



SECOND AMENDED AND RESTATED BYLAWS

of the

**DALLAS COUNTY LOCAL WORKFORCE DEVELOPMENT BOARD,
INC.**

(adopted and effective as of February 19, 2020)

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DALLAS COUNTY LOCAL WORKFORCE DEVELOPMENT BOARD, INC.**

(adopted and effective as of February 19, 2020)

ARTICLE I

NAME

The name of the corporation shall be The Dallas County Local Workforce Development Board, Inc. (“WFSDallas” or “Corporation”) The Board is a Texas nonprofit corporation and shall be herein referred to variously as the Board or the corporation. The Board has adopted the name “Workforce Solutions Greater Dallas” as its d/b/a and has duly filed appropriate documentation with the office of the Secretary of State and the Directors are further authorized and empowered to adopt as its d/b/a, and make applicable filings with the office of the Secretary of State of Texas and appropriate county clerks, additional assumed name, including, without limitation, the assumed name “Workforce Solutions Greater Dallas.”

ARTICLE II

PURPOSE

PURPOSE - The purpose of WFSDallas is to provide policy guidance for, and exercise oversight with respect to, activities under the consolidated workforce plan for the designated workforce area service delivery area according to the provisions of the Workforce Innovation and Opportunity Act and related legislation (hereinafter referred to as “WIOA” or the “Act”), Workforce and Economic Competitiveness Act (Title 10, Chapter 2308, et seq., Texas Government Code), Texas legislation governing workforce development, S. B. 642 and amendments of H. B. 1863. The Board of Directors shall, from time to time, adopt and publish mission and vision statements of policy with respect to such ends and means as it shall determine to be necessary or desirable to carry out its legislative mandates and for such other charitable, educational, scientific or literary purposes as the Board may determine by resolution adopted at a scheduled meeting thereof.

ARTICLE III

NO MEMBERS - MANAGEMENT BY BOARD OF DIRECTORS

Pursuant to the Certificate of Incorporation, as amended, and to Article 1396-2.08 of the Texas Nonprofit Corporation Act, WFSDallas shall have no members, and its affairs shall be managed by the Board of Directors.

ARTICLE IV

DIRECTORS

Section 4.1 Number of Directors. The membership of the WFSDallas Board of Directors (“Board”) shall be established in accordance with the WIOA or its successors and amendments, Texas legislation governing workforce development, S. B. 642 and amendments of H. B. 1863, and shall be twenty-five (25) members.

Section 4.2 Sector Representatives. A majority of the Directors shall be appointed as representatives of private business and industry.

Fifteen percent (15%) of the Directors shall represent organized labor and/or community based organizations, and one Director shall represent each of the following areas: educational agencies, rehabilitation agencies, economic development agencies, public assistance agencies and public employment services and such other categories as may, from time to time, be designated by the Chief Elected Officials or by rule or regulation of the Texas Workforce Commission.

Section 4.3 Ex-officio members. The Board may determine the need for and extend invitations to organizations and agencies to designate representatives or observers to the Board that the Board may by resolution deem necessary or advisable, in addition to the appointed members, to serve in an advisory capacity.

Section 4.4 Term of Office and Term Limits Each Director shall be appointed initially for a three-year term. Directors shall serve until their successors shall have been duly appointed and qualified. Any replacement appointee to the Board shall fill the unexpired term of the Director such appointee has replaced.

Section 4.5 Resignation and Removal. Any Director may resign at any time by giving written notice to the Chairperson. In the event of the resignation, death or removal of any Director, the open nominating process shall be utilized to fill the vacancy. Absences shall be reviewed quarterly by the Chairperson of the Board. Any Director, who has not attended four (4) regularly scheduled WFSDallas meetings during one (1) calendar year, unless such absences are excused by the Chairperson, shall be removed. Any Director who no longer represents the category for which he/she was originally appointed shall be required to resign his/her appointment effective as of the date of change of status. In addition, a Director may be removed for cause as determined by a majority of the Directors, pursuant to Texas legislation governing workforce development, S. B. 642 and amendments of H.B. 1863 (or as required by applicable law or regulation).

Section 4.6 Compensation. Directors, as such, shall serve without compensation; provided, however, nothing in this section shall prohibit reimbursement as a Director for reasonable expenses incurred during the course of WFSDallas activities, provided prior approval has been obtained pursuant to such policies as the Board may from time to time by resolution approve.

Section 4.7 Role of Board of Directors. The Board, individual Directors, and Board staff shall manage the affairs of WFSDallas, but shall not directly control the daily activities of service contractors of the Board.

ARTICLE V

OFFICERS

Section 5.1 Officers. The officers of WFSDallas shall be the Chairperson of the Board, a Vice Chair, a Past Chair, a Secretary, a Treasurer, and the President (“officer” or collectively referred to as the “officers”). All officers except the President and Secretary shall be voting members of the Board. The President and the Secretary shall be nonvoting, ex-officio members of the Board. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors (also collectively referred to as the “officers”). Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.2 Term of Office. Each officer, other than the President and Secretary (who shall be full time paid executives), shall be elected by the Board to a minimum two (2) year term and shall be eligible for reelection for one additional 2 year term. The election of officers shall be held at a regularly scheduled Board meeting in the last quarter of each calendar year. Outgoing officers will retain their offices and duties until their successors have been duly elected and qualified.

Section 5.3 Resignation, Replacement and Removal. Any officer (except for the President) may resign at any time by giving written notice of such resignation to the Secretary of the Board. Vacancies, however created, shall be filled as soon as practicable by appointment as originally appointed pursuant to the Act. Any officers, except the President, may be removed from office with or without cause, by a majority vote of Directors present and voting.

Section 5.4 Chairperson of the Board. The Chairperson of the Board (“Chair,” “Chairperson” or “Chairperson of the Board”) shall be elected from among the representatives of private industry members of the Board in accordance with Section 117(b)(5) of the Act. The Chairperson of the Board shall preside at all meetings of WFSDallas and shall appoint the members of all ad hoc committees, and shall be an ex-officio member of all committees. The Chairperson of the Board or a representative appointed by the Chairperson shall represent WFSDallas at state, national and regional meetings concerning workforce development and other business of the Board.

Section 5.5 Vice Chair. The Vice Chair shall act in lieu of the Chair in the event of the Chair’s absence, resignation or incapacity, and shall exercise all authority and assume all responsibility of the Chair for so long as such absence, resignation or incapacity shall remain in effect. The Vice Chair shall be the presumptive successor to the Chair, subject to reconfirmation by the Board at the next regular meeting of the Board called for election of officers. If the Vice Chair shall not be so reconfirmed, the Nominating Committee, or if there be none, the Immediate Past Chair, shall submit nominations for Chair to be acted upon at a Special Meeting of the Board called therefor to be held as soon as practicable.

Section 5.6 Past Chair. The Past Chair shall assist the Chair in carrying out the Strategic Plan of the Board and in such other ways as the Chair may deem advisable. The Past

Chair shall be the third in line of authority and shall, in case of the absence, resignation or incapacity of the Chair and Vice Chair, act in the same manner as herein provided for the Vice Chair.

Section 5.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office and street addresses of each Director which shall be furnished to the Secretary by such Director, and in general perform all duties reasonably related to such office as from time to time may be assigned by the Board of Directors.

Section 5.8 Treasurer. The Treasurer shall present or cause the presentation of quarterly financial reports, an annual financial report, and an annual external audit each year to the Board and shall serve as needed as an ex-officio member of any committee to review and advise on program funding matters. The Treasurer shall also review audit reports of WFSDallas programs and report on such matters as may be deemed necessary or advisable by the Chairperson or by resolution adopted by a majority of the Directors. He/She shall oversee the contracting and/or employment of an independent internal auditor responsible to the Board of Directors. The Treasurer shall perform such other duties as may be assigned to him/her from time to time by the Chairperson.

Section 5.9 President. The President shall be the chief executive officer of WFSDallas and shall be an ex-officio member of the Board of Directors. The President shall be directed by and accountable to the Board of Directors as a committee of the whole, as may be expressed by direction through the Chairperson or Vice Chair, acting in the Chairperson's stead. As chief executive officer, the President shall have broad authority to carry out day-to-day operations of WFSDallas in compliance with all applicable laws and regulations and policies and procedures consistent therewith adopted by the Board of Directors.

At the request of the Chairperson, the President shall also cause to be prepared the minutes of meetings of the Board of Directors or any committee thereof duly appointed by the Chairperson, and such other reports, documents and data as may be necessary or desirable to facilitate the management functions of the Board.

The President shall hold office until his or her successor is chosen and qualified by the Board. After providing the appropriate notice required under Sections 6.3 and 6.4 of these Bylaws, any President elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Directors then serving on the Board (for the avoidance of doubt, this means a majority of all Board Directors and is not a majority of a Director quorum present at a Board meeting). The President may resign at any time by giving notice to the Chairperson. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein; provided that the Board may designate an effective date for such resignation which is earlier than the date specified in such notice but which is not earlier than the date of receipt of such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In the event of such resignation, the President will, whenever

possible and practical, take into consideration the need for an orderly transition of the duties of the President and will provide as much notice to the Board as is reasonably possible before such resignation is to be effective. Any vacancy occurring in the office of the President shall be promptly filled by the Board. The Board may appoint or elect an interim President for any vacancy in the office of the President because of death, resignation, removal, or any other cause and such interim appointment shall be for the unexpired portion of the term for the vacated office of the President.

Further, the President shall maintain such broad authority, consistent with applicable Federal and State requirements, to carry out the day-to-day operations of WFSDallas.

Section 5.10 Compensation of Officers – The President shall be a full time paid executive with a salary fixed by the Board annually. Unless otherwise authorized by the Board, the President and Secretary shall be the only paid officers. In the first quarter of each calendar year the Board will establish the performance parameters and metrics for the President for the next fiscal year. The Board will also conduct and complete an annual review based on performance during the prior fiscal year of the President in the first quarter of each year.

ARTICLE VI

MEETINGS

Section 6.1 Regular Meetings. The Board of WFSDallas shall meet at least once in each calendar quarter as determined by resolution adopted by a majority of Directors.

Section 6.2 Special Meetings. Special meetings of the Board may be called at any time by the Chairperson of the Board or shall be called by the Chairperson on the written request of no less than 20% of the number of Directors serving at the time the request is made.

Section 6.3 Notice of Meetings. Notice of the time, place and purpose of any regular meeting of WFSDallas shall be served upon each member either personally or by mail or telephone or facsimile transmission (including e-mail), not less than ten (10) nor more than thirty (30) calendar days before each meeting. Notices given by electronic means shall be confirmed by copies of such notice deposited in regular U. S. Mail and shall be deemed delivered when so deposited, postage paid. 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 or after the meeting for which notice has been waived.

Section 6.4 Public Notice of Meetings. All meetings of the Board of WFSDallas at which its business will be conducted shall be held in public. Participation in the meetings by any individual, other than Directors, shall be at the discretion of the Chairperson of the Board in accordance with Section 6.7 hereof. The public desiring to so participate shall notify the Chairperson of the Board before the meeting of the subject such individual wishes to address.

Board Meetings shall be held and conducted in compliance with the requirements of Article 551.041 of Texas Government Code, including, without limitation, publication of an agenda as part of the notice thereof.

Section 6.5 Quorum. At all meetings of the Board, a majority of its members shall constitute a quorum required to transact business, but less than quorum may adjourn a meeting from time to time without further notice until a quorum is present.

In determining a quorum, the number of Directors shall be considered that number which are duly serving as Directors of WFSDallas. Any vacancies which may exist shall not be counted in determining the total number of Directors.

Section 6.6 Vote. Each Director shall be entitled to one vote, and any act of a majority of the Directors present and voting at the meeting shall constitute the act of the Board. Attendance and voting by proxy is prohibited.

Section 6.7 Public Meeting Procedure. The Chairperson, to facilitate the expeditious treatment of routine business, may authorize the preparation of a consent agenda containing items proposed by the President and/or any Director for which background information shall have been furnished for Directors review at or prior to the meeting. Upon the call for the question on any or all items on such consent agenda, any Director may request any item to be placed for consideration by the Board on an individual basis.

Section 6.8 Voting Procedure. All official action of the Board shall be by majority vote of a quorum of the Board unless a greater than majority vote shall be required in these Bylaws or by applicable law. The Chairperson shall conduct the business of the meeting upon motions made and seconded by Directors and after such full discussion as the Directors may deem appropriate. In case of dispute as to proper procedure to be followed in any matter of official business, the rules contained in the latest published edition of Roberts Rules of Order shall apply.

Section 6.9 Electronic Meetings. Subject to complying with the requirements of applicable law and these Bylaws (including, without limitation, notice of meetings), members of the Board of Directors or members of any committee designated by such Board may (unless otherwise restricted by law, by the Certificate of Formation or by these Bylaws), participate in and hold any meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system permits each person participating in the meeting to communicate concurrently with all other persons participating in the meeting). If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section 6.9 shall, to the extent permitted by applicable law, constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE VII

COMMITTEES

Committees may be appointed by the Chairperson of the Board in his or her discretion for such purposes and duration as he or she may deem appropriate to the business of WFSDallas. The Chairperson of the Board shall be an ex-officio member of all committees. There shall be no standing committees.

ARTICLE VIII

CONFLICT OF INTEREST AND CODE OF ETHICS

Section 8.1 Financial Interests. All officers and Directors shall conduct themselves so as to avoid any conflict of interest or any appearance of a conflict of interest with the activities, policies, operations, and interests of all programs operated by WFSDallas. Officers and Directors shall not directly control the daily activities of WFSDallas' providers of training services. For purposes of Article VIII, "conflict of interest" is defined a circumstance in which an Agency employee, Board employee, workforce service contractor, or workforce service contractor's employee is in a decision-making position and has a direct or indirect interest, particularly a financial interest, that influences the individual's ability to perform job duties and fulfill responsibilities, "Appearance of a conflict of interest" is defined as a circumstance in which an Agency employee, Board member, Board employee, workforce service contractor, or workforce service contractor employee's action appears to be : (a) influenced by considerations of one or more of the following: gain to the person, entity, or organization for which the person has an employment interest, substantial financial interest, or other interest, whether direct or indirect (other than those consistent with the terms of the contract); or (b) motivated by design to gain improper influence over the Commission, Agency or the Board.

Section 8.2 Contracts Prohibited. Officers, Directors and their immediate families, businesses or organization that a Director represents on the Board, businesses, organizations or institutions in which a Director has a substantial financial interest, and employees of the Board shall be precluded, absent a waiver, from contracting with WFSDallas or from submitting proposals to provide training services. However, this prohibition does not apply to public education agencies, such as community colleges and independent school districts that have Board members, former Board members, or former Board employees who are representatives of educational agencies, including community colleges and secondary and postsecondary practitioners representing vocational education, that are representative of all educational agencies in the service delivery area. Further, this prohibition does not apply to contracts between WFSDallas and other nonprofit organizations for a purchase with an annual aggregate amount less than or equal to \$3,500.00 (as such amount is established in the Code of Federal Regulations as of October 1, 2015; see 2 CFR 200.320a and 48 CFR 2.101). For the purposes of programs authorized and contracted by the state, the Board, individual directors, and board staff shall not directly deliver or determine eligibility for workforce services in the local workforce area nor shall the Board contract with a Board director; a business, organization or institution that a Board director represents on the Board; Board

member's business, organization or institution in which a Board Director has a substantial financial interest; or Board employees for such services. However, this prohibition does not apply to privately funded contracts with local, non-profit economic development organizations, such as business membership organizations promoting economic development in the service area that have Board members, former Board members, or former Board employees who are representatives of such agencies.

Section 8.3 No Solicitations. 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 sub-agreements. All such items or offers to provide them shall be reported to the Chairperson of the Board in writing promptly upon receipt thereof.

Section 8.4 Disclosure of Interest; Abstentions. Prior to taking office, officers and Directors shall declare in writing all business interests held by them, including, without limitations, partnership interests and corporate stock ownership, both private and publicly traded, and 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 any funding from WFSDallas. The declaration shall be made annually and updated within five (5) business days whenever there is a change. The Chairperson shall appoint an individual to review the disclosure information and advise the Chairperson of the Board and the appropriate Officer or Director in writing as to real or apparent conflicts of interest. In the event that a Director and/or his immediate family member has any interest in or a relationship to a business entity, organization, or property that would be pecuniarily affected by an official WFSDallas action, such Director shall disclose, before a discussion, vote or decision on the matter the nature and the extent of such interest and shall abstain from any discussion or vote on that matter. All abstentions related to conflict of interest must be recorded and reflected in the minutes of the Board meeting.

Section 8.5 Revolving Door Rule. Upon termination or completion of term, a former Board director or Board employee, or any organization with which the former Board director or Board employee is or becomes affiliated shall be subject to the rules of this Article VIII for the entire following year (12 months).

Former Board directors or former Board employees who were in a Board decision-making position and shall not be employed with the Board's workforce service contractors for the twelve months following separation from the Board. If there is only an appearance, not an actual conflict, the Board may provide, in an open meeting, exception by a 2/3 majority vote of those present.

Section 8.6 Violations; Penalties. The first violation of the conflict of interest provisions contained in these Bylaws will result in the forfeiture of the funds awarded to the interested recipient of funds. 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 shall subject the Board member in question to the provision in these Bylaws for removal for cause.

Section 8.7 Code of Ethics Adoption. The Board may adopt and modify from time to time, in the Board's sole discretion, a written code of ethics (Code of Ethics) regarding the business ethics standards to be followed by the WFSDallas Board, its officers, employees and agents. Any Code of Conduct adopted by WFSDallas will specifically include, a violation reporting procedure and delineated penalties for violations as well as appropriately addressing the conflict of interest conduct standards set forth in this Section 8.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify the Directors, officers and Representatives (as such term is defined in Chapter 8 of Title 1 of the Texas Business Organizations Code; "TBOC") of the Corporation to the fullest extent permitted by law, including, but not limited to, Article 1396-2.22A of the Texas Non-Profit Corporation Act, Chapter 8 of Title 1 of the TBOC, and the Internal Revenue Code of 1986, including Chapter 42 thereof, and their respective successor statutes.

The Corporation may, to the extent the Board of Directors may deem advisable, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, to the fullest extent permitted by law.

ARTICLE X

MODIFICATION AND AMENDMENT

These Bylaws shall require a two-thirds (2/3) affirmative vote of the membership of WFSDallas present and voting at a duly held meeting at which a quorum is present and acting throughout to approve any modification, amendment, termination, or repeal. Notice of such a vote along with copies of proposed changes shall be forwarded with the notice of the meeting.

ARTICLE XI

DONATIONS AND CONTRIBUTIONS

Members of the Board may solicit and accept on behalf of the Corporation, gifts, bequests, or contributions in accordance with the general purposes of the Corporation.

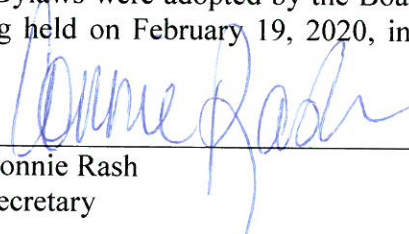
ARTICLE XII

AVAILABILITY OF RECORDS TO THE PUBLIC

All records, books, and annual reports of the financial activity of the Corporation shall be kept at the administrative offices of the Corporation in the State of Texas for at least three years after closing of each fiscal year and shall be available to the public for inspection and copying during normal business hours in compliance with the Texas Open Records Act (Govt. Code Section 551.001 et. seq.). The Corporation may charge for the reasonable expense of preparing a copy.

ADOPTION OF THE BYLAWS

The forgoing Amended and Restated Bylaws were adopted by the Board of Directors of WFSDallas present and voting at the meeting held on February 19, 2020, in accordance with Article X.



Connie Rash
Secretary

DMS 14788883v8