

Revised 04/27/17

BY-LAWS
FOR
CONCHO VALLEY WORKFORCE
DEVELOPMENT BOARD

APPROVED: APRIL 27, 2017

Concho Valley Workforce Development Board BY-LAWS

ARTICLE I AUTHORITY

Senate Bill 642 and House Bill 1863 established the criteria for the formation of Local Workforce Development Boards. The Workforce Innovation and Opportunity Act (WIOA) further amended workforce requirements. That Board for the Concho Valley Workforce Development Area (Coke, Concho, Crockett, Irion, Kimble, Mason, McCulloch, Menard, Reagan, Schleicher, Sterling, Sutton, and Tom Green Counties) shall be known as the Concho Valley Workforce Development Board, hereinafter referred to as the Board, Concho Valley Workforce Development Board, or CVWDB.

ARTICLE II PURPOSE

This Board was originally organized for the purposes as specified in the Job Training Partnership Act (JTPA) of 1982, the Job Training Reform Amendments of 1992 and The Workforce and Economic Competitiveness Act, Chapter 668, Act of the 73rd Texas Legislature, Regular Session, 1993 (Texas Senate Bill 642), as amended by House Bill 1863, 74th Session, Texas Legislature, 1995 and further amended, refined and revised under various acts cumulating with the WIOA in 2014. The CVWDB chooses to be the grant recipient/fiscal agent/administrative entity for all state and federal grant funds and other funds with respect to activities under the workforce plan for the Concho Valley Workforce Development Area (WDA).

ARTICLE III FUNCTIONS, POWERS AND DUTIES

The functions of the Concho Valley Workforce Development Board shall be, but are not limited to, the following:

- A. Design and implement a locally delivered workforce development system, which will enable government, business, economic development, education, and labor to provide the WDA with a highly skilled workforce. The CVWDB will actively pursue the goals of integration of resources and programs, sustained and meaningful involvement of the private sector, and a training and education system that serves the needs of the WDA.
- B. Strategic and operational planning and administration of all workforce training and services are funded through the Texas Workforce Commission to the local area. The Board will be responsible for effective outcome consistent with statewide goals, objectives, and performance standards approved by the Governor.

- C. The CVWDB, as the grant recipient, will ensure all objectives, roles and responsibilities associated with this function for the "Concho Valley" WDA are carried out.
- D. The grant recipient will serve as a depository and primary fiscal agent for workforce development funds available for use and disbursement in the WDA. Such designation will require the CVWDB to be accountable, responsible and liable for all such funds, expenditures and related activities.
- E. Fiscal accountability includes maintaining records and information according to State prescribed rules and federal regulations.
- F. Resources will be allocated to support activities across the region and consistent with the CEO's "Chief Elected Officials" Agreement
- G. The CVWDB is designated as the administrative entity and will carry out the roles and responsibilities associated with this function for the WDA.
- H. As administrative entity, the CVWDB will be responsible for the management and administration of workforce development activities, and implementation of the plan. Administrative entity responsibilities include, but are not limited to:
 - Selection and hiring of staff;
 - Preparing the local workforce development plan;
 - Procuring and maintaining assets, including office space, and expendable supplies necessary for operations;
 - Compiling nominations for CVWDB membership for the Lead CEO Committee and submitting CEO nominations to the Texas Workforce Commission and the Governor for consideration;
 - Contracting for all services described in the plan, including workforce center, and, as needed, other field office site management;
 - Directing program planning and budgeting, providing technical assistance and office management;
 - Collection of program data necessary for management and evaluation and the preparation of required reports.

In order to carry out its functions as directed by under federal and state regulations, the Board may solicit and accept contributions and grant funds from other public and private sources.

ARTICLE IV MEMBERSHIP

The membership of the Board has been established in accordance with the JTPA or its successors and amendments, as well as S.B. 642 and H.B. 1863 and any successor acts. All references in these By-Laws to "members," or a member, or "membership" shall mean members of the Board of Directors of the CVWDB. The Board will be comprised of the following representation:

- A. The size of the CVWDB will be set at a minimum of 25 and a maximum of 30.
- Three seats will be designated as regional seats to be nominated by their governing entity and appointed by the Lead CEO Committee. These regional seats include the Texas Workforce Commission, Vocational Rehabilitation, and the Health and Human Services Commission, Texas Department of Human Services, the representative of which must be the Director or Assistant Director of the regional office unless otherwise approved by the Lead CEO Committee.
 - Fifty-one percent of the seats will be designated for the Private Sector; fifteen percent will be designated for Labor and Community-Based Organizations; two seats will be designated for Educational Agencies with one secondary and one post-secondary; one seat each will be designated for Economic Development Agencies, Adult Basic/Continuing Education Agencies and Local Literacy Councils.
 - Board representation is based upon county population with:
 - a. Tom Green County receiving seventeen seats,
 - b. McCulloch County receiving two seats, and
 - c. All other counties receiving one seat to be appointed by its respective County Judge.
 - The Lead CEO Committee will appoint any unappointed seats.
 - Among the Tom Green County appointments will be the three regional representatives and a labor representative, unless a labor representative is appointed from another county as their representative.
 - If any Rural CEO is unable to find a suitable Representative, that CEO can allow a CEO from another rural county to nominate a suitable Representative. The position will revert to the original CEO upon the expiration of the individual's term or upon the individual vacating the position.
- B. Nominations for membership on the Concho Valley Workforce Development Board will be obtained in the following manner:

- The Lead CEO Committee will be responsible for CVWDB member appointments. CEO's will select community leaders from their jurisdiction to serve on the CVWDB who will forge working relationships and carry out a local vision.
- Appointments of CVWDB members will be consistent with state and federal laws, and any applicable Texas Workforce Commission rules.
- Board membership should reflect the demographic diversity of the area.
- Should the Partnership Agreement between the CEO's and the CVWDB be amended to modify the number of types of representation on the Board, these By-Laws will automatically be amended to reflect that modification.

C. Attendance. A member may be removed from membership due to non-attendance of regularly scheduled Board meetings. When a member fails to attend three (3) consecutive regular scheduled Board meetings without just cause, his/her appointment, at the discretion of the Chair, is subject to termination; such termination shall require written notification.

D. Vacancies. A vacancy on the Board shall exist:

- Upon the death of a member;
- Acceptance of the resignation by the Chair;
- Removal of any member;
- Whenever the number of authorized Board members is increased;
- When it comes to the attention of the Board that any member has been convicted of a felony; or
- Upon the expiration of a Board member's term of service.

The Board, through its Executive Director, will advise the Lead CEO Committee of existing and pending vacancies on the Board, to include the classification and tenure of membership held. Such vacancies shall be filled within ninety (90) calendar days, consistent with State policy.

Any member may resign effective upon giving written notice that is accepted by the Board Chair and the appointing Lead CEO Committee, unless the notice specifies a later time for the effectiveness of such resignation.

If a Board member leaves the organization he or she represents or no longer represents the category from which he or she was originally appointed, the Board member may be replaced by a more representative member using the regular appointment process.

E. Tenure:

Members shall serve staggered three (3) year terms of office expiring on August 20th in the relevant year and are eligible for reappointment for three-year terms upon recommendation by the Chairperson of the Board and the Chief Elected Officials. Officers shall serve one (1) year terms.

F. Expenses:

Members of the Board will not receive any salary or wage for their services, but can be reimbursed for vehicle expense at the State of Texas mileage rate for scheduled Board meetings outside the county of residence of individual Board members. Members of the Board shall be reimbursed for travel, lodging, and/or per diem to meetings, conferences, seminars, etc., outside the Concho Valley Workforce Development Area in accordance with State of Texas travel policies.

G. The Fiscal Year of the Board will coincide with the State Fiscal Year.

**ARTICLE V
COMMITTEES**

The Chairperson of the Board shall be authorized to appoint standing committees, subcommittees, and Ad Hoc committees to prepare recommendations for the Board's consideration and to exercise the functions of the Board as stated in ARTICLE II.

- A. The Officers of the Board and the Chairpersons of all Standing Committees constitute the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Board between business meetings, and shall perform such duties as are specified by these By-Laws. The Committee is subject to the orders of the Board and none of its acts shall conflict with actions taken by the Board.
- B. Ad Hoc Committees appointed to perform a function as charged by the Chairperson may consist of Board members and Non-Board representatives of businesses in the WDA. Non-Board members may not vote as a member of the Board on any issue presented to the Board for consideration, but shall serve as a full voting member of any committee to which they are appointed.
- C. The majority of any Ad Hoc Committee must be Board members and the Chairperson of any committee must be a Board member.
- D. The Chairperson and Vice-Chairperson shall be ex-officio members of all committees.
- E. The Finance & Oversight Committee is established as a standing committee. The committee will be appointed to assist in the fiduciary responsibilities of the Chair and the Board.

ARTICLE VI OFFICERS

The officers of the Board shall be a Chair, a Vice-Chair, and a Secretary-Treasurer. The Chair shall represent the private sector. The Chair and other officers will be selected by majority vote of the Board members and serve one (1) year terms of office. A quorum for voting purposes is defined as a majority of all Board members at the date of the call. Proxies for members are not permitted.

- A. Election and Term of Office. Officers shall be elected by the Board for a one-year term. The Chair shall appoint a Nominating Committee at the last regularly scheduled meeting in the third quarter of the Board's term. The election of officers shall be held at the last regularly scheduled meeting of the Board in the fourth quarter of the term. Outgoing officers will retain their offices and duties until incoming officers are properly installed.
- B. Removal and Resignation. Any officer may be removed, either with or without cause, by a 75% vote of the Board, at any time. Any officer may resign at any time by giving written notice to the Board or the Chair. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- C. The CEO's will nominate individuals to fill vacancies created by any action.
- D. Duties of Chair. The Chair shall preside over meetings of the Board. He/She shall appoint the Chair of all committees and shall be an ex-officio member of all committees. He/She shall perform all duties incident to his/her 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. Except as otherwise expressly provided by law, or by these By-Laws, he/she shall in the name of the Board execute such contracts, plans, or other instruments that may from time to time be authorized by the Board.
- E. Duties of the Vice-Chair. In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice-Chair 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 Vice-Chair shall be an ex-officio member of all committees. The Vice-Chair shall have other powers and perform such other duties as may be prescribed by law, the By-Laws, or as may be prescribed by the Board.
- F. Duties of the Secretary-Treasurer. In the absence of the Chair/Vice-Chair, or in the event of his/her inability or refusal to act, the Secretary-Treasurer 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 of the Chair.

Secretary-Treasurer will keep, or cause to be kept, the minutes of all meetings of the Board, including attendance of members. He/She shall cause to be given all notices

of the meetings of the Board and in general shall perform or cause to be performed all duties incident to the office of Secretary.

Certify and keep the original, or a copy, of these By-Laws as amended or otherwise altered to date.

Keep, or cause to be kept, 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. The committee reports shall summarize actions and recommendations of committees and be submitted to the Board for review and acceptance.

See that all notices are given in accordance with the provisions of these By-Laws as required by law.

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

Keep or cause to be kept adequate and correct accounts of the Board's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Render to the Board Chair and Board, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Board.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these By-Laws, or which may be assigned to him or her from time to time by the Board.

The Secretary/Treasurer will serve as the Chair for the Finance & Oversight Committee.

- G. The Chair, Vice-Chair, or Secretary-Treasurer shall appoint a Board member-at-large to chair the Board meeting in the absence of all Board officers. The Board member 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.

ARTICLE VII MEETINGS

Concho Valley Workforce Development Board shall meet on the last Thursday of even months (every two months). This schedule may vary slightly and reflect the needs of Board actions to support employment and training operations and planning cycles.

- A. Public notice of meetings will be provided to Board members and CEO's in accordance with current statute. Meetings shall be publicly announced in advance and be open and accessible to the general public.
- B. All meetings of the Concho Valley Workforce Development Board shall be conducted in accordance with Robert's Rules of Order, revised, insofar as they are not inconsistent with the By-Laws or applicable law.
- C. Minutes of the proceedings for each meeting will be recorded, distributed to each member, and the CEO's and maintained in permanent files. Minutes shall be made available to the public upon written request to the Board.
- D. A special emergency meeting of the Board may be called by the Chairperson in accordance with current statute. Notice of each special meeting shall state the date, time and location, and an agenda will be included stating the purpose of the meeting. At any special meeting, no business other than that stated in the agenda shall be transacted unless a majority of those present shall consent to consider and transact such other business as is deemed prudent.
- E. A quorum to conduct business at any meeting shall be defined as a majority of the Board membership; proxies for members are not permitted. However, a representative for a member not in attendance is welcome to attend meetings, but does not count towards quorum and has no voting authority.
- F. Nothing contained in these By-Laws shall be construed to be inconsistent with any existing federal, state, local law, or to violate any established policies, standards, criteria, or procedures governing the Board activities.

ARTICLE VIII CONFLICT OF INTEREST

No Board member shall use his/her position or vote on any issue to secure privileges or exemptions for himself/herself or others, or have any interest, financial or otherwise, directly or beneficially, or engage in any business transaction or professional activity or incur any obligations of any nature which is in substantial conflict with the purpose of the Board. Specifically, the following disclosure and declaration policy will apply to all Concho Valley Board members.

- A. Board members shall disclose a potential conflict of interest upon taking office. Prior to taking office, Concho Valley Workforce Development Board members must declare all substantial business interests, 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 Workforce Development Board funding. Declaration shall be completed at least annually by submission of IRS Form 990 questionnaire and Board Conflict of Interest Form and be updated whenever there is a change, if applicable.

It is the responsibility of the Board to appoint an individual to review the disclosure information and advise the Chair and appropriate member(s) to potential conflicts in a timely manner.

- B. Board members shall declare a conflict of interest prior to discussion of, and abstain from, voting on an issue.

In the event that a Board member and/or an immediate family member has a substantial interest in or relationship to a business entity, organization, or property that would be pecuniarily affected by any official Concho Valley Workforce Development Board action, that member shall disclose, before a discussion. Before a vote or decision on the matter, the Board member will remove themselves from the room and return after final vote is accomplished.

- C. All abstentions related to conflict of interest must be recorded and reflected in the minutes.
- D. Members of the Board who violate the conflict of interest disclosure policies may be sanctioned by a two-thirds vote of the Board membership. Sanctions may include, but are not limited to, warning, censure or dismissal from the Board membership.

E. Definitions:

1. Immediate Family. Any person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.
2. Special Interest.
 - The member owns ten percent or more of the voting stock or shares of the business entity or owns either ten percent or more or \$5,000.00 or more of the fair market value of the business entity; or
 - Funds received by the member from the business entity exceed ten percent of the person's gross income for the previous year.
3. A member has a substantial interest in real property if the interest is in an equitable or legal ownership with a fair market value of \$2,500.00 or more.
4. A member is considered to have a substantial interest if a person related to the official in the first degree of consanguinity or affinity has a substantial interest as described above.

ARTICLE IX INDEMNIFICATION

The Board members and its officers shall be indemnified by all contractors to the fullest extent permissible under the laws of the state.

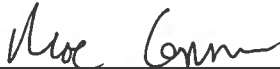
**ARTICLE X
NON-LIABILITY OF BOARD**

The individual Board members shall not be personally liable for the debts, liabilities, or other obligations of the Board, pursuant to the provisions of the Workforce Innovation and Opportunity Act (WIOA) and all other applicable state and federal laws.

**ARTICLE XI
AMENDMENT OF BY-LAWS**

The By-Laws may be amended at any regularly scheduled meeting of the Board by a three-quarters (3/4) vote of the members present, or by written request of three-quarters (3/4) of the appointed members provided that the amendment has been submitted in writing at the meeting and provided that the amendment is not in conflict with any applicable state or federal laws and regulation, or the CEO agreement.

Changes to the By-Laws were discussed and approved by Board Members on the 27th day of April, 2017.



Moe Connell, Board Chair