BYLAWS OF THE
METRO ATLANTA EXCHANGE FOR WORKFORCE SOLUTIONS (MAX)

ARTICLE I

EXISTENCE

SECTION 1. NAME. The name of the Association shall be the "Metro Atlanta eXchange for Workforce Solutions" (hereinafter referred to in these bylaws as "Association"). The Association shall also operate under the assumed name of "MAX."

ARTICLE II

MISSION, GOALS AND PURPOSE

SECTION 1. MISSION. The mission of the Association is to advance economic competitiveness in the Atlanta region by strengthening connections, collaborations, and practices among workforce developers and organizations engaged in workforce development.

SECTION 2. GOALS. The goals of the Association are to improve alignment between workforce development service providers to better meet employer needs, to improve awareness and visibility of workforce development system and opportunities, and to provide opportunities to increase quality, capacity, and effectiveness of the region's workforce system.

SECTION 3. PURPOSE. The purpose of the Association is to serve as a central forum for individuals associated with any entity engaged in the Atlanta region's workforce system (e.g., workforce development boards, government agencies, workforce development service providers, k-12 educational entities, institutions of higher learning, human services organizations, intermediaries, funders, and employers) to exchange ideas and experiences on effective programs, processes, and procedures; to allow for discussion of effective solutions to common problems; to enable entities to learn best practices to inform continual improvement; and to foster partnerships among the entities. To carry out this purpose, the Association shall serve as a vehicle for interface with state, regional and national agencies, organizations, and associations that have impact on workforce development. The Association will also serve as a primary communications channel for the aforementioned entities named in this paragraph to communicate to the workforce system as a whole.

ARTICLE III

FISCAL AGENT

SECTION 1. FISCAL AGENT. The Metro Atlanta Chamber shall serve as the fiscal agent for the Association until otherwise determined by the board of directors.

SECTION 2. OFFICES. The physical office for the Association is in the offices of the Metro Atlanta Chamber, 191 Peachtree Tower, 191 Peachtree Street, NE, #3400, Atlanta, GA 30303.

ARTICLE IV

MEMBERSHIP

SECTION 1. MEMBERS. The Association shall be composed of three (3) types of members: (a) anchor investor members, which may be not-for-profit, for-profit, and public enterprises, that annually support the operations of the Association at an amount of $5,000 or higher, (b) general members, which may be not-for-profit, for-profit, and public enterprises approved by the board, and (c) board-approved individual members. All members must subscribe to the goals and purpose of the Association as described in these bylaws and be approved by the board of directors.

SECTION 2. DISCRIMINATION. Membership in the Association may not be denied to any applicant based upon any classification protected by applicable state or federal law such as race, sex, age, national origin, disability, marital status, height and weight, color or religion.

SECTION 3. TERMINATION OF MEMBERSHIP. The board of directors, by an affirmative vote of the majority of those directors present, at any regularly constituted meeting may terminate the membership of any member due to acting in a manner that is deemed to not uphold the mission, goals, and purpose of MAX.

SECTION 4. RESIGNATION. A member's failure to renew membership by payment of the required annual dues shall be deemed to have resigned said membership effective as of the beginning of the term to which such dues relate. Any member may also resign by filing a written resignation with the secretary of the Association. In such circumstances, no refund of membership dues shall be paid.

SECTION 5. TRANSFER OF MEMBERSHIP. Membership in this Association is non-transferrable.

ARTICLE V

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held each year (unless otherwise ordered by the board of directors) and at such place in the Atlanta region as the board of directors shall determine. The purpose of the annual meeting shall be: (a) to introduce the members to the newly elected board of directors (see Article VI); (b) to present the newly elected officers (see Article VII); (c) to present to them members information concerning

the activities of the Association; and (d) to discuss among the members, board of directors and officers such information.

SECTION 2. OTHER MEETINGS. Other meetings of the members may be called by action of the executive director, board chair, executive committee, or by an affirmative vote of the majority of the directors at a meeting.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The board of directors shall provide strategic direction and oversight regarding the affairs of the Association. The board of directors shall have such powers as are set forth in other Articles hereof and other powers including, but not limited to, the following:

A. Establish policies of the Association, adopt the budget, set dues or fees for membership, interpret the provisions of these bylaws, and adopt additional rules for the conduct of its own business;

B. Receive and act upon reports or recommendations from the board committees and advisory councils;

C. Evaluate the Association's performance on an annual basis and make recommendations on organizational actions it deems appropriate;

D. Prescribe the manner, from time to time, of making, signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Association;

E. Appointing or authorizing the appointment or employment of the executive director, professional auditors and others to assist in carrying out the purpose of the Association.

F. Determining compensation for services rendered or to be rendered to the Association by persons other than directors and officers of the Association in such capacities as listed above in

G. Performing all other acts consistent with these bylaws that may be needed to carry out the purpose of the Association.

SECTION 2. NUMBER. The number of directors shall be no less than nine (9) and no more than twenty-three (23). The number of directors may be changed from time-to-time by amendment to this Section.

SECTION 3. TERM. Directors shall be elected for a term of two (2) years each. A director may serve more than one (1) term of office as a director, which terms may, but need not, be successive.

SECTION 4. QUALIFICATIONS. Director seats shall be available to the following individuals by virtue of their leadership positions in the public workforce system: Chairperson (or designee), State Workforce Development Board; Commissioner (or designee), Georgia Workforce Innovation Opportunity Act Administrator; Commissioner (or designee), Georgia Department of Labor; Commissioner (or designee), Georgia Department of Human Services; State Superintendent (or designee), Georgia Department of Education; Commissioner (or designee), Technical College System of Georgia; Chancellor (or designee), University System of Georgia, and one (1) chairperson/board member and one (1) director representing one of the five local workforce development agencies in the Atlanta region. In addition, director seats shall be available for one (1) representative of the Georgia Chamber and one (1) representative of the Metro Atlanta Chamber to ensure a business voice on the board. The chair of the MAX Provider Council and any Chair of other advisory councils shall have an automatic seat on the board. (See Article X.) The remaining seats shall be available for election.

Designee appointments must be senior leaders within the agency, have decision making authority, and be approved by the MAX Board.

The board shall ensure that seats available for election are filled by at least one (1) representative for each of the following key workforce voices: nonprofit workforce training providers on the Eligible Training Provider List (ETPL), nonprofit workforce training providers not on the ETPL, funders, intermediaries, and employers. Anchor investors of the Association will be automatically considered for possible election to the board. Representatives of the organizations that founded what became MAX in 2014 will also be automatically considered. Directors shall be selected on the basis of their ability and willingness to contribute their support or efforts to carry out the purpose of the Association.

Board members must be members of the Association in good standing.

SECTION 5. ELECTION OF DIRECTORS. The election of the board of directors shall take place every two (2) years. The chairperson of the board of directors shall appoint a nominating committee which will solicit names from the general membership for the election of directors to fill vacant seats at least sixty (60) days prior to the January of each year. Thirty (30) days prior to the January of each year, the nominating committee shall send by e-mail to the board of directors a slate of candidates for election. The slate must contain at least the number of candidates equal to the number of directors to be elected. Each member of the board of directors

shall have one (1) vote for each position on the board of directors to be filled, and voting shall not be cumulative. The election shall be conducted electronically or by mail and will be determined by the votes received by the secretary of the Association. Once a quorum, as defined in these bylaws, is reached, then the nominees receiving the highest number of votes shall be elected. The results of the election shall be communicated to all members via email.

SECTION 6. REGULAR MEETINGS. The board of directors shall meet at least monthly by phone or at a place the board of directors so designates.

SECTION 7. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the chair of the board of directors or any three (3) directors who request the board chair call a meeting. Special meetings shall be held by phone or at a place the board of directors so designates.

SECTION 8. NOTICE. Notice of any regular or special meeting of the board of directors shall be sent at least three (3) days prior to such meeting by written notice via e-mail and posted on the Association's website.

SECTION 9. QUORUM. One-half (50 percent) of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 10. MANNER OF ACTING. 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, unless the act of a greater number is required by these bylaws.

SECTION 11. PROXIES. Each member entitled to vote may authorize another person or persons to act for him or her during board meetings or by written proxy. For votes requiring a 2/3 majority, proxy must be in writing. Proxies are not to serve as a permanent replacement for board members and their attendance does not count toward board member attendance.

SECTION 12. VACANCIES. Any vacancy occurring on the board of directors may be filled by the board of directors at any regular or special meeting of the board of directors through a majority vote of the directors present at the meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

An individual serving in a director seat by virtue of their leadership position, who no longer serves in that role with said agency, automatically relinquishes that seat upon departure from the position and the seat shall remain vacant until an official replacement is elected.

SECTION 13. RESIGNATION. Any director of the Association may resign at any time by giving written notice to the chair or the secretary of the Association. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 14. REMOVAL. A director may be removed with cause. Among other possible grounds for cause, cause shall be deemed to exist when a director has proper notice, as provided by these bylaws, of three (3) consecutive regular or special meetings of the board of directors, and then fails to attend those three (3) consecutive meetings without advance notice or reason. A director may be removed by the affirmative vote of a majority of directors at any meeting at which a quorum is present. Prior written notice of such meeting shall be delivered to all directors entitled to vote on the removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of the one or more directors named in the notice. Only the named director(s) may be removed at such meeting.

SECTION 15. MEETINGS BY CONFERENCE CALL. Directors may participate in any meeting of the board of directors or any committee designated by the board of directors through the use of a conference telephone or other communicative equipment.

ARTICLE VII

OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall be a chairperson, a first vice chairperson, a treasurer and a secretary, past-chair, and board committee chairs (see Article VIII). Officers must be members or representatives of members of the Association.

SECTION 2. NOMINATION, ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected every two (2) years by the board of directors (see Article VI, Section 5), for a term beginning in January. Thirty (30) days prior to the January of each year, the nominating committee will submit a slate of candidates to the board of directors for election for any vacant positions. Each member shall have one vote for each position on the board of directors to be filled, and voting shall not be cumulative. The election shall be conducted electronically and by mail and will be determined by the votes received by the secretary of the Association. Vacancies may also be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, unless the office is vacated prior to that time. Election of an officer shall not of itself create contract rights.

SECTION 3. CHAIRPERSON. The board chair shall be the principal officer of the Association. Subject to the direction and control of the board of directors; he or she shall be in charge of the business and affairs of the Association, and shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors. He or she shall preside at all meetings of the board of directors and of the executive committee and shall appoint the chairs of any committee that shall from time to time be established by the board of directors. He or she, or his or her designee, shall represent the Association at public functions. He or she shall

annually evaluate, along with the secretary, the executive director, and establish salary and benefits for the executive director.

SECTION 4. FIRST VICE CHAIRPERSON. The first vice chairperson shall assist the chairperson in the discharge of his or her duties as the chairperson may direct and shall perform such other duties as from time to time may be assigned to him or her by the chair or by the board of directors. In the absence of the chairperson or in the event of his or her inability or refusal to act, the first vice chairperson shall perform the duties of the chair and when so acting, shall have all the powers of and be subject to all of the restrictions upon the chair.

SECTION 5. SECRETARY. The secretary shall ensure the recording, the maintenance, and approval of the minutes of the meetings of the board of directors. The secretary shall see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the Association records; keep a register of the contact information of each director which shall be furnished to the secretary by such director; cause to be routinely reviewed and updated a list of the board of directors and required quorum; and perform all duties incident to the office of secretary. The secretary shall annually evaluate the executive director, along with the chairperson of the board of directors, and establish salary and benefits for the executive director. The secretary shall perform such other duties as from time to time may be assigned to him or her by the chair or by the board of directors.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the association and shall chair the finance committee (see Article VIII, section 3). He or she shall: guide the establishment of policies constraining executive authority; outline acceptable limits for accuracy of financial records; oversee budget development and control of assets; and systematically monitor compliance with accounting and financial policies.

SECTION 7. PAST-CHAIR. The past-chair shall serve as a chief advisor to the board chair.

SECTION 8. FINANCIAL PROCEDURES. In the absence of an executive director, expenditures under $1,000 shall be approved by the chairperson of the board of directors and a representative of MAX's fiscal agent; expenditures over $1,000 shall be approved by the MAX executive committee (see Article VIII).

SECTION 9. REMOVAL. Any officer may be removed from his or her office by an affirmative vote of two-thirds (2/3) of the full board of directors whenever in its judgment the best interest of the Association would be served by such removal.

SECTION 10. COMPENSATION. Officers of the Association shall not receive any salaries for their services rendered to the Association, and shall not be entitled to the payment or reimbursement of any expenses reasonably incurred in performing such services.

ARTICLE VIII

STANDING COMMITTEES

SECTION 1. CREATION. The board of directors may, by resolution adopted by a majority of the directors, create one or more standing committees to support the governance of the Association and appoint directors or such other persons as the board designates, to serve on the committee or committees. Each committee shall consist of three (3) or more directors and all committee members shall serve at the pleasure of the board.

SECTION 2. EXECUTIVE COMMITTEE. The executive committee is a standing committee that shall consist of the officers of the Association: chairperson, first vice chairperson, secretary, treasurer, and past-chair, and board committee chairs. The chairperson shall serve as the chair of the executive committee. The committee shall be responsible for normal board functions between regular or special meetings of the board. It shall act on behalf of the board and determines when full board action is necessary. Actions taken on behalf of the board, to remain in effect, shall be presented to the board for approval at its next meeting.

SECTION 3. FINANCE COMMITTEE. The finance committee is a standing committee that shall be chaired by the treasurer and consist of directors designated by the board. The finance committee is responsible for: establishing policies constraining Executive authority, outlining acceptable limits for the accuracy of financial records, for budget development and control of assets.

SECTION 4. RESOURCE DEVELOPMENT COMMITTEE. The resource development committee is a standing committee that shall be chaired by the first vice chairperson and consist of other members as designated by the board. The resource development committee is responsible for: developing and maintaining a resource development plan to ensure organizational sustainability, identifying new sources of funding and in-kind support, advising the executive director on fundraising strategies, and monitoring and tracking fund development.

SECTION 5. TERM OF OFFICE. Each member of a committee shall continue as such 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.

SECTION 6. CHAIRPERSON. Except as otherwise outlined in these bylaws, one member of each committee shall be appointed chair by the chairperson of the board of directors. The committee chair shall be a member of the board of directors in good standing.

SECTION 7. QUORUM. Unless a greater number shall be provided for in the resolution of the board of directors designating and appointing a committee or in these bylaws, a majority of the whole committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. AUTHORITY. Except for the executive, finance, nominating, and resource development committees, whose responsibilities are described in these bylaws, the authority of any committee shall be determined by the board of directors in the resolution creating each respective committee. The designation and appointment of such committees and the delegation thereto of any authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed by these bylaws. Subject to the foregoing, the board of directors may refer or assign any matter to any committee and discharge or terminate any such committee.

SECTION 9. REGULAR MEETINGS. The committees shall meet at least quarterly by phone or at a place the committee chair so designates.

SECTION 10. SPECIAL MEETINGS. Special meetings of the committees may be called by or at the request of the committee chair.

SECTION 11. VACANCIES. Vacancies occurring in the membership of any committee because of death, resignation, removal, disqualification or any other reason shall be made in the same manner as provided for in the case of original appointments to each respective committee.

SECTION 12. RULES. The board of directors may adopt rules for the government of any standing committee not inconsistent with these bylaws.

ARTICLE IX

AD HOC COMMITTEES

SECTION 1. CREATION. The chairperson of the board of directors may create one or more ad hoc committees to serve a special purpose and until that purpose is accomplished. The chairperson shall appoint directors or such other persons as the board designates, to serve on the committee or committees. Each committee shall consist of three (3) or more directors, and all committee members shall serve at the pleasure of the board.

SECTION 2. NOMINATING COMMITTEE. From time-to-time, the chairperson of the board of directors shall appoint a nominating committee to serve on an ad hoc basis to fill vacancies on the board. This committee shall consist of three (3) voting members. The nominating committee shall select a slate of one or more eligible persons for each officer and board position to be elected by voting members. When soliciting nominations for the board of directors, the nominating committee will attempt to reach a broad representation of the Association's members through a call for nominations. Qualifications of nominees for officers of the board of directors shall be in accordance with Article VII of these bylaws.

SECTION 3. TERM OF OFFICE. Each member of a committee shall serve until the committee's purpose is accomplished or, if unable to continue, until his or her successor is appointed.

SECTION 4. CHAIRPERSON. One member of each committee, who is also a member of the board of directors in good standing, shall be appointed chair by the chairperson of the board of directors.

SECTION 5. RULES. The board of directors may adopt rules for the government of any ad hoc committee not inconsistent with these bylaws.

ARTICLE X

ADVISORY COUNCILS

SECTION 1. CREATION. The board of directors may, by resolution adopted by a majority of the directors, create one or more advisory councils to inform the development of programs and services offered through the Association. Each advisory council shall be comprised of individuals who represent an organization with a key stakeholder interest in the mission and goals of the Association overall and the specific purpose of the respective council.

SECTION 2. PROVIDER COUNCIL. The Provider Council is an advisory council that shall be comprised of Association members in good standing whose primary roles consist of assisting individuals in the metro Atlanta region with job training, job search and placement and related work supports for obtaining and retaining employment either directly or through workforce service provider oversight. The council shall work to help align Association strategies and actions with the needs and operations of workforce service providers, especially nonprofits and community-based organizations, in order to achieve its mission of strengthening connections, collaborations, and practices among workforce development organizations in metro Atlanta.

SECTION 3. DATA COUNCIL The Data Council is an advisory council that shall be comprised of Association members in good standing whose primary roles consist of reviewing and interpreting economic, labor market, and workforce data. The council shall work to better inform local and state policy makers and practitioners by amalgamating various data sources into a more comprehensive picture of the region with the intention of leading to better outcomes for job seekers and employers; create peer learning network to empower and enhance the skill sets of research/data staff within entities; and identify opportunities for the more efficient use of data (including purchased data) among providers.

SECTION 4. MEMBER ENGAGEMENT COUNCIL. The Member Engagement Council is an advisory council – comprised of MAX members – that works to provide thought leadership regarding how MAX can best serve and engage our members. The Engagement Council's work is critical for enabling MAX to meet its mission of strengthening connections, collaborations, and practices among our members and other workforce development organizations – and fuels the ongoing retention and recruitment of MAX members. The Engagement Council advises, reviews, and advocates for strategies and actions that contribute positively to the MAX member experience.

SECTION 5. PURPOSE. Each council shall adopt a charter that defines its purpose, composition, and key responsibilities. This charter shall be updated at a minimum of every two (2) years to ensure that the council's work is in line with the needs of the Association. The adopted council charter shall be presented to the board of directors by the council chair.

SECTION 6. GOVERNANCE. The councils shall nominate a council chair to be approved by the MAX Board of Directors.

SECTION 7. MEMBERSHIP. Each council shall determine specific criteria for membership through their charters. Council members shall be members of the MAX Association in good standing. New members may join the council with the approval of the council chair.

SECTION 8. REGULAR MEETINGS. The advisory councils shall meet at least quarterly by phone or at a place the advisory council chair so designates.

SECTION 9. SPECIAL MEETINGS. Special meetings of the advisory councils may be called by or at the request of the advisory council chair or executive director.

SECTION 10. RELATION TO BOARD OF DIRECTORS. Advisory council chairs shall have an automatic seat on the board of directors to inform overall MAX governance and ensure continuity and communication between the board and advisory councils.. The advisory councils themselves shall not supplant the duties, responsibilities, and work of the board of directors as described in these bylaws.

SECTION 11. RULES. The board of directors may adopt additional rules for the government of any council not inconsistent with these bylaws.

ARTICLE XI

LEADERSHIP NETWORK

SECTION 1. CREATION. The leadership network was created with the steering committee that launched MAX in October 2017 through the board of directors.

SECTION 2. PURPOSE. The leadership network convenes regularly to strengthen the collective capacity as workforce developers to meet the needs that employers have for a ready workforce. The leadership network shall play a critical role in helping MAX achieve its goals as determined by the board of directors. The leadership network shall abide by a charter, as approved by the board of directors, that defines its purpose, composition, and key responsibilities. This charter shall be updated at a minimum of every two (2) years to ensure that the council's work is in line with the needs of the Association

SECTION 3. GOVERNANCE. The vice chair of the board of directors shall oversee the efforts of the leadership network.

SECTION 2. MEMBERSHIP. The leadership network is comprised of senior-level workforce leaders who represent nonprofit community-based organizations, technical colleges, state agencies, local workforce boards, employers, chambers of commerce, intermediaries, and other key partners in workforce. Members of the board of directors and advisory councils shall have automatic membership in the leadership network. Leadership network members shall be members of the Association in good standing.

SECTION 6. REGULAR MEETINGS. The leadership network shall meet at least every other month by phone or at a place the board of directors vice chair so designates.

SECTION 8. RELATION TO BOARD OF DIRECTORS. The leadership network shall receive oversight from the board of directors vice chair and members of the board of directors are automatic members of the leadership network. The leadership network shall not supplant the duties, responsibilities, and work of the board of directors as described in these bylaws.

SECTION 9. RULES. The board of directors may adopt additional rules for the government of the leadership network not inconsistent with these bylaws.

ARTICLE XII

EXECUTIVE DIRECTOR

SECTION 1. APPOINTMENT. An executive director of the Association shall be appointed by an affirmative vote of two-thirds (2/3) of the board of directors.

SECTION 2. DUTIES. The executive director shall be responsible to the board of directors for the general supervision of all activities conducted under the auspices of the Association, including without limitation: fundraising; development and implementation of programs; recruitment of members; hiring, firing and daily supervision of staff; development of an annual budget; and preparation of such information and reports as may be requested by the board of directors. The executive director shall work in conjunction with the members of the Association,

the board of directors, the executive committee and any other committees to fulfill his or her responsibilities, and shall report to the chairperson of the board of directors.

SECTION 3. FINANCIAL AUTHORITY. The executive director shall have the authority to approve expenditures up to $1,000. Any expenditures over $1,000 shall require the approval of the MAX executive committee (see Article VIII).

SECTION 4. ANNUAL REVIEW. The executive director shall receive an annual performance review and a review of compensation and benefits by the board chair and secretary.

SECTION 5. REMOVAL. An affirmative vote by two-thirds (2/3) of the board of directors may remove the executive director. Proxy votes shall not be permitted.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall be fixed by resolution of the board of directors.

ARTICLE XIV

AMENDMENTS

The power to alter, amend, or repeal these bylaws or adopt new bylaws shall be vested in the board of directors. Such action may be taken at any regular or special meeting for which written or electronic notice of such purpose shall be given. An affirmative vote of two-thirds (2/3) of all appointed and elected directors present at such meeting shall render binding on the Association any such alteration, amendment, repeal or adoption. Proxy votes shall not be permitted. The bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the articles of Association.