

**BYLAWS OF  
WORKFORCE DEVELOPMENT PROFESSIONALS FOUNDATION**

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**ARTICLE I  
NAME, PLACE, SUBSIDIARY, AND PURPOSE**

Articles of Incorporation of the Workforce Development Professionals Foundation. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Texas, do hereby certify:

**Section 1. Name**

The name of the organization shall be the Workforce Development Professionals Foundation., henceforth referred to as the corporation.

**Section 2. Place**

The place in this state where the principal office of the Corporation is to be located is the City of Austin, Travis County, Texas.

**Section 3. Subsidiary**

The corporation is a wholly controlled subsidiary of the International Association of Workforce Professionals, henceforth referred to as IAWP.

**Section 4. Purpose**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Initial Trustees**

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Grant Axtell, President, Salem, Oregon  
Stephanie Stevens, Dallas, Oregon  
Linda DeMore, Hoffman Estates, Illinois  
Cheryl Brown, Olympia, Washington  
Alan Crawley, Bryans Road, Maryland  
Troy McMillan, Chicago, Illinois

**ARTICLE II  
MEMBERS**

**Section 1. Classification of Members**

This corporation shall have one class of membership, with IAWP, as the sole member (together with its successors) in this membership class, henceforth referred to as Member. The rights and obligations of Member shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as

“members,” and provide for their rights and obligations (including the obligation to pay dues); however, the terms “member” and “membership,” as used in these Bylaws, shall refer only to Member.

**Section 2. Non-liability of Member**

Member shall not be liable for the debts, liabilities, or obligations of this corporation.

**Section 3. Transferability of Membership**

Membership in this corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

**Section 4. Designated Representative.**

Member shall exercise all the rights and obligations of membership in this corporation, including the right to vote, through a designated representative. Member shall designate its representative in writing executed by an authorized officer and delivered to the Secretary of this corporation, which shall be retained by this corporation. Member may change its designated representative at any time and from time to time in the same manner.

**Section 5. Termination of Membership**

Membership in this corporation shall continue until Member dissolves or until Member resigns in a writing delivered to the Secretary or President of this corporation.

**ARTICLE III  
MEMBERSHIP RIGHTS**

**Section 1. Voting Rights**

Subject to these Bylaws and this corporation’s other policies and procedures, Member shall have the right to vote, as set forth in these Bylaws, on:

- a) the election of directors;
- b) the removal of directors pursuant to the Texas Non-Profit Corporation Act;
- c) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation.
- d) the disposition of all or substantially all of the assets of this corporation; (e) any merger of this corporation;
- e) any dissolution of this corporation;
- f) any charitable disbursement by this corporation equal to or in excess of an amount to be determined from time to time by Member; and
- g) any other matters that may properly be presented to membership vote, pursuant to this corporation’s Articles, Bylaws, or action of the Board of Directors, or by operation of law.

**Section 2. Inspection Rights**

A. Articles and Bylaws. This corporation shall keep at its principal office current copies of its Articles of Incorporation and Bylaws, which shall be open to inspection by Member at all reasonable times.

B. Accounting Records; Minutes. On written request, Member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to Member's membership interests.

**Section 3. Other Rights**

In addition to the rights described in these Bylaws, Member shall have any other rights afforded voting members under the Texas Non-Profit Corporation Act.

**ARTICLE IV  
MEMBERSHIP MEETINGS AND VOTING**

**Section 1. Member Voting**

Member shall have one vote on each matter entitled to membership vote.

**Section 2. Annual Membership Meetings**

An annual membership meeting will be held at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and transacting such business as may come before the meeting.

**Section 3. Special Membership Meetings**

Special membership meetings may be called by the Board of Directors, the Chair, or by Member.

**Section 4. Voting at Meetings**

Voting at meetings may be by voice or by ballot.

**Section 5. Action by Unanimous Written Consent**

Any action required or permitted to be taken at a meeting, may be taken without a meeting if Member consents to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by Member to, and received by, this corporation's electronic mail address. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

**ARTICLE IV**

## **BOARD OF DIRECTORS**

### **Section 1. Corporate Powers; Exercise by Board**

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

### **Section 2. Number and Qualification of Directors**

The number of directors shall be not less than three nor more than eight, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors. Any amendment of the preceding sentence shall require the approval of Member.

### **Section 3. Election and Term of Office of Directors**

All of the directors shall be elected at each annual membership meeting, or, if such directors are not elected at the meeting, they may be elected at any special membership meeting. Each director shall be elected for a term of three years. Each director shall hold office until expiration of the term and until a successor has been elected.

### **Section 4. Vacancies**

A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors (unless the vacancy was created by removal of a director by Member) or by Member, for the unexpired portion of the term.

### **Section 5. Resignation and Removal of Directors**

Resignations shall be effective upon receipt in writing by the President or the Secretary of this corporation, unless a later effective date is specified in the resignation. Member may remove any director at any time, with or without cause.

### **Section 6. Annual Board Meetings**

A meeting of the Board of Directors shall be held at least once a year. Annual board meetings shall be called by the President or any two directors, and noticed in accordance with Section 8 of this Article.

### **Section 7. Special Board Meetings**

Special board meetings of the Board of Directors may be called by the Chair, the President, or any two directors, and noticed in accordance with Section 10 of this Article.

### **Section 8. Notice**

Notice of the annual board meeting and any special board meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

**Section 9. Waiver of Notice**

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

**Section 10. Quorum**

A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Sections 4 (filling board vacancies) and 11 (taking action without a meeting); Article VI, Section 1 (appointing Board Committees); A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 11. Action Without a Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by a director to, and received by, this corporation's electronic mail address. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

**Section 12. Telephone and Electronic Meetings**

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- a) each director participating in the meeting can communicate with all of the other directors concurrently;
- b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes, or other actions required to be made by a director are actually made by a director and not by someone who is not entitled to participate as a director.

**Section 13. Standard of Care**

A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

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

- a) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- c) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

**Section 14. Director Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect all books, records, documents, the physical properties of this corporation.

**Section 15. Compensation of Directors**

The Board of Directors may not authorize the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director.

**ARTICLE VI  
COMMITTEES**

**Section 1. Board Committees**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- a) set the number of directors within a range specified in these Bylaws;

- b) fill vacancies on the Board of Directors or on any Board Committee;
- c) fix compensation of directors for serving on the Board or any Board Committee;
- d) amend or repeal these Bylaws or adopt new Bylaws;
- e) approve amendments to the Articles of Incorporation of this corporation;
- f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal-able;
- g) create any other Board Committees or appoint the members of any Board Committees; or
- h) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

### **Section 2. Advisory Committees**

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

### **Section 3. Meetings.**

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept. The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE VII OFFICERS**

### **Section 1. Officers**

The officers of this corporation shall be a Chair, who may also be referred to as the President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair.

### **Section 2. Election**

The officers of this corporation shall be elected by the Board of Directors, from time to time, and each shall serve at the pleasure of the Board.

**Section 3. Removal**

Any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

**Section 4. Resignation**

Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

**Section 5. Vacancies**

A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

**Section 6. Chair**

The Chair, who may also be referred to as the President, shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Chair shall be a member of all Board Committees and shall have the general powers and duties of management usually vested in the office of president of the corporation. The Chair shall preside at all membership meetings and Board of Directors meetings and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 8. Secretary**

The Secretary shall supervise the keeping of a full and complete record of the proceedings of the membership and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 9. Treasurer**

The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**ARTICLE VIII  
CORPORATE INDEMNIFICATION**



**Section 1. Indemnification**

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affect the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the association and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE IX  
GRANTS ADMINISTRATION**

**Section 1. Purpose of Grants**

This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

**Section 2. Board of Directors Oversight**

Subject to Section 1 of Article V of these Bylaws, the Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

**Section 3. Refusal; Withdrawal**

The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

**Section 4. Accounting**

The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

**Section 5. Restrictions on Contributions**

Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

**ARTICLE X  
MISCELLANEOUS**

**Section 1. Fiscal Year**

The fiscal year of this corporation shall end each year on December 31.

**Section 2. Contracts, Notes, and Checks**

All contracts entered into on behalf of this corporation must be authorized by, and (except as otherwise provided by law) every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by, the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time.

**Section 3. Annual Reports to Member and Directors**

Unless this corporation receives less than \$15,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors and Member containing the following information:

- a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year; (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- b) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

- c) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- d) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

If this corporation receives less than \$15,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and upon written request of Member.

#### **Section 4. Amendments**

Amendments to these Bylaws may be adopted by Member only. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to Member at least one week before such meeting.

#### **Section 5. Governing Law**

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Texas Non-Profit Corporation Act as then in effect shall apply.

## **ARTICLE XI DISSOLUTION**

#### **Section 1. Dissolution**

Upon the dissolution of the association, all assets and property held under the control of the Board for the use and benefit of the association and/or the members first shall be applied to satisfy any outstanding debts of the association, and the residue, if any, then shall be distributed by the Board of Director to the various then existing chapters on the basis of the number of active members in each chapter as certified for the annual meeting of the members in the year preceding any such dissolution.