutes in length unless such rule is suspended, modified, or rescinded by majority vote (of those members present).

ARTICLE XI - AMENDMENTS

A. Amendments

These Bylaws may be amended or rescinded at regular or special meetings of the RCAWDB by a two thirds (2/3) vote of the filled seats. The proposed change/s must be submitted in writing to each member at least seven (7) days in advance of such a meeting. No amendment may be adopted which is contrary to applicable Federal, State, or Local laws or regulations.

ARTICLE XII - FINANCE

A. Fiscal Year

The fiscal year of the Corporation shall begin on the first (1st) day of October and end on the thirtieth (30th) day of the month of September of the next calendar year.

B. Financial Accounts

All financial records and statements shall be prepared in compliance with generally accepted governmental accounting principles as set forth in Federal and Texas Statutes and funding program guidelines, and as may be required by the governing legislation and policy direction of the Corporation's funders. The financial records shall comply with all contractual or statutory requirements applicable to the Corporation.

C. Negotiable Instruments

The Chair or the Executive Director (or his or her designee(s), in writing) shall sign all checks, drafts or other orders for the payment of money.

D. Contracts

All contracts of the Corporation shall be signed by the Executive Director, who may from time to time, as needed, and in writing, designate another staff member to enter into any contracts or agreements.

E. Loans

No loan or evidence of indebtedness or promise to pay shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general or specific.

ARTICLE XIII. - AGENTS, CONSULTANTS, PROFESSIONAL SERVICES

Persons or firms other than officers of the Corporation may from time to time be engaged or employed to assist the Corporation in carrying out its programs and purposes.

ARTICLE XIV. - STAFF

The Corporation may employ staff necessary to carry out the functions and purposes of the Corporation. The Executive Director shall be solely responsible for the selection, hiring, general management, supervision, termination and separation of all staff.

ARTICLE XV. - INVESTMENTS

All investment of funds of the Corporation in financial instruments shall be reviewed and approved by the Executive Committee prior to action by the Board.

ARTICLE XVI. - AUDITS

A. Audits by Public Agencies

The Board shall cause to be made available all books and records of the Corporation for examination as required by governing legislation and policy direction of the Corporation's funders

ARTICLE XVII. - INDEMNIFICATION

A. Volunteer Protection Act

The Corporation shall indemnify the Directors, officers and employees to the full extent permitted by the Texas Statutes;

B. Indemnification Not Exclusive

The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnification may be entitled, both as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

C. Insurance and Other Indemnification

The Board shall have the power to purchase and maintain such fidelity and bond insurance on such officers, Directors, staff and on behalf of others, to the extent power to do so has been or may be granted by statute and give other indemnification to the extent not prohibited by statute.

As Amended (October 21, 2020)



Frank Leonardis, Board Chair

11/4/2020

Date