

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 government 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 (3 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: _____