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ALAMO WORKFORCE DEVELOPMENT, INC.  
D/B/A WORKFORCE SOLUTIONS ALAMO

BYLAWS

*Adopted: August 30, 2010*  
*Revised: May 16, 2016*  
*Revised: \_\_\_\_\_*

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# **ALAMO WORKFORCE DEVELOPMENT, INC.**

## **BYLAWS**

### **ARTICLE I**

#### **NAME, OFFICES, APPLICABLE LAW, AND PURPOSE**

The name of the Corporation is the Alamo Workforce Development, Inc. ("the "Corporation"). The Corporation may do business as Workforce Solutions Alamo.

#### **Principal Offices**

The principal office of the Corporation in the State of Texas shall be located in the Alamo Workforce Development Area (AWDA) as designated by the State of Texas. The Corporation may have such other offices within the AWDA as the Board of Directors (the "Board") may determine or as the affairs of the Corporation may require from time to time.

#### **Registered Office and Registered Agent**

The Corporation shall have and continuously maintain in the State of Texas a registered office as required by the Texas Non-Profit Corporation Act. The registered office is identical with the Corporation's principal office in the State of Texas in the City of San Antonio. The address of the registered office may be changed from time to time by the Board. The registered agent for the service of process on the Corporation shall be the chief executive officer of the Corporation. The registered agent may be changed from time to time by the Board.

#### **Applicable Law**

The Corporation and all meetings of the Corporation and its Committees shall comply with the requirements of federal and state laws governing Workforce Boards ("Applicable Law").

#### **Purpose**

The Corporation exists in accordance with Applicable Law governing workforce boards and is responsible for strengthening the Alamo regional economy by growing and connecting talent pipelines to employers. It strives to strengthen the workforce development system through innovation and improvement of employment, training, and education programs to promote economic growth.

### **ARTICLE II**

#### **BOARD OF DIRECTORS**

### Appointment

The affairs of the Corporation will be governed by the Board. The Board shall exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporations Act and shall have any and all additional powers or duties allowed by law, the Articles of Incorporation and these Bylaws.

Members of the Board shall be appointed in accordance with Applicable Law and pursuant to the Partnership Agreement between the Board and the Chief Elected Officials of the AWDA (the "Partnership Agreement"), whose appointment is certified by the Governor of the State of Texas.

The Board shall include representation as required by Applicable Law and shall reflect the ethnic and geographic diversity of the AWDA. Representatives of the private business and industry, including small and minority businesses, shall constitute a majority of the membership of the Board. The balance of the membership of the Board will be composed of representatives of education institutions (both from secondary and post-secondary), local literacy organizations, community-based organizations and organized labor, vocational rehabilitation agencies, child care, economic development agencies, public assistance agency, public employment service, adult basic and continuing education, and other representatives required by Applicable Law.

At least one member of the Board shall have expertise in childcare or early childhood education and at least one member of the Board shall be a veteran.

### Number

The minimum number of Directors shall be as required by Applicable Law (which currently requires 27 Directors in 2024). A maximum number of Directors may be defined in the Partnership Agreement or is at the discretion of the Chief Elected Officials.

### Term

Directors shall be appointed for three-year terms and shall be eligible to serve unlimited consecutive terms. Any replacement appointee to the Board shall serve the unexpired term of the person he/she has replaced. Directors shall hold membership until they are reappointed or replaced.

### Removal

Members of the Board shall be removed for cause whenever two thirds (2/3rds) of the Directors present at a meeting and voting thereon make a finding of sufficient cause to remove said member. Sufficient cause for removal includes, but is not limited to, the following:

1. Violation of the Conflict of Interest Policy of the Board;
2. Poor Attendance as defined by Board;
3. Transfer or relocation or move outside the AWDA;

4. Ceasing to represent the category that the Director was originally appointed to represent;
5. Failure to comply with the Partnership Agreement, these Bylaws, or Board Policies; and
6. Any other reason allowed by Applicable Law.

#### Vacancies

Any vacancy shall be filled in the same manner as an original appointment.

#### Quorum

A quorum shall consist of a majority of the members of the Board, excluding vacancies. A Director abstaining from a vote shall be counted in determining a quorum.

A quorum is required for any action taken by a committee. A quorum for any committee is at least three of the Directors authorized to serve on the committee.

#### Voting

The act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board, unless a greater percentile is required by law or by these Bylaws. Each member of the Board shall be entitled to one (1) vote.

#### Proxies Prohibited

A Director shall not be permitted to exercise his or her vote by proxy at any meeting.

#### Powers

The Board shall have governance and oversight of the Corporation, provide guidance as to the mission the Corporation serves to insure consistency with the Corporation's charter and policies. The Board shall have full authority to hire and to terminate the chief executive officer. The chief executive officer shall have responsibility for the day-to-day operations of the Corporation. The Board shall establish the policies under which the Corporation will operate, including the policies and oversight respecting the expenditures of all money of the Corporation, and any other action necessary for the proper conduct of the business of the Corporation. The Corporation shall be operated as a non-profit corporation and no funds of the Corporation shall be paid, nor shall any substantial part of its activities be directed, for the purpose of carrying on lobbying or otherwise attempting to influence legislation, nor shall it actively participate in any political campaign on behalf of any candidate for public office.

Notwithstanding the foregoing, the purpose of the Corporation shall be to operate exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to entities that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they may now exist or as they may hereafter be amended and to engage in any

and all lawful activities incidental to the foregoing purpose of the Corporation, and subject to all Applicable Law.

The Board, among other things, shall adopt an annual budget for said Corporation which shall be used to guide the day-to-day operations of the Corporation. Any budget amendments shall be brought before the Board for approval, unless otherwise authorized by the Board.

No part of the net earnings of the Corporation shall be used to benefit any Director, or officer of the Corporation or any private individual. No Director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively to a non-profit organization which undertakes the same or substantially the same responsibilities under applicable state and federal law and regulations, and which would qualify under Sections 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, for the purpose of engaging in any and all lawful activities incidental to the purposes of the Corporation, the applicable federal and state regulations, except as restricted herein.

#### Notice of Meetings

Notice and conduct of the meetings of the Board shall, at a minimum, be in compliance with the requirements of the Texas Open Meetings Act, which provides, in part, that a meeting of a governmental body that extends into three or more counties may be held by videoconference call only if the member of the governmental body presiding over the meeting is physically present at one location of the meeting that is open to the public during the open portions of the meeting. Notice of a meeting to be held by video conference shall specify as a location of the meeting the location where the member of the governmental body presiding over the meeting will be physically present. The notice will include a written agenda identifying the business to be transacted and the purpose of the meeting. Attendance of a Director at a meeting shall constitute a waiver of any objection to insufficient notice of such meeting.

#### Meetings

The Board shall meet at least once a quarter. Annually, the Board shall set its meeting schedule. At least one meeting of the Board shall be designated as the Annual Meeting of the Board. The Board shall hold a minimum of 25 percent of its meetings per year in the rural counties within the AWDA. Robert's Rules of Order may be used as a guide in the conduct of all meetings of the Corporation and its Committees.

#### Special Meetings

Special meetings of the Board may be called by or at the request of the Chair or by a majority of the Directors.

### Conflict of Interest

The Board shall foster public confidence in the integrity of the Corporation and protect the Corporation's interests in all transactions. Therefore, the Directors shall avoid even the appearance of conflict of interest. All Directors shall comply with the Conflict of Interest and Code of Ethics policies adopted by the Board.

No Director shall cast a vote, or participate in discussion, relating to any procurement or provision of services by the Director or by an 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.

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

Officers and Directors will neither solicit nor accept for personal benefit or the benefit of their immediate family, gratuities, favors, loans or anything of monetary value greater than \$50 from contractors, potential contractors, or parties to the subagreements. All such items or offers to provide them shall be reported to the Chair of the Board in writing promptly upon receipt thereof.

### Compensation.

Directors shall not receive any compensation for their service as Directors but may be reimbursed for reasonable expenses as a result of the Director's participation in the Corporation's activities consistent with Board policy.

## **ARTICLE III**

### Committees

#### Executive Committee

The elected officers of the Corporation and the chair of all committees (Standing & Ad Hoc) shall constitute the Executive Committee. The Chair may appoint up to two (2) additional board members selected from the Board. The Chair of the Corporation shall serve as Chair of the Executive Committee. The Executive Committee's roles shall include, but are not limited to, the following:

- a) General supervision of the affairs of the Board and the Corporation;
- b) Review and negotiate changes to the Partnership Agreement;
- c) Define the job of the Board's chief executive officer, monitor his/her performance and coordinate his/her annual performance evaluation;
- d) Determine the dates, hours, locations and agendas for the Board meetings;
- e) When authorized by the Board, take action otherwise requiring Board approval.



### Standing Committees

In addition to the Executive Committee, the Standing Committees of the Board shall be as follows:

- a) Audit/Finance Committee: This Committee reviews, evaluates and make recommendations regarding financial expenditure policies; auditing; the investment of workforce resources; and recommends approval of the WSA annual budget;
- b) Nominations Committee: This Committee shall make recommendations for new Board officers of the Corporation before the annual Board meeting;
- c) Childcare Services Committee: This Committee reviews and makes recommendations for delivery of childcare services and education.

### Ad Hoc Committees

Ad Hoc Committees of the Board may be appointed by the Board Chair for the period of the Chair's time in office, as may be needed to carry out the goals and objectives of the Board. Such Ad Hoc Committees may include advisory non-board members who have expertise in a particular area.

### Committee Appointments

The Chair of the Board shall appoint the members of all Standing Committees and Ad Hoc Committees, including naming committee chairs.

### Term of Committee Membership

Committee appointments shall be at the will and pleasure of the Board Chair and shall serve concurrent with the term of the appointing Board Chair, unless a different term is designated by the Board. The Board Chair shall discharge Ad Hoc Committees when their work has been completed or when it is determined advisable to discontinue the Committee(s).

## **ARTICLE IV**

### Officers

The officers of the Corporation shall be a Chair, a Vice Chair, and a Secretary. All officers shall be private industry members of the Board.

### Term

Officers of the Corporation shall be elected by the Board for terms of two (2) calendar years, and shall be eligible for re-election without limitation.

### Election

The Board shall elect its officers from the nominations slate and from any nominations from the floor for each office, at the annual meeting of the Board.

### Chair

The Chair shall be elected by the Board from among those Directors who are representative of the private sector. The duties of the Chair shall include but are not limited to the following:

- Preside over meetings of the Board;
- Make appointments to standing committees, Ad Hoc committees and shall be an ex-officio member of all committees;
- Serve as the official spokesperson for the Board;
- The Chair or a designee shall represent the Board at state, regional or national meetings concerning workforce development or other business of the Board; and

### Vice Chair

The duties of the Vice Chair shall include, but are not limited to:

- In the Chair's absence or temporary disability, the Vice Chair will exercise all authority and discharge all responsibilities of the Chair subject to restrictions applicable to the Chair;
- Perform such other duties as may be identified by the Board.

### Secretary

The duties of the Secretary, which may be the chief executive officer, shall include, but are not limited to:

- Keep or cause to be kept, and certify the minutes of all meetings of the Board;
- Serve as custodian of corporate records; and
- Perform all duties incident to the office of the Secretary as may be required by law, these Bylaws, or as assigned from time to time by the Board.

### Vacancies

Any vacancy among the Elected officers shall be filled by election by the Board of a successor to fill the unexpired term.

## **ARTICLE V**

### Indemnification and Insurance

#### Indemnification

To the extent permitted under the Act, and the rules and regulations promulgated there under, the Corporation shall indemnify any Director or officer or former Director or officer of the Corporation for expenses and costs, including attorneys' fees, actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise, by reason

of his or her being or having been a Director or officer of the Corporation to the full extent permitted by and in accordance with the procedures set forth in the Texas Non-Profit Corporation Act and FRC 1986 Chap. 42. The liability of the Corporation to indemnify under this article shall be limited to the insurance coverage maintained by the Corporation, the payment of any deductibles for those policies and any other expenditures, which are necessary and reasonable and allowable expense under the applicable federal and state regulations, as approved by a majority vote of the Board.

#### Insurance

The Corporation 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 Corporation by the Board. The policy of insurance shall be reviewed by the Board on an annual basis.

### **ARTICLE VI**

#### Contract Authorization

The Board of Directors authorizes the chief executive officer to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation consistent with Board Policy. Such authority may be general or confined to specific instances.

#### Limitations of Authority

No action by any member, committee, Director or officer, or employee of the Board shall be binding upon, or constitute an expression of the policy of the Board unless it has been approved, ratified or assigned by the Board.

#### Gifts and Grants

The Board of Directors may solicit and accept, on behalf of the Corporation, any contribution, donation, gift, bequest, or device in accordance with the general purposes of the Corporation. The chief executive officer is authorized to accept all contracts in which the Corporation receives money.

### **ARTICLE VII**

#### 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 VIII**

### Audits

The Board shall cause to be made an annual audit of the Corporation for examination as required by Applicable Law.

## **ARTICLE IX**

### Miscellaneous

#### Amendments to Bylaws

These Bylaws may be amended whenever notice is given to the Board of the changes to be made, and two-thirds (2/3rds) of the Directors present vote for said amendments at a meeting of the Board.

#### Severing Provisions

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. If any terms of these Bylaws is found to be inconsistent with any other provision of these Bylaws or the Articles of Incorporation, the Bylaws should be construed to give an appropriate meaning consistent with the best interest of the Corporation.

#### Legal Construction

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 these Bylaws.

#### Headings

The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

## **ADOPTION OF BYLAWS**

The foregoing Bylaws were adopted as amended by two-thirds (2/3rds) of the Board of Directors of the Corporation present and voting at the meeting on \_\_\_\_\_, 2025.

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Chair of the Board