

WILLIAMSON-BURNET COUNTY OPPORTUNITIES, INC.

BY-LAWS

Revised by Board of Directors June 25, 2004

ARTICLE I – NAME

The name of this agency shall be Williamson-Burnet County Opportunities, Inc. (WBCO, Inc.), a private, non-profit corporation, incorporated under the laws of the State of Texas and designed as the proper entity to carry out the purposes and functions herein set out.

The Central Office of WBCO, Inc. shall be designated by the Board of Directors.

ARTICLE II – PURPOSES

It shall be the purpose of this corporation to implement and carry out the spirit of the Economic Opportunity Act of 1964, and the provisions of such successor-in-interest legislation as shall be enacted by the governments of the United States and/or the State of Texas.

It shall be the purpose of this corporation to recognize that the United States can achieve its full economic and social potential as a nation only if every individual has the opportunity to contribute to the full extent of his/her capabilities and to participate in the workings of our society.

It shall be the purpose of this corporation to strive for the elimination of poverty in the midst of plenty, especially in Williamson and Burnet Counties, Texas, or other jurisdictions in which WBCO, Inc. might be contracted to perform.

It shall be the purpose of this corporation to facilitate for everyone the opportunity for education and training, the opportunity to work, and the opportunity to live in decency and dignity. This purpose includes the provision of affordable housing for low and moderate income persons through acquisition, disposition, construction, rehabilitation, and all other necessary and appropriate means.

This corporation shall direct its efforts to strengthen, supplement and coordinate other efforts in furtherance of these purposes in Williamson and Burnet Counties and other jurisdictions.

ARTICLE III - MEMBERS

Limitations: This corporation shall have no stockholding members.

ARTICLE IV – DIRECTORS

- A. Number of Board Members. The Board of Directors shall consist of twenty-one (21) members. Thirteen (13) shall be residents of Williamson County, and eight (8) shall be residents of Burnet County.
- B. Nepotism Provision. This corporation shall be governed by State and Federal laws regarding nepotism and as provided for in WBCO, Inc. Personnel Policies. These Policies shall provide that no employee of the corporation shall lose employment because of any subsequent election or selection of a member to this board; nor will any applicant be employed subsequent to the seating of a board member, when such “new hire” would violate nepotism laws and policies.
- C. Composition of Board and Methods of Selection.
1. One-third (7 members) shall be elected public officials or their representatives. There shall be four (4) such persons from Williamson County and three (3) from Burnet County. The public officials shall be: Burnet County – County Judge, Mayor of Marble Falls, Mayor of Burnet; Williamson County – County Judge, Mayors of Georgetown, Taylor and Round Rock. In the event a public official should elect not to serve or appoint a representative, the designating officials (Williamson and Burnet County Commissioners) may select other elected officials or appointed officials who have positions concerned with the problems of poverty. Should there be less than seven (7) officials or representatives willing to serve, the unfilled seats shall remain vacant.
 2. Not less than ten (10) members of the Board shall be representative of the low-income populations. Seven (7) representatives shall be from Williamson County and three (3) from Burnet County. The representatives to be selected shall generally reflect the poverty population distribution within each of the two counties. These selected representatives must reside in the area of low-income population, but are not required to be low-income. They shall be elected in a democratic process, in accordance with **Community Services Block Grant (CSBG) Policy Issuance #95.2.2, Board Membership Requirements, (B) Representatives of the Poor.** The election process shall be attached to these By-Laws and designated “Attachment I – Election Process for Low-Income Representatives to the Board of Directors. The procedure(s) used to select representatives of the poor will be documented to demonstrate that a democratic selection process was utilized. Selection processes that may be utilized, either alone or in combination, are:
 - (1) Nominations and elections, either within neighborhoods, or within the community as a whole. (See Attachment I – Election Process)
 - (2) Selection at a meeting or conference to which all neighborhood residents, and especially those who are poor, are invited.
 - (3) Selection of representatives to a community-wide board by members of neighborhood or sub-area boards who are themselves selected by neighborhood or area residents.

- (4) Selection, on a small area basis (such as a city block), of representatives who in turn select members for a community-wide board.
 - (5) Selection of representatives by existing organizations whose membership is predominately composed of poor persons or an organization that provides services to poor people.
3. The remaining four (4) seats on the Board shall be allocated to private organizations between the two counties. One of the organizations shall be the Head Start Policy Council. The others shall be private social service organizations and business, labor or professional organizations. Criteria for selection of organizations shall be: (1) The organization's purpose and philosophy are compatible with this corporation's mission; (2) Organization represents minimum geographic area of one county; (3) Organization assures representative's interest and attendance. In the event there are more than four (4) interested organizations which meet the above criteria, a system of rotation shall be used whereby organizations shall be placed on a list in chronological order of application (or expression of interest). As representative's term ends, the organization next on the list will be invited to fill the vacant seat and the previously represented organization will go to the end of the list. Organizations who lose interest in participating will be removed from the list.

Participating organizations shall use their own methods of selecting their representatives and shall send the Board Chairperson a letter designating the representative.

- D. Terms of Service. Elected public officials shall serve on the Board for that length of time the official remains in office. Representatives of the poor and of private organizations may serve up to five (5) consecutive years **from time of appointment**. After five (5) consecutive years, these representatives may not serve on the Board in any capacity for one full year, after which they may serve another five (5) consecutive years. Representatives of the poor and of private organizations may not serve more than a total of ten years.
- E. Vacancies. Whenever a vacancy is declared by the Board, other than from expiration of a term, the entity selection or appointing the member in the position so vacated shall select a replacement in the same manner in which the original selection was made.
- F. Removal of Board Members. With the exception of public officials, three (3) consecutive unexcused absences from properly called regular meetings of the Board shall be considered for the Board to declare a vacancy. Vacancies shall be filled as provided in E., above.

The Board of Directors may remove any member(s) for willful misconduct, which shall be defined as: behavior disruptive of meetings or public statements and behavior which demonstrates a lack of support for the goals of Community Action. With the exception of public officials or their designated representatives, the Board may remove any member

for cause by a two-thirds (2/3) vote of a meeting at which a quorum is present. In the case of public officials, the Board, with **two-thirds (2/3)** members signatures, may petition the designating officials for removal of the member.

- G. Responsibilities of Board Members. The Board of Directors shall set the policies for the conduct of the business and management of the property of this corporation and shall be specifically responsible for:
1. Appointment **and evaluation** of the Executive Director of **this corporation.**
 2. Decisions in program planning and evaluation, establishing adequate personnel policies and procedures, reviewing all on-going activities, approving applications for funding where required.
 3. Determination of, subject to appropriate regulations and policies, the rules of procedures for the governing board.
 4. Selection of the officers and committees of the Board of Directors.

ARTICLE V – OFFICERS

- A. Officers of the Board of Directors. The officers of the Board of Directors shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, who shall be selected from the membership of the Board. The officers shall be elected for one (1) year terms. The annual election shall be held at the regular meeting of the Board in November. Newly elected officers shall assume their respective duties on December 1. The office of the Board Chairperson shall be rotated between the two counties at least biennially.
- B. Duties of Officers.
1. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, appoint committees, call special meetings, and perform all other duties of that office.
 2. Vice Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of, or incapacity of, the Chairperson, and assume such other duties and responsibilities as may be assigned by Chairperson.
 3. Secretary. The Secretary shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and Vice-chairperson. The Secretary, under the direction of the Board, shall monitor and cause to be performed the keeping of proper records of the corporation, including proceedings and actions of the corporation, and other duties associated with this office.
 4. **Treasurer.** **The Treasurer shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, Vice-Chairperson and Secretary. The Treasurer and the finance committee shall coordinate with**

the Executive Director and financial officer of this corporation in reviewing monthly and yearly financial statements and reporting to the Board at regularly scheduled meetings.

- C. Bonding. Officers of the Board may be required to sign and serve official documents and fiscal instruments, and those so required shall be under Bond as may be required by State and Federal rules and regulations.

ARTICLE VI – MINUTES

- A. Regular. The Board of Directors shall hold meetings at such times and places as it may determine that are convenient to the members, and said meetings shall be open to the public, except for those instances as listed in CSGB Issuance #90.2.1. Decisions made in closed session must be finalized in a meeting open to the public. Notice of meetings, **financial statements**, and agenda must be sent to all Board Members so as to be received at least five (5) days in advance of the meeting. Public notices of the meeting shall be posted at the Williamson County and Burnet County Courthouses a minimum of 72 hours before the meeting. No more than ten (10) weeks shall elapse between regular board meetings.
- B. Special. Special meetings may be called by the Chairperson or upon written request of twenty percent (20%) of the members of the Board of Directors for the purpose of transaction any business specified in the call. The call for a special meeting must be in writing and mailed to each **Board Member** so as to be received at least five (5) days in advance of such meeting.

An agenda of each special called meeting of the Board shall accompany the notice of that meeting and shall be sent to all Board Members. No meeting, be it regularly scheduled or special, may act upon the issues of (1) removal of a member of the Board for cause, (2) the election of officer(s) of the Board, (3) the amendment or revision of these By-Laws or (4) the hiring or firing of the Executive Director of this corporation unless such items appear on an agenda circulated pursuant to the requirements of these By-Laws.

- C. Executive Sessions. For consideration of certain business, the Board of Directors may call an executive session as prescribed by law.
- D. Quorum. The presence of 50% of the Board of Directors shall constitute a quorum at any meeting of the corporation. Any vacant position on the Board of Directors shall not be considered in determining a quorum. The act of a majority of the **Board Members** at which a quorum is present shall be an act of the Board.
- E. Proxy Voting. Each member of the Board shall be entitled to one (1) vote. Proxy voting is prohibited.

- F. Balloting. Secret ballot will be used in voting on all motions to: (1) call a closed session of the Board; (2) remove a Board Member for cause; (3) hire or terminate an Executive Director of this corporation.
- G. Alternates. There will be no alternates for members of this Board.
- H. Minutes. The Board shall keep, for each meeting, written minutes which include a record of votes on all motions. Minutes of the previous meeting shall be mailed to all Board Members with the notice, **current financial statement** and agenda of the upcoming meeting. Once minutes are finalized by Board approval, they will be made available to the public upon request. Upon request, minutes will be translated when a significant portion of the poverty population does not speak English. Board minutes shall include a record of those members present by category.
- I. Compensation and Conflict of Interest. There shall be no compensation for serving on the Board, nor shall members profit in any way as vendors or in representation of any business, organization or consultant service entity doing business with this corporation. However, a travel mileage allowance may be reimbursed to low-income Board Members using their privately owned vehicles. Any member(s) may be reimbursed for any expenses incurred in performing a pre-authorized assignment of the Board, but such expenses may be limited by the travel policies of the corporation or State and Federal regulations.

ARTICLE VII – BOARD COMMITTEES

The Chairperson shall appoint, with the approval of the **Board Members**, the following standing committees:

- A. Executive. This committee shall consist of the current elected officers of the Board as well as the previous Chairperson and shall have the authority to transact routine and ordinary Board business between meetings of the full Board, when it is not possible to call a special meeting of the Board because of the necessity for immediate action.
- B. Policy & Procedures and By-Laws review Committee. **A volunteer committee, with at least one member of the executive committee shall, no less than every 3 years, review the Policy & Procedures Manual and the By-Laws of this corporation. The committee shall review these Policy & Procedures and By-Laws to reflect changes in technology and growth in personnel as well as assets. The committee will propose amendments and/or changes to the Board of Directors for review at the next scheduled meeting. Proposed changes and/or amendments will then be discussed and approved or disapproved at the following regular scheduled meeting of the Board of Directors.**
- C. Finance Committee. **This committee shall be chaired by the Treasurer of the Board of Directors. Its function shall be to coordinate with the Executive Director and financial officer of this corporation in preparing budgets as required by funding**

agencies and reviewing monthly and yearly financial statements and reporting its findings to the Board of Directors at each regularly scheduled meeting.

- D.** Special. The Chairperson of the Board may appoint special committees from time to time depending upon the needs of the Board. Such committees may have policy-making or advisory functions and shall serve for as long as their need exists. **These committees may include but are not limited to: Personnel, Planning, Public Relations and Development Committees.**
- E.** Committee Rules. The following shall apply to processes and actions of all committees appointed by the Chairperson:
1. Ratification. Any and all acts, except routine and ordinary business, of all committees must be ratified by the Board at the next scheduled meeting of that body.
 2. Quorum and Act. A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.
 3. Notice. Each member of any committee must be notified of the time, date, and location of such meeting at least five (5) days before the committee shall meet.
 4. “Expert Assistance.” Any duly appointed committee, in the performance of its duty, may use expert assistance either from other members of the Board or the community-at-large.

ARTICLE VIII – PARLIAMENTARY RULE

Robert’s Rules of Order, Newly Revised manual shall be the authority on all questions of parliamentary procedure not covered by these By-Laws

ARTICLE IX – SPECIAL PROVISIONS

- A.** Seal of Corporation. The seal of this corporation shall be circular in form with the words, “Opportunities, Inc. Williamson and Burnet Texas,” on the circumference thereof.
- B.** County Boards. There shall be no County Boards.
- C.** Media. No person involved with this corporation, except the Executive Director or the Board Chairperson shall report to any media agency.

- D. Confidentiality. No Board member, employee, or volunteer of this corporation shall disclose any information which is considered confidential under program regulations or open meetings and open records laws.
- E. Policy Advisory Committees. There shall be a Head Start Policy Council, and advisory committees for other programs as required by funding sources. Their duties shall comply with the requirements of the funding agency.

F. Head Start Conflict Resolution Plan.

Purpose:

- 1.) To resolve impasse situations without outside binding and impartial arbitration as required.
- 2.) To resolve respect for each other and exemplify partnership principle in Head Start, despite differences of parties involved.
- 3.) To uphold the partnership principle in Head Start which refuses to place any governing or policymaking group's interest or power above the interest of the children being served by the program.

Definition of Impasse: Impasse is defined as having occurred when the Board of Executive Director proposes final action that does not have Policy Council concurrence as defined by the Performance Standards

Impasse Committee's Composition and Powers: The Impasse Committee shall be made up of six (6) persons selected by the Board and Policy Council, three (3) from the Board and three (3) from the Policy Council. The Executive Director and/or Head Start Director shall act as resource persons to the Impasse Committee. The Impasse Committee shall convene on an informal basis for the purpose of discussing issues and reaching concurrence and the subsequent assurance of mutually agreed recommendations to the Governing Board and the Policy Council.

Notice of Impasse: The WBCO Board Chairperson and the Policy Council Chairperson shall be authorized by their respective groups to send written notice of impasse on non-concurrence within five (5) working days following preliminary decisions of non-concurrence. The Impasse Committee shall be called to convene by the Executive Director within (15) working days (or the scheduled meeting date of the Policy Council or Board, whichever is later) following non-concurring action by the Policy Council or WBCO Board.

Non-Binding Arbitration Committee's Composition and Powers: The Non-Binding Arbitration Committee shall be made of three (3) disinterested persons who have agreed to serve as arbitrators. One (1) representative selected by the WBCO Board, one (1) representative selected by the Policy Council, and one (1) representative mutually agreed upon/selected by the Representative of the Board and Policy Council as described as follows:

A list of six (6) arbitrators, three (3) representing Policy Council, and three (3) representing the Board with their address and phone numbers and ranked in the order in which they were called upon to serve on the Non-Binding Arbitration Committee will be submitted for consideration by the Board Representative and Policy Council Representative. One (1) will be selected to fill the third position on the Committee. The Non-Binding Arbitration Committee shall be called to convene within fifteen (15) working days (or scheduled meeting date of the Policy Council or Board, whichever is later) following the Impasse Committee's final attempt to resolve issues of impasse or non-concurrence.

ARTICLE X – AMENDMENTS

Amendments to By-Laws: The Board of Directors may amend these By-Laws by majority vote, providing the proposed amendment(s) have been submitted in writing to each member of the Board at least seven (7) days prior to the meeting where it will be considered.

ARTICLE XI – DISSOLUTION

Dissolution of the Corporation: Dissolution of this corporation shall be in compliance with the laws of the State of Texas. Any material assets and properties of the corporation shall be disposed of in accordance with the directives and processes of the various grant entities in proportion to use of funds from each entity for the acquisition of said assets and property.