

BYLAWS

Tampa Bay WorkForce Alliance, Inc. A Florida Not-For-Profit Corporation

ARTICLE I. GENERAL

The provisions of this document constitute the Bylaws of Tampa Bay WorkForce Alliance, Inc. (TBWA), a Florida not-for-profit corporation, hereinafter referred to as the Corporation, which Bylaws shall be utilized to govern the management and operation of the Corporation for all purposes from and after July 2010.

ARTICLE II. OFFICES AND AGENCY

1. Registered Office and Registered Agent. The registered office of the Corporation shall be located in the State of Florida and the registered agent shall have a business office identical with such registered office, which office and agent may be changed from time to time by the Board of Directors of the Corporation, hereinafter referred to as the board, upon the filing of such notices as may be required by law.

2. Principal Office. The principal place of business of the Corporation shall be 5701 E. Hillsborough Ave, Suite 1419, Tampa, FL 33610, which principal place of business may be changed from time to time as provided in these Bylaws.

3. Other Offices. The Corporation may have other offices within or outside the State of Florida at such place or places as the Board of Directors may from time to time determine.

ARTICLE III. PURPOSES

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

1. To foster Tampa Bay's economic development by creating strategic alliances with best-in-class service providers to deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers – employers and job seekers alike.

2. To administer workforce programs and act as a grant recipient as authorized by the State of Florida, Workforce Florida, Inc., the U.S. Department of Labor, the Workforce Investment Act, and other funding sources.

3. The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE IV. POWERS

1. General Powers. Except as limited by its Articles of Incorporation or by these Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

2. Workforce Powers. The Corporation shall have and exercise all rights and powers granted to regional workforce boards under the laws of the State of Florida and workforce investment boards pursuant to Public Law No. 105-220, Title I, Section 117(b), United States Code, and all other applicable federal and state workforce laws and funding sources.

ARTICLE V. DIRECTORS

1. In General. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, the members of which shall be hereinafter referred to as directors.

2. Functions. The Directors' general functions shall be:

- a. To establish policies and guidelines for the operation of the Corporation;
- b. To exercise and fulfill the specific powers and responsibilities of the Directors, as specified in the Articles of Incorporation of the Corporation and these Bylaws.
- c. To discharge their duties in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances and each Director shall act in a manner he or she reasonably believes to be in the best interest of the Corporation.

3. Powers and Responsibilities of Directors. Without limiting the generality of the functions specified in section 2 above, the Directors' specific powers and responsibilities shall be:

- a. To adopt, amend, repeal or alter the Articles of Incorporation and Bylaws of the Corporation;
- b. To elect and remove the officers of the Corporation;
- c. To ensure accountable management of real and personal property and the general business of the Corporation, and to authorize and approve contracts and agreements on behalf of the Corporation, all in accordance with the provisions of law, the Articles of Incorporation and these Bylaws;
- d. To establish limits, monetary or otherwise, within which the administration and staff of the Corporation may function independently, especially with regard, but not limited to:

any property;

- (1) Any sale, lease, purchase or other acquisition, alienation or disposition of

- (2) Any construction or remodeling;

- (3) Any release or cancellation of a claim or right of action against another party.

e. To approve all actions by any member of the administration or staff of the Corporation which may exceed the monetary limits established by the Directors for such actions.

f. To approve general rules and regulations for the administration of the Corporation and its personnel, and approve any substantial change in employee benefits of the Corporation;

g. To designate the person or persons authorized to make and sign bills, notes, checks, contracts, or other documents which shall be binding on the Corporation;

h. To develop additional committees as deemed necessary to fulfill the responsibilities of the Corporation's mission;

i. To approve the establishment, scope of activity and Bylaws of auxiliary organizations, advisory boards, development councils and other such related organizations;

j. To delegate authority to the President/CEO of the Corporation;

k. To develop business plan(s)

l. To approve an affiliation by the Corporation with one or more entities in any joint enterprise;

m. To approve the initiation of law suits;

n. To authorize any change in the character or business purpose of the operations of the Corporation;

o. To approve any merger or consolidation of the Corporation with any other organization;

p. To approve the template for the one-stop memorandum of understanding.

4. Directors' Reliance

a. In performing their duties, Directors shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the Corporation whom they reasonably believe to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons as to matters which they reasonably believe to be within such person's professional or expert competence;

(3) A committee upon which they do not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee they reasonably believe to merit confidence; or

(4) Agents engaged to perform management functions, surveys, studies, or other activities for the board whom they reasonably believe to be reliable and competent in the matters presented.

b. Directors shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

c. Directors who perform their duties in good faith reliance on this section shall have no liability by reason of being or having been Directors.

5. Appointment of Directors and Composition of Board.

a. Structure of Board:

(1) Representation on the board will be maintained in accordance with federal and state regulations.

b. Appointment: Directors will be appointed by the local chief elected official (the Hillsborough County Board of County Commissioners), as provided from time to time by an interlocal agreement or memorandum of understanding approved by the Hillsborough County Board of County Commissioners.

c. Number: The number of Directors shall be not less than three (3) nor more than forty (40).

d. Terms: Two (2) years shall constitute a term. Directors may serve up to four (4) consecutive terms. Directors serving four consecutive terms may be reappointed after a break in service of one (1) term. In accordance with the federal law and Florida State law, whenever a seat on the board must be filled by an individual occupying a specific position in an organization, agency, or

institution, their term of office shall not expire, except and unless the federal or state statute is amended to exclude the position.

e. Designation of Alternates:

(1) Each mandatory board member may designate one (1) alternate. The alternate must be from the same company or organization.

(2) Alternates may attend board meetings in the member's absence, and may enter into discussions if called upon by the Chairperson.

f. Revocation of Membership. The Executive Committee may recommend revocation of board membership by two-thirds affirmative vote of the Executive Committee. Causes for revocation include:

(1) Conflicts of interest which continually inhibit a Director's ability to participate, except where specifically provided for by law.

(2) Unethical or illegal practices.

(3) Lack of attendance.

g. Vacancies. When a vacancy occurs, it shall be filled in the same manner in which the person vacating the position was selected. The person appointed to fill the vacancy shall serve the remaining term of the prior Director and may be re-appointed in accordance with Section d "Terms".

h. Attendance. Attendance at less than 75% of the meetings in a calendar year without prior notification to the Chairperson or Chairperson's designee shall be reason to review the individual's continued membership. Absences from three consecutive meetings may result in removal from the board. Attendance by alternates alone will not satisfy attendance requirements but may be taken into consideration by the Executive Committee in carrying out its duties under Section f "Revocation of Membership."

6. Resignation of Directors. Resignation by a Director shall be provided by written notification to the Hillsborough County Board of County Commissioners and copied to the Chairperson of the board, and such resignation shall become effective immediately upon receipt of said written notification or at such later date as specified in the notification.

ARTICLE VI. DIRECTORS' MEETINGS

1. Annual/Regular Meetings. There shall be at least one meeting of the Directors each year, which meeting shall be held during the month of June and shall be designated as the Annual Meeting of the Directors. Regular meetings of the Directors shall be held no less frequently than on a quarterly basis.

2. Special Meetings. Special meetings of the Directors may be called at any time by:
 - a. The Chairperson of the Board; or
 - b. The President/CEO of the Corporation.
3. Place of Meetings. Meetings of the Directors shall be held at the principal place of business of the Corporation or at such other place as the Directors may from time to time designate.
4. Notice of Meetings. Written, printed or oral notice stating the place, day and hour of any regular or special meeting of the Directors must be given to each Director not less than five (5) days for a regular meeting and not less than two (2) days for a special meeting, by or at the direction of the person or persons calling the meeting. Notice must be given either personally or electronically, or by mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Director at his address, as it appears in the records of the Corporation, with postage thereon prepaid.
5. Adjourned Meeting. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Directors, to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment.
6. Quorum. Fifty percent (50%) of the number of Directors entitled to vote, as fixed by these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Directors, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or applicable law. Attendance shall be either in person, by telephone, or similar communication whereby the distant Director and those Directors present in person all hear and may speak to and be heard on the matters raised therein.
7. Voting. Each Director who is entitled to vote and who is present at any meeting of the Directors, whether in person or by telephone, or similar communication, shall be entitled to one (1) vote on each matter submitted to a vote of the Directors.
8. Proxies Prohibited. A Director may not vote by proxy.
9. Action by Directors. Any action required or which may be taken at a meeting of the Directors pursuant hereto shall be taken and considered the act of the Directors only if the following applies: the action is taken at a meeting of the Directors at which a quorum is present, whether in person, by telephone or similar communication, and is taken pursuant to a vote of a majority of the Directors so present, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or applicable law.
10. Recordation of Actions. All actions of the Directors shall be recorded in minutes, and such minutes shall be made available, upon request, to any Director.

11. Procedure. The Directors may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. Board meetings will be open and accessible to the public and pursuant to the Florida Sunshine Law. Directors must adhere to financial disclosure requirements. All board meetings will be conducted in accordance with a written agenda distributed to members prior to the meeting.

ARTICLE VII. COMMITTEES

1. Standing Committees.

a. The Board or Chairperson of the board may establish standing committees. The powers and authority of any such committee will be determined by the board.

b. The Chairperson of the board will appoint the Chairperson and members of each standing committee, except where dictated by law. Directors' preferences for committee assignments will be considered in making the appointments.

c. A Committee may recommend removal of its committee chairperson to the Executive Committee.

d. Only Directors will be allowed to vote on issues before their assigned standing committee. The Youth Council will be governed by federal and state laws and regulations, as applicable.

e. With the exception of the Executive Committee, 33 percent (33%) of a committee's Directors constitute a quorum necessary for voting.

2. Executive Committee.

a. The Executive Committee shall be composed of the officers of the board, all standing committee chairpersons, the Chair of the Hillsborough County Board of County Commissioners or their designee from the Board of County Commissioners, and the immediate past Chairperson.

b. The majority (over fifty percent (50%)) of the Executive Committee directors constitutes a quorum necessary for voting.

c. The Executive Committee may exercise full authority for the board except for the following prohibition:

(i.) The Executive Committee may not adopt, repeal or amend these Bylaws.

d. Bylaw revisions must be approved by a majority vote of the Board of Directors.

e. The Executive Committee shall serve as the Appeals Committee on matters not delegated to TBWA President/CEO.

f. As soon as practicable following a meeting of the Executive Committee, minutes shall be transmitted to members of the Board of Directors. Any Board Member shall have five (5) days from receipt of the minutes within which to request that an action of the Executive Committee be brought before the full Board. If no such request is made, the action of the Executive Committee shall stand.

g. The Executive Committee shall annually review the performance of the President/CEO.

h. The Executive Committee may make recommendations to the chief elected official, through the board's Chairperson, for the removal of a Director from the board.

i. The Executive Committee members must serve on the Public Policy Committee.

j. The Chairperson of the Board of Directors shall serve as the Executive committee chairperson.

3. Finance Committee.

a. The Finance Committee shall review monthly and annually financial data reports on all activities.

b. The Finance Committee shall search for income and funding opportunities from the business community and other sources.

c. The Board Treasurer shall serve as the Finance Committee Chair.

4. Public Policy Committee.

a. The Public Policy Committee shall be chaired by a representative of business or industry. The chairperson of the Board of Directors is excluded from serving as the Public Policy chairperson.

b. For the purpose of providing information to policy makers about matters impacting workforce and economic development initiatives, including bills and proposed legislation, the committee shall recommend position statements to the Executive Committee.

c. Committee members are responsible for promoting relationships with elected and appointed officials at the state, federal, and local levels to position the board as a workforce industry expert.

d. The committee will provide strategic guidance which develops partnerships within the business community and other entities for the purpose of meeting the corporate mission, vision, and strategic objectives.

e. All member of the Executive Committee must serve as members of the Public Policy Committee. Membership of the Public Policy Committee is extended to other directors as appointed by the chairperson of the Board of Directors.

f. With a majority vote by the full board of directors, the chairperson of the Board of Directors may appoint person(s) who posses relevant expertise and/or background to the Public Policy Committee; ex-officio persons serve as non-voting members of the committee and are not members of the TBWA Board of Directors.

5. Workforce Solutions Committee.

a. At a minimum the Workforce Solutions Committee will be constituted in compliance with state and federal workforce laws. The committee will focus on monitoring workforce and economic development trends. It will promote the identification and analysis of market demands, the outcome of which is expected to enhance the region's global competitiveness in the area of workforce resources. Directors will promote, and help establish business and community partnerships to the maximum extent possible, particularly regarding untapped resources.

b. The Workforce Solutions Committee shall address business strategies which support and foster the continuum of career development from first jobs to better paying jobs and, ultimately, high wage/high skilled jobs

c. The Workforce Solutions Committee shall annually submit recommendations to the board, and the board will review such recommendations in preparing its formal submission to Workforce Florida, Inc. related to:

(1) Policies to enhance the responsiveness of high wages programs in Hillsborough County to business and economic development opportunities.

(2) Recommend the integrated use of state education and federal workforce development funds to enhance the training and placement of designated population individuals with local businesses and industries.

(3) Shall annually make a report to Workforce Florida, Inc. on dates specified by Workforce Florida, Inc. that identify occupations in the region deemed critical to business retention, expansion, and recruitment activities, based on guidelines set by Workforce Florida, Inc.

(4) Shall recommend strategies which promote the ability of workers to build careers by obtaining and retaining jobs with potential for advancement.

(5) Shall recommend strategies which promote the ability of participants in the welfare transition program to succeed in the workforce and avoid a return to dependence upon cash assistance from the government.

6. Youth Council.

a. At a minimum, the Youth Council will be constituted in compliance with state and federal laws.

b. The Youth Council shall recommend strategies which promote successful entry of individuals, including young people and adults with limited work experience, into the workforce.

c. The Youth Council shall meet at least quarterly.

7. Nominating Committee:

a. The Nominating Committee will facilitate the continuous identification of leaders with the willingness and capacity to help TBWA meet its mission and vision. The Nominating Committee will convene at least annually.

b. The Nominating Committee will formally solicit input regarding leadership gaps/opportunities among the composition of the board of directors. Leadership gaps/opportunities include desired representation of specific industries, occupations, companies, or expertise. In accordance with the Workforce Investment Act (WIA), the committee will also consider the race and gender composition among directors, and will assist with seating a board of directors that reflects the population of the region.

c. The Nominating Committee will recommend a leadership profile, or set of criteria, that characterizes the strategic fit needed to fill current and future vacancies on the board. In addition to the WIA requirement for directors to possess an optimal level of decision making authority at their respective places of business, the leadership profile will define the desirable leadership traits for nominees such as specific industry expertise and willingness to garner resources needed to meet TBWA's organizational goals.

d. The chairperson of the Nominating Committee will assist the TBWA chairperson and TBWA president with coordinating an introductory meeting, as necessary, with nominees who are under consideration for appointment to the board.

e. The chairperson of the Nominating Committee will join the TBWA president, TBWA chairperson of the board, and/or the TBWA Public Policy chairperson with making periodic

visits to the county commission to reinforce the importance of a deliberate process when considering nominees, as well as for the purpose of reinforcing the importance of engaged directors.

f. The Nominating committee is also responsible for developing a slate of names for the office positions on the Board of Directors. The Board of Directors will vote on the election of officers.

8. Ad Hoc Committees.

a. Ad Hoc committees may be established by the board or Chairperson to address specific, short-term issues. The duties of each Ad Hoc Committee will be determined at the time it is established.

b. The chairperson and members of each Ad Hoc Committee will be appointed by the board Chairperson. Membership of Ad Hoc committees may include directors, alternates or other representatives as determined by the board chairperson, including person(s) possessing subject matter knowledge and/or experience who are not TBWA directors.

c. Directors shall comprise a majority of each Ad Hoc Committee.

d. Thirty-three percent (33%) committee members who are TBWA Directors constitute a quorum necessary for taking action.

e. Only Directors will be allowed to vote and make motions.

f. Committees shall be comprised of a minimum of three members.

9. Audit Committee

a. The Audit Committee shall be a joint committee of TBWA directors and Hillsborough County. The Audit Committee shall be responsible for:

(1) Arranging and procuring the annual audit of any and all programs operated by TBWA in compliance with OMB Circular A-133, including selection of the audit firm and approving annual audit plans

(2) Arranging and procuring performance audits as determined necessary by the Audit Committee,

(3) Conducting monitoring of activities of programs and expenditures under the WIA and such other programs of TBWA as determined by the Audit Committee; and

(4) Completing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of programs of TBWA, or County staff, as determined by the Audit Committee.

b. The Audit Committee shall consists of the County Commissioner or his designee, the County Administrator or his or her designee, TBWA's Finance Committee Chair, and TBWA's President/CEO. The County Attorney, or his designee, shall sit on the Audit Committee, in an advisory, non-voting capacity only, as legal counsel to the County members of the Audit Committee. TBWA may appoint an attorney to sit on the Audit Committee, in an advisory, non-voting capacity only, as legal counsel to TBWA members of the Audit Committee. TBWA's Controller shall serve as staff.

10. One-Stop Committee

a. At a minimum, the One-Stop Committee will be constituted in compliance with state and federal laws and will serve as the One-Stop Operator.

b. The One-Stop Committee shall be responsible for:

(1) Coordinating activities between the One-Stop System and One-Stop Partners.

(2) Overseeing the development of a system of quality improvement for the staff and services provided by the One-Stop System.

(3) Reviewing the One-Stop system's performance and coordinate agency efforts to participate in a performance improvement plan.

(4) Planning, with input from service providers and TBWA, for future changes and improvements to the system.

c. Members of the One-Stop Committee shall consist of TBWA directors that are representatives of private sector employers and mandatory partners of the One-Stop System. Mandatory partners includes: Organizations representing individuals with disabilities; Education; Nonpublic postsecondary educational institution, confers certificate and diplomas; nonpublic postsecondary educational institution confers degrees; and other mandatory one-stop partners as defined in the Workforce Investment Act of 1998 and Workforce Innovation of 2000.

ARTICLE VIII. COMMITTEE MEETINGS

1. Meetings. Meetings of any committee may be called at any time by:

a. The Chairperson of the committee;

b. The Chairperson of the Board; or

c. The President/CEO of the Corporation.

2. Place of Meetings. Committee meetings shall be held at the principal place of business of the Corporation or at such other place, as the chairperson of the committee may from time to time designate.

3. Notice of Meetings. Written, printed or oral notice stating the place, day and hour of any regular or special meeting of a committee must be given to each committee member not less than five (5) days for regular meetings and not less than two (2) days for a special meeting, by or at the direction of the person or persons calling the meeting. Notice must be given either personally, electronically or by telephone or first class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the committee member at his address, as it appears in the records of the Corporation, with postage thereon prepaid.

4. Adjourned Meeting. A majority of the committee members present, whether or not a quorum exists, may adjourn any committee meeting to another time and place. Notice of any such adjourned meeting shall be given to all committee members, whether or not present at the time of the adjournment.

5. Quorum. Thirty three percent (33%) directors on a committee shall constitute a quorum for the transaction of business at any committee meeting, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or applicable law. Attendance shall be either in person or by telephone or similar communication whereby the distant committee member and those committee members present in person all hear and may speak to and be heard on the matters raised therein.

6. Voting. Each committee member who is entitled to vote and who is present at any committee meeting, whether in person or by telephone or similar communication, shall be entitled to one (1) vote on each matter submitted to a vote of the committee members.

7. Proxies Prohibited. A committee member may not vote by proxy.

8. Action of Committees. Any action required or which may be taken by the committees pursuant hereto shall be taken and considered the act of the committees only if the action is taken at a meeting of a committee at which a quorum is present, whether in person, by telephone or similar communication, and is taken pursuant to a vote of a majority of the committee members so present, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or applicable law.

9. Recordation of Actions. All actions of any committee shall be recorded in minutes, and shall be made available, upon request, to any Director.

10. Procedure. The committees may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. Board meetings will be open and accessible to the public and pursuant to the Florida Sunshine Law. Directors must adhere to financial disclosure requirements. All board meetings will be conducted in accordance with a written agenda distributed to members prior to the meeting.

ARTICLE IX. OFFICERS

1. Categories and Identification.

a. Officers of the Corporation. The officers of the Corporation shall include the Chairperson of the Board of Directors, the two Vice Chairpersons of the Board of Directors, the Secretary, and the Treasurer. The Corporation may have additional officers, assistant officers and agents.

2. Chain of Authority. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of any office (both such situations referred to hereafter as the "absence" of the officer), the duties of the office shall, unless otherwise provided by the Directors, be performed by the next officer set forth in the following sequences: the chain of authority shall be the Chairperson, the Private Sector Vice Chairperson, the County Commissioner Vice Chairperson, Treasurer and the Secretary.

3. Duties. The officers of the Corporation shall have the following duties:

a. Chairperson. The Chairperson of the Board of Directors shall be a Director and preside at all meetings of the Directors, appoint committee members as provided herein, and perform such other duties as may be prescribed in these Bylaws or assigned by the Directors. The Chairperson shall be a representative of business or industry.

b. Private Sector Vice Chairperson. The Vice Chairperson shall be a representative of business or industry and in the absence of the Chairperson or in the event of his or her inability to act, perform the duties of the Chairperson.

c. County Commissioner Vice Chairperson. The County Commissioner shall serve on the Audit Committee and insure compliance with the inter-local agreement.

d. Secretary. Subject to the direction of the Directors and the Chairperson of the Board of Directors, the Secretary of the Corporation shall:

(1) assure that a record of the meetings of the Directors and all committees are maintained in an aggregated location provided for that purpose;

(2) assure that all notices are given in accordance with the provisions of these Bylaws and as required by law;

(3) assure designation of a custodian for corporate records and the seal of the Corporation;

d. Treasurer. The Treasurer shall serve as the Finance Committee Chair and oversee custody of all corporate funds, shall serve on the Audit Committee and financial records and shall assure that annual financial audits are performed. The Treasurer shall be a representative of business or industry.

4. Election and Appointment of Offices. Officers of the Corporation shall either be elected or appointed as follows:

a. Election of officers will be held at the last regularly scheduled Board meeting of the fiscal year.

b. A Nominating Committee will be appointed by the Chairperson prior to the election to develop a slate of nominations. The Chairperson shall name the chairperson of the Nominating Committee.

c. A term of office for all officers and committee chairs will be one (1) year, from July 1 to June 30. Officers may serve one (1) additional consecutive term in the same office, provided that the time in office does not exceed the limits of their term of membership. After two (2) terms, the officers shall step down from their position for a minimum of one (1) year, although they may continue to serve as members or in other offices.

d. The Directors shall elect a chair from among the representatives of private sector business or industry. A director elected to the office of chairperson cannot exceed two (2) terms as chairperson.

e. Additional officers of the Corporation may be elected by the Board of Directors of the Corporation, from time to time, in their discretion.

5. Resignation of Officers. Any officer may resign his/her office by providing written notification to the Board of County Commissioners and copied to the Chairperson of the Board. Such resignation shall become effective immediately upon receipt of said notification or at such later date as specified in the notification.

6. Removal of Officers. Any officer may be removed from his/her office with or without cause by the Board of Directors.

7. Vacancies. A vacancy in any office may be filled by appointment by the Chairperson for the unexpired term of the office. If the position of Chairperson becomes vacant, the Vice-Chairperson will assume the position. Should both the Chairperson and Vice-Chairperson positions become vacant, then the executive committee will elect a Chairperson Pro Tem. The Chairperson Pro Tem will serve until the provisions of Article IX, Paragraph 4 herein can be instituted.

8. Bonds of Officers of the Corporation. The Directors may secure the fidelity of any or all of the officers of the Corporation by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Directors.

ARTICLE X. CONTRACTS

All contracts or other documents authorized by the Board to be executed in the name of and on behalf of the Corporation shall be signed by the Chairperson, or President/CEO in accordance with the Corporations Procurement Policy.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify any Director or officer or former Director or officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted against, by action in court or other-wise, by reason of such person being or having been such Director or officer, except in relation to matters as to which such person shall have been guilty of gross negligence or misconduct with respect to the matter in which indemnity is sought. By order of the Directors, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services performed on behalf of the Corporation.

ARTICLE XII. DUALITY OF INTEREST

Any contract or other transaction between the Corporation and any Director or officer, or between the Corporation and any other corporation, firm, association or other entity in which any Director or officer is a director, trustee, partner or officer or has a significant financial or influential interest, may be declared void or voidable by the Directors unless all of the following conditions are met:

a. The relevant and material facts as to such Director's or officer's interest in such contract or transaction and as to any common directorship, trusteeship, partnership, officership, or financial or influential interest were disclosed in good faith in advance, by such Director or officer, to the Directors, and such facts are reflected in the minutes of a meeting of the Directors;

b. The relevant and material facts, if any, known to such interested Director or officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were disclosed in good faith in advance by such Director or officer to the Directors, and such facts are reflected in the minutes of a meeting of the Directors;

c. Such interested Director or officer has, as determined by the judgment of the Directors and reflected in the minutes of a meeting of the Directors:

(1) Made the disclosures and fully responded to questions concerning the matters referred to in subsections a. and b. above;

(2) Fully met the burden of proof that the contract or transaction was fair and reasonable to the Corporation at the time such contract or transaction was authorized; and

(3) Not otherwise significantly influenced the action of the Directors with respect to the contract or transaction;

d. The Directors authorized such contract or transaction by a vote of at least two-thirds (2/3) of the Directors entitled to vote at a meeting at which a quorum was present, and such

interested Director or officer was not counted in determining the presence of a quorum or in determining the two-thirds (2/3) vote.

ARTICLE XIII. MISCELLANEOUS

1. Fiscal Year. The fiscal year of the Corporation shall be the fiscal year as may be designated from time to time by the Directors.

2. Seal. The Corporation shall adopt a seal capable of making a circular impression on bond paper, which impression shall contain within the circle the name of the Corporation and the year of its establishment.

3. Vote by Presiding Officer. The person acting as presiding officer at a meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

4. Gender and Number. Whenever the context requires the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

5. Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.