

**GULF COAST WORKFORCE BOARD BY-LAWS
BY-LAWS COMMITTEE**

**ARTICLE I
NAME**

The name of this organization is the Gulf Coast Workforce Board (hereinafter referred to as “Board”).

**ARTICLE II
OFFICES**

The principal office of the Board shall be located in the workforce development area at a location approved by the Board.

**ARTICLE III
PURPOSE**

The purposes of the Board are to plan and oversee the delivery of workforce training and services and evaluate workforce development in the Gulf Coast workforce development area in accordance with (i) the Workforce Innovation and Opportunity Act, as most recently amended and any successor legislation and regulations, Chapter 2308, Texas Government Code as most recently amended, and other applicable state or federal workforce legislation and regulations; and (ii) the Consortium Agreement for the Purpose of Creating the Gulf Coast Workforce Development Board, approved in 1995 by the Counties of Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris, Liberty, Matagorda, Montgomery, Walker, Waller, and Wharton, and the City of Pasadena, as amended in 1997 to add the City of Houston to the Gulf Coast workforce development area, and as further amended in 1997 to amend the provisions on resource allocation, as the same may be amended or replaced from time to time in the future (the “Consortium Agreement”).

The Gulf Coast workforce development area is defined as the territory within the boundaries of the Counties of Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris (outside the boundaries of City of Houston), Liberty, Matagorda, Montgomery, Walker, Waller, and Wharton, the City of Houston and the City of Pasadena.

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**ARTICLE IV
FUNCTIONS, POWERS, AND DUTIES**

The functions, powers, and duties of the Board shall include, but are not limited to the following, provided, however, all such functions, powers and duties shall be consistent with the terms of the Consortium Agreement and applicable state and federal law:

- A. Develop and approve the strategic plan for workforce development services for the Gulf Coast workforce development area, or any policy modifications thereto,
- B. Approve the operating budget of the Board and any amendments,
- C. Review and approve proposed occupational skills training programs to ensure that the level of skills provided in the workforce programs is in accordance with the guidelines established by the Board,
- D. Review, monitor, and evaluate all workforce programs coming within the purview of the Board,
- E. Develop other funding sources for the enhancement of the mission and operations of the Board,
- F. Request, evaluate and approve proposals for workforce development services,
- G. Approve award of contracts for workforce development service providers, and approve the termination, modification or amendment of such contracts,
- H. Review, recommend, modify or terminate any Board program not meeting programmatic or regulatory standards,
- I. Enter into contracts for the Board's fiscal agent,
- J. Enter into contracts for the administration of service contracts on behalf of the Board,
- K. Enter into contracts for the Board staff and services,
- L. Provide input, guidance, and recommendations to the executive leadership of organizations providing Board staff or serving as Board staff concerning the performance of employees of organizations serving as Board staff,
- M. Perform any other actions or duties of a local workforce board organization permitted by applicable laws and regulations.

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**ARTICLE V
MEMBERSHIP AND VOTING**

A. Composition.

The membership of the Board shall be consistent with the requirements of state and federal enabling legislation, regulations, and guidance and the agreements governing this Board.

B. Board size.

The size of the Board will not be less than 37 members and not more than 67 members.

C. Representation by political jurisdiction.

Each political jurisdiction shall be entitled to appoint at least one Board member. Not more than one Board member will represent a county with a population of less than 100,000. Not more than two Board members will represent a county with a population between 100,000 and 200,000. Not more than three Board members will represent a county with a population from 200,000 to 1,000,000. Not more than eighteen Board members will represent a county with a population over 1,000,000 and not more than twenty-four Board members will represent a city with a population of 1,000,000 or more. Not more than three Board members will represent regional offices of state agencies. The Board will use data from the latest decennial census in determining the number of Board members representing each political jurisdiction in the workforce development area.

D. Nomination, Appointment and Terms of Members

Nominations for Board membership shall be solicited according to rules promulgated under applicable state and federal law. Each chief elected official for political jurisdictions within the workforce development area shall nominate representatives to the Board for approval by the Texas Workforce Commission. Each Board member will serve a term of two full calendar years beginning January 1 of the year after which their nomination was approved by the Texas Workforce Commission. Terms of Board members will be staggered. Board members shall serve until their successors have been duly appointed and qualified. There is no limit on the number of terms a Board member may serve.

The Board Chair or his/her designee will notify chief elected officials when a vacancy on the workforce board has occurred and the appointment of a replacement is required.

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E. Board Member Removal.

Any Board member may resign at any time by giving notice to the Board Chair, the chief elected official who nominated the Board member, and Board staff.

Board members may be removed for cause whenever in the judgment of two-thirds of the Board members present at a meeting and voting thereon, the best interest of the Board will be served thereby. Such cause may include, but need not be limited to, absences from Board meetings, lack of participation, undisclosed conflicts of interest, violation of conflicts of interest policy as set forth in these by-laws, or other conduct prejudicial to the best interest of the Board. Cause for removal of Board members also includes three consecutive absences from regularly scheduled Board meetings.

- F. In order to dismiss a Board member for cause, a statement of the charges constituting cause for removal shall be sent by hand delivery, common carrier delivery or by certified mail with delivery receipt to the Board member under charges at his or her last recorded address and to the chief elected official responsible for the Board member's nomination at least 15 days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place the Board is to take action on the charges. The Board member shall be given an opportunity to present a defense at that time and place mentioned in the notice.

G. Vacancies.

Vacancies in unexpired terms are filled in the same manner as nominations and appointments are made. Any replacement appointed to the Board shall fill the unexpired term of the member such appointee has replaced.

H. Voting.

Board members must be present to vote. A Board member may not give proxy voting authority to any other Board member or to any other person.

**ARTICLE VI
MEETINGS**

A. Open meetings.

The Board and its Procurement Committee will conduct all business in meetings in compliance with requirements of the Texas open meetings law. In accordance with state and federal law and regulations, electronic meeting technology may be used as appropriate to promote workforce board member participation.

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B. Schedule of meetings.

1. *Regular Meetings.* The Board will meet at least once each two months throughout the year. The Board may meet more frequently, as it determines necessary.
2. *Special Meetings.* The Chair, the Vice Chairs, or twenty percent of the Board membership, may call a special meeting with a minimum of ten calendar days written notice to all Board members. Written notice may be delivered electronically or physically.
3. Attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting.

C. Presiding officer.

The Board Chair presides at all meetings. In absence of the Chair, a Vice Chair presides. In absence of both the Chair and a Vice Chair, a temporary Chair chosen by Board members present presides.

D. Parliamentary authority.

The Board shall conduct meetings in accordance with, in ranking order: federal and state requirements, Board by-laws and rules, and the latest version of Robert's Rules of Order.

E. Quorum.

A quorum will consist of fifty percent of the Board members for a full Board meeting and fifty percent of the Board appointed members for a committee meeting.

F. Conflict of Interest.

Prior to taking office and annually thereafter, Board members must provide to the Board Chair and Executive Director a written declaration of all Substantial Business Interests or relationships they, or their Immediate Family Members, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board. Such declarations shall be updated within 30 days to reflect any changes in such business interests or relationships. The Board shall appoint an individual to timely review the disclosure information and advise the Board Chair and appropriate members of potential conflicts.

1. Prior to a discussion, vote, or decision on any matter before the Board, if a Board member, or an Immediate Family Member of such Board member, has a Substantial Business Interest in or relationship to a business entity, organization, or property or a personal interest that would be pecuniarily affected by any official Board action, that Board member shall disclose the nature and extent of the interest

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or relationship and shall abstain from discussion, voting on, attempting to influence, or in any other way participating in the decision on the matter.

2. A Board member who personally has or has Immediate Family Members who have Substantial Business Interests or Representational Interests in proposals, requests for funds or persons or entities making them, may not vote, attempt to influence, or initiate or participate in discussion on any proposals or requests for funds which compete with the proposals, requests for funds, or persons or entities making them in which the Board member or Immediate Family Member has the interest.
3. A Board member who violates the requirements of this section may be removed from the Board, upon two-thirds vote of the Board in accordance with the procedures for removal specified in Article V, Section E of these by-laws.
4. All declarations of conflict of interest and abstentions from voting will be recorded in the minutes of Board meetings and Procurement Committee meetings.
5. A “Substantial Business Interest” is defined as: (1) ownership of ten percent or \$5,000 or more of the fair market value of the business; (2) receiving ten percent or more of gross income during the previous or current year from the business; or (3) ownership in real property of the business valued at \$2,500 or more.
6. An “Immediate Family Member” is defined as: (1) a great-grandfather, great-grandmother, grandfather, grandmother, father, mother, brother, sister, daughter, son, son-in-law, daughter-in-law, brother-in-law, sister-in-law, aunt, uncle, great-granddaughter, great-grandson, granddaughter, grandson, nephew or niece of the Board member, and/or (2) the present or former spouse of the Board member, and/or (3) a great-grandfather, great-grandmother, grandfather, grandmother, father, mother, brother, sister, daughter, son, son-in-law, daughter-in-law, brother-in-law, sister-in-law, aunt, uncle, great-granddaughter, great-grandson, granddaughter, grandson, nephew or niece of the Board member’s present or former spouse. Each of these terms includes step-relatives and adopted family members.
7. A “Representational Interest” is defined as: (1) employed by or under contract with the organization, and/or (2) a member of the board of directors, commission, council, or other direct governing body of the organization. A “Representational Interest” does not include members of advisory boards, commissions or councils which are not direct governing bodies of an organization and the member is not compensated for their service.

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G. Temporary Emergency Authority if Board is Unable to Meet

In the event of a declared Federal, State or Local emergency or disaster, if the Board is unable to convene in a duly or special called meeting, the Board officers can exercise temporary authority to empower the Board Staff to authorize related procurements, or agreements which require immediate action related to the declared emergency or disaster. All agreements, or procurements must be presented for ratification at the next duly or special called meeting of the Board.

**ARTICLE VII
OFFICERS**

A. Board Officers.

The officers of the Board will be a Chair and three Vice Chairs. Vice Chairs may be assigned functional responsibilities by the Chair.

B. Election and Term.

The Chair and Vice Chairs will be elected by majority vote of Board members present and voting at a regular meeting designated by the Board for elections. Each officer serves a two-year term, provided that an officer's term ends upon the effective date of his/her resignation from or inability to serve on the Board and ends when an officer is not re-nominated to the Board by his/her chief elected official, or when the officer's re-nomination is not approved by the Texas Workforce Commission.

C. Election Procedures.

1. The Chair will appoint a Nominations Committee to solicit nominations for Board officers from among the Board members. Board members desiring to serve as officers will submit their names, resumes, if requested, and the offices which they wish to hold to the Nominations Committee.
2. At the first Board meeting of each year, the membership will vote on those names submitted by the Nominations Committee and any nominations from the floor.

D. Chair.

1. The Board Chair must come from among Board members representing private business on the Board.
2. The Chair presides at meetings, appoints committees, certifies the quorum, and takes other duties as the Board may assign.

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E. Vice Chair.

1. The Vice Chairs may come from any membership category on the Board.
2. The Vice Chairs each in turn act in absence of the Chair.

F. Ex Officio Membership on Committees

Board officers may participate as Ex Officio members of all Board committees, with all the rights and privileges of committee members. When serving in this capacity, officers shall not be considered in determining if a quorum is present.

G. Vacancies.

The Board will elect a successor to fill the vacancy of a Board officer whose term has ended.

H. Removal.

Any Board officer may be removed from office by a two-thirds vote of the Board members present at the meeting following the meeting at which the motion is made to remove the officer. Notice of the motion to remove the officer shall be sent by hand delivery, common carrier delivery or by certified mail with delivery receipt to the Board officer at his or her last recorded address at least 15 days before final action is taken thereon. This notice shall include the time and place the Board is to take action on the motion. The Board officer shall be given an opportunity to present a defense at that time and place mentioned in the notice.

**ARTICLE VIII
COMMITTEES**

A. Standing committees.

There are four standing committees of the Board: (1) the Audit/Monitoring Committee, (2) the Procurement Committee, (3) the Nominations Committee, and (4) the Executive Committee. Apart from the Executive Committee, the Chair recommends Board members to sit on each of the standing committees, and the Board votes to confirm committee appointments. Each standing committee shall develop and review a committee charter.

1. *Audit/Monitoring.* The Audit/Monitoring Committee will meet, on an on-going, and periodic basis, to review the auditing, monitoring and performance of grants and contracts approved by the Board.
2. *Procurement.* The Procurement Committee will meet, on an on-going and periodic

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basis to review and make recommendations for approval of grants and contracts, including material contract amendments and modifications, by the Board.

3. *Nominations.* The Nominations Committee will meet, on an on-going and periodic basis to receive nominations for Board officers and recommend officers for approval by the Board.
4. *Executive.* The Executive Committee shall serve in an advisory capacity to the Chair and shall consist of the Officers plus the Chairs of the Procurement and Audit and Monitoring Committees. The Executive Committee will meet on an on-going and periodic basis and at the discretion of the Board Chair to provide counsel on Board agendas, policies, staffing matters and the strategic direction of Board. The Executive Committee may provide input to the executive leadership of any organization providing staff to the Board regarding the selection of and performance of the Executive Director of the Board.

B. Additional committees.

The creation of additional committees and appointment of committee members to these committees shall be at the discretion of the Chair as the need arises and as the Board may direct. Each additional non-standing committee shall develop and review a committee charter.

C. Committee term and other duties.

1. *Membership.* Board members who are not formally appointed to a committee may volunteer to join the committee and meet with appointed committee members to carry out committee business, including voting on matters before the committee.
2. *Term.* Committees that are not standing committees will be active for a necessary period until their objectives are met.
3. *Other duties.* Committees will submit progress reports as necessary or requested by the Board or the Board Chair, and if requested by the Board Chair, shall provide a final report.

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**ARTICLE IX
AMENDMENTS**

These by-laws may be amended at a regular meeting of the Board by a two-thirds vote of the Board members present, provided previous notice has been sent to Board members and the proposed amendment(s) have been announced in the business agenda of the scheduled meeting. Notice of the proposed amendment(s) and a copy of the amendment(s) must be provided to members at least twenty-one (21) calendar days prior to the meeting at which the amendment will come before the Board for vote.