



## Wood County Industrial Commission Board of Directors Handbook

### Important Board Information

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Executive Director: Kiki Bettis

Day Phone: 903-768-2402

Evening Phone: 903-497-7366

#### ***Board Officers:***

Chairman: Sue Hitzemann

Vice-Chair/ Chair Elect: Dan Kirk

Secretary: Janna Castloo

Meeting Recorder: Kiki Bettis

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#### ***Regular board meetings are held:***

Date: 1st Thursday of every month

Time: 6:00 p.m. Dinner & Social Time

7:00 p.m. Business Meeting

Place: Rotating Locations in Wood County

**BY-LAWS**  
**WOOD COUNTY INDUSTRIAL COMMISSION**

ARTICLE I

**NAME OF ORGANIZATION**

- 1.1 The name of this organization shall be WOOD COUNTY INDUSTRIAL COMMISSION (The Commission).

ARTICLE II

**PURPOSE OF COMMISSION**

- 2.1 The purpose of the Commission shall be in accordance with Paragraph 381.001(f) of Vernon's Texas Codes, Local Government, Annotated, To-Wit:

“THE COMMISSION SHALL INVESTIGATE AND UNDERTAKE WAYS OF PROMOTING DEVELOPMENT OF TOURISM<sup>1</sup>, BUSINESS, INDUSTRY AND COMMERCE IN THE COUNTY. THE COMMISSION SHALL PROMOTE THE LOCATION AND DEVELOPMENT OF NEW BUSINESSES AND INDUSTRIES IN THE COUNTY AND THE MAINTENANCE AND EXPANSION OF EXISTING BUSINESSES.”

ARTICLE III

**MEMBERSHIP**

- 3.1 Annually, Wood County and each of its incorporated cities (herein termed City) will enter into an Inter-Local Agreement to fund a portion of the Executive Director's salary. Two Factors will serve as the basis for each City's Contribution.
- The “Census Factor” will be the sum of each City's population as determined by the most recent 10-year National Census.
  - The “Salary Factor” will be the 50% of the Executive Director's salary for the first and sixth year following the 10-year National Census.

Each city's annual Contribution will be computed with the following formula:

- Contribution = City Population/Census Factor \* Salary Factor
- Wood County will cover the balance of the Executive Director's salary and all associated benefits.

The Contribution amount will be invoiced annually on or before the beginning of the fiscal year. A draft copy of the Inter-Local Agreement will be provided by the Executive Director at the same time. Annually, the Executive Director will provide each City with an invoice and draft of the Interlocal Agreement.

If a City fails to remit its Contribution to the Wood County Treasurer or to execute the Inter-Local Agreement within six months after the effective date, the City will forfeit its voting rights on all matters coming before the Wood County Industrial Commission until the failures are corrected.

Membership of the Wood County Industrial Commission shall comply with following criteria and consist of persons nominated to the Wood County Commissioners Court for approval as follows:

- A.** Terms for Board Directors shall be for two years.
- B.** Each Member must be a resident or business owner of Wood County.
- C.** City Representation: Each incorporated city shall have no more than three persons nominated by the Mayor of the city to serve on the Industrial Commission.
- D.** At Large Representation: The County Judge may appoint additional members as follows:
  - (1) Two (2) members from the Holly Lake Ranch Area.
  - (2) One (1) member from the Golden Area.
- E.** Jarvis Christian College shall nominate no more than two persons to serve on the Industrial Commission.
- F.** Resignations of Commissioners should be made to the entity from which nominated. The entity receiving a resignation should immediately nominate a replacement to fill the vacancy by letter to the County Judge of Wood County.
- G.** Nominations shall be submitted to the County Judge of Wood County for approval and forwarded to the Wood County Commissioner's Court for ratification.
- H.** Elected officials shall not be eligible for membership. Elected officials shall act as advisors to the Wood County Industrial Commission.
- I. Replacement due to Absenteeism:**
  - (1) If the current representative misses 3 or more consecutive meetings without notice to the Executive Director or Chairman, or another representative from the same city or area, the position shall be considered vacated.
  - (2) Upon three consecutive missed meetings without notice in accordance with paragraph 1 (above), the Executive Director will notify both the member and the nominating entity of the situation. If the nominating entity has not submitted a replacement nomination to the County Judge before the last Commissioners Court Session of the Fourth Month, the Chairman may nominate a replacement from the area to the Board of Directors for approval to complete the term.

- (3) If a nominating entity fails to fill a vacancy, that City's Mayor may nominate a replacement from the same city or area to the Board of Directors for approval to serve a term on the Board of Directors and shall continue to participate with fewer number of voting directors until position is filled.

**J.** The Executive Director (the Director), who is an employee of Wood County, shall serve as an ex-officio member of the Commission.

#### ARTICLE IV

#### **MEETINGS OF MEMBERSHIP**

- 4.01 **REGULAR MEETINGS.** Regular Meetings of the Commission shall be held on the First Thursday of Each Month unless the Chairman determines otherwise.
- 4.02 **ANNUAL MEETINGS.** An annual meeting of the members of the Wood County Industrial Commission shall be held during the month of September of each year hereafter to elect officers for the succeeding year and to transact such business that properly may be brought before it.
- 4.02 **SPECIAL MEETINGS.** Special meetings of the membership of the Commission may be called at any time by the Chairman of the Commission or by petition of one-fourth of the members of the Commission.
- 4.03 **CALLED MEETINGS.** All annual meetings and all special meetings of the membership shall be called by the Chairman of the Commission or by petition by one-fourth of the membership of the Commission; such call shall be for a definite time and place for such membership meeting, and such call shall be made sufficiently in advance to enable the Executive Director to give seventy-two (72) hours notice to the membership as hereinafter provided and shall comply with the requirements of the Texas Open Meetings Act.
- 4.04 **NOTICE OF MEETING<sup>3</sup>.** The Executive Director shall give notice in writing to each member of record of the Commission by E-mail delivery or by mailing via USPS such written notice to each member at his or her last known address with postage prepaid not less than seventy-two (72) hours prior to the date for which such membership meeting is called, and such notice shall state the purpose or purposes for which such meeting is called and the time, place, and address at which such meeting shall be held. If sent via Email, such notice shall be deemed to be delivered when a delivery receipt is received by the Executive Director from the Email address as it appears on the membership records of the Commission. If mailed by USPS, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the membership records of the Commission, with postage thereon prepaid.

- 4.05 **QUORUM.** 50% of the present membership of the Commission shall constitute a quorum for the transaction of business. Once the presence of the quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting. The Executive Director and Hotel/Motel Representative shall not be included to achieve a quorum.
- 4.06 **VOTING.** At least 50% of the Commissions membership present, in person, all votes shall be taken according to actual count of a show of hands or verbally. 50% of the present membership of the Commission shall constitute a quorum for the transaction of business at such meetings.
- 4.07 **POWERS AND DUTIES.** The affairs and business of this Commission shall be managed by its members and its officers. Said members and officers shall have the control and general management of the affairs and business of the Commission. In the event of the death, removal, resignation or inability to act of any officer of the Commission, the Commission shall fill the vacancies by election of a successor whose term shall expire at the end of the term of the vacancy being filled, but no member or officer shall be removed except by a majority vote of the membership.
- 4.08 **PROXY.** There shall be no proxies.

## **ARTICLE V**

### **OFFICERS**

- 5.01 **NUMBER AND ELECTION.** The officer of the Commission shall include a Chairman, a Vice-Chairman who will serve as Chairman-elect, a Secretary and such other officers as the membership shall from time to time determine and elect.
- 5.02 **DUTIES OF OFFICERS.** The powers and duties of the officers of the Commission shall be such duties and powers as may be from time to time determined by the County Judge, and the following powers and duties:

#### **CHAIRMAN**

The Chairman shall preside at all meetings of the membership; shall be the chief executive officer of the Commission; shall perform all the duties and exercise all the powers as are customarily exercised by the chief executive of a Commission, and such other duties as may be determined by the Wood County Commissioners Court. The Chairman shall give an annual report, a budget report, and report the status of the Commission to the Wood County Commissioners Court in June. The Chair shall serve a term of 2 years.

## **VICE-CHAIRMAN/CHAIRMAN ELECT**

The Vice-Chairman shall perform such duties and exercise such powers as shall be determined by the Chairman and the membership. During the absence or inability of the Chairman to perform, the Vice-Chairman shall perform the duties and exercise the powers of the Chairman.

## **SECRETARY**

The Secretary shall keep the minutes of all meetings of the membership and shall be the custodian of all books and records of the Commission; shall keep a register of the post office address of each member; shall in general perform all duties incident to the officer of Secretary and such other duties as from time be assigned by the Chairman or membership. A copy of minutes of each meeting shall be provided to the Commissioners Court of Wood County. When deemed appropriate, the Executive Director may fulfill the responsibilities of the Secretary.

- 5.03 **REMOVAL OF OFFICERS.** The membership may remove any Officer, by a majority vote of the membership, at any time with or without cause.
- 5.04 **COMPENSATION.** There shall be no compensation of Officers of the Commission.

## **ARTICLE VI**

### **COMMITTEES**

- 6.01 **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Chairman, two other officers and two members appointed by the Chairman. This committee shall function at the call of the Chairman at times when it is impractical to call the entire membership for a meeting. Actions taken by this committee shall be subject to the approval or disapproval by the membership at its next scheduled meeting.
- 6.02 **NOMINATING COMMITTEE.** Not less than thirty days prior to the date of the annual membership meeting, the Chairman shall appoint a nominating committee of at least three members of the Commission. This committee shall prepare a list of nominees for officers, to be presented at the annual membership meeting for election of officers.
- 6.03 **PROMOTIONS COMMITTEE<sup>4</sup>.** The Promotions Committee shall consist of the following members:

Seat 1: Current Chairman of the WCIC Board or designated alternate.\*

Seats 2 through 8: One Representative of the Wood County Industrial Commission from each of the incorporated cities in Wood County (Alba,

Hawkins, Mineola, Quitman, Winnsboro, Yantis) and one Representative from the unincorporated communities selected by the At-Large Representatives.

Seat 9: The Chairman shall appoint a Representative from the unincorporated community lodging industry as a member of the Promotions Committee. This Representative shall serve in an advisory capacity to provide insight/information/knowledge to the Promotions Committee regarding Wood County activities pertinent to the distribution of promotional/tourism funds. The position of the Lodging Representative shall be as a non-voting member of the Promotions Committee..

Representatives will be selected to serve a 2 year term. Terms will be staggered. For the initial selection, a drawing of three (3) will determine which representatives serving in Seats 2 through 8 will serve a two year term and which ones will serve a one year term. Thereafter, all Representatives on the Promotions Committee shall serve two year terms.

If a vacancy occurs, for any reason, the community in which the vacancy occurs will select a replacement to serve the remainder of the term. If that term is less than one year, the fulfilling Representative may be eligible for another term of two years at the end of the filled vacancy.

Representatives shall not serve more than two consecutive years on the Promotions Committee, with exception of the two preceding paragraphs. Representatives may be re-selected after being off the Promotions Committee for one year.

\*Seat 1: The position of Current Chairman of the WCIC Board or designated alternate shall be a non-voting member of the Promotions Committee except in the case of a tie vote. In that case, this position shall cast a vote to break the tie.

6.04 **ECONOMIC DEVELOPMENT COMMITTEE.** The Economic Development Committee shall consist of the following members:

Seat 1: Current Chairman of the WCIC Board.

Seats 2 through 8: One Representative of the Wood County Industrial Commission from each of the incorporated cities in Wood County (Alba, Hawkins, Mineola, Quitman, Winnsboro, Yantis) and one Representative from the unincorporated communities selected by the At-Large Representatives.

Seat 9: The Executive Director shall serve as a member of the Economic Development however only serve in an advisory capacity to provide insight/information/knowledge to the Economic Development Committee regarding Wood County activities pertinent to the distribution of Unclaimed

Capital Credit funds. The position of the Executive Director shall be as a non-voting member of the Economic Development Committee.

\*The Economic Development Committee will meet in the month of July to determine annual disbursement of Unclaimed Capital Credit funds for the following year to be included in the budget.

Representatives will be selected to serve a two (2) year term. Terms will be staggered. For the initial selection, a drawing of three (3) will determine which representatives serving in Seats 2 through 8 will serve a two year term and which ones will serve a one year term. Thereafter, all Representatives on the Economic Development Committee shall serve two year terms.

If a vacancy occurs, for any reason, the community in which the vacancy occurs will select a replacement to serve the remainder of the term. If that term is less than one year, the fulfilling Representative may be eligible for another term of two years at the end of the filled vacancy.

Representatives shall not serve more than two (2) consecutive years on the Economic Development Committee, with exception of the two preceding paragraphs. Representatives may be re-selected after being off the Economic Development Committee for one year.

\*Seat 1: The position of Current Chairman of the WCIC Board shall serve as chair of the Committee and will be a non-voting member of the Economic Development Committee except in the case of a tie vote. In that case, this position shall cast a vote to break the tie.

## ARTICLE VII

### **AMENDMENTS**

- 7.01 **AMENDMENT.** These by-laws may be altered, amended, repealed or added to by a majority of the membership of this Commission providing the notice of meeting includes such consideration of amendment. Notice of such alteration, amendment or repeal shall be given at the time of the notice of the meeting in order for same to be considered at such meeting. Any changes must be approved by the County Judge prior to implementation.

## ARTICLE VIII

### **FISCAL YEAR**

- 8.01 **FISCAL YEAR.** The fiscal year shall be the first day of October, and on the first day of October of each succeeding year. A budget shall be submitted by the Regular Meeting of July, and on the Regular Meeting of July of each succeeding year.



## ARTICLE IX

### **CONVEYANCES, BILLS, NOTES, AND MORTGAGES**

- 9.01 **HOW MADE.** All fiscal responsibilities of the Commission shall be handled through Wood County's Auditor's office.
- 9.02 **CONVEYANCES, BILLS, NOTES, AND MORTGAGES.** No contracts or sale, conveyances, mortgage, or instrument of real property and no bill of sale, lease, mortgage, or instrument granting a security interest in collateral of personal property shall be entered into by any officer or agent of the Commission, either singularly or jointly with others, nor shall same be valid and binding on the County or the Commission, except pursuant to the authority and direction of the Commission as approved by the Wood County Commissioners Court.

## ARTICLE X

### **DISSOLUTION**

- 10.01 **METHOD.** The dissolution of the Commission may be authorized by a majority of the members of the Commission at any regular meeting provided the notice of meeting contains the intention to consider dissolution. Dissolution may be exercised at the discretion of the County Judge by notification to the Chairman of the Commission. Such dissolution would then be finalized at the next regular meeting of the Commission.
- 10.02 **DISSOLUTION.** Upon dissolution of the Commission, the officers shall, after paying or making provision for the payment of all liabilities of the Commission, convey to the Wood County Commissioners Court, all assets of the Commission.
- <sup>1</sup> November 2001, W. J. Alexander  
<sup>2</sup> April 2006, Royce D. McCoy  
<sup>3</sup> October 2007, Bryan Jeanes  
<sup>4</sup> September 2011

PASSED, APPROVED, AND ADOPTED the 13th day of June 1996, at a regular meeting of the membership of the Wood County Industrial Commission.

AMENDED AND ADOPTED this 1st day of September, at a regular meeting of the membership of the Wood County Industrial Commission.

AMENDED AND ADOPTED this 2<sup>nd</sup> day of October 2014, at a regular meeting of the membership of the Wood County Industrial Commission.

AMENDED AND APPROVED this 2<sup>nd</sup> day of July 2015, at a regular meeting of the Wood County Commissioners Court.

AMENDED AND APPROVED this 13<sup>th</sup> day of January 2017, at a regular meeting of the Wood County Commissioners Court.

# **FUNCTION: Your Board Member Role**

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## **Introduction**

The Wood County Industrial Commission is very excited to have you as a part of this organization. Your term with the Wood County Industrial Commission will be exciting, as well as, challenging. You are serving your community in an important role that is becoming more and more important in today's changing business environment. That role is in helping shape the growth and prosperity (i.e. economic development) of Wood County, so that its citizens will prosper and continue to enjoy the quality of life they have been accustomed to for many years and many more years to come. Your ideas and encouragement are welcomed and we look forward to your enthusiastic participation.

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Understanding your board role is a necessary part of becoming an integral and productive member of this group of dedicated individuals. The following information will help you understand your role.

### **Your board member responsibilities are to:**

- **Meet the needs of the people you serve:** You represent your local community and Wood County in total. The decisions you make should be in the best interest of everyone.
- **Attend Board and Committee Meetings:** Attendance at board and committee meetings is critical. You were chosen to serve on this board because of your talents and skills. If you aren't there, your talents and skills are not utilized. Attendance is also important in order to state your position on particular issues.
- **Participate / Communicate with your nominating entities community:** meet or communicate periodically with your city leadership (mayor) or key community organizations to convey events and activity to the WCIC executive director and the WCIC board.
- **Make policy and evaluate:** If you have a suggestion or idea on how this organization can be better run or how the executive director can better accomplish his/her job, speak up. It is the board members duty to form policy and the executive directors' job to implement that policy.

## **FUNCTION: Your Board Member Role (continued)**

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- **Ensure fiscal responsibility:** The budget fiscal year is from October 1 - September 30. The budget is prepared by the budget committee in line with what expenses are to be incurred during the year. It is then the executive director's job to spend this money in accordance with the approved consolidated budget and within the purchasing policy guidelines of Wood County. You should monitor this spending and make sure that spending decisions are made wisely.
  - **Serve on committees:** When appropriate you will be called on to serve on various committees. Committees are where the fine details are worked out regarding most issues. Action is then taken at board meetings. Committees save time spent on items at board meetings. If you have an item that needs to be discussed at length and is appropriate for committee work, it will then be referred to the appropriate committee. If it is an item that is necessary for board member discussion, then it will be placed on the agenda for discussion and possible action. Inform the executive director of such items.
  - **Be a planner:** A board member should formulate the long-range plans of this organization. These plans should guide the organization and help guide the executive director.
  - **Support the executive director:** You should provide direction for the executive director and see that he/she has the resources available for he/she to do their job effectively.
  - **Promote the commission:** You should promote the commission and the services that the commission provides. The more people know about what the commission does and what we are here for, the more good that we can do for the community.
  - **Training:** Board members shall complete the State of Texas Open Meeting Act and Public Information Act training, within 90 days of the County of Wood Commissioners' court ratification for appointment into office, and such record of completion in the form of two training certificates will be submitted to the Executive Director for submittal into the WCIC records.

## **FUNCTION: Board Member Code of Ethics**

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As a member of the Wood County Industrial Commission Board of Directors, I will:

- Represent the interest of all people served by this organization, and not favor special interests inside or outside this organization.
- Not use my service on this board for my own personal advantage or for the advantage of my friends or supporters.
- Keep confidential information confidential. Comply with the State of Texas Open Meeting Act and Public Information Act provisions.
- Approach all board issues with an open mind, prepared to make the best decisions for everyone involved.
- Do nothing to violate the trust of those who appointed me to the board or of those we serve.
- Focus my efforts on the mission of this organization and not on my personal goals or agendas. Be willing to work cooperatively and resolve differing opinions, positions or perceived goals amicably, peaceably and respectfully.
- Never exercise authority as a board member except when acting in a meeting with the full board or as I am delegated by the board.
- Address issues of concern, adversarial in nature or risk management issues immediately and promptly to the Executive Director or WCIC chair, and do not broadcast these items to the public, or poll board members for opinions; this could be conveyed as exparté communication, especially if the concerns come up for a board vote, a member who was engaged in sidebar non-meeting conversation might be forced into recusal from vote.
- Volunteer to serve willingly at time permits, for the betterment of all of Wood County in the success of promoting, sustaining and development of business, industry, commerce and tourism.

\_\_\_\_\_ Date: \_\_\_\_\_

## **FUNCTION: Executive Director Role**

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The executive director serves as the administrative and operations leadership, or Chief Operating Office (COO) of the Wood County Industrial Commission, and is a member of the board. The Wood County Industrial Commission is a centralized county-level department focused on economic development organization providing assistance to existing county businesses, new business prospects, industry, commerce, tourism and local community and economic development activities and programs as requested.

### **The Executives Director's responsibilities are:**

- County representation in local, regional, state and national projects / entities as appropriate.
- Updates in conjunction with the web host for maintenance of Internet Web site promoting tourism, business, industry and commerce for all communities in Wood County.
- Submittal of countywide economic development proposals as generated by the Governor's Office for Economic Development and Tourism, local utility companies, existing Wood County Businesses and other interested parties upon request.
- Assistance with community economic development proposals as requested.
- Working with communities on grant proposals as requested.
- Participating in community economic development committees and boards as requested.
- Promoting the economic development and tourism of Wood County, its cities and communities.
- Promoting tourism in Wood County through the expending of Wood County Hotel/Motel Tax Fund.
- Day-to-day operation of the Commission office to include responding to information requests, budget duties, preparation of reports and other general office duties, and conducting functions necessary in achieving the best possible success, effectiveness for the WCIC stated mission.

### **Status of the Executive Director**

**DUTIES:** The WCIC by-laws specifically addresses the duties of the ED: (1) meeting notifications, (2) absenteeism notifications, and (2) fulfilling the responsibilities of the Secretary when deemed appropriate.

# **FUNCTION: Executive Director Role**

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## **Chain of Command**

DUTIES: In this order of authority priorities

- (1) BY THE COUNTY JUDGE, the County of Wood
- (2) COUNTY POLICY (LOCAL, REGIONAL, STATE, FEDERAL)
- (3a) the Executive Director, WCIC
- (3b) The Chair, WCIC
- (3c) BOARD OF DIRECTORS, appointed by Commissioner's Court, nominated by their city mayor or the county judge
- (4) WCIC officers: Chair, Vice-Chair, Secretary, Meeting Recorder
- (5) Executive Committee, Nominations Committee, Promotions Committee, Budget Committee and all authorized chair appointed or Executive Director appointed working sub-committees

## **Governance.**

The WCIC establishment, purpose, function and structure is governed by the by-laws approved by Commissioners of the County of Wood, the State of Texas, USA.

## **Operations and Finance.**

Operations and Finance are procedural, policy and administrative items governed by the Commissioners and the County Judge for the County of Wood, the State of Texas, USA.

The Wood County Industrial Commission members (The Director and ratified Board members) "Powers and Duties" are specified in the governing by-laws, Section 4.07., "The affairs and business of this Commission shall be managed by its members and its officers. Said members and officers shall have the control and general management of the affairs and business of the Commission." [See also, "Board Members Code of Ethics."]

The WCIC is a board of working volunteers, except for the Director, whom is a paid employee of the County of Wood, Texas. The Director reports to the Commissioners and the County Judge of the County of Wood, Texas. The Director, by virtue of office, interacts with other County of Wood departments, agencies and public boards. The Director, by virtue of office and administrative duty, facilitates the movement of information to and from cities govt. entities and communities within the County of Wood. The Director also interacts, by Vernon's Code, with the Governor's Office of Economic Development and Tourism (formerly the Texas Department of Commerce). The Director leads, executes and directs the assimilated consensus of the members and officers of the control and general management of the affairs and business of the Commission.

One of the WCIC operational goals increasing engagement of board members in their respective communities, at the request of the County, in building and using their leadership skills with their talents and abilities in serving their areas. This will also improve the quality and quantity of facilitating the inputs and outputs of useable information for the WCIC and our communities.