



**North Central Texas Council of Governments**

**TO:** Mike Eastland  
Executive Director

**DATE:** October 20, 2016

**FROM:** Lucille Johnson  
Assistant to the Executive Director

**SUBJECT:** Resolution Authorizing a Request to the Economic Development Administration to Designate an Economic Development District for the North Central Texas Region

In October, 2013, the NCTCOG Executive Board authorized the submission of a planning grant application to the U. S. Economic Development Administration (EDA) for funds to develop a regional Comprehensive Economic Development Strategy (CEDS). The CEDS is the major component of the requirement to form an Economic Development District (EDD) that represents the North Central Texas region. This region is the only area within the five-state State EDA area (Arkansas, Louisiana, New Mexico, Oklahoma and Texas) that does not have an EDD.

The planning grant was received in late 2014. A regional committee of more than 140 members worked together to prepare the CEDS, which NCTCOG's Executive Board approved and authorized its submission to EDA at its February 2016 Board meeting. The CEDS was approved by EDA in March.

In February 2016, the Executive Board also directed staff to continue preparations to request EDD designation for the North Central Texas region. Staff and members of the regional committee have spent the last six months preparing the second portion of the requirements for EDD designation.

The requirements for submitting the second portion, the request for EDD designation, include the following:

- Letter of Support for Designation from the Governor
- Letters of Support from a majority of the County Judges in the region
- Map of the District area
- Proposed Board Members
- NCTCOG Articles of Incorporation
- Resumes of Key Staff
- Bylaws for the District (**Attachment 1**)

The EDD would be overseen by an Economic Development District Board composed of up to 43 members, which would serve as an advisory committee to and would be appointed by the NCTCOG Executive Board. Under EDA rules, such a committee must

be composed of representatives of the principal economic interests of the region, including the private sector, public officials, community leaders, workforce development boards, institutions of high education, minority and labor groups, and private individuals. The proposed Bylaws for the North Central Texas Economic Development District are included as Attachment 1. Staff will bring back a recommendation on appointment of EDD Board members upon district designation by EDA.

EDA support staff has reviewed the gathering of NCTCOG's materials for district designation and confirmed that such materials are in order for submission to request the designation of the region as an Economic Development District.

Staff is requesting the Executive Board's authorization to request the Economic Development Administration to designate an Economic Development District for the North Central Texas Region, including approval of the Bylaws of the District and authorization to receive funds necessary to carry out these activities.

Attached is a draft resolution for the Executive Board's consideration. I will be available at the Executive Board meeting to discuss the request to designate and answer questions Board members may have about this project.

Attachment

**RESOLUTION AUTHORIZING A REQUEST TO THE ECONOMIC  
DEVELOPMENT ADMINISTRATION TO DESIGNATE AN ECONOMIC  
DEVELOPMENT DISTRICT FOR THE NORTH CENTRAL TEXAS REGION**

**WHEREAS**, the North Central Texas Council of Governments was asked by the Economic Development Administration to form an Economic Development District in North Central Texas, which requires Economic Development Administration designation; and

**WHEREAS**, economic development is a major component of the continued progress of the counties within the State Planning Region 4; and

**WHEREAS**, Elected Officials and Economic Development stakeholders in North Central Texas support the formation of an Economic Development District in North Central Texas and are participating in the planning and application process required by the Economic Development Administration to receive Economic Development District designation for this region; and

**WHEREAS**, the process to receive Economic Development District designation requires the creation, submission to, and approval of a regional Comprehensive Economic Development Strategies (CEDS) by the Economic Development Administration and the submission of a packet requesting Economic Development District designation; and

**WHEREAS**, a Comprehensive Economic Development Strategy for State Planning Region 4 has been developed and accepted by the Comprehensive Economic Development Strategy Committee, NCTCOG's Executive Board and the Economic Development Administration; and

**WHEREAS**, the CEDS maps our effort for greater economic development within the North Central Texas region; and

**WHEREAS**, NCTCOG staff, along with Elected Officials and Economic Development stakeholders serving on the regional committee to prepare the materials for submission to the Economic Development Administration to request Economic Development District designation have prepared the materials for submission; and

**WHEREAS**, the Economic Development Administration support staff has reviewed the materials for submission for Economic Development District designation and confirmed that the materials are in order for requesting Economic Development District designation; and

**WHEREAS**, the creation of an Economic Development District will open the door for the region to access economic development grants; and

**WHEREAS**, the North Central Texas Council of Governments is prepared to take the final step of an Economic Planning Grant which is to implement the Comprehensive Economic Development Strategy by submitting a request to create the North Central Texas Economic Development District.

**NOW, THEREFORE, BE IT HEREBY RESOLVED THAT:**

**Section 1.** NCTCOG is authorized to request the Economic Development Administration to designate an Economic Development District for North Central Texas and submit the supporting materials.

**Section 2.** The name of the Economic Development District shall be known as the "North Central Texas Economic Development District."

**Section 3.** The Bylaws of the North Central Texas Economic Development District included as Attachment 1 are hereby approved.

**Section 4.** NCTCOG is authorized to receive funds from the Economic Development Administration to organize and support the work of the North Central Texas Economic Development District.

**Section 5.** Any Economic Development Administration funds received shall be incorporated into the appropriate Fiscal Year.

**Section 6.** The Executive Director or designee is authorized to execute the necessary agreements to carry out this initiative in the name of the North Central Texas Council of Governments.

**Section 7.** This resolution shall take effect immediately upon its adoption.

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Lissa Smith, President  
North Central Texas Council of Governments  
Mayor Pro Tem, City of Plano

I hereby certify that this resolution was adopted by the Executive Board of the North Central Texas Council of Governments on October 27, 2016.

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Kevin Strength, Secretary/Treasurer  
North Central Texas Council of Governments  
Mayor, City of Waxahachie

**BYLAWS  
OF  
NORTH CENTRAL TEXAS ECONOMIC DEVELOPMENT DISTRICT**

**ARTICLE 1 - NAME**

The name of the District shall be the North Central Texas Economic Development District, hereafter referred to as the District.

Statement of Principles

1. The physical, economic and social well-being of the North Central Texas region, its citizens and business enterprises, now and in the future, is dependent on the region's ability to foster economic growth and to improve the quality of life by expanding the capacity of individuals, businesses and communities to maximize the use of their talents and skills to support innovation, lower transaction costs and responsibly produce and trade valuable goods and services. Economic development creates the conditions for all of this to occur.
2. Principal units of local government (counties and cities), the private sector, economic development stakeholders, and education institutions each share in the responsibility to ensure that economic development is essential to ensuring our economic future.
3. Economic development requires effective, collaborative institutions focused on advancing mutual gain for the public and the private sector, building comprehensive strategies to create the environment for economic prosperity in the region.
4. A regionally-focused, locally-based, data-driven, Comprehensive Economic Development Strategy (CEDS), updated at least every five years, is a key component in establishing and maintaining a robust economic ecosystem. The CEDS helps to build regional capacity, through hard and soft infrastructure, that contributes to individual, business, and community success and provides a vehicle for individuals, organizations, local governments, institutes of learning and private industry to engage in a meaningful conversation to identify capacity building efforts that would best serve economic development in the region.
5. The North Central Texas Economic Development District is the federally designated district charged with the maintenance and implementation of the Comprehensive Economic Development Strategy (CEDS) plan for North Central Texas and will serve as the connection between the region's communities and the Economic Development Administration (EDA) to facilitate EDA grant opportunities and update the CEDS in accordance with federal regulations.

## **ARTICLE 2 – PURPOSES AND SERVICE AREA**

Section 1.     Purposes. This District is organized as specified in 13 C.F.R., Chapter III, Part 304.2 – Economic Development Districts. The Economic Development District Board (EDD Board) functions as an advisory board to the North Central Texas Council of Governments (NCTCOG) Executive Board, which is the policy-making body for NCTCOG. The purposes of the District shall be to:

- (a) promote economic growth in Texas State Planning Region 4 – North Central Texas;
- (b) increase employment opportunities for unemployed and underemployed persons;
- (c) assist and coordinate economic development planning efforts of local governments and local economic development organizations;
- (d) coordinate economic development planning with transportation planning, community development programs, job training programs and other programs and activities which might stimulate the region’s economic betterment;
- (e) implement an economic development technical assistance program which includes workshops, assistance in implementing economic programs, and assistance to local organizations applying for grant assistance for economic development purposes;
- (f) develop and update a regional Comprehensive Economic Development Strategy (CEDS);
- (g) conduct other activities supporting the region’s economic development goals and objectives; and

Section 2.     Service Area. The District shall serve Texas State Planning Region 4, located in Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwall, Somervell, Tarrant, and Wise counties.

## **ARTICLE 3 – EDD BOARD**

Section 1.     Organization and Governance. The District shall maintain adequate staff support to perform its economic development functions. The business and affairs of the District shall be conducted through its EDD Board under the authority of the North Central Texas Council of Governments Executive Board (NCTCOG Executive Board).

Section 2.     Membership. The membership of the EDD Board shall be established in accordance with 13 C.F.R., Chapter III, Part 304.2 – District Organizations: Formation, organizational requirements and operations. With the exception that the Past Chair shall serve in a designated position on the EDD Board and shall not be deemed to be a representative of any specific entity, the membership of the EDD Board shall be composed as follows:

- (a) The EDD Board shall be composed of the necessary representatives so as to comply with the Economic Development Administration’s regulations and shall include officials and/or employees of general purpose local governments, educational institutions and private sector representatives.
- (b) Until changed by amendment to these bylaws, the NCTCOG Executive Board will appoint no less than 36 and not more than 43 EDD Board members.
- (c) The EDD Board will be broadly representative of the District’s service area’s principal economic interests including business, labor, and education.
- (d) EDD Board members will be nominated in accordance with Section 3 and 4 below for consideration and appointment by the NCTCOG Executive Board. The EDD Board membership will be approved by the NCTCOG Executive Board in September each year.
- (e) All EDD Board members must be residents of and/or work in State Planning Region 4.

**Section 3. Composition.** The EDD Board will be comprised of the following representatives:

- (a) **Local Government Officials.** At least a simple majority of the EDD Board shall be elected officials and/or employees of general purpose units of local government appointed to represent such governments.
- (b) **Private Sector Representatives.** Two (2) representatives of the EDD Board shall be a private sector representative who is neither an elected official of a general purpose unit of government nor employee of such government appointed to represent that government.
- (c) **Regional Principal Economic Interests.** Nine (9) representatives of the EDD Board shall be from the following principal economic interests groups: Executive Directors of Chambers of Commerce, Economic Development Corporations, or representatives of institutions of post-secondary education, workforce development groups or labor groups.

**Section 4. Representation and Method of Appointment — Local Government.** Local government representation and method of appointment shall be as follows:

- (a) **Counties (16 Seats)**
  - Each County government which has resolved to support and join the District may nominate one representative. Total EDD Board membership representing County government will not exceed sixteen (16).
- (b) **Cities (16 Seats)**. EDD Board representatives from each NCTCOG member city shall be nominated by their city officials as prescribed below:
  - Two EDD Board members may be representatives from a NCTCOG member City with a population of more than 350,000, as of the last official census.

- Two EDD Board member may be from a NCTCOG member City with a population of between 200,000 and 350,000, as of the last official census.
- Two EDD Board member may be from a NCTCOG member City with a population of between 100,000 and 200,000, as of the last official census.
- Two EDD Board member may be from a NCTCOG member City with a population of between 50,000 and 100,000, as of the last official census.
- Two EDD Board members may be from a NCTCOG member City with a population of between 25,000 and 50,000, as of the last official census.
- Six EDD Board members may be from a NCTCOG member City with a population of less than 25,000, as of the last official census.

The initial EDD Board representatives for the cities based on these thresholds shall be proposed by the NCTCOG staff; thereafter, nominations by the cities shall be presented to the EDD Board, which shall make recommendations to the NCTCOG Executive Board.

Section 5. Representation and Method of Appointment — Private Sector Representatives (2 Seats). Two Private Sector Representative will be appointed by the NCTCOG Executive Board in order to insure the EDD meets the requirements stated in Article 3, Section 3(b) above.

Section 6. Representation and Method of Appointment – Regional Principal Economic Interest Representatives (9 Seats). Nine Regional Principal Economic Interests Representatives will be appointed by the NCTCOG Executive Board in order to insure the EDD meets the requirements stated in Article 3, Section 3 (c) above. Those individuals must come from one of the following categories: Executive Directors of Chambers of Commerce, Economic Development Corporations, or representatives of institutions of post-secondary education, workforce development groups or labor groups.

## **ARTICLE 4 – DUTIES OF THE EDD BOARD**

Section 1. General. The EDD Board shall ensure:

- (a) the performance of any and all duties imposed on them collectively or individually by law, or by these Bylaws;
- (b) the development of plans, as well as an oversight and evaluation system for all Economic Development District programs in the Area;
- (c) the attainment of effective outcomes consistent with CEDS goals, objectives and performance standards approved by EDA;
- (d) the effective administration of the EDA EDD required programs; and
- (e) meetings take place at such times and places as required by these Bylaws



Section 2. Committees. The EDD Board may establish such committees as it deems necessary to conduct its work. The duties of such committees will be determined by the EDD Board upon the establishment of each such committee.

Section 3. Comprehensive Economic Development Strategy (CEDS). The EDD Board shall be responsible for reviewing, updating, and adopting a CEDS for the District and method of compliance with the applicable requirements of 13 C.F.R. part 303 of EDA regulations.

Section 4. Technical Assistance. The EDD Board may authorize a program of technical assistance to the District service area, including but not limited to workshops and seminars, and information and assistance on state and federal economic development grants and loans.

Section 5. Coordination and Implementation. The EDD Board will coordinate the District's activities with local governments and economic development agencies. It shall exercise other duties as necessary to assure implementation of an effective economic development program and compliance with 13 C.F.R. parts 303 and 304.2 of EDA regulations.

Section 6. Public Participation. All EDD Board meetings will be in compliance with the Texas Open Meetings Act.

Section 7. Term of Office. Each EDD Board member shall serve terms of three years. Upon expiration of their term, each member shall hold his/her term until they are reappointed or replaced by the NCTCOG Executive Board pursuant to Sections 3, 4, 5, and 6 of Article III of these bylaws. EDD Board members may not serve more than three consecutive three-year terms, and only so long as they continue to meet qualifications for the category they represent.

Section 8. Compensation. EDD Board members are not entitled to compensation for their services as directors or officers.

## **ARTICLE 5 – MEETINGS OF THE EDD BOARD**

Section 1. Regular Meetings. At least two meeting shall be held annually by the EDD Board, in compliance with 13 C.F.R. part 304.2 of the EDA regulations, but the EDD Board shall meet as often as necessary for the purpose of transacting the business at hand. The Chair shall call the meeting and/or workshop and shall designate in the written notice of the meeting and/or workshop the business to be transacted or considered. The Staff Director to the EDD Board develops the meeting agenda. All members have the right to place items on an agenda by contacting the EDD Staff Director at least ten days in advance of the meeting date or by requesting the topic during an EDD meeting for a subsequent agenda. The Chair cannot restrict items to be placed on the agenda.

Section 2. Notice. An agenda and date of all such meetings shall be transmitted to the members and published in accordance with the Texas Open Meetings Act.

Section 3. Quorum. At any meeting of the EDD Board, the members present shall constitute a quorum for all purposes, except where it is otherwise provided by law.

Section 4. Majority Action As EDD Board Action. Every act or decision done or made by a majority of the EDD Board present at a meeting duly held at which a quorum is present is the act of the EDD Board.

Section 5. Conduct of Meetings. Meetings of the EDD Board shall be presided over by the EDD Board Chair, or, if no such person has been so designated or, in his or her absence, by the Vice Chair or, in the absence of each of these persons, by a Temporary Chair chosen by a majority of the EDD Board present at the meeting. The Secretary shall act as Secretary of all meetings of the EDD Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 6. Voting. Each member of the EDD Board shall be entitled to one vote. Members must be in attendance to vote. Attendance via telephone and/or videoconference is allowable when permitted by State law and as prescribed by EDD Board resolution. No proxy or absentee voting will be allowed.

Section 7. Minutes. Minutes of the meetings shall be kept and shall be submitted to the members of the EDD Board for approval. Minutes of the public meetings shall be made available to the public as may be reasonably requested.

Section 8. Staff Support. Staff support for the EDD shall be furnished by a professional staff from the North Central Texas Council of Governments of qualified persons in economic development, planning, business development, finance, auditing and administrative matters.

Section 9. Attendance and Removal of EDD Board Members. Any EDD Board member failing to attend 50% of the EDD Board meetings within a calendar year will be considered for removal from the EDD Board. Removal of EDD Board members shall be recommended by the EDD Board and approved by the North Central Texas Council of Government Executive Board.

Section 10. Vacancies.

- (a) A vacancy on the EDD Board occurs when an EDD Board member: (1) dies; (2) resigns; (3) is removed by the NCTCOG Executive Board; or (4) becomes disqualified to serve or is unable to continue serving.
- (b) Vacancies in the EDD Board shall be filled in the same manner as EDD Board members are initially nominated and appointed, for the same category of EDD Board membership.

If an appointment is made to fill a vacancy on the EDD Board, the successor EDD Board member shall serve for the remaining unexpired term of his or her predecessor.

Section 11. Special Meetings. Special meetings may be called by the EDD Board Chair, or upon the request of at least three members of the EDD Board. All requirements for notice, quorum and other rules governing regular meetings shall apply to special meetings.

## **ARTICLE 6 - OFFICERS**

Section 1. Officers. The officers of the District shall consist of a Chair, an Immediate Past Chair, a Vice Chair, and a Secretary, all of whom shall be duly elected by the EDD Board each year in September.

Section 2. Election and Term of Office. The EDD Board shall elect officers for a one year term. The Chair shall appoint members to a Nominating Committee which shall review and present candidates for the officer positions. The EDD Board shall elect officers from those presented by the Nominating Committee for one year terms which shall run concurrently with the fiscal year.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, at any time prior to the expiration of his or her term by affirmative vote of two-thirds of the EDD Board members present, at a meeting duly called and held where a quorum is present.

Section 4. Duties of the Chair. The Chair shall preside at all meetings of the EDD Board at which he or she is present. He or she shall see that all orders and resolutions of the EDD Board are carried into effect. The Chair of the EDD Board shall appoint the Chairperson and members of all committees and shall be an ex-officio member of all committees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by these Bylaws, or which may be prescribed from time to time by the EDD Board.

Section 5. Duties of the Vice Chair. The Vice-Chair shall, in absence of the Chair, or in the case of his or her inability or refusal to act, be vested with the powers and shall perform the duties of the Chair. The Vice-Chair shall also perform such other duties and exercise such other powers as from time to time may be imposed upon or vested in him or her by resolution of the EDD Board.

Section 6.     Secretary.     The Secretary shall attend all meetings of the EDD Board. He or she shall assure that official records of the EDD Board shall be maintained and give notice of all meetings as required by these bylaws. He or she shall perform such other duties as may from time to time be prescribed by the EDD Board.

Section 7.     Vacancies in Office.     If an office of the EDD Board becomes vacant by reason of death, resignation, retirement, disqualification or removal from office or inability to act, the EDD Board may, in every such case, choose a successor for such officer who shall hold office for such term as may be prescribed by the EDD Board, but no longer than the unexpired term of the officer whose place is vacant, and until his or her successor shall have been duly elected and qualified.

## **ARTICLE 7 – CONFLICT OF INTEREST**

Section 1.     Substantial Interest in Business Entity.     The North Central Texas Economic Development Board shall comply with all Conflict of Interest provisions pursuant to 13 C.F.R. Part 302.17 of EDA regulations.

A copy of §302.17 of the EDA regulations shall be provided to each EDD Board member, and each EDD Board member shall provide the Secretary with a written declaration acknowledging that he/she has received a copy of §302.17 of the EDA regulations and has read and understood the conflict of interests provisions and that the EDD Board member agrees to abide by them.

## **ARTICLE 8 - MISCELLANEOUS PROVISIONS**

Section 1.     Liability.     No EDD Board member or Officer of the EDD Board shall be personally liable to the EDD Board or any other person for an action taken or omission made by the EDD Board member or Officer in such person’s capacity as a Director or Officer unless a Director’s or Officer’s conduct was not exercised (1) in good faith, (2) with ordinary care, and (3) in a manner the Director or Officer reasonably believed to be in the best interest of the EDD Board.

Section 2.     Indemnification.     The NCTCOG Executive Board may indemnify any current or former EDD Board member, officer, agent, employee or similar functionary of the EDD District against judgments, penalties, fines, settlements and reasonable expenses actually

incurred by such person so long as the conduct was exercised (1) in good faith, (2) with ordinary care, and (3) in a manner he/she reasonably believed to be in the best interest of the District.

Section 3. Amendments. These Bylaws may be amended by an affirmative vote of two-thirds of the EDD Board members, at a meeting duly called and held at which a quorum is present, provided that the amendment has been submitted in writing and included as an agenda item at the prior regularly scheduled meeting of the EDD Board. The NCTCOG Executive Board must approve the amendments to the Bylaws in order to be effective.

Section 4. Dissolution. The District's EDD Board may recommend dissolution of the District to the NCTCOG Executive Board and the NCTCOG Executive Board may dissolve the District in accordance with the provisions set forth in 13 C.F.R., Chapter III, Part 304.3 – District Modification and Termination.

## **ARTICLE 9 – EFFECTIVE DATE**

These bylaws shall be effective from and after their adoption until amended or repealed in accordance with the provisions set forth in these bylaws.

DATE OF ADOPTION: \_\_\_\_\_

\_\_\_\_\_

Secretary, EDD Board of Directors

**RESOLUTION AUTHORIZING A REQUEST TO THE ECONOMIC DEVELOPMENT ADMINISTRATION TO DESIGNATE AN ECONOMIC DEVELOPMENT DISTRICT FOR THE NORTH CENTRAL TEXAS REGION**

**WHEREAS**, the North Central Texas Council of Governments was asked by the Economic Development Administration to form an Economic Development District in North Central Texas, which requires Economic Development Administration designation; and

**WHEREAS**, economic development is a major component of the continued progress of the counties within the State Planning Region 4; and

**WHEREAS**, Elected Officials and Economic Development stakeholders in North Central Texas support the formation of an Economic Development District in North Central Texas and are participating in the planning and application process required by the Economic Development Administration to receive Economic Development District designation for this region; and

**WHEREAS**, the process to receive Economic Development District designation requires the creation, submission to, and approval of a regional Comprehensive Economic Development Strategies (CEDS) by the Economic Development Administration and the submission of a packet requesting Economic Development District designation; and

**WHEREAS**, a Comprehensive Economic Development Strategy for State Planning Region 4 has been developed and accepted by the Comprehensive Economic Development Strategy Committee, NCTCOG's Executive Board and the Economic Development Administration; and

**WHEREAS**, the CEDS maps our effort for greater economic development within the North Central Texas region; and

**WHEREAS**, NCTCOG staff, along with Elected Officials and Economic Development stakeholders serving on the regional committee to prepare the materials for submission to the Economic Development Administration to request Economic Development District designation have prepared the materials for submission; and

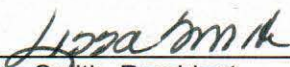
**WHEREAS**, the Economic Development Administration support staff has reviewed the materials for submission for Economic Development District designation and confirmed that the materials are in order for requesting Economic Development District designation; and

**WHEREAS**, the creation of an Economic Development District will open the door for the region to access economic development grants; and

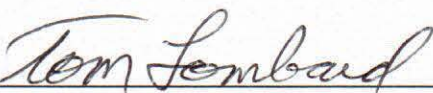
**WHEREAS**, the North Central Texas Council of Governments is prepared to take the final step of an Economic Planning Grant which is to implement the Comprehensive Economic Development Strategy by submitting a request to create the North Central Texas Economic Development District.

**NOW, THEREFORE, BE IT HEREBY RESOLVED THAT:**

- Section 1.** NCTCOG is authorized to request the Economic Development Administration to designate an Economic Development District for North Central Texas and submit the supporting materials.
- Section 2.** The name of the Economic Development District shall be known as the "North Central Texas Economic Development District."
- Section 3.** The Bylaws of the North Central Texas Economic Development District included as Attachment 1 are hereby approved.
- Section 4.** NCTCOG is authorized to receive funds from the Economic Development Administration to organize and support the work of the North Central Texas Economic Development District.
- Section 5.** Any Economic Development Administration funds received shall be incorporated into the appropriate Fiscal Year.
- Section 6.** The Executive Director or designee is authorized to execute the necessary agreements to carry out this initiative in the name of the North Central Texas Council of Governments.
- Section 7.** This resolution shall take effect immediately upon its adoption.

  
\_\_\_\_\_  
Lissa Smith, President  
North Central Texas Council of Governments  
Mayor Pro Tem, City of Plano

I hereby certify that this resolution was adopted by the Executive Board of the North Central Texas Council of Governments on October 27, 2016.

  
\_\_\_\_\_  
Tom Lombard, Vice-President  
North Central Texas Council of Governments  
Councilmember, North Richland Hills



UNITED STATES DEPARTMENT OF COMMERCE  
The Assistant Secretary for Economic Development  
Washington, D.C. 20230

December 15, 2016

Mr. John Horn  
President  
North Central Texas Council of Governments  
Post Office Box 5888  
Arlington, TX 76005-5888

RECEIVED  
JAN 17 2017  
Executive Director's Office

Dear Mr. Horn:

I am pleased to inform you that the U.S. Economic Development Administration (EDA) has approved the North Central Texas Council of Governments' request for designation as an Economic Development District (EDD). The EDD is comprised of the counties of Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwell, Somervell, Tarrant, and Wise.

President Obama is committed to ensuring that no community or demographic group is excluded from the opportunity to achieve the American Dream. To that end, this EDA designation will serve as a foundation for future economic successes that will benefit both families and businesses in your region. EDA is committed to providing financial assistance to meet the economic development needs of distressed communities throughout the United States. Our mission is to lead the federal economic development agenda by promoting innovation and competitiveness, preparing American regions for growth and success in the worldwide economy.

I trust that this designation will strengthen the economies of the North Central Texas region, and wish you every success in carrying out your economic development activities. Cornell Wesley, Economic Development Representative, will remain your primary point of contact regarding this designation and may be contacted by telephone at (405) 318-8588, or by email at [cwesley@eda.gov](mailto:cwesley@eda.gov).

Your ongoing efforts to stimulate growth and business expansion through local economic development programs are greatly appreciated.

Sincerely,

Roy K.J. Williams  
Assistant Secretary of Commerce  
for Economic Development

Enclosure





UNITED STATES DEPARTMENT OF COMMERCE  
The Assistant Secretary for Economic Development  
Washington, D.C. 20230

**MEMORANDUM OF DESIGNATION OF  
AN ECONOMIC DEVELOPMENT DISTRICT**

In accordance with Section 401 of the Public Works and Economic Development Act of 1965, as amended (42 U.S.C. 3171 et seq.), I hereby designate the region identified below as an Economic Development District:

**Name of District Organization**      North Central Texas Council of Governments

**State**      Texas

**Regional Definition**      Counties of Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwell, Somervell, Tarrant, and Wise.

\_\_\_\_\_  
Roy K.J. Williams  
Assistant Secretary of Commerce  
for Economic Development

Date: December 15, 2016



**North Central Texas Council of Governments**

**Item 2**

*Exhibit: 2018-05-02-EDO*

Meeting Date: May 24, 2018

Submitted By: Lucille Johnson  
Assistant to the Executive Director

Item Title: Resolution Amending Bylaws of the North Central Texas Economic Development District (NCTEDD)

The Executive Board is being asked for authorization to amend the Bylaws of the NCTEDD to allow for a better comparative representation of Board membership from the private sector, principal economic interests, and cities in smaller population categories. Article 8, Section 3 of the NCTEDD Bylaws requires Executive Board approval for any amendments to the Bylaws to be effective.

Since the Bylaws, which established the NCTEDD Board membership categories, were approved by the Executive Board at its October 27, 2016 Board meeting, staff has received several membership requests from member cities in the smaller population ranges for which the number of communities in the population range are far greater than those of cities in larger population categories, but for which their allowed seats are less, comparatively. Additionally, the NCTEDD Board recognizes the need for the inclusion of appropriate expertise from the private sector and from the principal economic interest category, which includes chambers, economic development corporations, workforce groups, labor groups and post-secondary educational institutions within this vast region.

The current Bylaws allow for the appointment of no less than 36 and not more than 43 NCTEDD Board members. The NCTEDD Board, at its January 5, 2018 meeting, discussed the need to make provisions in the Bylaws to allow for more seats for the categories described above, and at its Board meeting on April 27, 2018 voted unanimously to forward a recommendation to the Executive Board for amendments to the Bylaws regarding Board composition. The proposed amendments are included as Attachment 1. The table below summarizes the recommended Board composition.

**NCTEDD Board Membership**

	<b>Existing</b>	<b>Proposed</b>
<b>County</b>	16	16
<b>City</b>	16	22 (+6)
<b>Private Sector</b>	02	03 (+1)
<b>Principal Economic Interest</b>	09	10 (+1)
<b>Total</b>	<b>43</b>	<b>51 (8 additional seats)</b>

Attached is a proposed resolution for Executive Board consideration amending Bylaws of the North Central Texas Economic Development District. I will be available at the Executive Board meeting to present this recommendation from the NCTEDD Board; however, for answers to immediate NCTEDD questions, Board members may contact me at 817-695-9103.

BYLAWS  
OF  
NORTH CENTRAL TEXAS ECONOMIC DEVELOPMENT DISTRICT  
*(Recommended Amendments, Strikethrough Version)*

**ARTICLE 3 – EDD BOARD**

Section 1. Organization and Governance. The District shall maintain adequate staff support to perform its economic development functions. The business and affairs of the District shall be conducted through its EDD Board under the authority of the North Central Texas Council of Governments Executive Board (NCTCOG Executive Board).

Section 2. Membership. The membership of the EDD Board shall be established in accordance with 13 C.F.R., Chapter III, Part 304.2 – District Organizations: Formation, organizational requirements and operations. With the exception that the Past Chair shall serve in a designated position on the EDD Board and shall not be deemed to be a representative of any specific entity, the membership of the EDD Board shall be composed as follows:

- (a) The EDD Board shall be composed of the necessary representatives so as to comply with the Economic Development Administration's regulations and shall include officials and/or employees of general purpose local governments, educational institutions and private sector representatives.
- (b) Until changed by amendment to these bylaws, the NCTCOG Executive Board will appoint no less than ~~36~~ 44 and not more than ~~43~~ 51 EDD Board members.
- (c) The EDD Board will be broadly representative of the District's service area's principal economic interests including business, labor, and education.
- (d) EDD Board members will be nominated in accordance with Section 3 and 4 below for consideration and appointment by the NCTCOG Executive Board. The EDD Board membership will be approved by the NCTCOG Executive Board in September each year.
- (e) All EDD Board members must be residents of and/or work in State Planning Region 4.

Section 3. Composition. The EDD Board will be comprised of the following representatives:

- (a) Local Government Officials. At least a simple majority of the EDD Board shall be elected officials and/or employees of general purpose units of local government appointed to represent such governments.
- (b) Private Sector Representatives. ~~Two (2)~~ Three (3) representatives of the EDD Board shall be a private sector representative who is neither an elected official of a general purpose unit of government nor employee of such government appointed to represent that government.
- (c) Regional Principal Economic Interests. ~~Nine (9)~~ Ten (10) representatives of the EDD Board shall be from the following principal economic interests groups: Executive Directors of Chambers of Commerce, Economic Development Corporations, or representatives of institutions of post-secondary education, workforce development groups or labor groups.

Section 4. Representation and Method of Appointment — Local Government. Local government representation and method of appointment shall be as follows:

(a) **Counties (16 Seats)**

- Each ~~County government which has resolved to support and join the District~~ NCTCOG member County may nominate one representative. Total EDD Board membership representing County government will not exceed sixteen (16).

(b) **Cities (~~16~~ 22 Seats).** EDD Board representatives from each NCTCOG member City shall be nominated by their city officials as prescribed below:

- Two EDD Board members may be representatives from a NCTCOG member City with a population of more than ~~350,000~~ 500,000, as of the last official census.
- Two EDD Board member may be from a NCTCOG member City with a population of between 200,000 and ~~350,000~~ 500,000, as of the last official census.
- Two EDD Board member may be from a NCTCOG member City with a population of between 100,000 and 200,000, as of the last official census.
- Two EDD Board member may be from a NCTCOG member City with a population of between 50,000 and 100,000, as of the last official census.
- ~~Two~~ Four EDD Board members may be from a NCTCOG member City with a population of between 25,000 and 50,000, as of the last official census.
- ~~Six~~ Ten EDD Board members may be from a NCTCOG member City with a population of less than 25,000, as of the last official census.

The initial EDD Board representatives for the cities based on these thresholds shall be proposed by the NCTCOG staff; thereafter, nominations by the cities shall be presented to the EDD Board, which shall make recommendations to the NCTCOG Executive Board.

Section 5. Representation and Method of Appointment — Private Sector Representatives (~~2~~ Three (3) Seats). Two Private Sector Representative will be appointed by the NCTCOG Executive Board in order to insure the EDD meets the requirements stated in Article 3, Section 3(b) above.

Section 6. Representation and Method of Appointment – Regional Principal Economic Interest Representatives (9 ~~10~~ Seats). Nine Regional Principal Economic Interests Representatives will be appointed by the NCTCOG Executive Board in order to insure the EDD meets the requirements stated in Article 3, Section 3 (c) above. Those individuals must come from one of the following categories: Executive Directors of Chambers of Commerce, Economic Development Corporations, or representatives of institutions of post-secondary education, workforce development groups or labor groups.

**RESOLUTION AMENDING BYLAWS OF THE NORTH CENTRAL TEXAS ECONOMIC DEVELOPMENT DISTRICT (NCTEDD)**

**WHEREAS**, the North Central Texas Council of Governments (NCTCOG) is a Texas political subdivision and non-profit corporation organized and operating under Texas Local Government Code Chapter 391 as the regional planning commission for the 16-county North Central Texas region; and,

**WHEREAS**, NCTCOG is a voluntary association of, by and for local governments established to assist in planning for common needs, cooperating for mutual benefit, and coordinating for sound regional development; and,

**WHEREAS**, at NCTCOG's request, the Economic Development Administration designated an Economic Development District for the North Central Texas Region, which includes the 16 counties of Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwall, Somervell, Tarrant and Wise; and

**WHEREAS**, the North Central Texas Economic Development District (NCTEDD) brings together the private and public sectors in partnership to provide a coordinated strategy and economic development technical assistance with such things as strategic planning, grant writing, grant administration and training workshops to promote economic growth in the North Central Texas region; and

**WHEREAS**, on October 27, 2016, the NCTCOG Executive Board approved Bylaws of the NCTEDD thereby establishing the Board for the District, which is comprised of economic development officials from the public and private sectors, educational institutions, workforce development boards, chambers of commerce, economic development corporations and business leaders to guide the activities of the Economic Development District as required by the Economic Development Administration's regulations; and

**WHEREAS**, the NCTEDD Board has reviewed the existing Board membership categories established in the Bylaws and is recommending that the size of membership categories should be expanded to include more representation for city population sizes less than 25,000; for city population sizes between 25,000 and 50,000; and for private sector and principal economic interest categories; and

**WHEREAS**, the NCTEDD Board met on Friday, April 27, 2018 and voted unanimously to forward a recommendation to the NCTCOG Executive Board for amendments to its Bylaws to accommodate the needs and request for expansion of the NCTEDD Board membership categories.

**NOW, THEREFORE, BE IT HEREBY RESOLVED THAT:**

**Section 1.** The amended Bylaws of the North Central Texas Economic Development District, included as Attachment 1, are hereby approved.

**Section 2.** This resolution shall be transmitted to The U. S. Department of Commerce Economic Development Administration.

**Section 3.** This resolution shall take effect immediately upon its adoption.

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Tom Lombard, President  
North Central Texas Council of Governments  
Councilmember, City of North Richland Hills

I hereby certify that this resolution was adopted by the Executive Board of the North Central Texas Council of Governments on May 24, 2018.

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J. D. Clark, Secretary/Treasurer  
North Central Texas Council of Governments  
County Judge, Wise County

**BYLAWS  
OF  
NORTH CENTRAL TEXAS ECONOMIC DEVELOPMENT DISTRICT  
(Amended May 24, 2018)**

**ARTICLE 1 - NAME**

The name of the District shall be the North Central Texas Economic Development District, hereafter referred to as the District.

**Statement of Principles**

1. The physical, economic and social well-being of the North Central Texas region, its citizens and business enterprises, now and in the future, is dependent on the region's ability to foster economic growth and to improve the quality of life by expanding the capacity of individuals, businesses and communities to maximize the use of their talents and skills to support innovation, lower transaction costs and responsibly produce and trade valuable goods and services. Economic development creates the conditions for all of this to occur.
2. Principal units of local government (counties and cities), the private sector, economic development stakeholders, and education institutions each share in the responsibility to ensure that economic development is essential to ensuring our economic future.
3. Economic development requires effective, collaborative institutions focused on advancing mutual gain for the public and the private sector, building comprehensive strategies to create the environment for economic prosperity in the region.
4. A regionally-focused, locally-based, data-driven, Comprehensive Economic Development Strategy (CEDS), updated at least every five years, is a key component in establishing and maintaining a robust economic ecosystem. The CEDS helps to build regional capacity, through hard and soft infrastructure, that contributes to individual, business, and community success and provides a vehicle for individuals, organizations, local governments, institutes of learning and private industry to engage in a meaningful conversation to identify capacity building efforts that would best serve economic development in the region.
5. The North Central Texas Economic Development District is the federally designated district charged with the maintenance and implementation of the Comprehensive Economic Development Strategy (CEDS) plan for North Central Texas and will serve as the connection between the region's communities and the Economic Development Administration (EDA) to facilitate EDA grant opportunities and update the CEDS in accordance with federal regulations.

**ARTICLE 2 – PURPOSES AND SERVICE AREA**

**Section 1. Purposes.** This District is organized as specified in 13 C.F.R., Chapter III, Part 304.2 – Economic Development Districts. The Economic Development District Board (EDD Board) functions as an advisory board to the North Central Texas Council of Governments (NCTCOG) Executive Board, which is the policy-making body for NCTCOG. The purposes of the District shall be to:

- (a) promote economic growth in Texas State Planning Region 4 – North Central Texas;
- (b) increase employment opportunities for unemployed and underemployed persons;

- (c) assist and coordinate economic development planning efforts of local governments and local economic development organizations;
- (d) coordinate economic development planning with transportation planning, community development programs, job training programs and other programs and activities which might stimulate the region's economic betterment;
- (e) implement an economic development technical assistance program which includes workshops, assistance in implementing economic programs, and assistance to local organizations applying for grant assistance for economic development purposes;
- (f) develop and update a regional Comprehensive Economic Development Strategy (CEDS); and
- (g) conduct other activities supporting the region's economic development goals and objectives.

Section 2. Service Area. The District shall serve Texas State Planning Region 4, located in Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwall, Somervell, Tarrant, and Wise counties.

### **ARTICLE 3 – EDD BOARD**

Section 1. Organization and Governance. The District shall maintain adequate staff support to perform its economic development functions. The business and affairs of the District shall be conducted through its EDD Board under the authority of the North Central Texas Council of Governments Executive Board (NCTCOG Executive Board).

Section 2. Membership. The membership of the EDD Board shall be established in accordance with 13 C.F.R., Chapter III, Part 304.2 – District Organizations: Formation, organizational requirements and operations. With the exception that the Past Chair shall serve in a designated position on the EDD Board and shall not be deemed to be a representative of any specific entity, the membership of the EDD Board shall be composed as follows:

- (a) The EDD Board shall be composed of the necessary representatives so as to comply with the Economic Development Administration's regulations and shall include officials and/or employees of general purpose local governments, educational institutions and private sector representatives.
- (b) Until changed by amendment to these bylaws, the NCTCOG Executive Board will appoint no less than 44 and not more than 51 EDD Board members.
- (c) The EDD Board will be broadly representative of the District's service area's principal economic interests including business, labor, and education.
- (d) EDD Board members will be nominated in accordance with Section 3, 4, 5, and 6 below for consideration and appointment by the NCTCOG Executive Board. The EDD Board membership will be approved by the NCTCOG Executive Board in September each year.
- (e) All EDD Board members must be residents of and/or work in State Planning Region 4.

Section 3. Composition. The EDD Board will be comprised of the following representatives:

- (a) Local Government Officials. At least a simple majority of the EDD Board shall be elected officials and/or employees of general purpose units of local government appointed to represent such governments.



- (b) Private Sector Representatives. Three (3) representatives of the EDD Board shall be a private sector representative who is neither an elected official of a general purpose unit of government nor employee of such government appointed to represent that government.
- (c) Regional Principal Economic Interests. Ten (10) representatives of the EDD Board shall be from the following principal economic interests groups: Executive Directors of Chambers of Commerce, Economic Development Corporations, or representatives of institutions of post-secondary education, workforce development groups or labor groups.

Section 4. Representation and Method of Appointment — Local Government. Local government representation and method of appointment shall be as follows:

- (a) Counties (16 Seats)
  - Each NCTCOG member County may nominate one representative. Total EDD Board membership representing County government will not exceed sixteen (16).
- (b) Cities (22 Seats). EDD Board representatives from each NCTCOG member City shall be nominated by their city officials as prescribed below:
  - Two EDD Board members may be representatives from a NCTCOG member City with a population of more than 500,000, as of the last official census.
  - Two EDD Board member may be from a NCTCOG member City with a population of between 200,000 and 500,000, as of the last official census.
  - Two EDD Board member may be from a NCTCOG member City with a population of between 100,000 and 200,000, as of the last official census.
  - Two EDD Board member may be from a NCTCOG member City with a population of between 50,000 and 100,000, as of the last official census.
  - Four EDD Board members may be from a NCTCOG member City with a population of between 25,000 and 50,000, as of the last official census.
  - Ten EDD Board members may be from a NCTCOG member City with a population of less than 25,000, as of the last official census.

The initial EDD Board representatives for the cities based on these thresholds shall be proposed by the NCTCOG staff; thereafter, nominations by the cities shall be presented to the EDD Board, which shall make recommendations to the NCTCOG Executive Board.

Section 5. Representation and Method of Appointment — Private Sector Representatives (Three Seats). Three Private Sector Representatives will be appointed by the NCTCOG Executive Board in order to insure the EDD meets the requirements stated in Article 3, Section 3(b) above.

Section 6. Representation and Method of Appointment – Regional Principal Economic Interest Representatives (10 Seats). Ten Regional Principal Economic Interests Representatives will be appointed by the NCTCOG Executive Board in order to insure the EDD meets the requirements stated in Article 3, Section 3 (c) above. Those individuals must come from one of the following categories: Executive Directors of Chambers of Commerce, Economic Development Corporations, or representatives of institutions of post-secondary education, workforce development groups or labor groups.

## ARTICLE 4 – DUTIES OF THE EDD BOARD

Section 1.      General.      The EDD Board shall ensure:

- (a) the performance of any and all duties imposed on them collectively or individually by law, or by these Bylaws;
- (b) the development of plans, as well as an oversight and evaluation system for all Economic Development District programs in the Area;
- (c) the attainment of effective outcomes consistent with CEDS goals, objectives and performance standards approved by EDA;
- (d) the effective administration of the EDA EDD required programs; and
- (e) meetings take place at such times and places as required by these Bylaws

Section 2.      Committees.      The EDD Board may establish such committees as it deems necessary to conduct its work. The duties of such committees will be determined by the EDD Board upon the establishment of each such committee.

Section 3.      Comprehensive Economic Development Strategy (CEDS).      The EDD Board shall be responsible for reviewing, updating, and adopting a CEDS for the District and method of compliance with the applicable requirements of 13 C.F.R. part 303 of EDA regulations.

Section 4.      Technical Assistance.      The EDD Board may authorize a program of technical assistance to the District service area, including but not limited to workshops and seminars, and information and assistance on state and federal economic development grants and loans.

Section 5.      Coordination and Implementation.      The EDD Board will coordinate the District's activities with local governments and economic development agencies. It shall exercise other duties as necessary to assure implementation of an effective economic development program and compliance with 13 C.F.R. parts 303 and 304.2 of EDA regulations.

Section 6.      Public Participation.      All EDD Board meetings will be in compliance with the Texas Open Meetings Act.

Section 7.      Term of Office.      Each EDD Board member shall serve terms of three years. Upon expiration of their term, each member shall hold his/her term until they are reappointed or replaced by the NCTCOG Executive Board pursuant to Sections 3, 4, 5, and 6 of Article III of these bylaws. EDD Board members may not serve more than three consecutive three-year terms, and only so long as they continue to meet qualifications for the category they represent.

Section 8.      Compensation.      EDD Board members are not entitled to compensation for their services as directors or officers.

## ARTICLE 5 – MEETINGS OF THE EDD BOARD

Section 1. Regular Meetings. At least two meeting shall be held annually by the EDD Board, in compliance with 13 C.F.R. part 304.2 of the EDA regulations, but the EDD Board shall meet as often as necessary for the purpose of transacting the business at hand. The Chair shall call the meeting and/or workshop and shall designate in the written notice of the meeting and/or workshop the business to be transacted or considered. The Staff Director to the EDD Board develops the meeting agenda. All members have the right to place items on an agenda by contacting the EDD Staff Director at least ten days in advance of the meeting date or by requesting the topic during an EDD meeting for a subsequent agenda. The Chair cannot restrict items to be placed on the agenda.

Section 2. Notice. An agenda and date of all such meetings shall be transmitted to the members and published in accordance with the Texas Open Meetings Act.

Section 3. Quorum. At any meeting of the EDD Board, the members present shall constitute a quorum for all purposes, except where it is otherwise provided by law.

Section 4. Majority Action As EDD Board Action. Every act or decision done or made by a majority of the EDD Board present at a meeting duly held at which a quorum is present is the act of the EDD Board.

Section 5. Conduct of Meetings. Meetings of the EDD Board shall be presided over by the EDD Board Chair, or, if no such person has been so designated or, in his or her absence, by the Vice Chair or, in the absence of each of these persons, by a Temporary Chair chosen by a majority of the EDD Board present at the meeting. The Secretary shall act as Secretary of all meetings of the EDD Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 6. Voting. Each member of the EDD Board shall be entitled to one vote. Members must be in attendance to vote. Attendance via telephone and/or videoconference is allowable when permitted by State law and as prescribed by EDD Board resolution. No proxy or absentee voting will be allowed.

Section 7. Minutes. Minutes of the meetings shall be kept and shall be submitted to the members of the EDD Board for approval. Minutes of the public meetings shall be made available to the public as may be reasonably requested.

Section 8. Staff Support. Staff support for the EDD shall be furnished by a professional staff from the North Central Texas Council of Governments of qualified persons in economic development, planning, business development, finance, auditing and administrative matters.

Section 9. Attendance and Removal of EDD Board Members. Any EDD Board member failing to attend 50% of the EDD Board meetings within a calendar year will be considered for removal from the EDD Board. Removal of EDD Board members shall be recommended by the EDD Board and approved by the North Central Texas Council of Government Executive Board.

Section 10. Vacancies.

- (a) A vacancy on the EDD Board occurs when an EDD Board member: (1) dies; (2) resigns; (3) is removed by the NCTCOG Executive Board; or (4) becomes disqualified to serve or is unable to continue serving.

- (b) Vacancies in the EDD Board shall be filled in the same manner as EDD Board members are initially nominated and appointed, for the same category of EDD Board membership. If an appointment is made to fill a vacancy on the EDD Board, the successor EDD Board member shall serve for the remaining unexpired term of his or her predecessor.

Section 11.     Special Meetings.     Special meetings may be called by the EDD Board Chair, or upon the request of at least three members of the EDD Board. All requirements for notice, quorum and other rules governing regular meetings shall apply to special meetings.

## ARTICLE 6 - OFFICERS

Section 1.     Officers.     The officers of the District shall consist of a Chair, an Immediate Past Chair, a Vice Chair, and a Secretary, all of whom shall be duly elected by the EDD Board each year in September.

Section 2.     Election and Term of Office.     The EDD Board shall elect officers for a one year term. The Chair shall appoint members to a Nominating Committee which shall review and present candidates for the officer positions. The EDD Board shall elect officers from those presented by the Nominating Committee for one year terms which shall run concurrently with the fiscal year.

Section 3.     Removal and Resignation.     Any officer may be removed, either with or without cause, at any time prior to the expiration of his or her term by affirmative vote of two-thirds of the EDD Board members present, at a meeting duly called and held where a quorum is present.

Section 4.     Duties of the Chair.     The Chair shall preside at all meetings of the EDD Board at which he or she is present. He or she shall see that all orders and resolutions of the EDD Board are carried into effect. The Chair of the EDD Board shall appoint the Chairperson and members of all committees and shall be an ex-officio member of all committees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by these Bylaws, or which may be prescribed from time to time by the EDD Board.

Section 5.     Duties of the Vice Chair. The Vice-Chair shall, in absence of the Chair, or in the case of his or her inability or refusal to act, be vested with the powers and shall perform the duties of the Chair. The Vice-Chair shall also perform such other duties and exercise such other powers as from time to time may be imposed upon or vested in him or her by resolution of the EDD Board.

Section 6.     Secretary.     The Secretary shall attend all meetings of the EDD Board. He or she shall assure that official records of the EDD Board shall be maintained and give notice of all meetings as required by these bylaws. He or she shall perform such other duties as may from time to time be prescribed by the EDD Board.

Section 7.     Vacancies in Office.     If an office of the EDD Board becomes vacant by reason of death, resignation, retirement, disqualification or removal from office or inability to act, the EDD Board may, in every such case, choose a successor for such officer who shall hold office for such term as may be prescribed by the EDD

Board, but no longer than the unexpired term of the officer whose place is vacant, and until his or her successor shall have been duly elected and qualified.

#### **ARTICLE 7 – CONFLICT OF INTEREST**

Section 1.      Substantial Interest in Business Entity.    The North Central Texas Economic Development Board shall comply with all Conflict of Interest provisions pursuant to 13 C.F.R. Part 302.17 of EDA regulations.

A copy of §302.17 of the EDA regulations shall be provided to each EDD Board member, and each EDD Board member shall provide the Secretary with a written declaration acknowledging that he/she has received a copy of §302.17 of the EDA regulations and has read and understood the conflict of interests provisions and that the EDD Board member agrees to abide by them.

#### **ARTICLE 8 - MISCELLANEOUS PROVISIONS**

Section 1.      Liability.            No EDD Board member or Officer of the EDD Board shall be personally liable to the EDD Board or any other person for an action taken or omission made by the EDD Board member or Officer in such person’s capacity as a Director or Officer unless a Director’s or Officer’s conduct was not exercised (1) in good faith, (2) with ordinary care, and (3) in a manner the Director or Officer reasonably believed to be in the best interest of the EDD Board.

Section 2.      Indemnification.            The NCTCOG Executive Board may indemnify any current or former EDD Board member, officer, agent, employee or similar functionary of the EDD District against judgments, penalties, fines, settlements and reasonable expenses actually incurred by such person so long as the conduct was exercised (1) in good faith, (2) with ordinary care, and (3) in a manner he/she reasonably believed to be in the best interest of the District.

Section 3.      Amendments.            These Bylaws may be amended by an affirmative vote of two-thirds of the EDD Board members, at a meeting duly called and held at which a quorum is present, provided that the amendment has been submitted in writing and included as an agenda item at the prior regularly scheduled meeting of the EDD Board. The NCTCOG Executive Board must approve the amendments to the Bylaws in order to be effective.

Section 4.      Dissolution.            The District’s EDD Board may recommend dissolution of the District to the NCTCOG Executive Board and the NCTCOG Executive Board may dissolve the District in accordance with the provisions set forth in 13 C.F.R., Chapter III, Part 304.3 – District Modification and Termination.

#### **ARTICLE 9 – EFFECTIVE DATE**

These bylaws shall be effective from and after their adoption until amended or repealed in accordance with the provisions set forth in these bylaws.

DATE OF ADOPTION: \_\_\_\_\_

**RESOLUTION AMENDING BYLAWS OF THE NORTH CENTRAL TEXAS ECONOMIC DEVELOPMENT DISTRICT (NCTEDD)**

**WHEREAS**, the North Central Texas Council of Governments (NCTCOG) is a Texas political subdivision and non-profit corporation organized and operating under Texas Local Government Code Chapter 391 as the regional planning commission for the 16-county North Central Texas region; and,

**WHEREAS**, NCTCOG is a voluntary association of, by and for local governments established to assist in planning for common needs, cooperating for mutual benefit, and coordinating for sound regional development; and,

**WHEREAS**, at NCTCOG's request, the Economic Development Administration designated an Economic Development District for the North Central Texas Region, which includes the 16 counties of Collin, Dallas, Denton, Ellis, Erath, Hood, Hunt, Johnson, Kaufman, Navarro, Palo Pinto, Parker, Rockwall, Somervell, Tarrant and Wise; and

**WHEREAS**, the North Central Texas Economic Development District (NCTEDD) brings together the private and public sectors in partnership to provide a coordinated strategy and economic development technical assistance with such things as strategic planning, grant writing, grant administration and training workshops to promote economic growth in the North Central Texas region; and

**WHEREAS**, on October 27, 2016, the NCTCOG Executive Board approved Bylaws of the NCTEDD thereby establishing the Board for the District, which is comprised of economic development officials from the public and private sectors, educational institutions, workforce development boards, chambers of commerce, economic development corporations and business leaders to guide the activities of the Economic Development District as required by the Economic Development Administration's regulations; and

**WHEREAS**, the NCTEDD Board has reviewed the existing Board membership categories established in the Bylaws and is recommending that the size of membership categories should be expanded to include more representation for city population sizes less than 25,000; for city population sizes between 25,000 and 50,000; and for private sector and principal economic interest categories; and

**WHEREAS**, the NCTEDD Board met on Friday, April 27, 2018 and voted unanimously to forward a recommendation to the NCTCOG Executive Board for amendments to its Bylaws to accommodate the needs and request for expansion of the NCTEDD Board membership categories.

**NOW, THEREFORE, BE IT HEREBY RESOLVED THAT:**

**Section 1.** The amended Bylaws of the North Central Texas Economic Development District, included as Attachment 1, are hereby approved.

**Section 2.** This resolution shall be transmitted to The U. S. Department of Commerce Economic Development Administration.

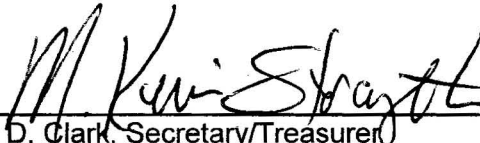
**Section 3.** This resolution shall take effect immediately upon its adoption.



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Tom Lombard, President  
North Central Texas Council of Governments  
Councilmember, City of North Richland Hills

I hereby certify that this resolution was adopted by the Executive Board of the North Central Texas Council of Governments on May 24, 2018.



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J. D. Clark, Secretary/Treasurer  
North Central Texas Council of Governments  
County Judge, Wise County