

BYLAWS
of the
CAPITAL AREA ECONOMIC DEVELOPMENT DISTRICT, INC.

Article I. Creation and Purpose

Sec. 1.1. Economic Development District

- (a) The Capital Area Economic Development District, Inc. was incorporated as a Texas Nonprofit Corporation on September 8, 1989. The Economic Development Administration of the United States Department of Commerce designated the Corporation an Economic Development District under section 403 of the Public Works and Economic Development Act of 1965, as amended.
- (b) The District consists of State Planning Region 12, which comprises the following Texas counties: Bastrop, Blanco, Burnet, Caldwell, Fayette, Hays, Lee, Llano, Travis, and Williamson.

Sec. 1.2. Purposes of the Corporation

The purposes of the Capital Area Economic Development District, Inc. are:

- (a) To promote economic growth in Texas State Planning Region 12;
- (b) To increase employment opportunities for unemployed and underemployed persons;
- (c) To assist and coordinate economic development planning efforts of local governments and local economic development organizations in the region;
- (d) To coordinate economic development planning with transportation planning, community development programs, job training programs, and other programs and activities that might stimulate the region's economic betterment;
- (e) To implement an economic development technical assistance program that includes workshops, assistance in implementing economic development programs, and assistance to local organizations in applying for grants for economic development purposes;
- (f) To develop and maintain a Comprehensive Economic Development Strategy (CEDS), which builds on county level economic development programs;
- (g) To conduct other activities supporting the region's economic development.

Article II. Board of Directors

Sec. 2.1. Duties, Number and Appointment

- (a) All powers of the Capital Area Economic Development District, Inc. shall be exercised by, or under the authority of, and the business and affairs of the Corporation managed under the direction of, a board of directors.
- (b) The Corporation's board of directors consists of no fewer than 13 or more than 30 individuals, as fixed from time to time by resolution of the Capital Area Council of Governments (CAPCOG) Executive Committee.
- (c) The Executive Committee of CAPCOG ratifies the directors of the Corporation, who may be the members and officers of the Executive Committee.

Sec. 2.2. Membership Qualification

- (a) Directors must be residents of State Planning Region 12 and represent the following interest groups in the Region, among others: workforce, business associations, utilities, transportation, higher education, human services, housing, growth management/development, local government, and health.
- (b) The Membership must have minority representation inclusive and reflective of the population of the area served.

Sec. 2.3. Term

- (a) A director serves until replaced.
- (b) A director may resign at any time. A director's resignation is effective when the notice is given, unless the notice specifies a later effective date.
- (c) If a director is unable to attend a scheduled meeting, notification must be made to the CAPCOG Committee liaison at least two business days prior to the meeting for an absence to be excused.
- (d) The Board of Directors membership shall be ratified by the CAPCOG Executive Committee in January each year.

Sec. 2.4. Vacancy

- (a) A vacancy on the board occurs: (1) when a director dies; (2) when a director resigns; (3) when a director is replaced; (4) when a director becomes disqualified to serve; or (5) when the number of directors is increased.
- (b) In case of vacancy on the board, the CAPCOG Committee liaison shall fill the vacancy by appointment.

Sec. 2.5. No Compensation

Directors are not entitled to compensation for their services as directors or officers. The Corporation may reimburse directors or officers for expenses incurred for training, conferences and other meetings, in accordance with the CAPCOG Travel Policy.

Sec. 2.6. Meetings of the Board

- (a) The board of directors may meet from time to time at location in or out of the state as determined by resolution of the board.
- (b) A quorum of the board of directors consists of a majority of the number of directors fixed under section 2.1, excluding vacancies. However, a quorum may not consist of fewer than 40% of the number of directors fixed under section 2.1.
- (c) If a quorum is present when the vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors.
- (d) A voting member of the CAEDD may designate a proxy to attend regular and special meetings in that member's place. The proxy's attendance will be credited for the member's attendance but will not be counted toward the quorum. The designated proxy will not be eligible to vote but may participate in discussion as needed to communicate the support, concerns, or questions of the organizations being represented.

Sec. 2.7. Notice of Meeting

Written notice, including an agenda, of each meeting of the board must be sent to each director at least five business days before the meeting date.

Sec. 2.8. Committee of the Board

- (a) The board of directors by resolution may create one or more committees and appoint members of the board to serve on them. Each committee may have two or more members, and they will serve at the pleasure of the board.
- (b) Sections 2.6 through 2.10, which govern meetings, quorum and voting requirements, meeting notices, conflict of interest, and parliamentary rules, apply to committees and their members as well.
- (c) To the extent specified in the creating resolution, a committee may exercise the board's authority under section 2.1.

Sec. 2.9. Conflict of Interest

- (a) A director who is a member of the governing body, an officer, or an employee of an entity whose application for economic development funding will be reviewed by the Corporation must disclose his or her status before the application is considered and may not participate in discussion of or vote on the application.

- (b) The director is counted in determining the existence of a quorum. A vote cast by a director in violation of subsection (a) is not counted.

Sec. 2.10. Parliamentary Rules

Except where these bylaws provide otherwise, the conduct of Board meetings is governed by the 1970 edition of Robert's Rules of Order Newly Revised.

Article III. Officers

Sec. 3.1. Titles and Terms of Office

- (a) The Officers of the Corporation are Chairperson and Vice-Chairperson.
- (b) Officers are elected by the Board of Directors each year at the first meeting of the calendar year.

Sec. 3.2. Vacancy

In case of vacancy of either officer, as determined under section 2.4, the CAEDD shall fill the vacancy by election from among the Directors at the next meeting to serve the remainder of the term.

Sec. 3.3. Powers and Duties of Officers

- (a) The chairperson is the chief executive officer of the Corporation and, subject to control of the board of directors, is generally responsible for conducting the business and affairs of the Corporation.
- (b) The vice-chairperson has the powers and carries out the duties of the chairperson when the chairperson is absent or unable to act.
- (c) The board of directors may assign specific duties to the officers from time to time by resolution.

Article IV. General Provisions

Sec. 4.1. Principal Office

The CAPCOG offices shall serve as the Corporation's principal office.

Sec. 4.2. Fiscal Year

The board of directors shall determine the Corporation's fiscal year by resolution, subject to the approval of the CAPCOG Executive Committee.

Sec. 4.3. Books and Records

- (a) The Corporation shall keep at its principal office correct and complete minutes of the meetings of its board of directors and committees of the board, and appropriate financial records.
- (b) The Corporation's books and records are subject to the Open Records Act.
- (c) Minutes of Committee meetings, documents distributed, and other records are property of CAPCOG and shall be maintained in accordance with CAPCOG's Records Retention Schedule. These materials are available for public view, at CAPCOG's offices, upon receipt of a written request by the interested party.

Sec. 4.4. Staff

The Executive Director of CAPCOG is the Executive Director of the Corporation, and the Executive Director may assign CAPCOG employees to carry out duties for the Corporation.

Sec. 4.5. Professional Conduct

Committee members should maintain objectivity and professionalism when carrying out business of the Committee. Committee members will not discriminate based on race, color, religion, sex, national origin, disability, sexual orientation, gender identity or age. In the event that a Committee member acts in a manner which brings the work of the Committee into question or controversy, it shall be the responsibility of the CAPCOG Executive Director to address the incident and if appropriate, to recommend removal from the committee.

Sec. 4.6. Amendment of Bylaws

- (a) The board of directors may amend these bylaws at a regular or special meeting.
- (b) The written text of a proposed amendment must be furnished for each director at least five business days before the day of the meeting at which it will be considered.
- (c) An amendment is effective when adopted by the board unless the amendment specifies a later effective date.

Adopted this 17th day of October 1989.

Bylaws History

Adopted October 1989
Revised December 1997
Revised July 2000

Revised May 2002
Revised June 2007
Revised May 2010
Revised February 2016
Revised February 2019