

# **BYLAWS**

## **GREEN RIVER WORKFORCE DEVELOPMENT BOARD**

### **ARTICLE I**

#### **Name**

Pursuant to the Workforce Innovation and Opportunity Act (WIOA) of 2014, 29 USC Ch. 32 et. seq., and the Rules and Regulations promulgated relating thereto, the Green River Workforce Development Board is hereby established. The name of the Green River Workforce Development Board (GRWDB) shall hereinafter be referred to as the Workforce Board.

### **ARTICLE II**

#### **Purpose**

A purpose of the Workforce Board is to increase, for individuals, particularly those with barriers to employment, access to and opportunities for the employment, education, training, and support services needed to succeed in the labor market.

A further purpose is to support the alignment of workforce investment, education, and economic development systems in support of a comprehensive, accessible, and high-quality workforce development system.

A further purpose is to improve the quality and labor market relevance of workforce investment, education, and economic development efforts to provide workers with the skills and credentials necessary to secure and advance in employment with self-sustaining wages and to provide employers with skilled workers needed to succeed in the global economy.

A further purpose is to promote improvement in the structure of and delivery of services through the workforce development system to better address the employment and skill needs of workers, jobseekers, and employers.

A further purpose is to increase the prosperity of workers and employers in the United States and the economic growth of communities and regions.

A further purpose is to provide workforce investment activities, through statewide, regional, and local workforce development systems that increase the employment, retention, earnings of participants, and increase attainment of recognized post-secondary credentials by participants, and as a result, improve the quality of the workforce, reduce welfare dependency, increase economic self-sufficiency, meet the skill requirements of employers, and enhance the productivity and competitiveness of the Nation.

A further purpose is to solicit and accept funds and contributions from other public and private sources that will further assist the Workforce Board in carrying out its functions.

A further purpose is to execute the obligations of the Workforce Innovation and Opportunity Act and any amendments or successor laws that may be imposed by Acts of Congress or Executive Orders of the President of the United States wherein they are applicable.

### **ARTICLE III**

#### **Geographic Area**

The area to be served by the Workforce Board shall include the counties of Daviess, Hancock, Henderson, McLean, Ohio, Union, and Webster.

The Workforce Innovation and Opportunity Act provides for regional planning regions. The West Region includes the West Kentucky and Green River Local Workforce Development Areas. The regions are a new component of the workforce system to encourage collaboration to meet the needs of regional economies. The regions will develop plans and coordinate service delivery within the designated regions.

### **ARTICLE IV**

#### **Membership**

A. Number

The Workforce Board shall consist of no less than nineteen (19) members and no more than twenty-five (25) members. At least 51 percent of the total membership must be representatives of business and at least 20 percent of the total membership must be workforce representatives.

B. Composition

The composition of the Workforce Board shall meet the requirements, as set forth in Section 107(b) of the Workforce Innovation and Opportunity Act. The Workforce Board shall consist of:

1. **Representatives of Business.** A majority [51%] of the members of each local board shall be representatives of business in the local area, who—(i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority; (ii) represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training, and development in in-demand industry sectors or occupations in the local area;

and (iii) are appointed from among individuals nominated by local business organizations and business trade associations.

*Additional Office of Employment and Training (OET) Guidance:* Representatives from private not-for-profit entities that operate businesses and are employers may be considered business sector members of the Workforce Board. The not-for-profit entities should align with key industry sectors for the state and local area and be identified in the local plan; representatives from proprietary schools cannot be considered a business sector member; and there must be a MINIMUM number of ten (10) business representatives.

2. Representatives of Workforce (Labor, Community Based Organization and Youth Serving Organizations). Not less than 20 percent of the members of each local board shall be representatives of the workforce within the local area, who—(i) shall include representatives of labor organizations (for a local area in which employees are represented by labor organizations), who have been nominated by local labor federations, or (for a local area in which no employees are represented by such organizations) other representatives of employees; (ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists; (iii) may include representatives of community based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and (iv) may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

*Additional OET Guidance:* The MINIMUM number of workforce representatives is four (4) and where possible, membership should be aligned with designated state and/or local sectors.

3. Representatives of Education and Training. Each local board shall include representatives of entities administering education and training activities in the local area, who—(i) shall include a representative of eligible providers administering adult education under title II; (ii) shall include a representative of institutions of higher education providing workforce investment activities (including community colleges); and (iii) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment; (such as local school boards, adult education and literacy, or post-secondary education).

*Additional OET Guidance:* The MINIMUM number of Education and Training representatives is two (2).

4. Representatives of government and economic development. Each local board shall include representatives of governmental and economic and community development entities serving the local area, who—(i) shall include a representative of economic and community development entities; (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area; (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area; (iv) may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and (v) may include representatives of philanthropic organizations serving the local area.

*Additional OET Guidance:* The MINIMUM number of government and economic development representatives is three (3).

5. According to Section 107 (b)(E), each local board may include such other individuals or representatives of entities as the Chief Elected Official in the local area may determine to be appropriate.

C. Appointments

Appointments shall be made by the Chief Local Elected Official (CLEO), in consultation with the Local Elected Officials (LEOs), in accordance with Section 107(c) of the Act and the Interlocal Cooperative Agreement, and submitted to the Administrative Entity. All appointments shall be subject to final certification by the Governor or designee.

D. Terms of Appointment

- a. Members shall be appointed for staggered terms of three (3) years and shall serve until their successors are appointed by the Chief Elected Official, in consultation with the Local Elected Officials. The terms shall be based on a calendar year.
- b. One-third of the members from the initial membership shall be appointed to a one (1) year term with all successor terms being for three (3) years.
- c. One-third of the members from the initial membership shall be appointed to a two (2) year term with all successor terms being for three (3) years.
- d. One-third of the members from the initial membership shall be appointed to a three (3) year term with all successor terms being for three (3) years.

Any vacancies occurring in mid-term will be filled for the remainder of the existing term.

E. Removal

The Chief Local Elected Official will remove a Workforce Board member if any of the following occurs: documented violation of conflict of interest, failure to meet the Workforce Board member representation requirements as defined in federal statute and/or state policies, or documented proof of fraud and/or abuse. The Workforce Board may also vacate the position of any member missing three (3) unexcused consecutive meetings including (regular or called meetings and required trainings), or tendering a resignation. Removal for cause may be commenced by petition of a single member who shall set forth in writing the reasons for termination of a member. The member shall be notified in writing of the cause of action and given the opportunity to respond to the charges. Removal for cause shall be by a vote of three-fourths (3/4) of the members of the Executive Committee.

F. Change in Status

Workforce Board members who no longer hold the position of status that made them eligible local board members must resign or be removed by the Chief Local Elected Official immediately as a representative of that entity, i.e., no longer work in the private sector or no longer with an educational institution.

G. Mid-Term Appointments

Members replacing out-going members mid-term shall serve the remainder of the out-going member term.

H. Vacancies

Workforce Board vacancies must be filled within a reasonable amount of time of the vacancy as determined by the Workforce Board, but no later than ninety (90) days from the occurrence. The Chief Local Elected Official is authorized to make all reappointments of members and must be made within a reasonable amount of time of the term expiration but no later than ninety (90) days. Any action taken by the Workforce Board with a vacancy or term expiration beyond the time period prescribed; shall be void unless the Workforce Board has an approved waiver from the Office of Employment and Training prior to the Workforce Board meeting. Waivers must be requested in writing to the Division Director of Workforce and Employment Services, Office of Employment and Training with an explanation of why a vacancy was not filled in the defined timeframe and a description underway to fill the vacancy.

I. Proxy

In the event a member is unable to attend a meeting and wishes to send a proxy, that proxy must represent the same category of representation/membership as the member and must possess equal optimum policy-making authority or demonstrated expertise in their organization. Optimum policy-making authority is defined in the Workforce Innovation and

Opportunity Act at 107 (b)(5) and more specifically in the Notice of Proposed Rulemaking (NPRM) at 679.340 (a). Optimum policy-making authority means an individual can be expected to speak affirmatively on behalf of the entity he/she represents and to commit that entity to a chosen course of action. A representative with demonstrated experience and expertise is defined at 679.340 (b) (1-3) as an individual who is a workplace learning advisor as defined in WIOA Section 3 (70); contributes to the field of workforce development, human resources, training and development, or a core program function; or the Workforce Board recognizes he/she for valuable contributions in education or workforce development related fields.

Any member choosing to appoint a proxy must do so in writing to the Chairperson of the local workforce development board. The proxy nomination must be approved by the full Workforce Board before he/she can be officially recognized as a proxy. Proxies can only represent a Workforce Board member at two (2) meetings per year.

J. Voting

Per 679-320(i) in the NPRM, all members must have voting privileges. The Chief Local Elected Official may convey voting privileges to non-required members.

K. Orientation

Staff shall provide an orientation session for each new member within ninety (90) days of his/her appointment. No member shall vote on any Workforce Board issue/business until such orientation has occurred.

L. Conflict of Interest

A member of the local board, or a member of a standing committee may not vote on a matter under consideration by the local board regarding the provision of services by such member (or by an entity that such member represents), or that would provide direct financial benefit to such member or the immediate family of such member, or engage in any activity determined by the Governor to constitute a conflict of interest as specified in Kentucky's State Plan. It is obligatory for each member of the Workforce Board to identify when a conflict of interest or potential conflict of interest to refrain from any discussion or decision-making regarding any particular matter. Such identification should be voiced prior to any discussion of such matter. Should this be an issue requiring a vote, the member must abstain from voting or participation in the decision-making process.

M. Compensation

Workforce Board members and officers shall serve without compensation. As determined appropriate by the Workforce Board, members may be reimbursed for reasonable out-of-pocket expenses if extraordinary services are requested.

## **ARTICLE V**

### **Organization**

#### A. Officers

The officers of the Workforce Board shall include a Chairperson, Vice-Chairperson, Secretary and Treasurer. All officers shall be selected from among members of the Workforce Board who are business representatives. The Chairperson shall perform all duties required by the Bylaws, including acting for and on behalf of the Workforce Board between meetings and presiding at Workforce Board meetings. The Chairperson, by virtue of his/her office shall be a non-voting member of all standing committees. The Chairperson shall serve as the representative of the Workforce Board on the Green River Area Development District Board of Directors, effective January 1, 2016. The Vice-Chairperson shall act for the Chairperson on appropriate occasions.

#### B. Terms of Office

Officers shall be elected for a term of two (2) years, and may be re-elected to the same office for additional terms. Terms shall coincide with the calendar year.

#### C. Election of Officers

At least thirty (30) days prior to the last local board meeting of the calendar year, the Chairperson shall appoint a nominating committee. Officers shall be elected by the local board at the last local board meeting of the calendar year.

## **ARTICLE VI**

### **Meetings**

#### A. Regular

The Workforce Board shall meet at least quarterly. The Workforce Board shall have its regular meeting in the second month of the quarter. The time and place of each meeting will be announced at least fourteen (14) days in advance of such meetings. Notice by email, mail, or fax is sufficient to constitute written notice.

#### B. Special

The Chairperson may call special meetings, at any time or place by giving five (5) days written notice to the Workforce Board, together with an outline of business to be acted upon, and discussion and action shall be limited to items outlined.

C. Quorum

There are two (2) quorums required for the Workforce Board to conduct business. The first quorum requires fifty-one (51) percent of the membership to be in attendance. Once that quorum is established, the second quorum requires fifty-one (51) percent of those in attendance be representatives of business and/or workforce categories.

D. Voting

At all meetings of the Workforce Board, the appropriate members shall have one (1) vote and all action shall require a majority vote of the members present and voting. Where the absence of a member becomes necessary, if the member has called for an excused absence, then the member can vote by video conferencing and/or other means with prior approval of the Chairperson.

E. Rules of Order

The Workforce Board shall adopt and implement those policies and procedures necessary to govern and conduct all meetings. In those instances where Workforce Board policies and procedures are silent, the latest version of Robert's Rule of Order shall be used.

F. Public Notice

All meeting of the Workforce Board shall be open to the public. Each regular meeting shall be published on the Green River Area Development District website at least five (5) days prior to the meeting date and be sent by Monthly Meeting Notice to local media during the last week of the previous month.

G. Open Meetings

All meetings shall be subject to the provisions of the Open Meeting Law. This includes the attendance by video conferencing (KRS 61.800-850). The Workforce Board may go into executive session to discuss personnel or financial issues.

## **Article VII**

### **Committees**

A. Executive Committee

The Executive Committee of the Workforce Board shall be authorized to exercise full powers of the Workforce Board in the management of the Workforce Board's business between regular meetings provided that a majority of the Executive Committee is present. All minutes



of Executive Committee meetings shall be presented to the Workforce Board for consideration.

The Executive Committee shall be comprised of the officers of the Workforce Board, the immediate past chairperson plus five (5) members of the Workforce Board who have been elected by the membership. One hundred (100) percent of the Executive Committee's members must be business representatives.

The Workforce Board shall strive to make the representation of the Executive Committee as geographically diverse as possible within the local area.

The Executive Committee shall meet the first (1<sup>st</sup>) month of each quarter with time and place to be determined by the chairperson of the Workforce Board.

The Executive Committee shall set the agenda for the full Workforce Board meeting.

B. Standing Committees

Standing committees may be established by the Workforce Board. All standing committees will meet during the third (3<sup>rd</sup>) month of each quarter with time and place determined by the Chairperson of that committee. All standing committees must be chaired by a business member of the Workforce Board and shall include other Workforce Board members and/or other individuals appointed by the Workforce Board who are not members of the Workforce Board who have been deemed to have appropriate experience and expertise. Standing committees may include a Youth Committee and Individuals with Disabilities committee. Quorum for a standing committee shall be defined as a majority of the total membership of such committee.

C. Ad Hoc Committees

The Workforce Board may appoint ad hoc committees as deemed appropriate. Quorum for an ad hoc committee shall be defined as a majority of the total membership of such committee.

## **ARTICLE VIII**

### **Board Responsibilities/Functions**

A. Responsibilities

The Workforce Board shall execute those responsibilities specifically referenced in Section 107 (d) of the Workforce Innovation and Opportunity Act and may assume those duties and responsibilities not otherwise prohibited by the law. Per Section 107 and 121, the functions of the Workforce Board shall include the following:

- Local Plan;
- Conduct workforce research and regional labor market analysis;
- Convening, Brokering, Leveraging;
- Employer Engagement;
- Program Oversight;
- Negotiation of local performance accountability measures;
- Designation and/or certification of one-stop operators;
- Identification of eligible training providers;
- Budget;
- Career pathways development;
- Proven and promising practices;
- Technology;
- Program oversight;
- Coordination with education providers;
- Americans with Disabilities Act (ADA) compliance; and
- Develop a Memorandum of Understanding, with the agreement of the Chief Local Elected Official, an agreement between the Workforce Board and the Kentucky Career Center partners concerning the operation of the Kentucky Career Center system.

B. Partnership Agreement

The Workforce Board shall enter into an agreement with the Local Elected Officials of the Green River Workforce Development Area. The agreement shall contain the provisions to:

1. Determine procedures for the development of the local workforce development plan.
2. Select a sub-grant recipient to receive and disburse funds available through the Workforce Innovation and Opportunity Act for the local workforce development area.
3. Provide oversight of the programs conducted under the local plan.
4. Jointly submit the local plan with the Local Elected Officials to the Governor.
5. The Workforce Board shall prepare and approve a budget for the activities of the local board in the local area, consistent with the local plan and duties of the Workforce Board, subject to approval of the Chief Local Elected Official.
6. The Workforce Board shall be responsible for the maintenance of agreements with Chief Local Elected Officials. The Workforce Board shall maintain records, prepare and maintain reports and order audits as necessary to fulfill the requirements of the Workforce Development Board. The Workforce Board shall administer those programs within their area. The Workforce Board has the authority to contract with technical experts or agencies as may be necessary to fulfill its functions.

## **Article IX**

### **Amendments**

- A. These Bylaws may be amended at any regular or special meeting of the Workforce Board provided all members of the Workforce Board are notified by email/mail of proposed changes at least fourteen (14) days prior to regular or special meetings.
- B. All matters and things not specifically designated or delegated herein shall be subject to the action of the Workforce Board.

## **Article X**

### **Severability**

If, for any reason, any one or more Articles, Sections, Clauses, Provisions, or parts of these Bylaws are held invalid, such judgement shall not affect, impair or invalidate the remaining Articles, Sections, Clauses, Provisions or parts of these Bylaws.