

(Amended and Restated)

BY-LAWS
OF
CAMERON WORKS, INC.
A NON-PROFIT CORPORATION
245 E. LEVEE STREET
BROWNSVILLE, TEXAS 78520

ARTICLE I - OFFICES

Principal Office

1.01. The principal office of Cameron Works, Inc. in the State of Texas shall be located in the City of Brownsville, County of Cameron. Cameron Works, Inc. may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of Cameron Works, Inc. may require from time to time.

Registered Office and Registered Agent

1.02. Cameron Works, Inc. shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of Cameron Works, Inc. in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - PURPOSE

2.01. The purpose of Cameron Works, Inc. is to serve the Cameron County service delivery area and community by providing policy guidance and oversight for programs and activities under the Federal Workforce Investment Act, Public Law 105-220, enacted on August 7, 1998 (repealing the Federal Job Training Partnership Act of 1982, as amended), and by assuming the planning, oversight and evaluation functions and responsibilities of a local workforce development board under the Texas Workforce and Economic Competitiveness Act of 1995, S.B. 642, and as amended by H.B. 1863, and the federal and state rules, regulations and procedures promulgated thereunder. The Board of Directors shall also establish governing policies which establish the long and short range results objectives, governing the procedures utilized in order to carry out and promote its objectives and activities pursuant to the federal and state legislation, and for such other non-profit charitable, scientific, literary or educational purposes as the Board may determine from time to time.

ARTICLE III - MEMBERS

3.01. Pursuant to the Articles of Incorporation and to Article 1396-2.08 of the Texas Non-Profit Corporation Act, Cameron Works, Inc. shall have no members.

ARTICLE IV - BOARD OF DIRECTORS

General Powers

4.01. The Board of Directors shall retain/appoint an Executive Director, and shall establish policies which govern the programs and activities of the corporation, including criterion for approval of the budget, requests for proposals and contract awards for employment and training programs and services, subject to those restrictions placed upon the Board of Directors by applicable federal and state legislation.

Appointment of Directors

4.02. The Directors shall be appointed by the Cameron County Judge and the Mayor of the City of Brownsville, Texas, and certified as required by applicable federal and state laws. Directors must be residents of Cameron County, Texas.

Number and Tenure

4.03. The number of directors shall be not less than twenty-five (25). Each director shall serve for a term of four (4) years. The staggered term for each director will be determined by the Cameron County Judge and the Mayor of the City of Brownsville, Texas, as the Chief Elected Officials of Cameron County, Texas, or their authorized designees, with the advise and assistance of the C.W.I. Directors and staff as deemed necessary by the Chief Elected Officials.

Board Structure

4.04. The majority (at least 51%) of the Board of Directors shall be composed of representatives of the private (business) sector who shall be owners of business concerns, chief executives of chief operating officers of non-governmental employers, or other private sector executives who have substantial management or policy responsibility. The remaining Directors shall be comprised of representatives of educational agencies (representative of all educational agencies in the service delivery area), organized labor, vocational rehabilitation agencies, community based organizations, public assistance agencies, economic development agencies, public employment service, literacy councils, and adult basic and continuing education organizations, as required by law. Representatives of organized labor and community based organizations shall constitute not less than fifteen percent (15%) of the directors.

One of the above members of the board must have child care expertise and one of the above members must be a veteran.

Regular Meetings

4.05. The Board of Directors shall meet no fewer than six (6) times per year. A meeting may also be called by written request of at least one-third (1/3) of the Directors. All meetings of the Board of Directors shall be held in Cameron County, Texas at a location and time specified in the notice thereof. Notice of any meeting of the Board of Directors shall be given at least seventy-two (72) hours prior to the meeting.

Special Meetings

4.06. Special meetings may be called and notice thereof provided in the same manner as described for regular meetings.

Emergency Meetings

4.07. Emergency meetings of the Board of Directors of Cameron Works, Inc. may be called by the Chairperson or by written request of at least one-third (1/3) of the Directors upon notice to the full board at least twenty-four (24) hours prior to the meeting. Notice of each emergency meeting shall be given in the same manner as regular meetings and shall comply with the Texas Open Meetings Law {Texas Government Code, Section 551.001 et. seq.}. At an emergency meeting, no business other than that stated in the agenda shall be transacted.

Notice

4.08. Notice of the time, place and purpose of any regular or special meeting of the Board of Directors shall be served upon each member either personally or by mail or facsimile transmission (including e-mail) not less than seventy-two (72) hours before each meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as shown by the records of the corporation. If transmitted by facsimile or e-mail, notice is deemed to be delivered on successful transmission of the facsimile or e-mail. Any such notice may be expressly waived by any Director either before or at the meeting or after the meeting for which notice has been waived.

Public Notice of Meetings

4.09. Public notice shall be given of all meetings of the Board of Directors of Cameron Works, Inc., including committee meetings. Meetings shall be publicly announced in advance and open and accessible to the general public, and notice will

comply with the requirements of the Texas Open Meetings Act, Texas Government Code, Sections 551.001 et seq. Participation by the public at any Board meeting will be allowed pursuant to procedures established by the Board.

Quorum

4.10. A majority of the Board of Directors of Cameron Works, Inc. shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting and a quorum cannot be established within thirty (30) minutes of the time specified in the meeting notice, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.11. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors of Cameron Works, Inc., unless the act of a greater number is required by law or by these By-Laws. No votes shall be taken by secret ballot. Attendance and voting by proxy is prohibited.

Manner of Presiding

4.12. Robert's Rules of Order, Revised, may be invoked by the Chairperson or by majority vote of those present at a meeting at which a quorum has been established.

Conflict of Interest

4.13. No member of the Board of Directors or of any committee of the Board of Directors shall cast a vote on the provision of services by that member (or any organization which that member directly represents) or vote on any matter which would provide direct financial benefit to that member. A member of the board shall avoid the appearance of conflict of interest by not voting in a vote of the Board that directly affects the funding of the member's organization or any organization the member represents. In the event a Director fails to disqualify himself or herself from voting on such an issue, the Chairperson shall disqualify any such Director whom the Chairperson feels is in conflict of interest.

The Board shall adopt a code of standards of conduct and policies to govern and avoid conflict of interest consistent with the above and any other provisions required by applicable federal and state laws, rules and regulations, and as the Board determines advisable and appropriate.

Compensation

4.14. Members of the Board of Directors of Cameron Works, Inc. shall not receive any salary or wages for their services, but may be provided a per diem for reasonably and necessary expenses incurred in the performance of their duties. A per diem will be offered for Director's actual expenses only. Nothing herein contained shall be construed to preclude a Director from serving Cameron Works, Inc. in any other capacity and receiving compensation therefore.

Removal

4.15. Any Director may be removed by the Board of Directors at a regular or special meeting for any of the following reasons:

- a) If for any reason a member no longer represents the category for which he/she was originally appointed or is no longer a resident of Cameron County.
- b) Failure to meet the attendance requirement established in the board's governing policies.
- c) For cause, with cause defined as the judgment of two-thirds of the Directors present at a meeting that a Director has not abided by these By-Laws or the then-in-effect governing policies of the Board of Directors.

Removal of a Director pursuant to (a) or (b) above shall be by majority vote of the Directors present at the meeting.

Vacancies

4.16. Any vacancy in the Board of Directors of Cameron Works, Inc. shall be filled from the category from which the original appointment was made and in the same manner as the original appointment. A Director appointed to fill a vacancy will serve for the unexpired term of the predecessor Director.

ARTICLE V - OFFICERS

Officers

5.01. The officers of the Board of Directors of Cameron Works, Inc. shall be a Chairperson, one Vice-Chairperson, and a Secretary. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, as it shall deem desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

Election and Term of Office

5.02. The officers of the Board of Directors of Cameron Works, Inc. shall be elected annually by the Directors at the regular meeting of the board; said regular annual meeting to be held in the month of September each year or as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors of Cameron Works, Inc. Each officer shall serve for a period of one (1) year, or until his/her successor shall have been duly elected and shall have qualified.

Removal

5.03. Any elected or appointed officer may be removed by the Board of Directors of Cameron Works, Inc. whenever in its judgment the best interests of Cameron Works, Inc. will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the persons that are removed. The election or appointment of any officer or agent shall not create contract rights.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, shall be filled appointment by the Chairperson for the unexpired portion of the term.

Chairperson

5.05. The Chairperson shall serve as the chief governing officer of the corporation. The Chairperson shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other officer authorized by the Board, any contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these By-Laws or by statute to some other officer or agent of Cameron Works, Inc.; and, in general he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time. The Chairperson of

Cameron Works, Inc. shall be selected from among the Directors of Cameron Works, Inc. who are representatives of the private sector. The Chairperson shall be a non-voting member except in the case of a tie.

Vice-Chairperson

5.06. In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Secretary

5.07. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors of Cameron Works, Inc. Upon request, any Director of the Board of Directors of Cameron Works, Inc. may inspect such minutes. The Secretary shall also give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of Cameron Works, Inc. records; execute all documents in behalf of Cameron Works, Inc. duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Director; and, in general, perform all duties incident to the office of Secretary and such other duties from time to time may be assigned to him or her by the Board of Directors.

ARTICLE VI - COMMITTEES

Standing Committees

6.01 The Board of Directors may by resolution duly adopted under a quorum, establish, from time to time, such committees as it may deem necessary to assist it in its work. The resolution establishing such committees shall state the purpose, time line and authority of each committee. Any recommendation or matter requiring official action shall be presented to the Board for vote. A standing committee may not act outside the scope of authority delegated to it by the Board.

Board Responsibilities

6.02. Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these By-Laws or otherwise imposed by law.

Term of Office

6.03. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Committee Chair

6.04. Unless otherwise stipulated by the Board's governing policies, the Chairperson of the Board shall have the authority to appoint the Chair of all board committees.

Vacancies

6.05. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Quorum

6.06. No quorum shall be required for committee meetings.

Rules

6.07. Each committee may adopt its own rules not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII - EXECUTIVE DIRECTOR

7.01. The Board shall retain/appoint an Executive Director who shall be the chief executive officer of the corporation and head the day to day administrative operations of the corporation. The Executive Director shall serve "at will" and the salary, wages, compensation, benefits and employment terms shall be as determined by the Board at its discretion. The Executive Director shall execute and implement the programs, services and activities of the corporation within policies and procedures established by the Board and as may be directed by the Board from time to time. The Executive Director shall maintain an operating manual or codification of all policies and procedures adopted by the Board of Directors. The Executive Director shall have general and direct supervision of all staff personnel, and responsibility and authority to employ and discharge staff personnel.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

8.01. The Board of Directors may authorize any officer or officers, agent or agents of Cameron Works, Inc., in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of Cameron Works, Inc. Such authority may be general or confined to specific instances.

Checks and Drafts

8.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Cameron Works, Inc. shall be signed by such officer or officers, agent or agents of Cameron Works, Inc. and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Deposits

8.03. All funds of Cameron Works, Inc. shall be deposited from time to time to the credit of Cameron Works, Inc. in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

8.04. The Board of Directors may accept on behalf of Cameron Works, Inc. any grant, contribution, gift, bequest, or devise for the general purpose or for any specific purpose of Cameron Works, Inc.

ARTICLE IX - BOOKS AND RECORDS

9.01. Cameron Works, Inc. shall keep correct and complete books and records and shall also keep minutes of proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of Cameron Works, Inc. may be inspected by any Director or his agent or attorney for any purpose at any reasonable time.

ARTICLE X - FISCAL YEAR

10.01. The fiscal year of Cameron Works, Inc. shall begin on the first day of October and end on the last day of September.

ARTICLE XI - WAIVER OF NOTICE

11.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of Cameron Works, Inc., a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - INDEMNIFICATION

12.01. The Board of Directors shall have the power and sole discretion, on behalf of the corporation, to indemnify directors, employees or agents of the corporation to the fullest extent permitted by Article 1369-2.22A, as amended, of the Texas Non-Profit Corporation Act.

12.02. The Corporation may, to the extent the Board of Directors deems advisable and appropriate, purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself and/or on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him/her and incurred by him/her in such a capacity or arising out of his/her status as such a person, whether or not the corporation would have the power to indemnify him/her against that liability under this article.

12.03. The liability of the corporation to indemnify under this article shall be limited to the maximum insurance coverage maintained by the corporation pursuant to Article 12.02.

ARTICLE XIII - AMENDMENTS TO BY-LAWS

13.01. These By-Laws may be altered, amended, or repealed and new By-Laws adopted at any regularly scheduled meeting of the Board of Directors of Cameron Works, Inc. by two-thirds vote of the Directors present or by written request of two-thirds of the appointed Directors to the Chairperson, provided that the proposed By-Laws provision has been submitted in writing at the previous regular meeting, and provided that the proposed provision is not conflict with any applicable federal or state laws and regulations.

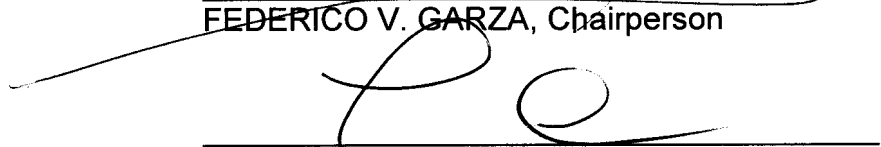
ARTICLE XIV - ADOPTION OF BY-LAWS

14.01. The foregoing By-Laws as amended and restated were adopted by two-thirds (2/3s) vote of the Board of Directors of the Corporation present at the regular meeting of June 25, 2009.

ATTESTED to on this 25th day of June, 2009.



FEDERICO V. GARZA, Chairperson



LINDA V. ALANIZ, Secretary