

BYLAWS OF THE SOUTH PLAINS WORKFORCE DEVELOPMENT BOARD

These Bylaws (referred to as the "Bylaws") govern the affairs of the South Plains Regional Workforce Development Board, doing business as 'Workforce Solutions South Plains', a non-profit corporation (referred to as the "Board") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

ARTICLE ONE PURPOSE

- 1.01 The purposes for which the Board is organized are to perform the duties and functions of a local workforce development board as required by the Texas Workforce and Economic Competitiveness Act, (S.B. 642, 1993, as amended by H.B. 1863, 1995) for the South Plains Regional Workforce Development Area. This region includes the counties of Lubbock, Garza, Bailey, Cochran, Crosby, Dickens, Floyd, Hale, Hockley, King, Lamb, Lynn, Motley, Terry and Yoakum. Specifically, the duties and functions include, but are not limited to the following responsibilities: serve as a single point of contact for local business to communicate their skill needs; develop a local plan for addressing the workforce development needs of the workforce development area; serve as the board's fiscal agent to be responsible and accountable for the management of all workforce development funds available to the board; create local workforce development centers; review plans for workforce education to ensure that the plans address the needs of local businesses and recommend changes in the delivery of education services as appropriate; assume the functions and responsibilities of local workforce development advisory boards, councils, and committees, including private industry councils, quality workforce planning committees, job service employer committees, and local general vocational program advisory committees; monitor and evaluate the effectiveness of the workforce development centers, state agencies and other contractors providing workforce training and services, and vocational and technical education programs operated by local education agencies and institutions of higher education to ensure that performance is consistent with state and local goals and objectives; promote cooperation and coordination among public organizations, community organizations and private business providing workforce development services.
- 1.02 Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954.

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ARTICLE TWO OFFICES

- 2.01 The principal office of the Board shall be located at 1301 Broadway, Lubbock, Texas, 79401. The Board may have such other offices as the Board may determine, and the Board may change the location of any office.
- 2.02 The Corporation shall comply with the requirements of the Act and maintain a registered office in Texas. The registered office may but need not be identical with the Corporation's principal office. The Board may change the registered office and the registered agent as provided in the Act.

ARTICLE THREE MEMBERS

- 3.01 The Board shall be composed of individuals representing the gender, ethnicity, professions, and locations and in the percentages as required by the Texas Workforce Commission and the Workforce Investment Act (WIA) regulations and shall consist of up to thirty-five (35) Members.
- 3.02 Appointment of Members: All Members shall be appointed by the Chief Elected Officials of the counties of Lubbock, Garza, Bailey, Cochran, Crosby, Dickens, Floyd, Hale, Hockley, King, Lamb, Lynn, Motley, Terry, Yoakum, and the City of Lubbock Mayor as determined in the Chief Elected Officials Workforce Development Partnership Agreement for the South Plains Region of Texas. Members shall be chosen from individuals nominated by regional or local agencies, or upon recommendation by other Board Members, or institutions/organizations, and represent the geographic and ethnic diversity of the area.
- 3.03 Representation: A majority, including at least fifty-one (51%) of the Members shall be from the private sector, specifically business owners, chief executives or chief operating officers. Fifteen percent or more shall be from organized labor and community based organizations. The Board must have at least two education representatives, one at the secondary level and one at the postsecondary level. The remaining Members will include representation from, vocational rehabilitation agencies, public assistance agencies, economic development agencies, public employment service, adult basic and continuing education organizations, and local literacy councils.
- 3.04 Ex-officio Members: The Board shall determine the need and extend invitations to organizations and agencies that the Board may vote as necessary, in addition to the appointed Members, to serve in an advisory capacity.

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- 3.05 Term of Office: Board Members shall be appointed or reappointed for terms of two years.
- 3.06 Vacancies: Vacancies will be filled through the process outlined in the CEO Partnership agreement. Expiration of term of office without re-appointment shall constitute a vacancy. Vacancies are herein defined as: expiration of term of office without re-appointment, removal of membership due to absenteeism, death, resignation, conduct causing discredit to the Board or inappropriate representation of sector, and violation of travel account settlement. The CEOs shall fill the vacancies in a required category within 90 calendar days from the effective date of the Board Members' resignation, expiration of term of office or removal for just cause described above.
- 3.07 Resignation of Members: Any Member may resign at any time by giving written notice to the Chairperson. If a Member no longer represents the category for which he/she was originally appointed, the Member shall resign within thirty (30) days, but shall be eligible for nomination for appointment in another category if qualified and if such a position is available. In the event of the resignation, death or removal of any Member, the vacancy shall be filled as described in Section 3.06.
- 3.08 Removal of Members: A Board Member may be removed by 2/3 affirmative vote of a quorum of the Membership present and voting for cause, which shall include, but not be limited to, excessive absence, conflict of interest, or other breach of written standards of conduct.

Procedure for Removal:

Step 1: Upon determination by the Executive Committee that a Member may be in violation of the above provision, the Chairman shall write a letter requesting reason(s) as to why the Member should not be removed from Board Membership. A response in writing shall be required within fifteen (15) calendar days from date of receipt of the letter.

Step 2: The Chief Elected Official appointed to the County in which the Member resides shall be notified of the Member's excessive absences prior to Executive Committee review.

Step 3: The Executive Committee shall reconsider whether the Member should be removed and make recommendation to the Board.

Step 4: The Board shall vote on whether or not to remove the Member. A 2/3 affirmative vote of the quorum present shall be required for removal.

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- 3.09 Absenteeism Policy: All absences shall require a notice of explanation to the Chairman/Executive Director within forty-eight (48) hours of the scheduled meeting. Explanations shall include reasons of business, family or personal necessity. A Member may not have more than two (2) consecutive absences at any time, or more than three (3) absences from any scheduled meetings within a one year period. Failure to abide by this policy shall constitute grounds to initiate Membership removal. The Executive Committee shall address absenteeism for the entire Board and make recommendations to the Board for their action. Reasonable excuses, submitted in accordance with these bylaws, shall be considered by the Committee in review of this provision.
- 3.10 Compensation: Members shall serve without compensation provided; however, nothing in this section shall prohibit reimbursement of a Member for reasonable expenses incurred during the course of Board activities, provided prior approval was obtained.

ARTICLE FOUR MEETINGS OF MEMBERS

- 4.01 Regular Meetings: The Board shall meet no less than six (6) times per Program Year.
- 4.02 Special Meetings: Special meetings of the Board may be called at any time by the Chairman of the Board or shall be called by the Secretary on the written request of no less than 20% of the membership of the Board at the time the request is made.
- 4.03 Notice of Meetings: Notice of the time, place and purpose of any regular meeting of the Board shall be served upon each member either personally or by fax, e-mail, mail or telephone, not less than five (5) calendar days before each meeting. Notice of special meetings shall be served in the manner described above no less than seventy-two (72) hours before such meetings. Any such notice may be expressly waived by any members either before or at the meeting for which notice has been waived.
- 4.04 Public Notice: All meetings of the Board at which its business will be conducted shall be held in public. Participation in the meetings by any individual, excepting members, shall be at the discretion of the Board. Any member of the public desiring to so participate shall notify the Chairman of the Board before the meeting of the subject he/she wishes to address. Meetings shall be held and conducted in compliance with the requirements of the Texas Open Meetings Act, Texas Government Code Subsection 551.001 et seq.

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- 4.05 Quorum: At all meetings of the Board and Committee, a majority of its total members shall constitute a quorum required to transact business, but less than a quorum may adjourn a meeting from time to time without further notice until a quorum is present. In determining a quorum, the number of members shall be considered that number which is then duly serving as members of the Board or Committee. Any vacancies which may exist shall not be counted in determining the total number of members.
- 4.06 Voting: Each member of the Board shall be entitled to one vote, and any act of a majority of the members present and voting at the Board meeting shall constitute the act of the Board. Attendance and voting by proxy shall be prohibited.
- 4.07 Conduct of Meetings: All meetings of the Board shall be conducted in accordance with customary rules of parliamentary procedure.
- 4.08 Minutes: Minutes of the proceedings of each meeting will be recorded, distributed to each member and maintained on permanent file. Minutes will be available to the public upon written request.

ARTICLE FIVE OFFICERS

- 5.01 Officers: The officers of the Board shall be a chairperson, vice-chairperson and secretary. The chairperson must be a member representing the private sector.
- 5.02 Nomination of New Officers: A Nominating Committee comprised of members from the Executive Committee as well as At-large Board members shall be appointed by the Chairperson. The Nominating Committee shall prepare and present a slate of officers to the Board of Directors at the Board meeting before the July Board meeting of the election year.
- 5.03 Election of Officers: The election of Board officers shall take place at the Board meeting before the July Board meeting of the election year.
- 5.04 Term of Office: Board officers shall assume their positions at the July Board meeting of the election year, or the first meeting thereafter, and will serve a two-year term.
- 5.05 Signatory: The Board Chair and Board Secretary shall serve as designated signatories on the Board's Commercial Banking Signature Card.

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ARTICLE SIX

EXECUTIVE COMMITTEE

- 6.01 Membership: The officers of the Board, including the chairpersons of all standing committees, elected by the membership, and the immediate past Board Chair, shall constitute the Executive Committee.
- 6.02 Functions: The Executive Committee shall have general supervision of the affairs of the Board between its business meetings, determine the hours and place of meetings, make recommendations to the Board, and shall perform such other duties as are specified by these By-laws. The Committee shall also work closely with the CEO Executive Panel in making decisions. In all activities, the Committee is subject to the orders of the Board, and none of its acts shall conflict with the action taken by the Board.
- 6.03 Meetings: Regular meetings of the Executive Committee shall be held. Special meetings of the Committee may be called by the Chairman of the Board, and shall be called upon the written request of three (3) members of the Committee.
- 6.04 Voting: All Executive Committee members shall be voting members.

ARTICLE SEVEN CEO EXECUTIVE PANEL

- 7.01 Executive Panel: A four member panel shall be established to make decisions on behalf of all the Chief Elected Officials. The panel shall be composed of the County Judge from Lubbock County, the Mayor of the City of Lubbock, and two County Judges elected from among the remaining fourteen (14) rural counties.
- 7.02 Representative CEO: The single Chief Elected Official appointed to comply with the terms of SB 642 as amended, shall be selected from among the Executive Panel for one year terms on a rotating basis according to position.
- 7.03 Dissemination of Information: The individual serving as Representative CEO shall be responsible for dissemination of information regarding the activities of the Workforce Development Board to the other CEOs on no less than a monthly basis.

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- 7.04 Official Actions: All official actions for the Workforce Development Board shall require the signatures of the Board Chair, Executive Director, and either a representative of the CEO'S or all members of the CEO Executive Panel as prescribed by the Board/CEO Partnership Agreement. Official actions include any changes in organizational structure, legal status, and approval of Plans and Contracts.

ARTICLE EIGHT STANDING COMMITTEES

- 8.01 Board Members shall serve on committees at the discretion of the Chairman of the Board. Appointments shall require that Members participate in committee meetings, discussions, and field trips as set by the committee chair. Committee Chairs shall record participation of the Members and be accountable to the Executive Committee for the operation of the respective committees. Members shall accept assignment to a committee annually and shall serve by attending scheduled working sessions. Committee Members must make every attempt to attend each committee meeting. Absences require an explanation to the Committee Chairman/Executive Director within 24 hours.
- 8.02 All Members of the Board and CEOs may attend meetings of the Committees if desired. Such persons shall have the privilege of the floor but not the right to vote on any issue presented to or before said committee.
- 8.03 Committee: **Business Services Committee** is responsible for all issues dealing directly with employers or economic development agencies. They should have interaction with employers to determine the services needed, how they can be improved, and how workforce training can be coordinated with economic development in the area.
- 8.04 Committee: **Child Care Committee** is responsible for all issues dealing with the Child Care Management System. The Committee is responsible for monitoring the Child Care Service vendor activity, the Child Care Contractor, and for recommending the allocation of child care dollars to the Board and to the Contractor. The Committee shall review child care training, development issues and activities, and will be responsible for monitoring the reports and enrollments from the contractor.

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- 8.05 Committee: **Youth and Education Committee** is responsible for reviewing all issues associated with coordinating secondary and post-secondary education programs with the workforce training programs. The Committee will review issues associated with alternative learning programs, Tech-Prep/careers, and review the quality issues of all these programs. Youth and Education Committee is responsible for monitoring the WIA Youth Contractor, recommending the allocation of Youth dollars to the Board and to the Contractor, and shall monitor the reports and youth enrollments from the contractor. The Youth and Education Committee shall provide oversight to the Youth Advisory Council and will make recommendations to the Board concerning all Youth related issues and activities.
- 8.06 Committee: **Oversight Committee** is 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 and Board Expenditure oversight. The Committee shall also monitor all issues associated with the delivery of programs through the Business and Career Centers and the quality of those services, and evaluate and approve required Corrective Action Plans. The Committee will review issues associated with all Workforce programs and make recommendations to the Board.
- 8.07 Committee: **Strategic Planning Committee** is responsible for developing the mission, vision and strategic goals of the Board; for reviewing the strategic plan and training plan for the South Plains Regional Workforce Development Area to insure that it is compatible with the Board's goals and objectives, that it is fiscally sound, and that it fairly represents the workforce development needs of this Region; for monitoring progress toward meeting the goals and objectives of the Board; for ensuring that Board actions are compatible and consistent with the strategic goals and objectives as outlined in the Board's Strategic Plan; for making recommendations to the Board for plan adoption and/or to amend or modify the Board's Strategic Plan; and, for guiding the Board's Labor Market Information Task Force.
- 8.07 Other Committees: Such other committees, standing or special, shall be appointed by the Chairman of the Board as the Board or Executive Committee shall from time to time deem necessary to carry on the work of the Board. The Chairman of the Board shall be an ex-officio member of all committees.

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ARTICLE NINE MISCELLANEOUS PROVISIONS

- 9.01 Construction of Bylaws: The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.
- 9.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the bylaws.
- 9.03 Headings: The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.
- 9.04 Gender: Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

ARTICLE TEN CONFLICTS OF INTEREST

- 10.01 All members of the Board are expected to disclose and declare any and all conflicts of interest. A Board Member shall avoid even the appearance of a conflict of interest.
- 10.02 Prior to taking office, all Board members shall declare in writing all substantial business interests, any relationship, and the nature of the relationship, that they and/or their immediate families have with a business or organization which has received, currently receives, or is likely to receive funding through actions of the Board. The Declaration is completed annually upon Board appointment or re-appointment to reflect any such business interests or relationships.
- 10.03 In the event that a Member and/or an immediate family member has a substantial interest in or a relationship to a business entity, organization, or property that would be pecuniarily affected by any official Board action, that member shall disclose, before a discussion, vote or decision on the matter, the nature and extent of the interest, and shall abstain from voting on that matter or in any other way participating in the decision on the matter.
- 10.04 All abstentions must be recorded in the Minutes of the meeting.

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10.05 The following definitions shall be used to determine whether a Member has a conflict of interest:

Immediate Family. A person related within the first degree of affinity (marriage) or consanguinity (blood) to the person involved.

Substantial Interest. A person has a substantial interest in business entity if the Board member is related to a person in the first degree of affinity or consanguinity who has a substantial interest as defined in subparagraph (A), (B) or (C) of this paragraph.

A. The person owns ten percent or more of the voting stock or shares of the business entity or owns either ten percent or more of \$5,000 or more of the fair market value of the business entity;

B. Funds received by the person from the business entity exceeds ten percent of the person's gross income for the previous year;

C. A person 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 or more.

10.06 Recusal: A Member of the Board shall avoid the appearance of conflict of interest by not voting in a vote of the Board that directly affects the funding of the Member's organization or of any organization the member represents.

10.07 The first violation by the Board Member of the conflict of interest provisions contained in these bylaws will result in the forfeiture of the funds awarded to the Board Member or his organization. A recipient forfeiting funds under this provision shall be obligated to return the funds within five (5) business days. The second violation of the conflict of interest provisions will result not only in the forfeiture of funds, but will disqualify the contractor from submitting any contract proposals for the remainder of the current program year, as well as the subsequent program year. All such violations to the provisions in these bylaws shall subject the Board Member for removal for cause.

At the discretion of the Board violations of other conflict of interest provisions that are not result of an award of contract or funds shall subject the Board Member to possible removal for cause.

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*ARTICLE ELEVEN
MODIFICATION AND AMENDMENT*

11.01 These Bylaws shall require a two-thirds (2/3) affirmative vote of the membership of the Board, voting and present, and approval of the CEO Executive Panel for modification, amendment, termination or repeal. Notice of such vote along with copies of proposed changes shall be forwarded with the notice of the meeting.

I certify that I am the Chair of the South Plains Regional Workforce Development Board and that the foregoing bylaws were duly adopted by the Board at the meeting of the Board held on February 25, 2010.

Kenneth Hill
Chair

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*ARTICLE ELEVEN
MODIFICATION AND AMENDMENT
(Cont'd)*

We, the following Chief Elected Officials, serving as the CEO/Executive Panel, certify by our signatures below that we have each read and approved the foregoing "Bylaws of the South Plains Regional Workforce Development Board," dated February, 2010.

*Tom Head, County Judge
Lubbock County*

*Dan Pope, Mayor
City of Lubbock*

*Lee Norman, County Judge
Garza County*

*Sherri Harrison, County Judge
Bailey County*