

BYLAWS OF THE NATIONAL ASSOCIATION OF WORKFORCE BOARDS

Preamble

Within the meaning of Section 501(c)(3) of the Internal Revenue Code, the National Association of Workforce Boards (NAWB) has been organized as an association of persons and/or organizations having a common interest, and shall operate solely as a not-for-profit, membership services organization whose purpose is to promote and enhance the charitable and educational efforts of workforce boards through activities such as capacity building, training, and providing educational materials.

NAWB's mission is to support its members through a comprehensive program of advocacy, training and technical assistance, communication, and the promotion of strategic partnerships for the advancement of our nation's workforce.

As a 501(c)(3) corporation, no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation to such extent as would result in a loss of exemption under 501(c)(3) of the Internal Revenue Code. NAWB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article I Membership

A. Membership Eligibility and Classifications

1. PRIMARY. The principle or "Primary" members of this Corporation shall consist of: (i) Local Workforce Development Boards established pursuant to Title 29 U.S.C. § 2832 as amended; (ii) State Workforce Development Boards established pursuant to title 29 U.S.C. § 2821 as amended or may be amended; **or** (iii) such successor organizations as may be established from time to time under federal or state statute to carry out workforce development activities on a local and state level. The Chair of the "Primary" member shall carry out the membership responsibilities, including when appropriate the right to vote on behalf of said member, to appoint proxies, and to execute written consents, waivers and releases. The Chair may designate any board member or executive director of the member organization to carry out membership responsibilities by filing the names of the designated representative with the Secretary of the Corporation. In the absence of a designation by a member of an individual representative (or if the individual representative ceases to be affiliated with the member) any officer or executive director of the member shall be conclusively deemed to have authority to carry out the membership responsibilities of the member.
2. AFFILIATE. Businesses, business associations/organizations, and/or other organizations that support and will further the mission of NAWB, are eligible

for “Affiliate” membership. Upon application for membership, the “Affiliate” Member will designate the representative to carry out the membership responsibilities.

3. ASSOCIATE. The Board of Directors may authorize such other class or classes of non-voting or “Associate” members as they may deem appropriate, and from time to time may determine or change the rights, privileges or duties of and the terms or procedures for admission to such other class or classes of membership.

- B. Application and Election – Each candidate for membership shall make application on a form provided for that purpose. The Executive Committee of the Board will review and rule on any application brought forward.
- C. Dues – Primary, Affiliate and Associate Members shall be required to pay annual membership dues in amounts to be determined by a dues schedule established by the Board of Directors.

The annual dues of each current member shall be payable on July 1st of each year. No member organization shall have a vote at the annual meeting unless their dues are current.

Any member who fails to pay his dues within sixty (60) days from the due date shall be notified by the CEO, and if payment is not made within the succeeding thirty (30) days, shall be reported to the Board of Directors as in arrears. If the Board in its sole discretion so orders, a member in arrears shall have his or her membership terminated without the need for a hearing or the right to appeal.

- D. Resignation - Any member may, by the notice in writing to the Board of Directors of the Corporation, resign from membership. Upon termination of membership for any cause, such fact shall be recorded in the membership records.
- E. Suspension and Expulsion of Members - The Board of Directors may expel any Member from membership by resolution approved by two-thirds of the Directors present and voting at a duly called meeting of the Board of Directors.

Article II Meetings of Members

- A. Annual Meetings. The annual meeting of the members of the Corporation shall be held each fiscal year at such time and place as the Board of Directors may from time to time determine.
- B. Special Meetings. Special meetings of the members may be called by the Chair of the Board, or in the case of his or her absence, death or disability, the Vice Chair authorized to exercise the authority of the Chair of the Board, the Board of Directors by

a two-thirds majority action at a meeting, or upon written petition of at least ten (10) percent of the membership in good standing. Notice of a special meeting must specify all business that will be conducted at the meeting.

- C. Notice of Meetings of Members. Written or electronic notice of all meetings of members entitled to vote shall be given not fewer than ten (10) days nor more than fifty (50) days before the date of such meeting. All such notices shall state the time, place and purposes of the meeting. Notice shall be deemed given when a mailing, broadcast fax, email or other electronic message is distributed to the address last provided by the member to the staff. Members will receive electronic notices only after the member has expressly consented to such notice.
- D. Voting. Only the designated representatives who are Primary and Affiliate Members in good standing thirty (30) days prior to a membership meeting shall be entitled to vote at the meeting. Proxies may be filed with the Secretary of the Corporation at any time prior to the commencement of any vote.
- E. Quorum. The Secretary will declare a quorum as being ten (10) percent of the Primary and Affiliate Members of the Corporation in attendance, upon satisfaction that proper notice of the meeting and its purpose has been provided to the membership in accordance with Section C above. The Secretary shall be authorized to cast proxy votes submitted by members of the Corporation who are eligible to vote, who could not be attendance, and which were received prior to the commencement of the meeting.
- F. Approval of Matters. Matters of business will be deemed approved by action of a majority of members present. Proxies received may be cast for any items, which were included in the meeting announcement and for which members therefore had knowledge of the matter to be considered.

Article III Board of Directors

- A. Number and Qualifications. The Board of Directors shall consist of (a) no less than twelve (12) and no more than eighteen (18) Elected Directors; and (b) up to seven (7) Special Purpose Directors. Said Directors shall be and remain representatives of Primary or Affiliate Members who represent the charitable, governmental and private sectors with a majority representing the private sector. A minimum of two thirds of the elected Directors shall be members of Local Workforce Development Boards or such successor organizations as defined in Article I, Section A1. However, if said Directors cease to be representatives of a members eligible to vote, then the Chair (or Vice Chair, if appropriate) may, at his/her discretion, continue the service of such Directors until the next annual meeting of the Corporation. The elected Directors within the foregoing limits, which with the addition of those Directors provided for in the subsequent paragraph and in Section E of this Article, shall constitute the Board of Directors.

In addition to the above, the immediate past Chair of this Corporation and the Special Purpose members shall serve as voting members of the Board, notwithstanding provisions as contained in Section E.

- B. State Participation. The elected Directors of the Board shall not include more than three (3) members from any state. In addition, there shall not be more than one (1) representative per local workforce development board to concurrently sit on the NAWB Board of Directors.
- C. Nomination of Directors. Prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee, which shall consist of:
 - 1. Immediate Past Chair, serving as Chairman of the Nominating Committee;
 - 2. Up to four (4) at-large nominating committee members, who are Primary members in good standing.

Following the appointment of the Nominating Committee, the CEO shall communicate with the membership of NAWB to seek recommendations for possible Board members. These recommendations will be communicated to the Nominating Committee. No later than sixty (60) days before the Annual Meeting, the Nominating Committee shall nominate eligible candidates to fill the seats described in Section A. The Committee is also charged with nominating eligible members to complete the unexpired terms of any directors who, for any reason, did not fully serve their terms and whose seats were not previously filled by action of the Board of Directors.

- D. Election of Directors. The Nominating Committee will cause to be distributed to all primary and affiliate members, a slate of nominees, which they have selected according to the directions in Section B. Allowance will be provided on the ballot for write-in nominations. Ballots should include: (1) The number of responses required to meet the quorum requirement; (2) the percentage of approvals necessary to approve each matter other than the election of directors, and (3) the time by which a ballot must be received by the corporation in order to be counted. The CEO shall mail, broadcast fax, or email this ballot (slate) to all primary and affiliate members at least thirty (30) days before the Annual Meeting. The ballots shall be returned to the NAWB office by mail, fax, or email within ten (10) days. The returned votes of the members shall be tallied and retained. The Board of Directors at its next meeting, or those members assembled for the Annual Meeting, shall declare the candidates with the highest number of votes, elected.
- E. Terms of Service. Elected Directors shall be limited to three (3) consecutive three (3) year terms of service on the Board of Directors. A Director elected by Section J below to fill an unexpired term shall be eligible to stand for three (3) additional consecutive three (3) year terms. The Nominating Committee will review all nominations for consecutive terms of Directors, following the process set out in Section C1-3 above. The recommendation of the Nominating Committee on nominations for returning board members will be based on attendance, participation, and adherence to the Code of Ethics and the Board Policy Manual. The Chair shall be exempt from the limitations set forth in this paragraph during his/her term as Chair.

- F. Special Purpose Directors. In addition to the Directors referred to in Sections A through D of this Article III and notwithstanding the maximum limitations and qualifications contained therein, the Chair of the Board of Directors may appoint, with the approval of the Board of Directors, up to seven (7) additional Directors to serve the interests of the corporation; of these seven (7) , no more than two (2) may be Executive Directors of local workforce development boards, and no more than one (1) may represent each of organized labor, economic development, higher education, and the National Association of State Workforce Board Chairs. The terms of all said appointed Directors shall not exceed one (1) year beginning with the meeting that the chair-elect becomes the chair. All said appointed Directors shall not serve more than three (3) consecutive appointed terms. Said Directors shall be and remain representatives of Primary or Affiliate Members.
- G. Ex Officio Directors. Past chairs of the organization shall serve as ex-officio directors of the Board of Directors, in the event such persons are not otherwise serving as a director. No ex-officio director shall be counted in determining a quorum nor shall any ex officio director be eligible to vote or participate in the process of making motions or seconding motions at any meeting of the Board of Directors. All ex officio directors, however, shall be entitled to all other rights and privileges associated with membership in NAWB, including the right to notice of all meetings and the right to participate in discussions. Notwithstanding the foregoing, holding office as an ex-officio director shall not limit or affect the membership rights that a member would otherwise be entitled to exercise, had such member not been also an ex-officio director.
- H. Powers and Duties of the Board of Directors.
1. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, all the powers, duties and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, statutes, common law, court decisions or otherwise shall be exercised, performed or controlled by the Board of Directors.
 2. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board of Directors to carry out the aims and purposes of this Corporation, and, to this end, to manage and control all of its property or assets. Each member of the Board of Directors shall serve in a fiduciary capacity.
 3. The Board of Directors is authorized to employ such persons, including executive officers, attorneys, agents and assistants, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.
 4. The Board of Directors may adopt bylaws for its proceedings and the administration of the Corporation not inconsistent with the Articles of Incorporation of the Corporation.

I. Compensation. No Director shall be entitled to or shall receive any compensation for attendance at meetings of the Board of Directors or for services rendered as a Director except as may be authorized by the Board of Directors. Nothing herein shall be construed to preclude a Director from being reimbursed for reasonable expenses incurred for the Corporation or from serving the Corporation in any other capacity and receiving compensation therefore.

J. Vacancies. Vacancies by death, resignation, refusal to serve or otherwise shall be filled for the unexpired term by a majority vote of the Directors. If the members elect fewer Directors than the number authorized, such vacancies may subsequently be filled by a majority vote of the Directors then serving, although less than a quorum, said Director or Directors to hold office until the annual meeting of members next following his or her election and until his or her successor is elected and qualified.

K. Tender of Resignation. Failure without excuse acceptable to the Board of Directors to attend three (3) consecutive regularly scheduled meetings of the Board of Directors shall disqualify a member of the Board of Directors and result in automatically being expelled from the Board.

L. Removal. Members of the Board of Directors may be removed by a majority vote of at least two-thirds (2/3) of the Corporation's membership for cause if the director's actions are in conflict with the Code of Ethics or for such actions as to cause material harm to the Corporation and its mission. By two-thirds (2/3) majority vote of the board, any director may be removed as a director. .

M. Meetings.

1. An annual meeting of the Board of Directors for the election of officers and the transaction of such business as may properly come before the meeting shall be held at such time and place as the Board of Directors determine. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may, by resolution or bylaws, fix, or at such time and place as may be fixed by the Chair of the Board. Special meetings of the Board of Directors may be called by the Chair of the Board or shall be called upon the written request of at least twenty (20) percent of the Board of Directors.

2. A quorum of the Board of Directors shall consist of not less than one-third of the number of Directors in office. The act of a majority of the Directors present shall be the act of the Board of Directors unless the act of a greater number is required by the District of Columbia Nonprofit Corporation Act or by the Articles of Incorporation or these Bylaws.

3. Notice of all meetings of the Board of Directors, except as herein otherwise provide, shall be given at least ten (10) days before the meeting, but such notice may be waived by any Director. At any meeting at which every Director shall be present, even though without any notice or waiver therefore, any business may be transacted. A Director's presence at a meeting waives any required notice unless the Director, at the beginning

of the meeting or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4. Meetings of the Board of Directors may be held through any communications equipment if all persons participating can hear each other and participation in such meeting shall constitute presence at that meeting.

5. All meetings of the Board of Directors shall be conducted in accordance with the latest edition of *Robert's Rules of Order* unless superseded by these Bylaws or a motion of the Board of Directors.

N. Code of Ethics.

1. Each member of the Board of Directors, whether elected or appointed, and each Officer of the corporation, will maintain the confidential nature of the board and therefore avoid acting as spokesperson for the entire board unless specifically authorized to do so. Each Director may uphold personal convictions in which controversial issues can be presented fairly while the dignity of each individual is maintained. Each Director and Officer will support the majority decision of the board by working with board members, officers and staff in a spirit of teamwork and cooperation.

2. Each Director recognizes the board's delegation of authority to the Chief Executive Officer, and therefore works toward confining board actions to policy determination, planning, fiscal planning and oversight, and performance evaluation of the Chief Executive Officer.

3. Board members and Officers shall respect the professional and personal dignity of the staff and shall not engage in inappropriate behavior (bias based on color, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, genetic information, matriculation, or political affiliation) with the staff. Allegations shall be brought to the Chair who will appoint a fact-finding panel of three (3) Board members who will recommend appropriate action to the Executive Committee. Appeals shall be made to the entire Board.

4. Board members commit themselves to ethical, responsible, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members or representing NAWB.

5. Each Director is responsible for disclosing any actual or apparent conflict of interest relating to a specific policy or action that is being discussed. The board's minutes will record this disclosure. The Director will thereafter not participate in further discussion of the topic, unless specifically asked by the chair of the meeting, and the Director will not vote on the matter under consideration.

6. The interests of all people served by NAWB are to be served by Directors, Officers and staff, not favoring personal or special interests inside or outside the organization.

Directors and Officers cannot benefit directly or indirectly from any contracts or services provided to NAWB or by NAWB, unless the potential benefit is fully disclosed and the member abstains from voting. Failure to do so may result in termination from the Board.

7. To accomplish the goals and objectives of NAWB, each Director and Officer will attend meetings regularly, keep informed on workforce development and related issues, and be responsive to meeting new challenges in a changing environment. The need for a strong, active board requires that a Director who is unable to fulfill his/her responsibility will resign from the board.

Article IV Committees

- A. Standing Committees. There shall be standing committees of Executive, Finance, Audit, and Nominating. The Executive Committee, Finance Committee, and Audit Committee are all committees of the Board and shall be comprised solely of Directors. The Nominating Committee and other committees are advisory committees and may contain members who are not Directors. The creation of Board committees and the appointment of their members must be approved by a majority of the Directors in office.
- B. Executive Committee. The Executive Committee of the Board of Directors shall be composed of the elected officers, the immediate past chair, and up to two (2) at-large members who shall be private sector members as appointed by the Chair. Members of the Executive Committee shall be sitting members of the Board of Directors. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all of the powers of the Board of Directors in the management of the affairs of the Corporation, including authority over the investment policies with respect to the property of the Corporation, and such other duties and authority as may be delegated to it by the Board of Directors. The Executive Committee may not authorize distributions, propose actions for member approval, fill vacancies on committees, or amend the bylaws. A majority of the members of the Executive Committee present at any meeting shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled in the manner of the original appointment.
- C. Finance Committee. A Finance Committee composed of no less than three (3) and no more than six (6) directors appointed by the Chair, with approval by the Board of Directors, shall oversee the financial systems, policies and practices of the Corporation, including the development of annual budgets and adherence thereto. The committee shall review resource development activities, and make recommendations on actions and strategies to the Board.

- D. Audit Committee. An Audit Committee composed of no less than three (3) and no more than six (6) members appointed by the Board of Directors shall be responsible for selecting an independent auditor, reviewing the audit process, making recommendations to the Board of Directors regarding the results of the audit, and such other responsibilities as may be determined from time to time by the Board of Directors.
- E. Nominating Committee. A Nominating Committee, as defined in Article III, Section C, shall be responsible for providing a slate of candidates for the Board of Directors.
- F. Other Board Committees. The Chair of the Board of Directors, with approval by the Board of Directors, may provide for such other special committees as he or she deems desirable and discontinue the same at his or her pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Directors. Vacancies in such other committees shall be filled by the Board of Directors.

Article V Officers

- A. Officers - The officers of this Corporation shall be a Chair and a Vice Chair who shall be private sector members of a Workforce Development Board, and a Secretary; and a Treasurer; all who shall be Directors of the Corporation.
- B. Election of Officers – At a reorganization meeting of the Board of Directors, the Directors will elect officers. A Director must give a thirty (30) day written notice to the Nominating Committee Chairman prior to the Board of Directors’ Officer Elections to submit an intention to run for an office on the NAWB Board of Directors.
- C. Term of Office - . Officers shall serve for terms of one (1) year or until their respective successors are elected and qualified, except as noted below. Officers may serve for no more than two (2) consecutive terms in the same office. Filling an unexpired term shall not be considered a term of office.
- D. Chief Executive Officer - The Corporation shall also have a Chief Executive Officer who shall be chosen by the Board of Directors by a majority vote. The Chief Executive Officer shall hold office during the pleasure of the Board of Directors. Each Director recognizes the board's delegation of authority to the Chief Executive Officer, and therefore works toward confining board actions to policy determination, planning, fiscal planning and oversight, and performance evaluation of the Chief Executive Officer. The Chief Executive Officer shall serve as the Chief Administrative Officer for the corporation and shall have such authority and shall perform such duties as are delegated him or her by the Board of Directors, which shall include but not be limited to the authority to execute legal documents, sign contracts, and sign checks on behalf of the Corporation. The CEO shall be a non-voting member of the Board.

- E. Resignation – Any officer may resign at any time by delivering a written letter of resignation to the chair or to the chief executive officer. Such resignation shall take effect upon delivery unless a time is specified therein, in which event the resignation shall take effect at the time specified. The resignation of an officer shall also constitute a resignation from the Board of Directors unless otherwise specified.
- F. Removal – A chair, vice chair, or any other officer may be removed with or without cause by the affirmative vote of two-thirds (2/3) of all the members of the Board of Directors. Removal of a chair, vice chair, or officer shall also constitute his/her removal from the Board of Directors.
- G. Vacancies – A vacancy in any office except the chair, whether due to death, resignation or removal, or for other reasons, shall be promptly filled upon candidate nomination by the chair and by the affirmative vote of a majority of the directors present at the next regular meeting of the Board or at a special meeting called for that purpose. An officer elected to fill a vacancy shall serve for the remainder of the unexpired term of his/her predecessor or until his successor is elected and qualifies. A vacancy in the office of chair, whether due to death, resignation, removal or other reasons, shall be filled automatically and without election by the vice chair. A chair who becomes such pursuant to this paragraph shall serve for the unexpired term.
- H. Responsibilities and Duties of Officers:
 - a. Chair – The chair shall have those powers, which usually pertain to his/her office and shall perform other duties as are properly assigned to him/her by the Board of Directors. He/she shall preside at all meetings of members, the Board of Directors and the Executive Committee.
 - b. Vice Chair – The vice chair shall have such powers and perform such duties as usually pertain to such office or as are properly assigned to him/her by the Board of Directors or the chair. The vice chair shall perform such duties and exercise such powers of the chair as he/she may from time to time request or in his/her absence or disability.
 - c. Treasurer – The treasurer shall chair the finance committee and will present budget and financial reports to the Executive Committee and Board.
 - d. Secretary - The secretary shall cause to be prepared notices, minutes, and attendance records of the Board of Directors' and membership meetings. The Secretary's name shall appear on the official minutes of all meetings of the Board of Directors and membership. The secretary will also maintain and authenticate all required records of the Corporation.

Article VI
Indemnification and Insurance

- A. Authorization.
 - 1. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation,

against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the Corporation, the Corporation shall determine or cause to be determined whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct under the laws of the District of Columbia and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

2. Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in Paragraph A of the Article VI, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Director in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in the Article VI.

3. The indemnification provided by this Paragraph A shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

B. Insurance. The Corporation, to the extent permitted by the laws of the District of Columbia, must purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation.

Article VII Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office in the District of Columbia or otherwise make available membership records giving the names and addresses of members entitled to vote and dates of admission to membership. The member list for meetings will be available on demand by any member beginning two days after notice of the meeting. Any books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. All relevant books and records of the corporation may be inspected by any member having voting rights, or his or her agent or attorney, at his or her expense, for any proper purpose at any reasonable time.

Bonding

The chief executive officer, any officer of the board, or employee shall, at the request of the Board of Directors, be bonded in such amount as the Board of Directors may deem necessary, with the expense of such bond or bonds to be paid by NAWB.

Article VIII
Corporate Seal

The Board of Directors may provide a seal for the Corporation, which shall be in the charge of the Secretary or such other officer as the Board of Directors may from time to time direct, and shall be affixed to such documents as may require the corporate seal.

Article IX
Fiscal Year

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of June, or such other period as may be designated by the Board of Directors.

Article X
Action Without A Meeting

Any action required by the District of Columbia Nonprofit Corporation Act to be taken at a meeting of the members or Directors of this Corporation, or any action which may be taken at a meeting of the members, Directors or any Board committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Article XI
Dissolution

Upon the dissolution of the organization, all assets of the organization shall be transferred to another 501(c)(3) organization, which if possible shall be involved in workforce issues; but nevertheless, to another qualified 501(c)(3) organization or to a public entity if no 501(c)(3) organization is available.

Article XII
Amendments

These Bylaws may be altered, amended or repealed by a majority vote of all of the Directors of the Corporation or by a majority vote of all of the members of the corporation or by unanimous written action of the Directors or members with the exception that any amendment to Article XI shall require a unanimous vote of the then existing Board members.

Amended by a majority vote of the Board of Directors - November 12, 2006

Amended by a majority vote of the Board of Directors - June 27, 2009

Amended by a majority vote of the Board of Directors – November 7, 2009

Amended by a majority vote of the Board of Directors – November 19, 2011

Amended by a majority vote of the Board of Directors – November 17, 2012

Amended by a majority vote of the Board of Directors - October 25, 2014

Amended by a majority vote of the Board of Directors – January 24, 2015