



BYLAWS
Cullman Area Workforce Solutions

ARTICLE I. PURPOSE

Cullman Area Workforce Solutions operates for charitable, educational, and economic/workforce development purposes, including but not limited to: the development of a strong, qualified workforce to meet the current and future employment needs of our community.

ARTICLE II. LOCATION

The principal office of the organization, at which the general business of the organization will be transacted, and where the records of the organization shall be kept will be at such place in the state of Alabama as may be fixed from time to time by the board of Members. Unless otherwise fixed it will be at: 801 Main Street NW, Hanceville, Alabama

ARTICLE III. MEMBERS

Members of the organization will represent the following areas: all levels of education, workforce development, economic development, workforce investment system, and business/industry and other entities representing the dynamics of the community and workforce needs.

SECTION 1. Members of this organization shall share the mission and goals of the organization. This organization is committed to a policy of fair representation, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

SECTION 2. Addition of new members will be open at any time. Membership recommendations will be presented to the Executive Committee for review and forwarded to the membership for a majority vote of the members present.

SECTION 3. No compensation will be paid to any member or Executive Committee member for services as a member of organization. By resolution of the Executive Committee, reasonable expenses may be allowed for attendance at regular and special meetings of the board.

ARTICLE IV. MEETINGS OF THE MEMBERS

SECTION 1. An annual meeting of the organization will be held in August of each year for the purpose of electing officers. In addition to its annual meeting, the organization shall hold

regular meetings the third Friday of every other month with exceptions made by a majority vote of the members at such place as may be designated in the notice of the meeting.

SECTION 2. Special meetings of the members may be called at any time by the president or in his or her absence by the vice-president, or upon receipt of a request signed by three or more members of the organization.

SECTION 3. Notice of special called meetings will provided at least 24 hours prior to meeting.

SECTION 4. At all meetings of the members, each member organization present shall be entitled to cast one vote on any motion coming before the meeting. A majority of the members must be present at a duly called meeting to constitute a quorum.

SECTION 5. A simple majority affirmative vote of the member organizations present at a duly called meeting is required to pass a motion before the board.

SECTION 6. Proxies, assigning the voting authority of one member organization to another shall not be permitted.

SECTION 7. The Executive Committee will establish the procedures of meetings of the organization.

ARTICLE V. OFFICERS

SECTION 1. The officers of the organization will be a president, vice-president, secretary, and treasurer and immediate past president.

SECTION 2. A slate of officers will be assembled by the nominating committee and presented to the Executive Committee for approval by the member organizations at the Annual Meeting. The officers of the organization will be elected for up to two one-year terms annually by the members at its annual meeting. No officer shall serve more than two consecutive terms. Officers will assume their roles on October 1st annually.

SECTION 3. Any officer may be removed with or without cause by the Executive Committee by a vote of the majority of all the Executive Committee members.

SECTION 4. A vacancy in any office may be filled at any time by a majority vote of the Executive Committee for the unexpired portion of the term.

SECTION 5. The president will serve as the chief officer of the organization. The office of president will be held each year by a representative from business/industry. It will be the duty of the president to preside at all meetings of the members and to have general supervision of the affairs of the organization. He or she will execute on behalf of the organization all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the members for the proper and necessary transaction of the business of the organization.

SECTION 6. It will be the duty of the vice-president to act in the absence of the president and to perform such other duties as may be assigned to him or her by the president or the board. In the absence of the president, the execution by the vice-president on behalf of the organization of any instrument will have the same force and effect as if it were executed on behalf of the organization by the president.

SECTION 7. The secretary will be responsible for keeping the corporate records or assuring same. He or she will give or cause to be given all notices of meetings of the members and all other notices required by these bylaws.

SECTION 8. The treasurer will be the custodian of all books, correspondence, papers, and finances of the organization. When necessary and proper he or she will endorse on behalf of the organization all checks, drafts, notes, and other obligations and evidences of payment of money to the organization or coming into his or her possession; and he or she will deposit the same, together with all other funds of the organization coming into his or her possession, in such bank or bank as may be selected by the board of Members. He or she will keep full and accurate account of all receipts and disbursements of the organization in books belonging to the organization which will be open at all times to the inspection of the board of Members. The secretary/treasurer will present at each annual meeting of the board of Members a full report of the transactions and affairs of the organization for the preceding year and will also prepare and present to the board of Members such other reports as it may desire and request at such time or times as it may designate.

SECTION 9. Any officer of the organization, in addition to the powers conferred to him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the board of Members.

ARTICLE VI. COMMITTEES

SECTION 1. ADVISORY BOARD will be comprised of representatives, or their designee, from each of the following areas: industry, secondary education/career-technical/university, workforce investment, economic development, adult education, workforce development, and

community college. *(Currently these members are: Judy Bradford, Bridgette Chandler, Dale Greer, Susan Eller, Kelley Blackwood, and Suzanne Harbin.)*

SECTION 2. NOMINATING COMMITTEE: The Nominating Committee will be comprised of three members including one from the Steering Committee and two At-Large members appointed by the Steering Committee.

SECTION 3. EXECUTIVE COMMITTEE: The organization shall have a standing Executive Committee which shall be comprised of the officers of the organization, one representative from the Advisory Board appointed annually by members of the Advisory Board, and the Chamber of Commerce Chairman of the Board of Directors. This group shall serve as the central planning group for the organization. It will also have the full authority to act for the board in managing the affairs of the organization during the intervals between meetings of the board except as specifically limited by prior action of the Steering Committee.

SECTION 4. SPECIAL COMMITTEES: The Executive Committee may designate one or more special committees, each of which will consist of at least one committee chair and two or more committee members. The chair of the committee will be elected by the organization, who will act with the Executive Committee's approval. The president will appoint committee members annually from the membership. The studies, findings, and recommendations of all committees will be reported to the Members for consideration and action, except as otherwise ordered by the Executive Committee. Committees may adopt such rules for the conduct of business as are not inconsistent with these bylaws or state law. These committees include: Educators, Students/Parents, Employers, Underemployed/Dislocated Workers, Marketing/PR and Income Development/Funding.

ARTICLE VII. MISCELLANEOUS

SECTION 1. The organization shall indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The organization will have the power to purchase or procure insurance for such purposes.

SECTION 2. The Executive Committee may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these by laws, to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of, the organization. Such authority may be general or confined to specific instances.

SECTION 3. Expenditures of income generated from CAWS activities must be submitted to the Executive Committee and approved by the membership prior to the disbursement of funds. Requests for funds not designated in the annual budget must be submitted to the Executive Committee for approval prior to the board meeting.

SECTION 4. All checks, drafts, and orders for payment of funds will be signed by such officers or their designee. All documents will require two such signatures, at least one of which must be that of a member Executive Committee.

SECTION 5. The organization shall keep correct and complete books and records of account and will keep minutes of the proceedings of its members, and committees having any of the authority; and it will keep at the registered or principal office a record keeping the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member and his or her agent or attorney for any purpose at any reasonable time.

SECTION 6. The fiscal year of the organization shall end September 30th of each year.

ARTICLE VIII. AMENDMENTS

The board of Members may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 14 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the board of Members and will be adopted at such meeting upon receiving a two-thirds vote of the members of the board of Members.

ARTICLE IX. DISSOLUTION

Upon dissolution of the organization and after the payment or the provision for payment of all the liabilities of the organization, the Executive Committee will dispose of all of the assets of the organization exclusively for the purposes of the organization or to organizations which are qualified as tax exempt under section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the organization is located.