



BYLAWS

ARTICLE I - NAMES AND DEFINITIONS

In 2015, the name was changed to the Bluegrass Workforce Innovation Board (hereinafter referred to as "the BGWIB") to reflect the current Workforce Innovation and Opportunity Act (WIOA). The Workforce Development Board is certified by the Governor of the Commonwealth of Kentucky in agreement with the Bluegrass Local Workforce Area's Governing Board of Local Elected Officials to continue as the designated Workforce Board for the Bluegrass Local Workforce Development Area.

The following terms are used in these bylaws:

- A. **BGWIB:** Bluegrass Workforce Innovation Board.
- B. **Chair:** The Board Chair of the Bluegrass Workforce Innovation Board, also Chair of BGWIB Executive Committee.
- C. **Bylaws:** The set of rules of operation that make up the Bluegrass Workforce Innovation Board bylaws.
- D. **Governing Board:** The Bluegrass Governing Board of Local Elected Officials consisting of sixteen (16) County Judge Executives and one (1) Mayor who collectively represent the seventeen (17) county Bluegrass Local Workforce Development Area.
- E. **Chief Local Elected Official(s) or CLEO(s):** The Chair(s) of the Bluegrass Governing Board of Local Elected Officials.
- F. **Executive Committee of the Bluegrass Governing Board:** Comprised of six (6) County Judge Executives and one (1) Mayor chosen to represent their peers on the full Governing Board.
- G. **LWDA:** The Local Workforce Development Area.

- H. Director: Director of Workforce Services for the Bluegrass Local Workforce Development Area.
- I. DOL: Department of Labor.
- J. Interlocal Agreement: The agreement between the Local Elected Officials of Anderson, Bourbon, Boyle, Clark, Estill, Lexington-Fayette, Franklin, Garrard, Harrison, Jessamine, Lincoln, Madison, Mercer, Powell, Scott, and Woodford County establishing the Bluegrass Local Workforce Development Area.
- K. Members: Individuals appointed to the Bluegrass Workforce Innovation Board by the Executive Committee of the Bluegrass Governing Board of Local Elected Officials.
- L. Partnership Agreement: The agreement between the Bluegrass Workforce Innovation Board and the Bluegrass Governing Board of Local Elected Officials.
- M. "WIOA": The Workforce Innovation and Opportunity Act of 2014, including any amendments.

ARTICLE II - DUTIES AND PURPOSE

1. Function: Support Staff to the BGWIB shall assist in all workforce functions including the five (5) functions shared by the LEOs and established in the thirteen (13) functions of WIOA 107(d).
2. Location: The BGWIB shall maintain its principal office at the location of the Fiscal Agent and Grant Subrecipient.
3. Hiring: The Executive Committee of the Bluegrass Governing Board, BGWIB and Fiscal Agent and Grant Subrecipient for the LWDA shall participate in the hiring of BGWIB Support Staff as outlined in the Section 4. B., C., and D., of the Partnership Agreement.
4. Employer of Record: The Fiscal Agent and Grant Subrecipient shall act as the Employer of Record to BGWIB Support Staff as determined by the Executive Committee of the Governing Board.
5. Positions: The BGWIB Support Staff shall include a Director and such staff necessary to support the activities associated with the thirteen (13) functions of the BGWIB outlined in WIOA 107(d).
6. Director: The Director shall attend all meetings of the BGWIB and all other BGWIB committees as deemed necessary by the Director.

7. General Duties of Support Staff: The BGWIB Support Staff will perform day-to-day workforce activities necessary to operate a local workforce system as required by the DOL, the State, and the Governing Board, as well as oversee the implementation of the policies, goals, and activities recommended by the BGWIB.
8. Support Staff for Meetings: The BGWIB Support Staff shall be responsible for preparing and distributing agendas for all public meetings.
9. Documentation: The BGWIB Support Staff shall maintain an official membership list, attendance records, a record of all actions of the BGWIB, minutes of all public meetings, and other documents of the BGWIB and any standing committees.

ARTICLE IV: MEMBERSHIP AND RESPONSIBILITY

1. Joint Authority and Responsibility: The formal Partnership Agreement between the BGWIB and the Governing Board shall establish both the individual and joint authorities and responsibilities for both parties.
2. Authority of Board Members: Members of the BGWIB that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities. The members of the BGWIB shall represent diverse geographic areas within the local area. (WIOA107(b)(5.))
3. Number of Members: The size of the BGWIB shall be variable (but no less than nineteen (19) members) with the number of members determined by the Governing Board. The composition must comply with WIOA, including any amendments.
4. Filling a vacancy: Vacancies must be filled within ninety (90) days.
 - a. To fill a vacancy in accordance with WIOA Law and as outlined in the Interlocal Agreement:
 - i. A nomination form must be completed by the appropriate party;
 - ii. It must be accompanied by a job description, resume and/or bio;
 - iii. **And** it must be signed by both CLEOs;
 - iv. **OR** it must be signed by one (1) CLEO and the majority vote of the Executive Committee of the Bluegrass Governing Board as

documented in formal meeting minutes to be submitted with other backup documentation.

5. Terms of Service: BGWIB members shall be appointed for a three-year term and are eligible for continued consecutive reappointment, so long as a change in classification does not prohibit continued service.
6. Primary Representation: There shall be a minimum of nineteen (19) BGWIB members. Prospective BGWIB members must live in, conduct business, or represent entities or individuals in the seventeen (17) county Bluegrass LWDA to be considered for membership.
7. Majority of members as defined by WIOA Section 107(A) shall be from business.
 - a. BGWIB members must be comprised of a minimum of fifty-one percent (51%) business/employer sectors and members must be consistent in reflecting the Bluegrass LWDA, while meeting federal requirements for membership.
 - b. A minimum of two (2) business representatives shall be from the small business community.
 - c. Members should reflect high-demand or emerging sectors within the Bluegrass LWDA.
 - d. The business/employer sector members of the BGWIB shall be owners of businesses, chief executives or chief operating officers of nongovernmental employers and/or have substantial management or policy responsibility.
8. No less than twenty percent (20%) of the members shall represent workforce within the local area as defined by WIOA Section 107(8).
 - a. No less than two representatives of labor organizations.
 - i. If no such representation exists in the area. 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.
 - b. Remaining members 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.

- c. Remaining members may also 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.
9. Members shall include Education and Training as defined by WIOA Section 107(C).
10. Members shall include Government and Economic Development as defined by WIOA Section 107(O).
11. Additional Members:
 - a. The BGWIB may include individuals or representatives of entities as the Governing Board in the LWDA determines appropriate as stated in WIOA Section 107(E).
 - b. The Director shall serve as a nonvoting member and will not count toward a quorum.
12. Attendance: Members are expected to attend all regularly scheduled BGWIB and committee meetings (of which they are a member). Members are not penalized for failure to attend special-called meetings occurring with less than four (4) weeks' notice.
13. Unexcused Absences: Upon the report by the Chair to the BGWIB that a member has had three (3) unexcused absences within a fiscal year, the BGWIB shall consider that member having resigned from the BGWIB. The member will be notified by the Director upon acknowledgement of removal by the BGWIB.
14. Excused Absences: Excused absences are documented by written notification of inability to attend. Handwritten, email, or text messages constitutes as written notification to the Chair and Director for recording purposes. Upon report of three (3) excused absences the Chair may call for the resignation of the member citing their inability to serve.
 - a. Approved for Removal: The member will be notified by the Director upon acknowledgement of removal by the BGWIB.
 - b. Not Approved for Removal: The member will be contacted by the Director to discuss attendance in an attempt to improve member's ability to attend.
15. Removal of Other Members: The Executive Committee of the Governing Board may remove any member of the

BGWIB by majority vote for the following reasons:

- a. Documented violation of conflict of interest or proof of fraud and/or abuse.
 - b. Failure to attend regularly scheduled BGWIB meetings, or excessive absences.
 - c. Failure to meet member representation requirements defined in WIOA.
 - d. Failure to perform member duties in an efficient, responsible, and professional manner that is in the best interest of the LWDA and its citizens.
16. Resignation: Members may resign at any time by delivering a written notice to the Chair, with a copy being provided to the Director for documentation. The date specified on the notice shall act as the date of resignation.
17. Proxy: The BGWIB shall not permit proxies or alternates to stand in for BGWIB members. However, all BGWIB meetings are public meetings and members may send a representative to gather information and pick up the complete board packet.

ARTICLE V - OFFICERS

1. Officer Positions: The officers of the BGWIB shall be a Chair, Vice-Chair, Secretary, and Treasurer. Chairs of any standing ad-hoc committees shall also be considered members of the Executive Committee while committee is active. Officers shall be elected for a term period of three (3) years and shall be eligible for reelection for the same position for additional terms. Reelection is defined as election to the same position. (*Example: The Secretary moving into the Vice Chair position does not count as "reelection" as the duties for those positions differ.*)
2. Officer Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the BGWIB for the unexpired portion of the term or for a new term established by the BGWIB.
3. Qualifications: The Chair and Vice-Chair must be selected from the private sector.
4. Board Chair: The Chair shall preside at all BGWIB meetings and shall exercise and perform such other powers and duties as may be assigned by the BGWIB, or as prescribed by the bylaws.
 - a. In the absence of the Chair, the Vice-Chair shall perform all the duties of the Chair, having all the

powers of, and being subject to all the restrictions of, the Chair.

5. Election of Officers: All officers are elected by BGWIB members.
 - a. The Chair will accept volunteers and nominations for each open position as vacancies or terms completions occur.
 - b. When multiple nominees arise, a vote of the full board will be taken and the individual receiving the majority of the votes will fill the position.
 - c. The election of officers based on nominees shall be held in a controlled and verifiable setting, but votes shall be cast anonymously.
6. Removal of Officers: Any officer may be removed from their position by majority vote of the BGWIB or by majority vote of the Executive Committee of the Bluegrass Governing Board.
7. Resignation of an Officer: Any officer may resign by delivering written notice to the Chair, with a copy to the Director, or by giving oral notice at any meeting of the BGWIB. Any such resignation takes effect at the time specified, or if the time is not specified, upon delivery thereof and, unless otherwise specified, the acceptance of such resignation is not necessary to make it effective.

ARTICLE VI: POWERS OF THE BGWIB

1. Contracts. The BGWIB may authorize any officer or officers, agent or agents, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the BGWIB.
 - a. Such authority maybe general or limited to specific instances.
 - b. Any contract executed by an agent or agents on behalf of the BGWIB must be presented at the next full board meeting for full transparency.
 - c. All WIOA financial contracts must be signed by the Fiscal Agent and Grant Subrecipient.
2. Loans to the BGWIB. No loans shall be contracted on behalf of the BGWIB, and no evidence of indebtedness shall be issued in its name.
3. Audit. The Treasurer, at least one (1) other member of

the Finance Committee, and one (1) or more other members of the BGWIB as appointed by the Chair shall review each annual audit of the Fiscal Agent and Grant Subrecipient and shall provide a report to the full BGWIB regarding same. The Finance Committee may recommend to the BGWIB additional or special procedures appropriate to assure adequate internal controls or compliance with the Act by the Fiscal Agent and Grant Subrecipient.

4. Books and Records. The BGWIB shall keep correct and complete books and records of account, minutes of the proceedings of its meetings and such other records as required by applicable law or may be otherwise necessary or advisable. The Secretary shall be provided with provided with a book of all minutes, proceedings, and votes by fiscal year.
5. Civil Rights. The BGWIB shall be an equal opportunity organization and shall conform to and urge compliance with all Federal and State laws governing employment, antidiscrimination, public accommodations, and wages and hour laws.

ARTICLE VII: COMMITTEES AND COMPENSATION

1. Establishing Committees: The BGWIB, by resolution of the members, will establish an Executive Committee and a Finance Committee. The BGWIB may establish other committees, taskforces, workgroups as may be necessary to carry out the purpose and functions of the BGWIB.
2. Executive Committee: The Executive Committee shall include the BGWIB's officers and chairs of BGWIB standing committees. The purpose of the Executive Committee is to:
 - a. Advise BGWIB Support Staff between the meetings of the full BGWIB.
 - b. Plan Meetings, Retreats, and Agendas, as necessary
 - c. Vet Ideas for full BGWIB discussion or vote
 - d. Vote on appropriate action needed to carry out BGWIB functions and vision.
3. Finance Committee: The Finance Committee shall be chaired by the elected Treasurer of the BGWIB. The purpose of the Finance Committee is to:

- a. Review and advise on financial reports supplied by the fiscal agent.
 - b. Make budgetary recommendations, as needed.
 - c. Perform an annual review of the fiscal agent's audit report.
4. Additional Standing Committees: If the BGWIB chooses to have additional standing committee(s), it must be chaired by a member of the BGWIB.
 - a. Members may include other members of the BGWIB and must include other individuals approved by the BGWIB, who are not members, and who have demonstrated experience and expertise.
 - i. (20 CFR 679.360 & 20 CFR 679.340 "*defining expertise*").
 - ii. In addition, standing committees, by definition must have preset meeting dates and times.
5. Ad Hoc Group: The BGWIB may choose to form an ad hoc group to address specific sectors, target groups, or areas of interest as the need arises. If an ad hoc group is formed, a list of members that have expressed a desire to serve on the group will be maintained, and meetings will be convened as necessary.
 - a. Members of both ad hoc committees and task forces may include individuals other than members of the BGWIB but are not required to function.
6. Task Force: From time to time the BGWIB may, based on need, form a task force or working group of members with specific areas of expertise to address a short-term task within a larger committee.
 - a. Members of both ad hoc committees and task forces may include individuals other than members of the BGWIB but are not required to function.
7. Purchases: The BGWIB shall utilize the fiscal agents purchasing process. Purchases of a minimum of thirty-thousand dollars (\$30,000) or more must be reported to the BGWIB for full transparency.
8. Expenses: The members of the BGWIB shall not receive compensation for their service but may be reimbursed for approved expenses. (i.e. travel, overnight stays, conference expenses associated with workforce board functions) in accordance with the Commonwealth of Kentucky's travel policy and that of the Fiscal Agent and Grant Subrecipient.

9. Gratuities: The officers, employees or agents of the agency and the BGWIB members making an award will neither solicit nor accept gratuities, favors, or anything of monetary value from contracts, potential contracts, or parties to sub-agreements. Such minimum rules shall be included in the BGWIB's written Conflict of Interest form.

ARTICLE VIII: MEETINGS

Meetings shall be held in accordance with Kentucky Open Meetings Act KRS 61.805 - 61.850.

1. Meeting Schedule: Meetings shall be held at regularly scheduled times and as needed. There shall be a minimum of four (4) meetings of the full BGWIB annually, with additional (special called) meetings, as needed. Meeting dates shall be established a year in advance by the BGWIB. At least once a year, the Executive Committee of the Bluegrass Governing Board will conduct a joint meeting of the BGWIB.
2. Public Information: The BGWIB shall make available to the public, on a regular basis through advertised, open meetings, the following information: activities of the BGWIB and the Bluegrass LWDA programs; BGWIB membership, designation of one-stop operator, award of grants/contracts to eligible direct service providers, and upon request, minutes of formal meetings of the BGWIB.
3. Quorum: A majority of the voting members of the BGWIB, with the majority of those in attendance being from the private sector or workforce, will constitute a quorum. Each appointed BGWIB member is entitled to one (1) vote.
 - a. Voting method is restricted to method permitted by the Commonwealth of Kentucky.
4. Closed Sessions: In accordance with KRS 61.810, the BGWIB shall be permitted to go into closed session for issues involving: 1) Real Property, 2) Litigation, 3) Appointment, Discipline, Dismissal, and 4) Homeland Security.
5. Presumption of Assent: A member present at a BGWIB or committee meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless such member files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary immediately after

the adjournment of the meeting.

- a. A member who voted in favor of such action may not dissent.

ARTICLE IX: CONFLICT OF INTEREST

The purpose of this article is to establish the procedures applicable to the identification and resolution of conflicts of interest.

1. WIOA and the Kentucky Department of Labor, Licensing, and Regulation require the BGWIB to describe policies or procedures the BGWIB have adopted to avoid conflicts of interest or the appearance of such conflicts in the exercise of their responsibilities, particularly those related to the awarding of contracts.
2. The BGWIB provides responsible stewardship for and oversight of publicly funded workforce programs. The roles and responsibilities of the BGWIB must be executed in a manner that demonstrates strong integrity, accountability, and transparency to preserve the public trust. BGWIB members are subject to the provision of the State Conflict of Interest policy.
3. A member of the BGWIB may not vote on or participate in any matter under consideration by the BGWIB if it:
 - a. Is regarding a service provided by that member (or by an entity that the member represents);
 - b. Would provide direct financial benefit to the member or the immediate family of the member;
 - c. Engages directly or indirectly in any business transaction or private arrangement for profit (including any third-party transactions) that develops from or is based upon the member's official title or authority on the BGWIB;
 - d. Participates in the negotiation of or decision to award contracts or grants with or for any entity in which the member has a financial or personal interest; or
 - e. Would constitute a conflict of interest as specified in Commonwealth of Kentucky Law and/or Regulations.
4. BGWIB members must:
 - a. Recuse themselves from their official duties if there is a real or perceived conflict of interest;
 - b. Advise the BGWIB of any potential or perceived conflicts of interest;
 - c. Ask the BGWIB for guidance if there is any doubt as to

- whether a specific situation involves or constitutes a real or perceived conflict of interest; and
- d. Complete and sign the BGWIB Conflict of Interest form at the beginning of the initial term and make the BGWIB aware of any changes that might affect be construed as a conflict of interest thereafter.
 - e. The Conflict of Interest form shall remain valid for the length of their tenure as a member, so long as there are no changes to the member's position or employment.
5. The procedures for determining if a conflict of interest exists and for resolving the conflicts of interest follows:
- a. If the BGWIB has reasonable cause to believe that a member has violated the Conflict of Interest policy or a member discloses a possible conflict of interest, the BGWIB should allow the member an opportunity to explain the potential violation;
 - b. If, after hearing the response of the member, the BGWIB determines that actual or possible conflict of interest involving misconduct or negligence exists, it will refer the matter to an attorney for guidance; and
 - c. Minutes detailing all discussions, names of people present, and votes must be recorded.

ARTICLE X: AMENDMENTS

1. The BGWIB may recommend revisions and amendments to its own bylaws.
2. Any alteration, amendment, or repealing and any new bylaws adopted must be approved by majority vote of the Executive Committee of the Governing Board.
 - A. Members of the BGWIB shall be given at least seven (7) days' notice for such meetings at which amendments to the By Laws are to be proposed.

SIGNATURES:

Linda Gorton, Mayor

Linda Gorton, Mayor (Feb 13, 2023 11:33 EST)

Signature of CoCLEO:

Mayor Linda Gorton

Printed Name:

Lexington-Fayette County

County Represented:

2/13/2023

Date:

Linda Gorton, Mayor

Linda Gorton, Mayor (Feb 13, 2023 11:33 EST)

Signature of CoCLEO:

Mayor Linda Gorton

Printed Name:

Fayette County

County Represented:

2/13/2023

Date:

Linda Gorton, Mayor

Linda Gorton, Mayor (Feb 13, 2023 11:33 EST)

Signature of Board Chair:

Linda Gorton, Mayor

Printed Name:

Amteck

Representing:

Date:

Signature:

Email: judge@bourbonky.com

SIGNATURES:

Mayor Linda Gorton

Signature of CoCLEO:

Printed Name:

Lexington-Fayette County

County Represented:

Date:



Judge Michael Williams

Signature of CoCLEO:

Printed Name:

Bourbon County

County Represented:

2-22-2023

Date:



Jon Dougherty

Signature of Board Chair:

Printed Name:

Amteck

Representing:

3/1/2023

Date:

Signature:

Email: judge@bourbonky.com