

**BYLAWS  
of the  
Eastern Kentucky Workforce Innovation Board**

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**— ARTICLE 1 —  
NAME**

**SECTION 1.1 — NAME**

The name of this organization shall be the Eastern Kentucky Workforce Innovation Board, also referred to by the abbreviation “EKWIB.”

**— ARTICLE 2 —  
MISSION AND GOVERNING POWERS**

**SECTION 2.1 — PREAMBLE**

The Eastern Kentucky Workforce Innovation Board was established by the EKCEP Board of Directors. As the governing body of a rural concentrated employment program, the EKCEP Board of Directors acts as the Chief Elected Official and is authorized to appoint members to the Workforce Innovation Board and carry out any other responsibility relating to workforce development activities. The Chair has signatory authority for the EKCEP Board of Directors and is hereafter referred to as the Chief Elected Official. The EKWIB was appointed as required under the federal Workforce Innovation and Opportunity Act (WIOA) of 2014, and is consistent with the guidance developed by the Commonwealth of Kentucky regarding local workforce development boards.

The EKWIB, in partnership with the Chief Elected Official, plans and oversees workforce development activities for Eastern Kentucky C.E.P. Local Workforce Area. The bylaws of the EKWIB are to be used and adhered to by all representatives operating under the auspices of the EKWIB. These bylaws, once approved, become the rules of governance for the EKWIB.

## **SECTION 2.2 — MISSION**

- (1) The Eastern Kentucky Workforce Innovation Board will craft policies, priorities, and strategies to develop and sustain a unified, customer-friendly, and market-driven workforce development system for the 23-county Local Workforce Area, in order to help accomplish EKCEP’s mission of “preparing, advancing, and expanding the workforce of Eastern Kentucky.”
- (2) The EKWIB will coordinate and oversee local workforce development initiatives to support the growth of business and the self-sufficiency of residents in the local economy.

## **SECTION 2.3 — STAFF OF THE WORKFORCE INNOVATION BOARD**

- (1) The Executive Director of Eastern Kentucky C.E.P., Inc. — the agency whose board serves as the Chief Elected Official and fiscal agent for the Eastern Kentucky C.E.P. Local Workforce Area — will also serve as Executive Director for the EKWIB and the Local Workforce Area.
- (2) The Executive Director is staff to both the EKWIB and the Chief Elected Official (i.e., the Eastern Kentucky C.E.P., Inc. Board of Directors) and is empowered to hire and manage the additional staff necessary to perform the day-to-day functions required to execute and accomplish the plans and strategies of both the EKWIB and the Chief Elected Official (i.e., the Eastern Kentucky C.E.P., Inc. Board of Directors).
- (3) The performance of the Executive Director in executing the day-to-day functions and accomplishing the plans and strategies of both the EKWIB and the Chief Elected Official (i.e., the Eastern Kentucky C.E.P., Inc. Board of Directors) will be evaluated annually by both the EKWIB and the Chief Elected Official (i.e., the Eastern Kentucky C.E.P., Inc. Board of Directors).
- (4) In coordination with the Eastern Kentucky C.E.P., Inc. Board of Directors, the EKWIB will develop and formally adopt minimum requirements for education and experience for the Executive Director’s position.

## **SECTION 2.4 — RESPONSIBILITIES OF THE WORKFORCE INNOVATION BOARD**

At a minimum, the EKWIB has the following responsibilities, as required under Section 107(d) of the Workforce Innovation and Opportunity Act (WIOA):

**Develop the Local Plan for Workforce Development.** The EKWIB will work in collaboration with the Chief Elected Official to develop a comprehensive four-year strategic plan for workforce development in the Eastern Kentucky C.E.P. Local Workforce Area, consistent with the State workforce plan prepared for the Commonwealth of Kentucky and consistent with the economic and workforce goals for Eastern Kentucky established by the Shaping Our Appalachian Region (SOAR) initiative. At the end of the first two years of this plan, the EKWIB, in partnership with the Chief Elected Official, shall review the plan and make modifications as necessary to adapt the plan to changing labor markets, economic conditions, and other factors, allowing it to continue to guide workforce development in Eastern Kentucky until the next four-year plan is developed.

**Develop the Regional Plan for Workforce Development.** The EKWIB will work in collaboration with the other local area(s) in its State-designated region to develop and update as necessary a four-year strategic plan for workforce development in the region, consistent with and incorporating the local area plans of the Eastern Kentucky C.E.P. Local Workforce Area and the other local areas in the region. The regional plan will include: the establishment of regional service strategies; the development and implementation of sector initiatives for in-demand industry sectors or occupations in the region; the collection and analysis of regional labor market data; and the coordination of workforce services with regional economic development services.

**Convene, Broker, and Leverage the Local Workforce Development System.** The EKWIB shall convene local workforce development system stakeholders to assist in identifying non-Federal expertise and resources to leverage support for workforce development activities and assist in the development of the local and regional plans.

**Create and Sustain Employer Engagement.** The EKWIB shall lead local efforts to engage with a diverse range of employers in order to:

- Ensure that workforce development activities meet the needs of employers and support economic growth in the region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers;
- Develop and implement proven or promising strategies that provide the skilled workforce needed by existing employers in the region, and that expand employment and career advancement opportunities for job seekers in in-demand industry sectors or occupations.
- Develop and implement proven or promising strategies that provide the skilled workforce needed to encourage and support emerging industries, support entrepreneurial advancement, and promote economic diversification.
- Develop effective linkages to support employers' use of the local workforce development system and support of local workforce development activities;
- Promote high-level business representation on the EKWIB.

**Identify and Promote Proven and Promising Practices.** The EKWIB shall lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers, and to identify and disseminate information on proven and promising practices from other local areas. These promising practices should include ways to make programs accessible to clients with disabilities.

**Develop Strategies for Use of Technology.** The EKWIB shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, workers, and jobseekers. These strategies should include ways to: facilitate connections among the intake and case management information systems of the one-stop partner programs; facilitate access to one-stop center services; identify strategies for augmenting traditional service

delivery and increasing access to services through technology; and leverage resources and capacity within the local workforce development system.

**Oversee the Local Workforce Development System.** The EKWIB, in partnership with the Chief Elected Official, shall oversee workforce development activities for adults, dislocated workers, and youth, and ensure the appropriate use and management of the workforce development funds. The EKWIB will set standards and policies for the local one-stop career center system and oversee system performance.

**Negotiate Local Performance Measures.** The EKWIB, in collaboration with the Chief Elected Official, shall negotiate and reach agreement with the governor on local performance measures for the local workforce development system.

**Select the One-Stop Operator(s).** The EKWIB, with the agreement of the Chief Elected Official, shall designate or certify the one-stop operators for the local area, and may terminate for cause the designation or certification of such operators.

**Select Youth Services Providers.** The EKWIB shall identify eligible providers of youth workforce development activities in the local area by awarding grants or contracts on a competitive basis, based on the recommendations of the youth standing committee, if such a committee is established for the local area. The EKWIB may also terminate for cause the eligibility of youth services providers.

**Identify Providers of Training Services.** The EKWIB board shall identify eligible providers of training services in the local area.

**Identify Providers of Career Services.** The EKWIB shall identify eligible providers of career services (frontline workforce services) in the local area by awarding contracts.

**Develop a Strategic Budget.** The EKWIB shall develop a budget for the activities of the local board in the local area, consistent with the local plan and the duties of the local board under this section, subject to the approval of the Chief Elected Official.

**Assist in the Development of the Statewide Workforce and Labor Market**

**System.** The EKWIB shall assist the Governor in developing a statewide workforce and labor market data system, analyze the economic conditions, the workforce, its required knowledge and skills, and the education, training, and workforce development activities in the region. The EKWIB also shall conduct the other research, data collection, and analysis related to the workforce needs of the region that it determines to be necessary to carry out the EKWIB's functions.

The EKWIB may pass resolutions adopting additional responsibilities for the EKWIB that are consistent with its mission, these bylaws, and governing federal legislation.

**— ARTICLE 3 —**  
**WORKFORCE INNOVATION BOARD MEMBERSHIP**

**SECTION 3.1 — BOARD STRUCTURE**

As stated in the Workforce Innovation and Opportunity Act (Section 107[b]), the members of the EKWIB are required to be individuals with optimum policymaking authority within the organizations, agencies, or entities that they represent. As required by Section 107(b) of the Workforce Innovation and Opportunity Act, the minimum criteria for EKWIB composition are as follows:

- The majority of EKWIB members must represent business. Representatives of business must meet the following criteria:
  - Be owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority.
  - Represent businesses, including small businesses, or organizations representing businesses, that provide employment opportunities that include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the 23-county Local Workforce Area.
  - Be appointed from among individuals nominated by local business organizations and business trade associations.
- At least 20 percent of the EKWIB members must be representatives of the workforce in the local area. These representatives:
  - Must include two representatives of labor organizations (if employees in the local area are represented by labor organizations), who have been nominated by local labor federations, or other representatives of employees (if the local area has no employees represented by such organizations).
  - Must include a representative who is a member of a labor organization or a training director from a joint labor-management apprenticeship

program, or a representative of an apprenticeship program, if such programs exist in the local area.

- May include a representative of a community-based organization that has demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment.
- May include a representative of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of youth, including out-of-school youth.
- The EKWIB must include at least one representative from each of the following groups:
  - Adult Education and Literacy.
  - Higher Education institutions that provide workforce activities.
  - Economic Development.
  - Employment Services (State Wagner-Peyser program).
  - Vocational Rehabilitation.
- The EKWIB may include at least one representative from each of the following groups:
  - Community-Based Organizations with experience in education and training needs of individuals with barriers to employment.
  - Agencies or entities administering local transportation, housing, and public assistance programs.
  - Philanthropic organizations serving the local area.
  - Other individuals as deemed appropriate by the Chief Elected Official.

### **SECTION 3.2 — TERMS OF MEMBERS**

- (1) Initial members of the Eastern Kentucky Workforce Innovation Board (WIB) shall be appointed to serve terms of two, three, or four years, at the pleasure of the Chief Elected Official. (The different initial term lengths are to ensure that the memberships of all EKWIB members do not expire at the same time.)



- (2) Beginning in the second year of this board (Program Year 2016-17) and thereafter, every member appointed or re-appointed to the Eastern Kentucky EKWIB shall be appointed to serve for a term of three years, unless the member has been appointed to replace a member who has left the EKWIB before the end of his/her term. A EKWIB member who has been appointed to replace a member in mid-term will serve out the remainder of the departed member's term.
- (3) Any EKWIB member is allowed to succeed himself/herself indefinitely, with the approval of the Chief Elected Official. To continue to represent a category, an EKWIB member must maintain a position that qualifies him/her to represent that category.
- (4) Each EKWIB member is expected to serve until the end of his/her appointed term unless: the member voluntarily resigns from the EKWIB; or the member's affiliation with the category that he/she represent ends; or the member is voted off of the EKWIB for cause.

### **SECTION 3.3 — RESIGNATION POLICY**

Any EKWIB member may resign at any time. Such resignation must be made in writing to the Chair, and will take effect upon the date specified therein or, if a date is not specified, upon its receipt by the Chair. A formal acceptance of a resignation shall not be necessary to make it effective.

### **SECTION 3.4 — REMOVAL OF MEMBERS**

A Workforce Innovation Board member may be removed from the board for any of the following reasons:

- (a) **Change of Representation Status**: A member may be removed from the EKWIB when he/she no longer represents the organization/industry that he/she was appointed to represent. A member who has no longer affiliated with the organization or industry he/she was appointed to represent will automatically be removed from the EKWIB, unless that member desires to continue to serve upon the EKWIB as a representative of a different organization or industry for which he/she is qualified. The re-appointment of a member to represent a new category must be considered and

approved by the Chief Elected Official, upon recommendation of the executive director of Eastern Kentucky C.E.P., Inc.

- (b) **Unacceptable Conduct:** A member may be removed for unacceptable conduct during EKWIB meetings, committee meetings, or while representing the EKWIB in any capacity. Removing a member from the EKWIB for exhibiting unacceptable conduct requires a two-thirds majority vote of the EKWIB. A vote concerning the conduct of an EKWIB member may be called by the Chair, or the Vice Chair, or any three EKWIB members.
  
- (c) **Violation of the Code of Conduct:** (Section 3.7 below). A member may be removed from the EKWIB for violating the Code of Conduct. Removing a member from the EKWIB for violating the Code of Conduct requires a two-thirds majority vote of the EKWIB. A vote to remove an EKWIB member for misconduct may be called by the Chair, or the Vice Chair, or any three members.
  
- (d) **Absences:** A member may be removed from the EKWIB for three or more consecutive absences from regularly scheduled meetings without proper notification of the Chair or the EKWIB staff. A member may be removed from the EKWIB for excessive or unexplained absences by a two-thirds majority vote of the EKWIB. A vote to remove a member for absences may be called by the Chair, or the Vice Chair, or any three members.
  
- (e) **Noncompliance with Responsibilities:** An officer or member may be removed from the EKWIB for not complying with his/her assigned responsibilities. An officer or member may be removed from the EKWIB for noncompliance by a two-thirds majority vote of the EKWIB. A vote concerning an EKWIB member's compliance with his/her assigned responsibilities may be called by the Chair, or the Vice Chair, or any three members.
  
- (f) **Conflict of Interest Violation:** A member may be removed from the EKWIB for a documented violation of the Conflict of Interest policy (Section 3.8 below). The Chief Elected Official will evaluate the documentation and, if necessary, related testimony, then act upon the

removal as appropriate. The member will be notified of his/her removal immediately by the Executive Director of Eastern Kentucky C.E.P., Inc.

- (g) **Fraud or Abuse Violation:** A member may be removed from the EKWIB for a documented fraud or of abuse toward coworkers, business associates, clients, or fellow board members. The Chief Elected Official will evaluate the documentation and, if necessary, related testimony, then act upon the removal as appropriate. The member will be notified of his/her removal immediately by the Executive Director of Eastern Kentucky C.E.P., Inc.
  
- (h) **Conviction of a Felony:** A member who has been convicted of a felony is automatically removed from the EKWIB. The member will be notified of his/her removal immediately by the executive director of Eastern Kentucky C.E.P., Inc.

### **SECTION 3.5 — VACANCIES**

- (1) A vacancy on the EKWIB occurs when a member's term expires, or when a member resigns, or when a member is removed from the EKWIB for cause. The Chief Elected Official shall appoint new a member to the EKWIB to fill any vacancy within 90 days of the occurrence of the vacancy. The newly appointed member must be appropriate for the category he/she will represent consistent with Section 107(b) of the Workforce Innovation and Opportunity Act and Section 3.1 of these bylaws. The appointment to fill a vacancy will be for the unexpired portion of the outgoing member's term, but at the end of that term the newly appointed member will be eligible for reappointment to succeed himself/herself.
  
- (2) A vacancy in the position of Chair or Vice Chair shall be filled no later than the next regularly scheduled meeting of the EKWIB. The new officer will be elected by a majority vote of the EKWIB from among candidates nominated by the EKWIB, and will serve the unexpired portion of the outgoing officer's term.

## **SECTION 3.6 — ROLES AND PERSONAL RESPONSIBILITIES OF EKWIB MEMBERS**

General roles and responsibilities of EKWIB members include, but are not limited to:

- Attendance, in person at quarterly meetings of the EKWIB.
- Committee participation, as appropriate.
- Active participation in and pursuit of the EKWIB's mission (as defined in Section 2.2).
- Active participation in and contributions toward the execution of the EKWIB's responsibilities (as defined in Section 2.4).
- Compliance with the Code of Conduct (Section 3.7) and Conflict of Interest Policy (Section 3.8).
- Advocating for the EKWIB and its mission with employers, educational institutions, government agencies, elected and civic leaders, and others whose collaboration may further the EKWIB's mission.
- Representing the EKWIB in person at selected public events as requested by the chair or his/her designee.

## **SECTION 3.7 — CODE OF CONDUCT**

WIB members agree to:

- Have knowledge of and genuine concern for local workforce development and training needs.
- Respect others' opinions.
- Be trustworthy and honest.
- Have a strong sense of independence in making decisions.
- Have a clear understanding of their roles and responsibilities.
- Conduct themselves in good faith and in a manner that they reasonably believe to be in the best interest of the EKWIB.
- Use care in making EKWIB decisions, including reasonable inquiry, research and diligence.
- Act without conflict of interest.
- Serve in a voluntary capacity.
- Seek ways in which to advocate for and leverage resources for the Workforce Innovation Board.

## **SECTION 3.8 — CONFLICT OF INTEREST POLICY**

### (1) Definition

- (a) A conflict of interest is defined as any situation in which the actions of the EKWIB or its committees would confer or appear to confer a private benefit to an EKWIB member or their family, whether directly or indirectly. Situations that would confer or appear to confer a benefit include decisions regarding whether to provide a contract to or otherwise do business with any organization that the member or his/her family may have a financial or personal interest in, including organizations where the member or his/her immediate family members:
  - (i) Serves in a position of authority with or is compensated by. This includes serving as an employee, consultant, member of the board of directors, trustee, officer, agent, owner, partner, receiver, guardian, custodian, conservator, or other legal representative. This also includes being a significant debtor or creditor of the organization.
  - (ii) Has any past, present, or known future relationship with the organization that could cause a reasonable person to conclude that the member could not be unbiased in making decisions.
- (b) For conflict-of-interest purposes, immediate family is defined as parent, spouse, child, brother, sister, or like relative in-law.

### (2) Disclosure

Immediately upon becoming aware that the EKWIB or a committee is approaching or considering a decision that would involve him/her in a conflict of interest, an EKWIB member must disclose to the EKWIB or committee the details of his/her involvement with or relationship to the organization(s) under consideration.

### (3) Discussion

- (a) After disclosing to the EKWIB or committee his/her conflict of interest, the EKWIB member will refrain from participating in the discussion of

the merits of the decision in which he/she has an interest, and may not offer recommendations.

- (b) However, an EKWIB member who has a conflict of interest may serve as a resource to the EKWIB by answering direct questions during the discussion of the merits of the decision in which he/she has an interest.

#### (4) Voting

- (a) A member of the EKWIB may not move, second, or vote on any EKWIB decisions or activities that create a conflict of interest by conferring or appearing to confer a private benefit to them or their family, directly or indirectly, as defined in Section 3.8 (1) above.
- (b) The minutes for a meeting in which an EKWIB member disclosed a conflict of interest must include a record of that disclosure and a notation that the member abstained from voting on that issue.

#### (5) Gifts

- (a) A member of the EKWIB may not accept gifts, gratuities, entertainment, or other favors from any individual or entity that seeks to do business with the EKWIB under circumstances that infer that such gifts are intended to influence the EKWIB member in the his/her decisions.
- (b) This prohibition does not preclude EKWIB members accepting items and entertainment of nominal or insignificant value that are not related to any particular transaction or decision.

#### (6) Acceptable Decisions Regarding Conflicts of Interest

- (a) The EKWIB or its committees may decide upon a course of action that would confer or appear to confer a private benefit to an EKWIB member or their family, whether directly or indirectly, in situations where:
  - (i) The requirements of this section of the bylaws have been met and the decision was reached without the participation or influence of the member(s) involved in the conflict of interest.

- (ii) The EKWIB has demonstrably considered the merits of alternatives to awarding the contract or business to the organization connected to a member, and selected the organization on the basis of those merits.
  
- (b) In considering decisions involving conflicts of interest, the EKWIB will be mindful of the fact that the federally mandated membership of the EKWIB — involving partners in workforce development, economic development, education, and the region’s leading businesses — creates a circumstance in which conflicts of interest are likely to occur. By definition, the mandated membership may well include the best options — based upon merit — for the EKWIB to contract or partner with.

**— ARTICLE 4 —**  
**WORKFORCE INNOVATION BOARD MEETINGS**

**SECTION 4.1 — MEETINGS OF THE WORKFORCE INNOVATION BOARD**

(1) Regular Meetings

- (a) The EKWIB will meet quarterly. Quarterly meetings will be held at 1:30 p.m. on the second Thursday of September, December, March, and June, at the Kentucky Career Center (and EKCEP offices) at 412 Roy Campbell Drive, Hazard, KY, unless the EKWIB members and/or staff agree that another date, time, location, or means of meeting would be preferable for the productivity of the board or in order to coordinate with regional events.
- (b) Notice of meetings will be sent to each member and will be mailed or delivered via email, instant message, telephone, or other communications mode at least seven days prior to the meetings. The notices will specify location or means, day and time of the meeting and any other information required by law or these bylaws.

(2) Special Meetings

- (a) Special meetings of the Board may be called by the Chair or by three or more EKWIB members.
- (b) EKWIB members will be given at least five days written notice or at least two days electronic notice (e.g., email, instant message, text message, telephone) that a special meeting has been called.

(3) Participation in Meetings by Remote Communication

- (a) Members of the Board or of any Committee designated thereby may participate remotely in a meeting of the Board or such Committee by means of electronic video, telephone, or by similar communications equipment consistent with the requirements of KRS 273.195, provided that all participants utilizing such means or devices can hear each other and all other participants at the same time, and be heard by all other participants.



- (b) Participation by electronic means or devices as set forth herein shall constitute in-person presence at the meeting for purposes of establishing a quorum and for all other business to be conducted therein.
- (c) When a Board meeting is conducted via electronic communication means, members of the public who attend must also be able to hear all persons participating in the meeting.

#### (4) Public Information

Information regarding the activities of the EKWIB will be made available to the public on a regular basis through open meetings and through electronic mass communications (e.g., website, Facebook, etc.). The information that EKWIB staff will make available to the public will include information about:

- The draft local plan (prior to submission)
- The local plan (after approval)
- EKWIB membership.
- Designation and certification of one-stop operators.
- Grants or contracts awarded to providers of youth workforce activities.
- Minutes of the EKWIB meetings. (Copies of minutes may be provided upon request.)

### **SECTION 4.2 — QUORUM**

(1) For formal meetings of the EKWIB, a quorum shall consist of:

- (a) A simple majority (51% or more) of the all the appointed members, excluding vacancies.

AND

- (b) Of the members in attendance, a majority (51% or more) must be representatives of the Business or Workforce categories.

If both these conditions are not met, the EKWIB does not have a quorum, and therefore it is unable to conduct a formal meeting or take action as a body.

Members or designated proxies participating in a meeting by means of electronic video, telephone, or by similar communications equipment consistent with the requirements of KRS 273.195 will be considered as present at the meeting for purposes of establishing a quorum.

(2) Any EKWIB member may designate a proxy to attend an EKWIB meeting and represent the member when he/she is unable to attend that meeting. The person selected as a proxy is required to be from the same category as the member he/she replaces. (For example: an organized labor representative must designate a proxy who is also involved in and able to represent organized labor.) At the EKWIB meeting, a proxy may speak and participate in EKWIB discussions, but cannot move, second, or vote. A proxy does count toward a quorum.

(3) The acts approved by a majority of the members at a meeting at which a quorum is present shall be considered the acts of the entire EKWIB.

### **SECTION 4.3 — VOTING**

(1) Each appointed EKWIB member shall be entitled to vote when attending an EKWIB meeting. Votes may be undertaken in these ways, as determined by the EKWIB membership:

- Voice vote.
- Show of hands.
- Secret ballot. (When the EKWIB prefers this method, the ballot may be distributed at the meeting, or mailed to the members before the meeting.)
- Other electronic means, as appropriate, when they are developed.

(2) A proxy who attends an EKWIB meeting representing an appointed EKWIB member cannot vote move, or second.

## **SECTION 4.4 — PARLIAMENTARY PROCEDURE**

- (1) In general business, the EKWIB will work to achieve consensus in decisions after adequate discussion.
  
- (2) Robert's Rules of Order shall govern the proceedings of the EKWIB when consensus cannot be achieved and members have called for a vote.

## **— ARTICLE 5 — BOARD OFFICERS**

### **SECTION 5.1 — OFFICERS**

The elected officers of the EKWIB shall be a Chair and Vice Chair.

### **SECTION 5.2 — QUALIFICATIONS AND SELECTION**

- (1) The officers of the EKWIB shall be EKWIB members.
- (2) The Chair of the EKWIB shall be an EKWIB member appointed to represent business and shall be elected by a majority vote of the membership.
- (3) The Vice Chair shall be an EKWIB member appointed to represent business and shall be elected by a majority of the membership.
- (4) Elected officers shall serve at the pleasure of the EKWIB for a term of three years, or until their EKWIB term expires, or until the officer voluntarily resigns.
- (5) To ensure continuity of mission and effectiveness during the transition from the board's former incarnation as the Eastern Kentucky C.E.P., Inc. Workforce Investment Board to its new incarnation as the Eastern Kentucky Workforce Innovation Board (EKWIB), the existing officers will continue in their offices for the first two years of the EKWIB, unless either is unwilling or unable to serve.

### **SECTION 5.3 — DUTIES OF OFFICERS**

The officers of the Workforce Innovation Board shall have the following duties.

- (1) The Chair shall:
  - (a) Preside at all regularly scheduled meetings of the EKWIB and other special meetings as appropriate.

- (b) Supervise the conduct of EKWIB business.
  - (c) Have general supervision of the affairs of the EKWIB and report such affairs to the membership.
  - (d) Serve as mediator for opposing points of view among EKWIB members that threaten to hinder the momentum and positive development of EKWIB policies and initiatives.
  - (e) Provide leadership to ensure open and rational discussions for policies and procedures.
  - (f) Form committees and appoint committee Chairs from among the EKWIB members.
  - (g) Appoint committee members, in collaboration with committee Chairs and the Executive Director.
  - (h) Monitor the progress of committees toward stated goals and objectives.
  - (i) Dissolve committees.
  - (j) Help establish partnerships that may bring additional financing and/or technical resources to further the EKWIB's mission and/or objectives.
  - (k) Promote the EKWIB and advocate for its programs, activities, and policies as necessary and appropriate for Eastern Kentucky, including attending select public relations events.
- (2) The Vice Chair shall:
- (a) Act in the absence or disability of the Chair to fulfill any or all of the duties assigned to the Chair. In the absence of the Chair, the execution by the Vice Chair on behalf of the EKWIB of any action will have the same force and effect as if it were executed by the Chair on behalf of the EKWIB.

- (b) Promote the EKWIB and advocate for its programs, activities, and policies as necessary and appropriate for Eastern Kentucky, including attending select public relations events.
- (c) Perform such other duties as may be assigned to him/her by the Chair.

## — ARTICLE 6 — COMMITTEES

### SECTION 6.1 — COMMITTEES

- (1) The EKWIB may establish ad hoc or standing committees as necessary to fulfill its goals and objectives.
- (2) The EKWIB shall establish an Executive Committee that is empowered to act quickly on behalf of the EKWIB in time-critical situations, or in the absence of a quorum for a full EKWIB meeting.
- (3) The EKWIB may establish other committees that will assist it in its mission. The committees the EKWIB may choose to consider establishing include:
  - (a) One-Stop Delivery System Committee — This committee would provide information to the EKWIB and assist with operational issues relating to the one-stop delivery system. This committee may include members who represent the partner entities in the one-stop delivery system.
  - (b) Youth Committee — This committee would provide information about and assist with planning and issues relating to providing services to youth. The membership of this committee should include representatives of community-based organizations with a demonstrated record of success in serving youth.
  - (c) Accessibility Committee — This committee would provide information and assist with operational issues and other issues relating to providing programmatic and physical access to the services, programs, and activities of the one-stop delivery system to individuals with disabilities.
  - (d) Budget Committee — This committee would consult with the EKWIB staff to ensure that the budget reflects the EKWIB's strategies, priorities, and intentions. This committee most likely would be composed entirely of EKWIB members, although some partner staff would be appropriate.
- (4) When the EKWIB forms a committee, the EKWIB Chair will appoint the Committee Chair from among the members of the EKWIB. Whenever possible, Committee Chairs should be private sector representatives of

the business community. Each Committee Chair serves at the discretion of the EKWIB Chair.

## **SECTION 6.2 — COMMITTEE MEMBERSHIP**

- (1) Committee members shall be appointed by the EKWIB Chair, in consultation with the Committee Chair and the Executive Director. The number of members on any committee (other than the Executive Committee) shall be determined by the EKWIB Chair, in consultation with the Committee Chair and the Executive Director. The EKWIB Chair may add or subtract members from a committee at any time in order to ensure the committee is as productive, functional, effective, and useful to the EKWIB as possible.
- (2) Committees (other than the Executive Committee) are expected to include non-members of the EKWIB, when the inclusion of such non-members will bring additional relevant expertise to the committees and aid them in achieving their goals. In some cases it may appropriate for a significant majority of the persons on a committee to be non-members of the EKWIB. However, the Chair of every EKWIB committee must be an EKWIB member.
- (3) Whenever possible, committees should include a significant private sector membership.
- (4) Committee membership may include the Executive Director of Eastern Kentucky C.E.P., Inc., or his/her designee.
- (5) Recommendations from any committee (other than the Executive Committee) must be ratified by a majority vote of the full EKWIB in order to be enacted.
- (6) Any committee (other than the Executive Committee) can be dissolved or reconstituted at any time by the EKWIB Chair, in consultation with the Executive Director.

## **SECTION 6.3 — EXECUTIVE COMMITTEE**

- (1) The EKWIB shall establish an Executive Committee that is empowered to act quickly on behalf of the EKWIB in time-critical situations, between EKWIB meetings, or in the absence of a quorum for a full EKWIB meeting.



- (2) The members of the Executive Committee shall be the:
- EKWIB Chair
  - EKWIB Vice Chair
  - One representative of business
  - One representative of the workforce
  - Executive Director of Eastern Kentucky C.E.P., Inc.
- (3) The Executive Committee shall be allowed to meet and conduct business either in person in a single location, or electronically from multiple locations. The Executive Committee may use Skype, online meeting programs, conference calling, or any other electronic means that allows the members to hear and speak to each other.
- (4) A simple majority — attending in person or electronically — shall constitute a quorum for the Executive Committee.
- (5) The actions of the Executive Committee are to be considered immediately effective, with the full authority of the EKWIB. The Executive Committee will report any meetings and actions taken to the full EKWIB at the next full EKWIB meeting, at which time the full EKWIB may ratify or modify the Executive Committee's actions.

**— ARTICLE 7 —  
BOOKS AND RECORDS**

**SECTION 7.1 — BOOKS AND RECORDS**

- (1) The Eastern Kentucky Workforce Innovation Board shall keep:
  - (a) Minutes of quarterly EKWIB meetings, including any committee reports submitted to the EKWIB.
  - (b) Records of all EKWIB members' names and addresses.
- (2) Minutes of the meetings of the EKWIB will be made available to the public upon request.

**— ARTICLE 8 —  
AMENDMENTS**

**SECTION 8.1 — AMENDMENTS**

- (1) These bylaws may be altered, amended, repealed, or revised by an affirmative vote of two-thirds of the EKWIB at a regular or special meeting.
- (2) Copies of any proposed amendment(s) to these bylaws shall be given to members in writing at least one week prior to the opportunity to vote on the proposed amendment(s).