



By-Laws

Texas Federation for Advanced Manufacturing Education Metro360

A Chapter of FAME USA Network

Article I

Purpose and Registered Office

Section 1 – Purpose

- a. With the adoption of these by-laws on October 5th, 2023 the organization to be known as Texas FAME – Metro360 is hereby established.
- b. The primary purpose of Texas FAME - Metro360 is to collaborate on the implementation and continuous improvement of a multiskilled maintenance technician development program known as the Advanced Manufacturing Technician program, hereafter referred to as the “AMT program,” which yields global-best entry-level graduates to meet employer needs on-time and at the lowest cost of development commensurate with the program goal, and to provide and support a larger coordinated system of career pathways known as The FAME Career Pathway, hereafter referred to as the “FCP,” and of which the AMT Program is the hub activity.
- c. The secondary purpose of the Texas FAME - Metro360 includes, but is not limited to, collaboration and information sharing on any business need which is of benefit to the Texas FAME - Metro360 membership, such as other talent development activities (i.e., training and education), collaboration with supporting organizations and enhancement of the image of manufacturing and technical industries and career pathway opportunities.
- d. The tertiary purpose of the Texas FAME - Metro360 includes abiding by the operating principles and practices and supporting the FAME USA Network as operated by The Manufacturing Institute, the workforce education partner of the National Association of Manufacturers, in implementing and sustaining a career pathway based on the AMT Program and which facilitates a continuous supply of global-best entry-level talent for manufacturers and other employers

of technical talent.

Section 2 – Name

The public name of the Texas FAME - Metro360 for the purposes of promoting and operating the organization shall be “Metro360.”

Section 3 – Registered Office

The board of directors may establish the registered office of the Texas FAME - Metro360 in Texas. The office may be changed from time to time by the board of directors or executive committee.

Article II

Membership

Section 1 – Members and Member Types

The Texas FAME - Metro360 is comprised of three types of members:

- a. Core Members, with voting rights, include manufacturing companies and other employers of technical talent which currently sponsor students in the AMT Program or have sponsored at least one student in the prior three calendar years or intend to sponsor students in the next enrolling cohort.
- b. Supporting Members, without voting rights, include any public or private sector organization which provides critical support or has critical value to add, as determined by the Executive Committee of the Texas FAME Metro360 to support and/or sustain the FCP, the AMT Program, or the Chapter, or to support Core Member companies in utilizing and gaining the greatest beneficial impact from the FCP and the AMT Program. College partners and administrative “hub” entities, such as a local/regional economic development organization, are examples of Supporting Members. These members join on the approval of the Executive Committee.
- c. Associate Members, without voting rights, include any additional members beyond Core and Supporting members who have a legitimate interest in membership and/or who bring value to the chapter. K12 educational partners, clubs, associations and similar are examples of Associate Members; similarly, community partners with a direct interest in the success of the FAME chapter would be Associate Members. Associate Members join on the

approval of the Executive Committee.

- d. The chapter shall maintain an up-to-date list of all members of the chapter, their representatives, and contact information of the representatives.

Article III

Board of Directors

Section 1 – Establishment

Chapter shall appoint a board of directors that will govern the Texas FAME - Metro360.

Section 2 – General Powers

All business affairs of the Texas FAME - Metro360 shall be managed by the board of directors, except for business affairs specifically authorized by the board of directors to be managed by the executive committee or its designee.

Section 3 – Qualifications

All Core members plus other persons as agreed to by the core members shall be members of the Board of Directors. Representatives of Core member organizations shall designate one primary representative from their organization to serve on the board of directors and shall also designate a proxy to serve as its representative to participate in a duly called meeting of the board of directors if its primary representative is unable to participate. Representatives serving as members on the board of directors shall do so at the pleasure of the organization they represent.

Article IV

Officers

Section 1 – Number and Qualifications

The officers of the board of directors shall be Chair, Vice Chair, Secretary, and Treasurer (or Secretary/Treasurer). The Chair and Vice Chair must be Core Members. The offices of Secretary and Treasurer may be combined in one

position, if desired by the chapter and should be filled by either a Core member or a representative from the hub entity or fiduciary agent.

Section 2 – Terms

Officers shall be elected for terms of one year and are eligible to be elected for two successive terms, for a maximum of three consecutive years of service.

Section 3 – Vacancies

When a vacancy in any office of the board of directors occurs, the vacancy shall be filled by a majority vote of the board of directors and the duly elected officer shall serve until the completion of the term at which time they are eligible to be elected for a full term.

Article V **Executive Committee**

Section 1 – Establishment

The Executive Committee shall consist of the Chair, the Vice Chair, the Treasurer, the Secretary, (or combined Treasurer/Secretary) and other core, supporting, or associate members as designated by the board of directors to manage both general and specific business affairs of the chapter in a more efficient, effective, and timely manner.

Section 2 – Terms

Officers serving on the executive committee shall serve the length of their officer position. Non-officers shall be selected to one-year terms and are eligible for reelection.

Article VI **Meetings**

Section 1 – Chapter Meetings

The chapter shall conduct regular meetings at a time and place established by the board of directors or the executive committee.

Section 2 – Executive Committee Meetings

The executive committee shall conduct regular meetings established by the committee as often as required to manage both general and specific business affairs of the chapter in a more efficient, effective and timely manner.

Section 3 – Special Meetings

The Chair of the Texas FAME - Metro360, a majority of Core Members of the board of directors, or a majority of Core Members of the executive committee may call a special meeting of the board of directors and/or executive committee, as appropriate, and at a time and place designated by the originator of the meeting call.

Section 4 – Quorum

A simple majority of the Core Members of the board of directors or the Core Members of the executive committee shall respectively constitute a quorum for any board of directors or executive committee meeting, as appropriate.

Article VII

Finances

Section 1 – Budget

A budget for the chapter and its activities shall be prepared for each fiscal year and adopted by the board of directors prior to the commencement of the fiscal year. Expenditures shall conform to the budget. However, the budget may be amended by the board of directors or, in lieu of the board of directors, the executive committee.

Section 2 – Funds

The board of directors shall name a fiscal agent, ideally an ongoing venture non-profit with an aligned and vested interest in manufacturing sector workforce development, such as a local or regional economic development organization.

All funds of the Texas FAME - Metro360 Chapter shall be deposited to the credit of the Texas FAME - Metro360 in a financial institution designated by the board of directors, or in lieu of the board of directors, the executive committee.

Article VIII

Chapter Management

Section 1 – Membership Requirements

Core Members: The chapter shall provide the employer agreement, provided by The Manufacturing Institute, that stipulates requirements and expectations for employer members of the chapter. Membership of an individual employer should be approved by a majority vote of the Core members and the employer agreement should be signed by the Board Chair.

Supporting Members: The chapter should, but is not required to, provide a Supporting Members agreement that stipulates requirements and expectations for Supporting Members of the chapter. Agreements, if created, should be customized to the role of a Supporting Member. Membership of a Supporting Member should be approved by a majority vote of the Core members and the Supporting Member agreement should be signed by the Board Chair and the supporting member officer.

In the case of the College Partner the chapter shall execute a Memorandum of Agreement (MOA) or similar for partnership which will be signed by the Board Chair and an authorized representative(s) of the College Partner.

Associate Members: The chapter may provide an Associate Member agreement that stipulates requirements and expectations for Associate Members of the chapter, if the chapter deems it beneficial to do so. Agreements can be customized, if necessary, to the role of an Associate Member. Membership of an Associate Member should be approved by a majority vote of the Core members and the Associate Member agreement, if provided, should be signed by the Board Chair and a representative of the associate member.

Section 2 – Sub-Committees

The board of directors, or in lieu of the board of directors, the executive committee, can establish and dissolve sub-committees as necessary to more efficiently address the critical business and operational needs of the chapter.

Sub-committees may be comprised of the number and types of members considered best for the task.

When a sub-committee is established, a sub-committee head, the leader for all activities and reports of the sub-committee, should be designated.

Section 3 – Chapter Activities

The chapter should conduct activities to sustain and strengthen the chapter’s ability to meet its purposes. The chapter shall develop an annual calendar of activities consisting of both standard (periodic) activities and non-periodic activities. This calendar should be informed by the FAME USA annual calendar.

Standard activities which should be planned for on the annual calendar include, but are not limited to:

- Chapter meetings
- Election of officers
- FAME student recruiting activities
- FAME employer recruiting activities
- FAME student orientation
- FAME national events

Section 4 – Chapter Participants

The chapter will use the FAME Data Platform to accept applications for the AMT program and maintain an up-to-date roster of all AMT students including basic demographic and sponsoring company information.

Article IX

Guiding Principles

Section 1 – Eligibility

Texas FAME - Metro360 Chapter core members must employ or contract with students of the AMT program. Those students must meet academic requirements for the AMT program and must be enrolled in the commiserate academic program. Students not enrolled in respective programs are not AMT students and therefore do not meet the definition of “sponsored” student for purposes of this agreement, including qualifying an employer as a Core member.

Texas FAME - Metro360 Chapter members agree that sponsored students for the AMT program should work an in-effect full-time schedule (work a minimum of 24

hours and attend educational activities with the College Partner a minimum of 16 contact hours per week).

Section 2 – Pay

Texas FAME - Metro360 members agree to pay sponsored AMT students for their work, nominally and as otherwise referenced, 24 hours per week.

Texas FAME - Metro360 members may provide tuition or other financial consideration beyond wages for time to sponsored AMT participants. Provision of additional consideration are above the required pay-for-work guidance and is strictly between the employer and the sponsored student and should not otherwise impact or influence chapter guidelines for sponsored student pay.

Article X

Conflict of Interest

Section 1 – Definition

A member of the board of directors is found to have a conflict of interest when a) an issue pertains only to their organization, b) a personal or familial interest is being considered, or c) a financial interest beyond the basic operating budget of the chapter is at stake.

Section 2 – Responsibility

A director or officer who has a conflict of interest in any matter coming before the board of directors shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.

Article XI

By-Laws

Section 1 – Amendments

Texas FAME - Metro360 By-Laws may be amended by a majority vote of the board of directors, or in lieu of the board of directors, the executive committee,

at a duly called meeting in which board members or the executive committee were given proper notice pursuant to Section 2.

Section 2 – Notice

- a. To modify the Texas FAME - Metro360 By-Laws, members of the board of directors, or in lieu of the board of directors, the executive committee, must be properly notified via high priority email of the content of the By-Law change ten (10) working days prior to the meeting in which the By-Law change will be considered.
- b. When by-laws are amended, notice of such and a copy of the new By-Laws shall be provided to all chapter members.

By the signatures here affixed we adopt these By-Laws or By-Law revisions:

Founding Member
Evan Buell
Dot-It

Founding Member
Robin Monteiro
Sherwin Williams

Founding Member
Irvin Goad
Walmart

Founding Member
Michelle Madden
Grand Prairie Chamber of Commerce

Steven P. Bridges 10/10/23
Founding Member
Steven Bridges
Workforce Solutions Greater Dallas

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