

## **Union County JobReady Partnership Council, Inc. - BYLAWS**

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### **ARTICLE I – NAME & PURPOSE**

The name of this entity shall be the Union County JobReady Partnership Council, Inc. (hereinafter referred to as the "Council"). This Council updated as required by the State Legislative action Chapter 115C-170 article 10. The basic purpose of the Council shall be to assist the local Board of Education (the “board”) in performing its duty to provide career and technical education instruction, activities, and services.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

### **ARTICLE II – OBJECTIVES**

The objectives of the Council shall be to:

- identify economic and workforce development trends related to the training and educational needs of the local community; and
- advocate for strong local career and technical education programs that include, as appropriate, development of career pathways that provide work-based learning opportunities and prepare students for post-secondary educational certifications and credentialing for high-demand careers.

### **ARTICLE III – MEMBERSHIP**

#### **1. Composition of the Council**

The Council shall consist of at least nine (9) members. Members shall reasonably reflect the education, business, and community makeup of the local school administrative unit it serves.

##### **a. Educational Representatives**

The following members shall serve ex officio on the Council to represent the local school administrative unit:

- the superintendent of the local school administrative unit or his or her designee;
- the career and technical education program director of the local school administrative unit as a nonvoting member;

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- the president of the community college serving the area in which the local school administrative unit is located, in whole or in part, or his or her designee; and
  - a principal of a school located within the local school administrative unit, as assigned by the superintendent.

b. Business and Industry Representatives

The majority of the members of the Council shall be business, industry, and workforce and economic development stakeholders in the community, and community members (“business and industry representatives”), including any of the following:

- local business and industry owners;
- representatives from local manufacturing centers and factories;
- human resource directors employed at businesses and industries in the community;
- representatives from community-based organizations;
- representatives from economic and workforce development organizations;
- parents of students enrolled in career and technical education courses; and
- representatives or managers of the local apprenticeship coalition.

2. Duties

All members shall be expected to attend at least a majority of Council meetings, to actively participate in the meetings and, if applicable, to contribute in her/his role as an officer and/or a member of a committee or subcommittee.

**ARTICLE IV – OFFICERS**

The officers of the Council shall include at least a Chairperson (the “Chair”) and a Secretary.

1. Chair

- a. The Chair shall be elected annually by members of the Council from among the business and industry representatives. The term of the Chair shall be for two (2) years with the opportunity for renewal.

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b. The Chair's duties shall be to:

- preside at all meetings of the Council;
- develop the agenda for Council meetings in consultation with the Secretary; and
- assume such other duties as are necessary for the orderly and effective functioning of the Council.

2. Secretary

a. The career and technical education program director shall serve as Secretary.

b. The Secretary's duties shall be to:

- assist the Chair in developing an agenda for Council meetings;
- ensure accurate minutes of meetings are recorded and approved by the Council;
- ensure records of the Council are maintained and made available as required by law;
- ensure a copy of these bylaws is available at all meetings;
- ensure proper notification is given of Council meetings in accordance with G.S. 143-318.12; and
- assume such other duties as are necessary for the orderly and effective functioning of the Council.

3. Vice Chair

a. The council may elect from among its members a Vice Chair who shall preside at all meetings in the absence of the Chair.

b. The Vice Chair will be elected at the annual meeting for a two (2) year term by a majority of the membership with the option to renew.

4. Treasurer

The council may elect from its members a Treasurer. The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories.
- b. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse or cause to be disbursed, the funds of the corporation as may be directed by the Management Team, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

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- e. Exhibit at all reasonable times the books of account and financial records to any member of the corporation, or to his or her agent or attorney, on request thereof.
  - f. Render to the Council Officers, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
  - g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
  - h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Council Officers.
5. Elections: The term of office shall begin on July 1<sup>st</sup> of each year. Elections shall be held at the last regularly scheduled council meeting prior to that date.

## **ARTICLE V – APPOINTMENT, REMOVAL, AND RESIGNATION OF BUSINESS AND INDUSTRY REPRESENTATIVES**

### **1. Initial Appointment of Business and Industry Representatives**

Following initial appointments by the board of business and industry representatives for terms beginning January 1, 2018, and after the board divides the initial appointments into four groups as equal in size as practicable and designates appointments in group one to serve four-year terms, in group two to serve three-year terms, in group three to serve two-year terms, and in group four to serve one-year terms, subsequent appointments shall be made by the Council according to Article V, Section 2 of these bylaws.

### **2. Subsequent Appointment for Business and Industry Representatives**

#### **a. Reasons for Appointment**

- i. As terms expire for business and industry representatives initially appointed by the board, the Council shall appoint subsequent members to the Council for four-year terms.
- ii. Any vacancy of a business and industry representative seat during the term of an appointment shall be filled within a reasonable period of time by appointment by the remaining members of the Council to serve until the end of that seat's term.
- iii. At any time, the Council may decide, by two-thirds majority vote, to add one or more seats to the Council. The Council shall appoint a business and industry representative to the vacant, newly created seat(s). When increasing the Council size, the Council may adjust the length of the initial term of a newly created seat in order to keep as equal as

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practicable the number of members whose terms expire each year.

b. Appointment Process

- i. Candidates for membership on the Council must submit a statement of interest to the Council through the career and technical education program director. If the number of qualified individuals who have submitted a statement of interest is insufficient to meet the needs of the Council, Council members shall endeavor to recruit additional individuals to create a diverse field of qualified candidates.
- ii. When a business and industry representative's seat is vacant or term is set to expire, a committee of at least two Council members appointed by the Chair shall interview each candidate that is qualified under Article III of these bylaws for membership on the Council.
- iii. The committee shall provide all Council members with each candidate's statement of interest and interview information, along with a list of the committee's appointment recommendations. The Council members shall review the materials provided by the committee and, by majority vote, choose a candidate to fill each seat that is set for expiration or is vacant.
- iv. When appointing new members, the Council should choose candidates who are concerned with the best interests of the students and the local economy and who are willing to devote the time and effort required of Council membership. Ideal candidates shall have a particular knowledge or expertise or a unique perspective relevant to economic and workforce development trends related to the training and educational needs of the community. Candidates also should be advocates for strong local career and technical education programs. Preference shall be given to candidates who reside within the school administrative unit.

3. Removal of Business and Industry Representatives

At any time, a business and industry representative may be removed from the Council, with or without cause, upon the affirmative vote of a two-thirds majority of Council membership, excluding any vacancies. Business and industry representative members of the Council must be notified of a recommendation for removal at least five (5) business days in advance of the vote for removal.

4. Resignation of Business and Industry Representatives

Any business and industry representative who decides to resign from the Council shall submit her/his resignation in writing to the Chair and the Secretary.

**ARTICLE VI – COMMITTEES**

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1. Types of Committees

- a. Membership Committee

- The Chair shall appoint a committee in accordance with Article V, Section 2.b.ii of these bylaws to assist the Council in filling vacancies.

- b. Workforce Production Committee

- The Council may form a committee for the purpose of advising the board on workforce production activities. The committee may establish its own procedures for carrying out its functions and activities.

- c. Other Committees

- The Council may form additional committees or subcommittees as necessary to conduct the Council's business in an orderly and effective manner. Any additional committee(s) or subcommittee(s) may establish its own procedures for carrying out its functions and activities.

2. Submission of Reports

Upon request by the Council, committees and subcommittees shall submit reports to the Council. Reports shall be in writing, except where the report is brief enough that the Secretary can record its complete substance in the minutes upon oral report.

## **ARTICLE VII – ORGANIZATION OF THE COUNCIL**

1. Governance

The Council shall operate in accordance with G.S. 115C-170 and shall be governed by these bylaws, which shall become effective by a vote of a two-thirds majority of the Council membership, including any vacancies, and subsequent approval by a majority vote of the board of education at a duly constituted meeting of the board.

2. Quorum

In order to conduct official business at a meeting, a quorum of the Council must be present. A quorum is defined as a majority of the members of the Council, excluding any vacancies.

3. Voting

Except as otherwise provided in these bylaws, matters of the Council which are subjected to a vote shall be decided by a simple majority of a quorum.

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4. Council Recommendations

At least once per year and upon any request by the board of education for an interim or special report, the Council shall provide recommendations and/or a report to the board concerning the school system's career and technical education instruction, activities, and/or services. All recommendations of the Council are advisory to the board for its consideration.

5. Meetings

The Council shall meet at least biannually during the months of February and September on dates and at locations determined by the Chair in consultation with the Secretary. In conducting its meetings, the Council may use meeting space and administrative staff provided by the board to assist the Council. Special meetings of the Council may be called by the Chair or by three members of the Council. All meetings and operations of the Council, are subject to the Public Records Act, Chapter 132 of the General Statutes, and the Open Meetings Law, Article 33C of Chapter 143 of the General Statutes.

6. Minutes

The Secretary shall record all proceedings of the Council as set forth in Article IV, Section 2 of these bylaws. The minutes shall be open to inspection by the public to the extent provided by the Open Meetings and Public Records Laws.

7. Rules of Procedure

Except as otherwise provided by law or by these bylaws, meetings of the Council shall be conducted using *Robert's Rules of Order, Newly Revised*, as guidance.

8. Agenda

- a. A tentative agenda shall be planned by the Chair in consultation with the Secretary in advance of the meeting date. The tentative agenda for meetings shall be emailed or otherwise distributed in advance to Council members for their input and addition of agenda items at least ten (10) business days prior to the meeting date. Any Council member may have an item placed on the proposed agenda by submitting it to the Secretary at least three (3) business days before the meeting. A copy of all proposed reports and/or recommendations of the Council or of any committee or subcommittee shall be attached to the proposed agenda.
- b. As its first order of business at each meeting, the Council shall adopt an agenda for the meeting. The Council may by majority vote add items to or remove items from the proposed agenda before it is adopted. After the agenda is

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adopted it may be changed only upon a simple majority vote.

9. Order of Business

Items shall be placed on the agenda according to the order of business. The order of business for each meeting shall be as follows:

- a. adoption of the agenda;
- b. approval of the minutes;
- c. reports of officers, Council members, and committees;
- d. unfinished business; and
- e. new business.

**ARTICLE VIII – BUDGET**

The Council shall be responsible for adoption of the budget. The Council Management Team shall oversee, administer and facilitate the implementation of the approved budget. The Management Team shall bring expenditure proposals to the Council for approval.

**ARTICLE IX – CORPORATE RECORDS, REPORTS, AND SEAL**

1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meeting of committees of the board and members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceeding thereof;
- b. Copies of all financial reports as submitted by the Treasurer;
- c. A record of its members indicating their names and addresses, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws, which shall be open to inspection by the members at all reasonable times during office hours.

2. Corporate Seal

The Management Team may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments; however, shall not affect the validity of such instrument.

6. Members' Inspection Rights



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Every member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

7. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

8. Periodic Report

The Management Team shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time set by law.

#### **ARTICLE X - AMENDMENTS**

Upon proper notice, any provision of these bylaws, except those specifically mandated by G.S. 115C-170, may be amended by a vote of a two-thirds majority of the Council membership, which shall include any vacancies, and subsequent approval by a majority vote of the board of education at a duly constituted meeting of the board. Notice of the proposed amendment(s) must be provided in advance on the tentative agenda for the meeting at which the change is to be considered.

#### **ARTICLE XI – IRC 501 (c)(3) TAX EXEMPTION PROVISIONS**

1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Management Team members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance

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of the purposes of this corporation.

3. Dissolution and Distribution of Assets


- a. The Council may be dissolved upon the recommendation of the Management Team and a 3/4 vote of the Council.
- b. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

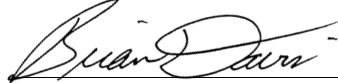
4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

*The foregoing updated bylaws were approved and adopted by the Council on June 5, 2025 as witnessed by,*

  
Chair

  
Vice Chair

  
Secretary