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**BYLAWS**

**OF**

**NORTH ALABAMA WORKFORCE DEVELOPMENT COUNCIL, Inc.**  
**An Alabama nonprofit corporation**

**Adopted April 27, 2017**

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**TABLE OF CONTENTS**

ARTICLE 1

Offices

ARTICLE 2

Board of Directors

Section 2.1	<u>Management of Corporation</u> .....	3
Section 2.2	<u>Number, Tenure and Qualifications</u> .....	3
Section 2.3	<u>Vacancies</u> .....	4
Section 2.4	<u>Removal</u> .....	4
Section 2.5	<u>Annual Meetings</u> .....	5
Section 2.6	<u>Regular and Special Meetings</u> .....	5
Section 2.7	<u>Meeting by Telephone</u> .....	5
Section 2.8	<u>Quorum</u> .....	5
Section 2.9	<u>Acts of the Board</u> .....	5
Section 2.10	<u>Action Without a Meeting</u> .....	6
Section 2.11	<u>Committees of Directors</u> .....	6
Section 2.12	<u>Compensation</u> .....	7
Section 2.13	<u>Loans to Employees and Directors</u> .....	7

ARTICLE 3

Waiver of Notice

ARTICLE 4

Officers

Section 4.1	<u>Positions</u> .....	7
Section 4.2	<u>Election and Term of Office</u> .....	7
Section 4.3	<u>Vacancies</u> .....	8
Section 4.4	<u>Removal</u> .....	8
Section 4.5	<u>Duties of Officers</u> .....	8
Section 4.6	<u>Compensation</u> .....	9

ARTICLE 5

General

Section 5.1	<u>Fiscal Year</u> .....	9
Section 5.2	<u>Checks</u> .....	9
Section 5.3	<u>Deposits</u> .....	9
Section 5.4	<u>Corporate Seal</u> .....	9
Section 5.5	<u>Gifts</u> .....	9

Section 5.6 Operational Support Funding and Oversight ..... 9

ARTICLE 6

Exculpation of Directors

ARTICLE 7

Amendment of Bylaws

**BYLAWS  
OF  
NORTH ALABAMA WORKFORCE DEVELOPMENT COUNCIL Inc.**

**ARTICLE 1  
Offices**

The principal office of North Alabama Workforce Development Council Inc. an Alabama nonprofit corporation (hereinafter referred to in these Bylaws as the “Corporation”) shall be located at 261 South Main Street, Arab, Alabama 35016. The Corporation may have such other offices, within and without the State of Alabama, as the board of directors may determine or as the business of the Corporation may require.

The registered office of the Corporation required by the Alabama Business and Nonprofit Entities Code (the “Code”) to be maintained in the State of Alabama may be the same as its principal office in the State of Alabama. The address of the registered office may be changed from time to time by the board of directors in the manner provided in the Code.

**ARTICLE 2  
Board of Directors**

Section 2.1 Management of Corporation. 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 (collectively the “Council,” individually, “members”) except as otherwise provided by law or the Articles of Incorporation of the Corporation.

Section 2.2 Number, Tenure and Qualifications.

(a) The number of directors constituting the initial board of directors is set forth in the Articles of Incorporation of the Corporation, and such directors shall hold office until the adjournment of the first annual meeting of the board of directors and until their successors shall have been duly elected and qualified. Thereafter, the number of directors constituting the board of directors of the Corporation shall be at a minimum twenty-six (26), representing all counties in region one; as follows, Cullman, Colbert, DeKalb, Franklin, Jackson, Lauderdale, Lawrence, Limestone, Madison, Marion, Marshall, Morgan. And Winston. The number of directors may be increased or decreased from time to time by amendment of these bylaws to change the number of directors constituting the board of directors, but no decrease shall have the effect of shortening the term of any incumbent director and there shall always be at least three directors. Directors shall hold office until the adjournment of the next succeeding annual meeting of the board of directors and until their successors shall have been duly elected and qualified or until their deaths or until they shall resign or shall have been removed from office in the manner provided in the Articles of Incorporation of the Corporation. The Department of Commerce WDD (“DOC-WDD”) should be notified of any Council member’s removal and the reason for such removal.

(b) Voting Members. There shall be a minimum of thirteen (13) voting members. There must be a minimum of one (1), no more than two (2) representatives from each county; and a maximum of four (4) members at-large. A minimum of seventy-five percent of workforce development council members shall be private sector employer representatives that serve in leadership positions within their company (i.e. owner, plant manager, president, human resources director, training director) within the region. Each private employer may only have one voting member. Local elected officials, state legislators within the region, representatives of regional economic development organizations, regional chambers of commerce representatives, and representatives from regional planning commissions may make up the balance of the voting members. Each member shall serve a term of three (3) years. Workforce development council members may serve consecutive terms, if recommended by nominating committee and approved by the Chair of the council. Voting members must attend in person at a minimum of two quarterly meetings, and be in attendance at one additional quarterly meeting by teleconference or by designated representative that has been approved to vote their proxy. Signed Proxy Form or email must be submitted to Director prior to any meeting to be missed.

(c) Ex-Officio Members. Presidents of community colleges and community college workforce development directors, economic development representatives, Alabama career center directors, adult education directors, local WIB/WIOA directors and chairs, AIDT and ATN representatives, representatives from area university systems, superintendents of all secondary school systems in the region, local directors of Alabama Department of Rehabilitative Services, Alabama Department of Senior Services, regional directors of Department of Human Resources connected to the region, directors of faith-based and community-based organizations, and other applicable service provider directors including key private sector training providers, shall serve an essential function as ex-officio members of the Council. There is not a maximum number of ex-officio designees to serve on the Council.

(d) Additional business and industry leaders and workforce training professionals outside of the Council may be engaged by the Council as members of a committee to provide subject matter expertise and assistance in specific workforce development areas.

Section 2.3 Vacancies. Any vacancy shall be filled by a majority vote of the voting members, notwithstanding that the number of remaining directors is less than a quorum, following nomination by the Nominating Committee. The Nominating Committee shall inform the DOC-WDD annually and/or upon membership changes of the name, title, company, mailing address, phone, email and county of representation (company base) for each voting member. Upon approval by a majority of the voting members, the Secretary shall notify the DOC-WDD. The director elected to fill a vacancy shall be elected to serve for the unexpired term of his or her predecessor in office, and a director elected to fill a vacancy to be filled by reason of an increase in the number of directors shall be elected to serve only until the next election of directors.

Section 2.4 Removal. As provided in the Articles of Incorporation, a director may be removed from office, with or without cause, by the vote of a majority of the number of voting members serving on the board of directors at the time such vote is taken. Notice shall be provided to the Department of Commerce WDD of such removal.

Section 2.5 Annual Meetings. The annual meeting of the Council, commencing with the year 2016, shall be held in the month of **September** on such day and date, and at such time and place, within the State of Alabama, as shall be determined by resolution of the Council or by the Chair of the Council for the purpose of electing directors and for the transaction of such other business as may come before the meeting. At least ten (10) days prior to the date of the annual meeting, the Chair or Secretary of the Corporation shall give notice to each member of the Council of such meeting in the manner hereinafter provided setting forth the date, time, and place of the meeting. If the election of directors shall not be held on the day designated for the annual meeting of the Council, or at any adjournment thereof, the Council shall cause the election to be held at a special meeting of the Council as soon thereafter as may be conveniently held.

Section 2.6 Regular and Special Meetings. Meetings of the Council, regular or special, may be held within the State of Alabama. Regular meetings may be held upon such notice, if any, and at such time and place as shall be determined by resolution of the Council. Regular meetings shall be held no less than one meeting per quarter of the calendar year, preferably on dates established at the beginning of the fiscal year. The Council shall provide notice of the meeting dates, times, and locations to the DOC-WDD as to be compliant with the provisions of the Alabama Open Meetings Act. Special meetings of the Council may be called by the Chair of the Corporation or by any one director of the executive committee on ten days' notice to each director, which notice either (a) may be in writing (b) delivered personally, (c) delivered by mailing to a director at his or her address as it appears in the records of the Corporation or (d) delivered by electronic mail or (e) may be verbal given either in person or by telephone. The Secretary of the Corporation, at the request in writing of the Chair or of any one director of the executive committee, shall send such written notice or give such verbal notice on behalf of the Chair or such directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If by electronic mail, such notice shall be deemed to be delivered when the sender receives confirmation that electronic mail is complete or has been received by the recipient. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the notice, if any is required, of such meeting.

Section 2.7 Meeting by Telephone. Members of the Council or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 2.8 Quorum. Fifty-one percent (51%) of the whole number of voting members then serving on the board shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 2.9 Acts of the Board. Except as otherwise provided in these Bylaws or the Articles of Incorporation of the Corporation, the act of a majority of the voting members present at a meeting at which there is a quorum shall be the act of the Council.

Section 2.10 Action Without a Meeting. Any action required or permitted to be taken by the Council or a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee.

Section 2.11 Committees of Directors. The Council, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Council in the management of the Corporation, except that no such committee shall have the authority of the Council in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any director or officer of this Corporation; amending or restating the Articles of Incorporation of the Corporation, adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any action or resolution of the Council which by its terms provides that it shall not be amended, altered or repealed by such committee. Other committees not having and exercising the authority of the Council in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Without limiting the foregoing, the Council shall have the following committees:

(a) Executive Committee. The Executive Committee shall be a standing committee comprised of the officers of the Corporation, three voting members elected at-large, and the immediate past Chair. The Executive Committee shall carry out routine and administrative functions of the Corporation between scheduled meetings of the Council.

(b) Nominating Committee. The Nominating Committee shall be a standing committee comprised of the past Council chair and at least two current voting members nominated and elected by the Council.

(c) Industry Cluster Committees. Industry Cluster Committees shall be established for each of the major industries in the region as determined by the council to promote and provide a forum for potential collaboration, resource sharing and innovation between companies within the cluster.

- a. There is no limit to the number of industry cluster committees in the region.
- b. Each committee shall consist of multiple private sector employers and other applicable stakeholders that represent the collective view of the particular industry in the region.
- c. One (or more) smaller industry clusters may be combined in one committee.
- d. Each committee will provide input to the Council pertaining to needs specific to workforce development for their industry sector.

- e. Prior to each industry cluster committee meeting, a review of allowable/non-allowable general conduct and discussion limitations relative to federal and state anti-trust laws shall be completed.

(d) Grant Review Committees. The Grant Review Committees shall screen, review and make recommendations to the Council, based on the current strategic plan, as related to grants and funding requests within the guidelines and parameters of the grant.

Section 2.12 Compensation. The directors of the Corporation shall serve without compensation, but may receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties, including, but not limited to, expenses incurred by the directors for transportation, lodging, meals, and other related expenses to attend the annual and any special meetings of the Council.

Section 2.13 Loans to Employees and Directors. The Corporation shall not lend money to its directors or officers.

### **ARTICLE 3** **Waiver of Notice**

Whenever any notice is required to be given to any director of the Corporation under the provisions of the Code, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council or any committee designated thereby need be specified in the waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE 4** **Officers**

Section 4.1 Positions. The officers of the Corporation shall be elected by the Council and shall consist of a chair, one or more vice-chairs, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Council. Any one or more offices may be held by the same person, except the offices of chair and secretary.

Section 4.2 Election and Term of Office. The first officers of the Corporation shall be elected by the Council at the first meeting of the Council. Thereafter, the officers of the Corporation shall be elected by the Council at its annual meeting. Each officer shall hold office at the pleasure of the Council from the date of his or her election until the next annual meeting of the Council and until his or her successor shall have been duly elected and qualified or until his or her death or he or she shall resign or shall have been removed from office in the manner

hereinafter provided, but in no event shall any one term be in excess of one years, measured as beginning on October 1 and ending on September 30 to coincide with the Council's fiscal year.

Section 4.3 Vacancies. A vacancy in any office may be filled only by the Council.

Section 4.4 Removal. Any officer may be removed by the Council whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment of an officer shall not of itself create contract rights.

Section 4.5 Duties of Officers. The officers of the Corporation, if and when elected by the Council of the Corporation, shall have the following duties:

(a) Chair. The chair, who shall be referred to in other provisions of these Bylaws as the "Chair," shall be the chief executive officer of the Corporation and shall, in the event of the council electing co-chairs to serve as equal positions in the place of Chair subject to the control of the Council, supervise and control all of the business and affairs of the Corporation. The chair shall, when present, preside at all meetings of the Council. The chair may sign deeds, mortgages, bonds, contracts or other instruments for or in behalf of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Corporation. In general, the chair shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Council.

(b) Vice-Chairs. In the absence of the Chair or in the event of the Chair's death or inability to act, the vice-chair, who may also be referred to as the "Vice-Chair" (if there be more than one vice-chair, the vice-chairs in the order determined by the Council) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any vice-chair shall perform such duties as from time to time may be assigned to such vice-chair by the Chair or the Council.

(c) Secretary. The secretary shall keep the minutes of the proceedings of the Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; 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; maintain current contact information on all council members and committee members and provide updates to the DOC-WDD; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the Chair or the Council. If there is no treasurer of the Corporation, the secretary shall assume the authority and duties of treasurer.

(d) Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as may be designated by the Council, and in general perform all of the duties incident to the office of

treasurer and such other duties as from time to time may be assigned to the treasurer by the Chair of the Council. If required by the Council, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Council shall determine.

Section 4.6 Compensation. Unless otherwise determined by resolution of the Council, the officers of the Corporation shall serve without compensation. The officers of the Corporation shall, however, be entitled to receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties.

## **ARTICLE 5**

### **General**

Section 5.1 Fiscal Year. The Corporation's fiscal year shall be from October 1 to September 30.

Section 5.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Council may from time to time designate.

Section 5.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more banks, trust companies or other depositories as the Council or the Chair may from time to time designate, upon such terms and conditions as shall be fixed by the Council or the Chair. The Council or the Chair may from time to time authorize the opening and keeping, with any such depository as may be designated by the Council or the Chair, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws, as the Council or the Chair may deem necessary.

Section 5.4 Corporate Seal. The Council may select a corporate seal and have inscribed thereon the name of the Corporation, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 5.5 Gifts. The Council may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 5.6 Operational Support Funding and Oversight. All State appropriated funds allocated to the Council in support of daily operational expenses are subject to the terms and conditions outlined in the awarding instrument. Department of Commerce, the Chief Examiner of Public Accounts and/or any of their duly authorized representatives shall have access to any pertinent books, documents, papers, excerpts, transcripts, and records necessary to perform audits, financial reviews, and examinations.

**ARTICLE 6**  
**Exculpation of Directors**

In amplification and not in limitation of the provisions of applicable law:

Section 6.1 Limitation of Liability. Pursuant to § 10A-20-16.01 et seq. and § 6-5-336 of the Code of Alabama, 1975, as amended, all non-compensated directors, members of governing bodies, officers and other eligible volunteers of the Corporation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct or fraud or gross negligence.

Section 6.2 Indemnification. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, or administrative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner or employee of another corporation, partnership, joint venture, trust or other entity, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, unless he or she acted intentionally or willfully against the best interests of the Corporation. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted intentionally or willfully in a manner that was opposed to the best interests of the Corporation.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner or employee of another corporation, partnership, joint venture, trust or other entity against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) Any indemnification under paragraphs (a) or (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) or (b)

above. Such determination shall be made (1) by the board of directors of the Corporation by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if a majority of disinterested directors so directs, by independent legal counsel selected by the board of directors for such purpose.

(d) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer of the Corporation.

(e) The indemnification authorized by this Article shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification, or repeal of this Article shall diminish the right to indemnification with respect to any claim, cause, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 6.3 Insurance. The Corporation shall have the power to 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, partner or employee of another corporation, partnership, joint venture, trust or other entity against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section.

## **ARTICLE 7**

### **Amendment of Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by vote of a majority of all of the directors.

**CERTIFICATION**

I, \_\_\_\_\_, as Chairman of the North Alabama Workforce Development Council, Inc. hereby certify that the above and foregoing constitutes a true and correct copy of the original Bylaws of said Corporation, approved by the board of directors at a regular meeting on April 27, 2017, and that all provisions are in full force and effect and have not been revoked or rescinded.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Chairman