

**AMENDED AND RESTATED BY-LAWS
OF
THE ALLIANCE FOR BUSINESS AND TRAINING, INC.**

April 4, 2019

**ARTICLE I
NAME AND OFFICES**

The Corporation shall be known as the Alliance for Business and Training. The principal office of the Alliance for Business and Training, Inc., (AB&T) shall be P. O. Box 249, 386 Highway 91, Elizabethton, Tennessee. AB&T may also have offices at such other places as the Board of Directors may from time to time direct or which the business of AB&T may require.

**ARTICLE II
PURPOSE**

- 2.1 This nonprofit Corporation is organized exclusively for educational, charitable, and literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and (1) to serve as the entity to administer the Workforce Innovation and Opportunity Act (WIOA); (2) to serve as the Fiscal Agent for the receipt and disbursement of WIOA funds; (3) to serve as staff to the Northeast Tennessee Local Workforce Development Board, performing functions in accordance with §107 of WIOA, and (4) to promote economic well-being for the Northeast Tennessee Local Workforce Development Area (NETLWDA), as established by the Governor of Tennessee. AB&T's mission is to increase employment, retention, earnings, and skill levels for eligible individuals and to serve the region's employers in the creation and maintenance of a well trained workforce. As a result, the quality of the Nation and the region's workforce shall be enhanced, welfare dependency may be reduced and the productivity and competitiveness of the region shall be increased.
- 2.2 NETLWDA shall encompass Carter, Greene, Hancock, Hawkins, Johnson, Sullivan, Unicoi and Washington counties and such other areas as may from time to time be designated as the local workforce development area, and, in particular, to perform any and all things required of it by the Local Elected Officials and their appointed

representatives of the private or public sector as established and acting pursuant to the above Act. In partnership with the Chief Local Elected Official for the local area, AB&T will conduct oversight for workforce development activities authorized under WIOA including local employment and training activities authorized under § 129 (c) and subsections (c) and (d) of §134, and the one stop delivery system in the local area; and ensure appropriate use and management of funds provided under subtitle B of WIOA.

- 2.3 The Corporation (AB&T) may receive and accept property, whether real, personal, or mixed, by gift, grant or bequest from any person, governmental unit, or entity; retain, administer and invest such property in accordance with the terms of these Bylaws and the Corporation's charter; and distribute such property for the purposes herein delineated.

In making distributions to effectuate the purposes of the Corporation as described above, AB&T shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board of Directors, in its discretion, determines advisable, provided that all such distributions are consistent with WIOA and any regulations thereto, and all applicable federal tax laws and regulations.

- 2.4 The Corporation (AB&T) is not formed for financial or pecuniary gain, and no part of the assets or income of the Corporation shall be distributable to, or inure to, the benefit of its directors or officers except as reimbursement for expenses or reasonable compensation for services rendered to the Corporation and except to make payments and distributions in furtherance of the purposes of the Corporation as heretofore set forth.
- 2.5 No part of the activities of the Corporation (AB&T) shall be for carrying on of propaganda or otherwise attempting to influence legislation, and no part of the activities of the Corporation (AB&T) shall be participation in or intervention in any political campaign on behalf of or in opposition to any candidate for public office.
- 2.6 In addition to its function as Fiscal Agent, Administrative Entity and Staff to the Northeast Tennessee Workforce Development Board (NETWDB), the Corporation may solicit and receive funds and/or appropriations from other public and private sources and provide job training and related services on a non-profit basis unrelated to its roles referenced above, provided that the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 c 3 of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

MEMBERS

The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

- 4.1 Designation of Directors: the business and affairs of the Corporation (AB&T) shall be supervised by its Board of Directors which shall be composed of the following:
 - 4.1.1 The Local Elected Officials (LEOs/Mayors) of the eight (8) counties heretofore referenced shall serve as members of the Board of Directors of the Corporation.
 - 4.1.2 Representatives of the private or public sector shall be appointed by the LEOs of NETLWDA, to serve on the Board.
 - 4.1.3 The duly authorized local elected official of each of the counties encompassed within the NETLWDA shall provide oversight in to the receipt and disbursement of funds utilized by the Corporation.
 - 4.1.4 In addition to the eight (8) County Mayors, three (3) representatives of the private or public sector shall be named as members of the Board of Directors of the Corporation.
- 4.2 Management of AB&T: the property, business and affairs of AB&T shall be governed by its Board of Directors. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Corporation and so all such lawful acts and things as are not by statute, or by Charter of the Corporation prohibited.
- 4.3 Term: Each LEO/County Mayor shall serve on the Board for as long as he/she holds the office designated in paragraph 4.1 above.
 - 4.3.1 Each public or private sector Director of the Corporation not referenced in 4.3 above shall serve on the Board for a three (3) year term, not to exceed five (5) consecutive terms.
- 4.4 Removal of Directors: A Director designated in accordance with paragraph 4.1.4 may be removed by amendment to the Bylaws deleting or changing their designation.
- 4.5 Compensation of Directors: Members of the Board shall not receive a salary for their services but may receive a per diem payment for attendance at Board meetings of \$35.00 for attendance at Board meetings plus mileage reimbursement for mileage to and from these meetings based upon the approved travel regulations of the State of Tennessee.
- 4.6 Place of Meeting and Maintenance of Books: The Directors may hold their meetings and have one or more offices and keep the books of AB&T at its principal office, or at such other place that the Board may from time to time designated, provided, however, that the principal office of the Corporation shall keep copies of the Charter, Bylaws, list of names and addresses of the current Directors, minutes of meetings, the most recent annual

report delivered to the Secretary of State and the most recent audit as conducted by the Corporation's independent auditor.

- 4.7 Regular meetings: The Board shall meet quarterly. The Board of Directors shall designate one of these meetings as the Annual Meeting for the purpose of installing officers and receiving annual reports. Meetings shall be held at the principal office of AB&T or at such other place as may from time to time be designated by the Board.
- 4.8 Special meetings: Special meetings of the Board of Directors may be called by the President, the Vice President, or by written request of any two (2) Directors on not less than two (2) days' notice to each Director. The President shall fix the time and place of any special meeting.
- 4.9 Conduct of Meetings: At each meeting of the Board of Directors, the President, Vice President, or other individual designated by the Board shall preside. A quorum necessary to transact the business of the Corporation shall be the greater of one half of the number of Directors in office immediately before a meeting or four (4) Directors, whichever is greater, and any action of a majority of Directors present at a meeting at which a quorum is present shall be an action of the Board. However, any meeting may be adjourned without a quorum. At any meeting at which every Director shall be present, even though without notice, any business may be transacted. Meetings may be conducted face to face or through electronic means, including tele-conference, video conference, or such other electronic media as shall become available. Electronic votes may also be taken for the purposes of reviewing and approving the Corporation's business. Action may be taken without a meeting if all voting members of the Board consent in writing to take such action without a meeting. The action may be evidenced by written consent describing the action taken, signed by each member and indicating each member's vote or abstention on the action taken. Such meeting may be conducted face to face, or by means of email, conference telephone, or other electronic means such as web-based or similar communication options as may be available. Participation by electronic means shall constitute presence at such meeting.
- 4.10 Any vacancy occurring in the Board of Directors, other than representation by the required County Mayors, may be filled by the Chief Local Elected Official. A Director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor, or if there is no predecessor, for the term as described in 4.3.1 above
- 4.11 No Director shall be entitled to receive compensation for services rendered.
- 4.12 Presumption of Assent: A Director of AB&T who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the President before the adjournment thereof or shall forward such dissent by registered mail to the President of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V
COMMITTEES

The President may from time to time establish such standing and ad hoc committees, with the approval of the Board, as may appear necessary, and the President and the Executive Director shall be a member of each Committee of the Board. The Board may authorize any committees to exercise any or all powers of the Board; provided, however, that the Board of Directors reserves to itself alone the power to (a) authorize distributions; (b) approve or recommend mergers, dissolution or the sale, pledge or transfer of all or substantially all of the corporate assets, (c) elect, appoint or remove members of the Board or committee members, or (d) adopt, amend or repeal the Charter or Bylaws. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration and approval by the Board of Directors; provided, however, that no rights or acts of third parties shall be affected by any revision or alteration.

ARTICLE VI
OFFICERS

- 6.1 Election: At the annual meeting of the Board of Directors, the Board shall elect a President who shall be currently serving on the Board. The Board shall also elect a Vice President, and a Secretary/Treasurer who are also currently serving on the Board.
- 6.2. Duties of President: The President shall be the Chief Executive Officer of the Corporation. He/she shall exercise such duties as customarily pertain to the office of President, shall preside at meetings of the Board and shall have general supervision over the property, business and affairs of the Corporation and over its several officers, subject to any restrictions or requirements in the Charter. He/she may sign, execute and deliver in the name of the Corporation powers of attorney, contracts, bonds, and other obligations and shall perform such other duties as may be prescribed from time to time by the Board of Directors or these Bylaws.
- 6.3 Duties of Vice President: The Vice President shall have such powers and perform such duties as may be assigned to him/her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President

may sign and execute contracts and other obligations pertaining to the regular course of his/her duties.

- 6.4 Duties of Secretary/Treasurer: The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors. The Secretary/Treasurer shall have general supervision of the collection and disbursement of the funds of the Corporation. The Secretary/Treasurer shall enter or cause to be entered regularly in the books of the Corporation full and accurate account of all moneys received and paid on behalf of the Corporation. The Corporation shall render a statement of the accounts and shall be audited at least annually by an external third party Certified Public Accountant. The Secretary/Treasurer shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.
- 6.5 Executive Director: The Executive Director shall be selected or dismissed by a majority vote of the entire Board of Directors. The Executive Director shall be the Chief Administrative Office of AB&T and shall exercise such duties as customarily pertain or such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws. The Executive Director shall serve at the pleasure of the Board, subject to the provisions of the Charter and these Bylaws.
- 6.6 Removal: In its discretion, the Board, by a vote of a majority of the entire Board, may leave unfilled for any such period as it may fix by resolution any office except that of President, Executive Director and Secretary/Treasurer. Any officer shall be subject to removal at any time with or without cause by the affirmative vote of a majority of the entire Board of Directors.
- 6.7 Indemnification of Directors, Officers, and employees or agents: To the maximum extent permitted, the Corporation shall indemnify any person who is or was a director, officer, employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, consistent with public policy and as may be provided by the Charter, these bylaws, or by contract, to the extent that the individual conducted him or herself in good faith. The Corporation shall purchase and maintain insurance on behalf of directors, officers, employees or agents of the Corporation.

ARTICLE VII

ADMINISTRATION AND FINANCE

- 7.1 Duties and Responsibilities as Fiscal Agent/Administrative Entity/Staff to the Northeast TN Workforce Development Board: AB&T shall perform these roles pursuant to the WIOA legislation and regulations thereto. As Fiscal Agent and Administrative Entity, the Corporation shall be responsible for overall

administration of programs approved by the Board and for receipt and disbursement of funds from the Grant Recipient pursuant to the Act and its agreement with the Grant Recipient and in partnership with the Consortium of Local Elected Officials and the Northeast Tennessee Workforce Development Board.

- 7.2 Expenditure of Funds: AB&T shall develop and implement procedures and safeguards designed to ensure that costs and expenditures do not exceed limitations provided under the WIOA legislation, the regulations promulgated thereunder, or other applicable policies, directives of the U. S. Department of Labor or the Tennessee Department of Labor and Workforce Development, including, but not limited to, the following:
 - 7.2.1 Establishing and adhering to an appropriate system for the award and monitoring of contracts with subcontractors, containing acceptable standards for ensuring accountability for any mis-expenditure of funds.
 - 7.2.2 Entering into written contracts with subcontractors establishing clear goals and obligations in unambiguous terms.
 - 7.2.3 Acting with due diligence to monitor the implementation of all subcontracts, including carrying out appropriate monitoring activities, including audits where appropriate, at reasonable intervals.
 - 7.2.4 Providing Technical Assistance to subcontractors and taking appropriate corrective action upon becoming aware of any evidence of a violation of the WIOA legislation or the regulations promulgated thereunder by any subcontractor.
- 7.3 Liability of Subcontractors: Subcontractors of AB&T shall be held liable for their actions with regard to program delivery and expenditure of funds in full compliance with applicable federal, state, and local laws and regulations. Subcontractors shall be held liable for any and all disallowed costs.
- 7.4 Bank Accounts: In addition to such bank accounts as may be authorized in the usual manner by resolution of the Board of Directors, the Secretary/Treasurer of the Corporation, with the approval of the President or Vice President, may authorize such bank accounts to be opened or maintained in the name of and on behalf of the Corporation as he/she may deem necessary or appropriate. Payments from such bank accounts shall be made up and according to the check of the Corporation which may be signed jointly or singly by either the manual or facsimile signature or signatures of such officer(s) or bonded employee(s) of the Corporation as shall be specified in written instructions of the Treasurer of the Corporation with the approval of the President or Vice President of the Corporation. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust

companies, brokerage accounts, investment managers, or other depositaries as the Board of Directors may from time to time select.

- 7.5 The Board of Directors may authorize any director, officer, Executive Director or agent to enter into any contract, or execute and delivery any instrument in the name of and on behalf of the Corporation. The Corporation shall be authorized to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Board of Directors shall deem advisable, and to delegate discretionary powers to, and rely on information furnished by such individuals or entities. Such authority may be general or confined to specific instances.

ARTICLE VIII

AMENDMENT

These Bylaws may be amended by a vote of a majority of a quorum of the Board of Directors present at any regular or special meeting of the Board, provided that notice of any proposed amendment has been stated in the call of the meeting.

ARTICLE IX

MISCELLANEOUS

- 9.1 Fiscal year: the fiscal year of the Board of Directors shall be July 1 through the following June 30.
- 9.2 Standards of Conduct: A director or officer of the Corporation shall discharge his/her duties as a director or officer
- In good faith
 - With care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - In a manner he/she reasonably believes to be in the best interest of the Corporation.

A Board member shall avoid even the appearance of a conflict of interest. Prior to a discussion, vote or decision on any matter before the Board, members shall disclose any potential conflict of interest and shall abstain from voting or participating in any way in the decision on the matter. All

abstentions shall be recorded in the minutes of the meeting and maintained as part of the official record.

- 9.3 Notices: Whenever, under the provisions of these Bylaws, notice is required to be given to any Director or officer, it shall be constructed to mean personal notice. Such notice shall be given by USPS, hand delivery, through facsimile, electronically by email, or through other technologies as may become available.
- 9.3 Waiver of Notice: Any Director or officer may waive any notice required to be given under the Bylaws. Whenever Directors are required or permitted to take any action by vote, such action may be taken without a meeting under written consent and may be taken by telephone, email, or other electronic means as may be available, setting forth the action so taken and signed by all the persons entitled to vote thereon.

Adopted by majority vote of the Board of Directors this _____ day of _____, 2018.

President