

TWELFTH AMENDED AND RESTATED BYLAWS
OF
WORKFORCE SOLUTIONS BORDERPLEX, INC.

Twelfth Amended and Restated Bylaws

of

Workforce Solutions Borderplex, Inc.

Table of Contents

SECTION 1. NAME, LOCATION AND OFFICES 1

 1.1 Name..... 1

 1.2 Principal Office..... 1

 1.3 Registered Office and Registered Agent..... 1

SECTION 2. BUSINESS OF THE CORPORATION..... 1

 2.1 Purpose..... 1

 2.2 Powers..... 3

SECTION 3. MEMBERS 3

SECTION 4. BOARD OF DIRECTORS 3

 4.1 General Powers..... 3

 4.2 Election and Number; Term and Term Limits..... 3

 4.3 Annual Meeting..... 3

 4.4 Regular Meetings..... 4

 4.5 Special Meetings..... 4

 4.6 Notice..... 4

 4.7 Waiver of Notice..... 4

 4.8 Quorum..... 5

 4.9 Proxies..... 5

 4.10 Manner of Acting..... 5

 4.11 Conduct of Meetings..... 5

 4.12 Removal and Resignation of Directors..... 5

 4.13 Vacancies..... 6

 4.14 Compensation..... 6

 4.15 Presumption of Assent..... 6

 4.16 Conflicts of Interest..... 6

SECTION 5. OFFICERS 7

 5.1 Number..... 7

 5.2 Election and Term of Office..... 7

 5.3 Removal..... 7

 5.4 Vacancies..... 7

 5.5 Chairperson..... 8

| | <u>Page</u> |
|--|-------------|
| 5.6 Vice Chairperson..... | 8 |
| 5.7 Secretary..... | 8 |
| 5.8 Nominations and Elections Process of Officers..... | 8 |
| 5.9 Salaries..... | 9 |
| 5.10 Chief Executive Officer..... | 9 |
| SECTION 6. TRANSACTIONS OF THE CORPORATION..... | 9 |
| 6.1 Contracts..... | 9 |
| 6.2 Loans..... | 9 |
| 6.3 Deposits and Disbursements..... | 9 |
| 6.4 Facsimile Signatures..... | 9 |
| 6.5 Gifts..... | 10 |
| 6.6 Transactions With Certain Persons..... | 10 |
| SECTION 7. COMMITTEES..... | 10 |
| 7.1 Establishment of Committees..... | 10 |
| 7.2 Executive Committee..... | 11 |
| 7.3 Governance Committee..... | 11 |
| 7.4 Advisory Board Committee..... | 11 |
| 7.5 Term of Office..... | 12 |
| 7.6 Committee Chair and Co-Chair..... | 12 |
| 7.7 Authority of Committees..... | 12 |
| 7.8 Quorum for Committees..... | 12 |
| SECTION 8. INDEMNIFICATION..... | 12 |
| SECTION 9. FISCAL YEAR..... | 13 |
| SECTION 10. SEAL..... | 13 |
| SECTION 11. AMENDMENTS..... | 13 |
| SIGNATURES..... | 14 |

Twelfth Amended and Restated Bylaws

of

Workforce Solutions Borderplex, Inc.

These Twelfth Amended and Restated Bylaws (“*Bylaws*”) govern the affairs of WORKFORCE SOLUTIONS BORDERPLEX, INC. (formerly known as, the UPPER RIO GRANDE WORKFORCE DEVELOPMENT BOARD, INC., a non-profit corporation and Texas local workforce development board, hereinafter referred to as the “*Corporation*”) organized under the Texas Non-Profit Corporation Act, as amended (the “*Act*”) and certified as the local workforce development board under federal and state law, and shall, upon their adoption by the Board of Directors of the Corporation (the “*Board*”), be the bylaws of the Corporation.

SECTION I.

NAME, LOCATION AND OFFICES

1.1 Name.

The name of the Corporation is *Workforce Solutions Borderplex, Inc.* (f/k/a *Upper Rio Grande Workforce Development Board, Inc.* and f/k/a *Workforce Solutions Upper Rio Grande*).

1.2 Principal Office.

The principal office of the Corporation in the State of Texas (the “*State*”) shall be located in the City of El Paso, County of El Paso. The Corporation may have such other offices within the State, as the Board may designate or as the business of the Corporation may require from time to time.

1.3 Registered Office and Registered Agent.

The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in the State. The registered office may, but need not, be identical with the Corporation’s principal office in the State. The Board may change the registered office and registered agent as provided in the Act.

SECTION 2. BUSINESS OF THE CORPORATION

2.1 Purpose.

The Corporation is organized exclusively to conduct various activities to promote charitable and educational purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”) and as a local workforce development board pursuant to federal and state law, including Chapter 2308, Subchapter G of the Texas Government Code (the “*Government Code*”). The Corporation will promote charitable and educational purposes by providing special services to disadvantaged and untrained persons and displaced and undertrained workers within the Workforce Solutions Borderplex Workforce Development Area (the “*Area*”), which includes the Counties of Brewster, Culberson, El Paso, Hudspeth, Jeff Davis and Presidio, Texas. The Corporation will further promote its services to employers and businesses in the Area, with it being the goal of those employers and businesses to hire, compensate, and provide opportunity for career growth to the workers of the Area. Within the limitation of such purposes, the Corporation will engage in the following activities:

2.1.1 serve as the recognized and preferred point of contact for local businesses to communicate their skill needs and to influence the direction of all workforce development programs in the Area;

2.1.2 serve as a private industry council under the Job Training Partnership Act (29 U.S.C. Section 1501 et seq.);

2.1.3 develop a local plan to address the workforce development needs of the Area that (i) is responsive to the goals, objectives, and performance standards established by the Governor of the State; (ii) targets services to meet local needs in the Area, including the identification of industries and employers likely to employ workers who complete job training programs; and (iii) ensures that the workforce development system, including the educational system, has the flexibility to meet the needs of local businesses;

2.1.4 designate the Corporation or another entity as the Corporation's fiscal agent to be responsible and accountable for the management of all workforce development funds available to the Corporation;

2.1.5 create local career development centers under Section 2308.312 of the Government Code;

2.1.6 review plans for workforce training education from providers to ensure that it address the needs of local businesses and recommend appropriate changes in the delivery of education services;

2.1.7 assume the functions and responsibilities of local workforce development advisory boards, councils, and committees authorized by federal or State law, including private industry councils, quality workforce planning committees, job service employer committees, and local general vocational program advisory committees;

2.1.8 monitor and evaluate the effectiveness of the career development centers, State agencies and other contractors providing workforce training and services, and vocational and technical education programs operated by local education agencies and institutions of higher education to ensure that performance is consistent with State and local goals and objectives;

2.1.9 promote cooperation and coordination among public organizations, community organizations and private businesses providing workforce development;

2.1.10 develop, organize and implement projects with governmental, private and community agencies or organizations to further the purposes of the Corporation;

2.1.11 seek out and receive for use in accomplishing the purposes of the Corporation, grants and donations from all legal and available sources, and mobilize resources, including but not limited to voluntary services and in-kind donations, for the furtherance of the purposes of the Corporation;

2.1.12 employ or engage, and pay reasonable compensation to, individuals to assist in carrying out the purposes of the Corporation;

2.1.13 purchase, sell, lease or rent real and personal property in order to carry out the purposes of the Corporation;

2.1.14 establish programs, policies, plans and procedures for the implementation and administration of the purposes of the Corporation; and

2.1.15 do all acts and things necessary or convenient in furthering the purposes of the Corporation as stated herein and as may otherwise be granted or directed for “local workforce development boards” by the provisions of Chapter 2308 of the Government Code; *but in any event not* for the pecuniary profit or financial gain of its directors or officers.

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

2.2 Powers.

The Corporation shall possess all corporate and other powers provided by the Act or by the Government Code; and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the State and permitted corporations exempt from tax under Code Section 501(c)(3).

SECTION 3. MEMBERS

The Corporation shall have no members.

SECTION 4. BOARD OF DIRECTORS

4.1 General Powers.

The business and affairs of the Corporation shall be managed by the Board. The Board may adopt such rules and regulations for the conduct of its meetings and management of the business and affairs of the Corporation as it may deem proper, not inconsistent with the laws of the State, the Articles of Incorporation of the Corporation (the “*Articles*”) or these Bylaws. The Board, in its sole discretion, may cause an examination to be made of the books and records of the Corporation by an accountant or other qualified person to be selected by the Board as prescribed by law.

4.2 Election and Number; Term and Term Limits.

The Board shall consist of not less than 25 nor more than 33 members as determined by the Board from time to time or as may otherwise be provided by law. Directors of the Corporation (“*Directors*”) shall be appointed as provided in Sections 2308.251 *et seq.* of the Government Code, and shall hold office until their successors have been duly appointed or designated and qualified. The term of appointment for Directors shall be for three (3) years. Directors shall be subject to a limitation of three (3) terms of three-years of service per term, for a maximum total of nine (9) years of service. Partial terms served by Directors do not count towards the foregoing term limit.

4.3 Annual Meeting.

The Annual Meeting of the Board shall be the last Board meeting of each calendar year at such time and place as shall be determined by the Board in each year. The purpose of such Annual Meeting shall be the election of officers and the transaction of such other business as may come before the meeting. The Annual Meeting of the Board shall be called by the Chairperson (as hereinafter defined) or any five Directors.

4.4 Regular Meetings.

The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State and shall be held at the Corporation's principal office in the State if the resolution does not specify the location of the meetings.

4.5 Special Meetings.

Special meetings of the Board may be called at the request of the Chairperson or a majority of the Board. A person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board. The person or persons calling a special meeting shall notify the Secretary (as hereinafter defined) of the information required to be included in the notice of the meeting. The Secretary shall then give notice to the Directors as required in these Bylaws.

4.6 Notice.

Written or printed notice of each meeting of the Board, with the exceptions of any emergency meetings called pursuant to the Texas Open Meetings Act, shall be delivered to each Director not less than three (3) nor more than 20 days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting, and shall specify with reasonable clarity the purpose or purposes for which the meeting is called.

The attendance of a Director at any 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.

For purposes hereof, "delivery" of notice shall mean and include (i) direct telephonic contact with the applicable Director; (ii) receipted hand delivery to the Director or the Director's family members or employer; (iii) notice deposited in the United States mail, postage prepaid, and addressed to the Director at the address last furnished to the Corporation by the Director in writing or, if none, at the address for the Director maintained by the Secretary; (iv) notice sent by facsimile to the facsimile number last furnished to the Corporation in writing or, if none, at the facsimile number for the Director maintained by the Secretary; or (v) electronic mail ("e-mail") to the e-mail address last furnished to the Corporation in writing or, if none, at the e-mail address for the Director maintained by the Secretary.

A copy of the notice for each meeting of the Board shall be posted in a prominent place at the Corporation's principal office for view by the public at least 72 hours prior to each meeting of the Board.

4.7 Waiver of Notice.

Unless otherwise provided by law, whenever any notice is required to be given to any Director under the provisions of these Bylaws, the provisions of the Articles or the Act, 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.

4.8 Quorum.

Subject to the immediately following paragraph, a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board; *provided that* if less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.9 Proxies.

There shall be no proxies.

4.10 Manner of Acting.

The Board shall try to act by consensus. However, the act of the majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or these Bylaws.

4.11 Conduct of Meetings.

Unless specifically prohibited by law, all meetings of the Board shall be conducted in accordance with and subject to all of the applicable provisions of the State Open Meetings Law, Chapter 551 of the Texas Government Code ("*Open Meetings Act*"). The Board may from time to time set policies and guidelines for the participation of interested persons in the meetings of the Board, it being understood that, except as required by the Open Meetings Act, the Board shall in no event be obligated to allow persons not members of the Board to speak at, make presentations to or otherwise participate in meetings of the Board.

4.12 Removal and Resignation of Directors.

The Board may vote to remove a Director at any time as provided by law, however, the Chairperson, at her or his discretion, may recommend to the Board for a vote that good cause for removal of a Director exists if the Director (i) has more than three absences from regular meetings of the Board during any calendar year or (ii) the Director otherwise exhibits a pattern of non-attendance at regular or committee meetings. For the purposes of determining participation at meetings (but not for establishing quorum), special consideration will be afforded to those Directors who work and reside outside of El Paso County. It shall also constitute good cause for the removal of a Director by the Board if the Director ceases to be employed in or otherwise constitute a representative of the sector or category of the community for which the Director was initially appointed to the Board in accordance with the Government Code.

Any written resignation by a Director is effective upon receipt by the Chairperson or Secretary unless some later date is specified in the resignation. Once a resignation is delivered to the Chairperson or Secretary, it may not be withdrawn unless such withdrawal is approved by a majority of the incumbent Board.

4.13 Vacancies.

Any vacancy occurring in the Board by reason of the resignation, removal or death of a Director shall be filled by the applicable chief elected official (each a “CEO”) of the Area in accordance with the Government Code and any applicable interlocal agreements amongst the Chief Elected Officials or partnership agreement with the CEOs. The Corporation shall provide notice to the duly appointed Lead CEO from time to time of the number of vacancies and applicable sectors from which the preceding Directors came. If the Lead CEO requests that the Board provide the names of candidates for possible appointment as Directors to the Board by the Lead CEO, any possible candidates for Director positions shall be approved by the Executive Committee prior to being referred to the Lead CEO for his/her consideration.

4.14 Compensation.

Directors shall not receive salaries for their services as Directors. By resolution of the Board, *but only* in accordance with applicable law, a Director may serve the Corporation in another capacity and receive compensation for those services, if appropriate, and in the discretion and by assent of the Corporation.

4.15 Presumption of Assent.

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the Director’s dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.16 Conflicts of Interest.

In addition to all laws and regulations governing conflicts of interest applicable to Directors, all Directors shall conduct themselves so as to avoid any real or apparent conflicts of interest with the Corporation, the Board or any of the programs administered or otherwise provided by the Corporation.

Prior to taking office, each Director shall disclose in writing all business interests and any relationship the Director or any member of the Director’s immediate family may have with a business or organization which has received, is currently receiving or is likely to receive money, funding or other compensation from or through the Corporation, directly or indirectly. Each Director shall also disclose any such relationship during the term of the Director’s tenure on the Board as soon as the Director becomes aware of the relationship.

In the event that a Director has a relationship that would be covered by the immediately preceding paragraph, and any matter relating to the Director’s relationship or interest is to come before a meeting of the Board, prior to any discussion, vote or decision on the matter the applicable Director shall disclose to the Board the nature and extent of the Director’s interest and shall abstain from discussing and voting on the matter.

SECTION 5. OFFICERS

5.1 Number.

The officers of the Corporation shall be a Chairperson, a Vice Chairperson, and a Secretary/Treasurer, each of whom shall be elected by the Board or chosen in such other manner as may be prescribed by these Bylaws. Such other officers, including assistant officers and agents as may be deemed necessary, may be elected or appointed by the Board or chosen in such other manner as may be prescribed by these Bylaws. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

In addition, the Board shall appoint a Chief Executive Officer to serve as a full-time employee and direct the day-to-day operations and business of the Corporation. The Chief Executive Officer shall be an officer of the Corporation with the authority set forth herein and in his/her employment agreement with the Corporation.

5.2 Election and Term of Office of the Chairperson, Vice Chairperson and Secretary/Treasurer.

The officers of the Corporation (excluding the Chief Executive Officer) shall be elected annually by the Board at the Annual Meeting of the Board. If the election of officers is not held at this meeting, it shall be held as soon thereafter as conveniently possible. Vacancies may be filled, or new offices filled at any meeting of the Board. Each officer shall hold office for a term of one year and until a successor is duly elected, appointed, designated, and qualified. An officer may be elected to succeed himself or herself in the same office. However, an officer may not serve for more than two consecutive one-year terms. Election or appointment of an officer or agent shall not of itself create contract rights. At the expiration of the Chairperson's term, or upon the Chairperson's removal, resignation, death, inability or refusal to act, the Vice Chairperson will automatically be nominated to replace the Chairperson, and will succeed the Chairperson, subject to Board approval.

The Chief Executive Officer's tenure shall be governed by his/her employment agreement with the Corporation.

5.3 Removal.

Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

The Chief Executive Officer's removal shall be governed by his/her employment agreement with the Corporation.

5.4 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board for the unexpired portion of the term.

5.5 Chairperson.

The Chairperson, who must be a representative of the business section of the Area as provided in Sections 2308.251 *et seq.* of the Government Code, shall be the Chairperson of the Board and, subject to the control of the Board, shall in general supervise the business and affairs of the Corporation. The Chairperson shall, when present, preside at all meetings of the Board. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as from time to time may be prescribed by the Board.

5.6 Vice Chairperson.

The Vice Chairperson, who must be a representative of the business section of the Area, shall, in the absence of the Chairperson or in the event of the Chairperson's death, inability or refusal to act, perform all the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. While serving as the Vice Chairperson, the Vice Chairman shall become acquainted with the operations and functions of the Board so that the Vice Chairperson is adequately prepared to become the Chairperson at the expiration of the Chairperson's term or upon the Chairperson's removal, resignation, death, inability, or refusal to act. The Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board.

5.7 Secretary/Treasurer.

The Secretary/Treasurer shall give all notices as provided in these Bylaws or as required by law; take minutes of the meetings of the Board and shall keep the minutes to be kept as part of the corporate records; maintain custody of the corporate records; keep a register of the mailing address of each Director, officer and employee of the Corporation; perform duties as assigned by the Chairperson or by the Board; and perform all duties incident to the office of secretary.

To the extent not signed by the Chief Executive Officer, or where a second officer's signature is required beyond that of the Chief Executive Officer, the Secretary/Treasurer may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general

5.8 Nominations and Elections Process for Officers.

In order to establish an orderly and timely process to nominate Directors to serve in one of the three corporate offices as set forth in this section of the Bylaws, the Board shall observe the following Nominations and Elections Process for its Officers, excluding the Chief Executive Officer.

The nominating committee for the election of corporate officers shall consist of the following five individuals: (1) the Board Chairperson; (2) the immediate past Board Chairperson; (3) one member of the Executive Committee who is not a current officer (i.e., a committee chair) and (4)-(5) two members (one representing private sector and one from the non-private sector) of the Board who are not then serving on the Executive Committee. The nominating committee shall meet to develop the slate of officers to present to the Board for its election at the Annual Meeting. Nominations for Board officers shall also be taken from the floor. A Director may therefore nominate any other Director or even himself/herself for a possible position as an Officer.

The elections of Corporate Offices shall thereafter take place in the time and manner as set forth in section 5.2 above.

5.9 Salaries.

The Chairperson, Vice Chairperson, and Secretary/Treasurer officers of the Corporation shall serve as such without compensation. By resolution of the Board, any officer may be reimbursed for reasonable and necessary out-of-pocket expenditures incurred by such officer on behalf of the Corporation as provided by law.

5.10 Chief Executive Officer

The Chief Executive Officer shall be responsible for the-day-to-day administration of the business, affairs, contracts, finances, and staffing of the Corporation. The Chief Executive Officer shall serve pursuant to a written employment agreement approved by the Board. The Chief Executive Officer shall be authorized to sign and execute instruments, contracts, agreements, and other documents on behalf of the Corporation as provided in his/her employment agreement and permitted by Texas law.

SECTION 6. TRANSACTIONS OF THE CORPORATION

6.1 Contracts.

Contracts entered into in the ordinary course of business may be signed by the Chairperson. Any contract which is executed on behalf of the Corporation which is not in the ordinary course of business shall first be specifically authorized by the Board and shall be signed by the Chairperson or such other officer as designated by the Board. In addition, the Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

6.2 Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.3 Deposits and Disbursements.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select. Disbursements of funds of the Corporation, whether by check, draft or other means of transfer, shall not be effected or permitted unless the signature or, if applicable, other approval of such officers or other persons as authorized under the existing policies and procedures of the Corporation is first obtained. In the event of the absence or inability of the Chairperson to authorize the disbursement of such funds, the Secretary or Vice Chairperson (if he or she is not then also serving as Chairperson or Secretary) shall be authorized to do so.

6.4 Facsimile Signatures.

Bonds, debentures, notes or other evidences of indebtedness issued by the Corporation may contain such facsimile signatures of any of the Corporation's officers authorized to execute the same as permitted by law, including electronic signatures that are confirmed as authentic.

All other contracts and agreements of the Corporation, and endorsements, renewals and amendments of same, may be authenticated by facsimiles of the signatures of a duly authorized officer of the Corporation in lieu of a signature of such officer. In the event of such authentication by facsimile signature, such contract or agreement shall be valid only if countersigned by an agent of the Corporation authorized to execute such type of contract or agreement. The validity of any such contract or agreement shall not be affected in the event that the delivery of such document occurs after the officers whose signature appears by facsimile is no longer serving as an officer of the Corporation by reason of death or any other cause.

6.5 Gifts.

The Board or any officer (upon prior authorization by the Board) may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board, or any officer of the Corporation, may make gifts to the Corporation that are not prohibited by these Bylaws or the Articles, by State or federal law or by any requirements for maintaining the Corporation's federal and state tax status. Except as otherwise permitted by law, no Director may receive gifts from any source arising out of or because of his or her service on the Board.

6.6 Transactions With Certain Persons.

The Corporation shall not make any loan to a Director, officer or committee member of the Corporation.

A Director, officer or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws or the Articles and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation.

The Corporation shall not borrow money from or otherwise transact business with a Director, officer or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is found by the Board to be in the best interests of the Corporation, and in accordance with all applicable laws. The Corporation shall not borrow money from or otherwise transact business with a Director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board, not including the vote of any person having a personal interest in the transaction.

SECTION 7. COMMITTEES

7.1 Establishment of Committees.

The Board may adopt resolutions establishing such committees (including but not limited to an executive committee) as shall be deemed necessary, delegating specified authority to each such committee, and appointing or removing members of each such committee. Each committee shall consist of no less than three members, and shall be appointed by the Executive Committee.

The Board may establish qualifications for membership on a committee. The Board may delegate to the Chairperson its power to appoint and remove members of a committee that has not been delegated any authority of the Board. The establishment of a committee or the delegation of authority to it shall not relieve the Board or any individual Director of any responsibility imposed by these Bylaws or otherwise imposed by law.

7.2 Executive Committee.

Notwithstanding any other provision of these Bylaws, but *subject to* applicable law, the Board shall have an executive committee composed of the Chairperson, the Vice Chairperson, the Secretary, the immediate past Board Chairperson, and the chairpersons of each then standing committee of the Board (hereinafter referred to as a “Committee Chairperson”). The Board may, in its discretion from time to time, appoint by majority vote at a duly called meeting additional members to the executive committee in addition to the foregoing persons.

If a Committee Chairperson is unable to participate at an Executive Committee meeting, the co-chairperson of that Committee Chairperson’s committee (hereinafter referred to as a “Committee Co-Chair”) may attend in place of the absent Committee Chairperson. In such cases, the Committee Co-Chair may vote at the Executive Committee meeting he or she attends in the place of an absent Committee Chairperson.

The Executive Committee shall be chaired by the Chairperson, and meetings of the executive committee shall be called by the Chairperson with the provision of at least 72 hours prior notice, if practicable under the circumstances. The Chairperson shall also have the authority to call emergency meetings of the Board in compliance with law.

To reflect the federal and state requirements that a majority of the Board members represent the private sector, at least fifty percent of the members who serve on the Executive Committee must represent the private sector. Furthermore, to reflect the diversity of interests to be represented on the Board, the Board will endeavor to equally divide committee chairmanships among the private and non-private sector members of the Board.

Executive Committee meetings are open to attendance by all Directors. Non-Executive Committee members who attend an Executive Committee meeting do not have any voting privileges at Executive Committee meetings.

7.3 Governance Committee.

The Board shall establish and maintain a Governance Committee. The Governance Committee shall review the roster of Directors, the attendance of Directors at duly called Board and Committee meetings, and upcoming vacancies. The Governance Committee shall further recruit and interview potential new Directors, to be recommended for appointment by the Lead CEO per the partnership agreement in effect.

The Governance Committee shall meet on a quarterly basis.

7.4 Advisory Board Committee.

The Board shall establish and maintain an Advisory Board Committee (“Advisory Board”) consisting of (a) Directors who resign or not reappointed prior to the expiration of three full terms and (b) Directors who completed the three full terms and are prohibited from further service as a Director, but only after a one-year has expired since concluding their role as a Director.

The Executive Committee shall be designed with the authority to approve members seeking to serve on the Advisory Board. The Advisory Board shall have a maximum membership of ten (10) members.

The Advisory Board’s role is to provide advice and guidance to the Board. As such, the Advisory Board shall not take formal action or render official decisions that bind the Board or the Corporation. Due to

its advisory function, meetings of the Advisory Board are not subject to the Open Meetings Act, except as otherwise provided by law.

The Advisory Board will meet two times per year, in April and November of each year.

7.5 Term of Office.

Each member of a committee shall serve on the committee for a full Board term of three years or until the next Annual Meeting of the Board at which officers of the Corporation are elected and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member of the committee by the Board. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

7.6 Committee Chair and Co-Chair.

One member of each committee shall be designated as the Committee Chair of the committee and another member of each committee may be designated as the Committee Co-Chair. The selection of a Co-Chair will be made by the Committee Chair. The Committee Chair shall call and preside at all meetings of the committee. When the Committee Chair is absent, is unable to act or refuses to act, the Committee Co-Chair, if so designated, shall perform the duties of the Committee Chair. When a Committee Co-Chair acts in place of the Committee Chair, the Committee Co-Chair shall have all the powers of and be subject to all the restrictions upon the Committee Chair.

7.7 Authority of Committees.

Committees shall make recommendations to the Board, but shall not be entitled to take any action on behalf of the Board, or otherwise bind the Board or the Corporation, unless expressly so authorized in each specific instance by resolution of the Board.

7.8 Quorum for Committees.

For purposes of the Corporation's Committees, with the exception of the Executive Committee, quorum for Committee meetings shall be met if 40 percent of the Committee members are present at the meeting. A majority of Committee members must be present for quorum to be met for Executive Committee meetings.

SECTION 8. INDEMNIFICATION

The Corporation shall indemnify every person who was or is a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, agent, partner, venturer, proprietor, trustee or similar functionary of another corporation, partnership, joint venture, trust, employee benefit plan, sole proprietorship or other enterprise, against expenses (including counsel fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board, include advances of his expenses in advance of final disposition of such action, suit or proceeding, subject to the provisions of any applicable law.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, agent, partner, venturer, proprietor, trustee or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under the Act.

SECTION 9. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September of each year, unless otherwise determined and fixed by the Board.

SECTION 10. SEAL

No corporate seal shall be required.

SECTION 11. AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws adopted at any meeting of the Board by a majority vote of the Directors as provided in Section 4.8 above; *provided that* in the case of a special meeting, notice of the proposed changes shall have been given in the notice of such special meeting, and that the notice of the proposed changes shall be given in accordance with the notice provisions provided above.

[signatures on following page]

ADOPTED January 25, 2024 by affirmative vote of the Board at a duly-called meeting.

Witness:

By: _____
Frank Spencer
Chairperson, Board of Directors

Leila Melendez
Chief Executive Officer