

# **CUMBERLANDS WORKFORCE DEVELOPMENT AREA BY-LAWS**

## **ARTICLE I**

### **Establishment of the Cumberland Workforce Development Board**

Pursuant to the Workforce Innovation and Opportunity Act of 2014, being 29 U.S.C. 3101 et seq and known as Public Law 113-128, (hereinafter referred to as the “Act”), and the Rules and Regulations promulgated by the United States Department of Labor in relation thereto, the Cumberland Workforce Development Board, (hereinafter referred to as CWDB) is hereby established, which shall operate pursuant to the following By-Laws:

## **ARTICLE II**

### **Areas to be Served by the CWDB**

The areas to be served by the CWIB are Adair, Casey, Clinton, Cumberland, Green, Laurel, McCreary, Pulaski, Rockcastle, Russell, Taylor, Wayne and Whitley Counties.

## **ARTICLE III**

### **Membership of the CWIB**

(1) The Cumberland Workforce Investment Board shall consist of twenty nine (29) members, fifteen (15) Business Representatives, six (6) Workforce Representatives (Labor, Community Based Organizations and Youth serving organizations), three (3) Education and Training Representatives and three (3) Government and Economic Development Representatives and two (2) in other category, Non Profit and County Attorney. Equal representation from the thirteen counties shall be a priority.

(2) Small businesses or entrepreneurs shall be represented among the business representatives. For the purposes of this requirement, “small business” means any private for profit enterprise employing five hundred (500) or fewer employees.

(3) Minority business enterprises will be represented on the CWDB, if possible, at least consistent with their representation in the business community.

(4) Either the residence of the prospective CWDB member, or the location of the business or organization with which that person is associated may be

considered in appointments to the CWDB.

#### Length of Term

The length of terms for the members of the Workforce Development Board will be staggered, 3, 2, and 1 year terms to be determined by a draw. All new appointees will be for a period of three (3) years. This will ensure that 67% of the Board will always consist of experienced members. Kentucky Career Center Policy 15-001 and WIOA section 107 (b) (1) (2) (3) (4) (5) and (6) sets forth the criteria for membership composition of the Board. The membership shall be governed by the stated policy and law.

The composition of the board shall be made up of the following five (5) categories: Business Representative that meets the criteria set forth in the policy and constitute a 51% majority of the members. There shall be a minimum of ten (10) Business Representatives.

Workforce Representatives that meet the criteria set forth in the policy and constitutes not less than 20% of the membership. There shall be a minimum of four (4) Workforce Representatives, Education and Training Representatives that meets the criteria set forth in the policy. There shall be a minimum of two (2) Education and Training Representatives and Government and Economic Representatives that meets the criteria set forth in the policy. There shall be a minimum of three (3) Government and Economic Development Representatives. There can be representation in the other category. All members shall be appointed and signed by the Chief Local Elected Official and submitted to the Administrative Entity. Other individuals or representatives of entities may be included as the Chief Local Elected Official in the local area may determine to be appropriate.

In the event a member no longer holds the position or status that made them eligible Local Board members, the member must resign or be removed by the CLEO immediately as a representative of that entity. Members replacing an out-going member mid-term will serve the remainder of the out-going member term. LWDB vacancies must be filled within a reasonable time as determined by the CWDB, but no later than 90 days of the occurrence. The CLEO of the CWDA is authorized to make all reappointments of members. Reappointments must be made within a reasonable amount of time of the time expiration, but no later than 90 days.

CWDB members must be removed by the CLEO if any of the following occurs: documented conflict of interest, failure to meet CWDB member representation requirements defined in the WIOA and the policy, documented proof of fraud and/or abuse or misses three (3) consecutive full board meetings or 50% or more in a twelve (12) month period. Any reason by which a member may be removed from the CWDB must be appropriately documented and filed in a secure location. If the member desires to appeal the removal, the appeal must be in writing and submitted to the CLEO. If appeal is not resolved by the CLEO then

an arbitration hearing will be held before the remaining members of the Governing Board excluding the CLEO.

The CWDB Chairperson, Vice Chairperson and Secretary/Treasurer shall be selected from among the Business Representatives. If an office becomes vacant at any time between elections, the CWDB members shall hold a special election to fill the office. The person elected for such office shall serve until the next election. Term limit for each officer shall be two years and no more than two consecutive terms.

The CWDB may designate and direct the activities of standing committees to provide information and assist in carrying out CWDB activities. Standing Committees shall be chaired by a member of the CWDB and may include other members of the local board and shall include other individuals appointed and ratified by the local board who are not members of the local board and have determined to have appropriate experience and expertise. At a minimum the board shall have standing committee to provide information and assist with operational and other issues relating to the one-stop delivery system, which may include member's representatives of the one-stop partners. A standing committee to provide information and assist with planning, operational and other issues relating to the provision of services to youth, which shall include community-based organizations with a demonstrated record of success in serving eligible youth. A Standing Committee to provide information and assist with operational and other issues relating to the provision of services to individuals with disabilities, including issues relating to compliance with section 188, if applicable, and the provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.) regarding providing programmatic and physical access to services, programs and activities of the one-stop delivery system, an appropriate training for staff on providing supports for or accommodations to, and finding employment for, individuals with disabilities. The CWDB may designate standing committee's areas as deemed necessary.

#### ARTICLE IV

##### Meetings of the CWDB

All meetings of the CWDB shall be held at an established place assessable to the public. The CWDB may hold regularly scheduled bi-monthly meetings at an established time and place as designated by the council. Special meetings of the CWDB may be called upon written request of the Chairperson or any nine (9) CWDB members, or submitting said request to the Chairperson fourteen (14) days prior to the date of the requested meeting. Any special meetings of the CWDB which are convened shall be limited to a discussion of and action upon specific issue for which the meeting was called. All meetings of the CWDB shall be held in compliance with the Kentucky Open Meetings Act or other

amendments thereto. The CWDB shall be responsible for insuring that meetings are held in compliance with said act.

A meeting notice will be sent to all CWDB members three (3) weeks prior to the scheduled meeting. Accompanying this notice will be a request for agenda items CWDB members want considered for the meeting.

Another meeting notice and the agenda will be sent to all CWDB members seven days prior to the scheduled meeting.

A quorum of the CWDB for the purpose of conducting business at all CWDB meetings shall consist of 51% of the Board, excluding vacancies, one of which must be an officer, and of those members in attendance; no fewer than 51% are a combination of Business and Workforce Representatives. A Workforce Development Board Member may attend the meeting either virtually or in-person and be included in the obtaining of a quorum. In the event that a quorum is not present at a regular or special meeting, those CWDB members present may form a Committee of the Whole to discuss, but not to decide or act upon, the matters which were to be raised at the meeting.

All CWDB meetings, regular and/or special, shall be conducted in accordance with the Robert's Rule of Order and Sunshine Provision, except where said rules of order conflict with any provision of these By-Laws. Public notices shall be made available to the public of any meeting of the CWDB.

## ARTICLE V

### Voting and Conflicts of Interest

Each member of the CWDB shall have the right to vote on matters coming before the CWIB at regular and/or specially scheduled meetings. At no time shall a CWDB member exercise more than one vote on any matter. CWDB members who represent entities which contract for Employment and Training Services with the CWDB shall declare publicly the conflict of interest that they represent and shall not take part in any of the discussion, nor vote on the matter.

CWDB members shall, at all times, conduct themselves in such a manner as to avoid conflicts of interest.

CWDB members cannot vote on those areas where they are directly involved, such as, but not limited to fiduciary interest, pecuniary interest, proprietary interest, spouse or family interest. CWDB members may withdraw from any vote wherein a conflict of interest may exist. The CWDB or committee member must recuse themselves from any meeting, including but limited to a CWDB or committee meeting, where there is discussion pertaining to the

contract, subcontract, purchase order, grant and/or sub-grant. A full recusal is necessary – the member must leave the room during discussion and vote, if any, and will not be counted towards a quorum of the CWDB or committee. The conflict of interest disclosure made during CWDB or committee meetings shall be documented in the meeting minutes.

Each member of the CWDB will be required to sign a Disclosure of Conflict(s) of Interest form and Code of Conduct form and filed with the Board Chairperson.

The CWDB shall not have proxy votes nor permit proxy representation on any CWDB board or committee.

## ARTICLE VI

### Termination of the CWIB

The CWDB shall remain in existence until such time that the WIOA be repealed by Congress.

## ARTICLE VII

### Waiver of Notice

Whenever any notice is required to be given to members of the CWDB under the provisions of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE VIII

### Amendments

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the CWDB at any regular or special meeting provided a review copy of any/all proposed alterations and amendments are e-mailed at least seven (7) days prior to the meeting to all who are entitled to the notice.

## ARTICLE IX

### Officers

Section I: The Chairperson shall serve for a term of two years and not more

than two consecutive terms.

**Section II:** The Chairperson shall preside at all meetings of the members of the council and perform all other duties incident to this office. He/she may act for the Board on strictly procedural matters only; all other matters are to be voted on by the majority of the members in attendance.

**Section III:** The Vice Chairperson shall act in the absence of the Chairperson. He/she shall serve for a term of two years and not more than two consecutive terms.

**Section IV:** The Secretary/Treasurer shall act in the absence of the Chairperson and Vice-Chairman. He/she shall serve for a term of two years.

**Section V:** The duties of the officers shall be such as their titles, by general usage, would indicate and such as are required by law and such as may be assigned to them respectively by members of the CWDB from time to time.

**Section VI:** The membership of the Executive Committee will be representatives of the Board with representation by a member from each county. The committee shall be comprised of at least 51% from the Business Representatives and 20% from the Workforce Representatives. The Chairperson, Vice Chairperson and Secretary/Treasurer shall be a member of the Executive Committee during their term of office. The appointments to the Executive Committee must be ratified by the CWDB. Membership on the Executive will be geographical, fair and equitable.

**Section VII:** It shall be the function of the Executive Committee established by the CWDB to review and make recommendations and shall have the power to commit the Board on any matter of general policy in the interim of the full council meetings. It is the intent of this section to provide that the Executive Committee shall have the authority to decide matters of general policy. Meetings of the Executive Committees may be called by the Chairperson of said committee, with the Chairperson of the Board serving in that capacity.

**Section VIII:** The term of all Standing Committees and the Executive Committee shall be one year terms beginning at the annual appointments. Members shall have the right of succession.

**Section IX:** The function of all Standing Committees shall be to review and make recommendations to the CWDB.

## ARTICLE X

### Staff Support

The administrative entity chosen by the CWDB shall furnish advice, expertise and assistance to the CWDB members as to the monitoring, evaluation, or as otherwise defined, of the programs and expenditures of the WIOA funds.

**Section I:** Professional personnel (i.e. outside legal counsel, certified public accountants, or other licensed personnel or consultants needed by the CWDB in meeting needs and requirements) and their compensation shall be selected and approved by the Administrative Entity.

**Section II:** Sub-professional personnel and their compensation shall be selected and determined by the Administrative Entity.

**Section III:** In addition to the regular administrative duties, the Administrative Entity shall:

- A. Support the preparation of a Budget in accordance with process described in the Inter-Local Agreement, with Governing Board and CWDB.
- B. Insure compliance with all applicable Federal and State Laws and Regulations relating to recruitment of personnel.
- C. Provide all other functions and duties as may, from time to time, be assigned to the Administrative Entity by the CWDB.

## ARTICLE XI

### Indemnification of Directors and Officers

The Board shall indemnify each of its members and officers as a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, administrative or investigative by reason of the fact that he/she is a member or officer of the Board.

## ARTICLE XII

### Reimbursements

Members of the CWDB shall be reimbursed for travel expenses incurred as a result of attending the regularly scheduled CWDB meetings at the current mileage rate. Other expenses incurred by the CWDB members for attending meetings or events on behalf of the CWDB shall be reimbursed pursuant to the duly adopted travel policies of the Administrative Entity.

Said funds shall be payable from the administrative budget, with disbursements from the administrative entity.

Said reimbursements shall be paid within thirty (30) days of submission to the administrative entity. Forms for submission of reimbursements shall be supplied by the administrative entity.

## ARTICLE XIII

### Payment Processes and Procedures

#### **Vendors:**

- Most purchases/payments require purchase order (P.O.). As the Fiscal Agent, The Lake Cumberland Area Development District Executive Director, approves P.O. over \$500; the Executive Assistant, under \$500. The Director of Finance, reviews invoices and stamp dates. Credit Card expenditures must be accompanied by signed purchase order and invoice attached. The Accountant II-WIOA approves invoices for payment after comparing P.O. with invoices and codes. Accountant II, writes the checks for all disbursements. Director of Finance electronically signs. (They only, can access password to sign checks.) The Executive Director signs off on invoice for payment; if they are not available then the Executive Assistant does this. The Executive Director also reviews and signs check register every time series of checks are written. Invoices and check register are presented together to the Executive Director.

#### **Sub-recipients/WIOA:**

- The KY Department of Workforce Investment monitors the approved budget and appropriate expenditures. Request for payments and supporting documentation goes to WIOA monitor. The WIOA monitor reviews invoices and checks supporting documentation and approves. Accountant II - WIOA reviews and compares to grants/contracts and then codes to correct grant. Accountant II enters invoices into Accounts Payable. The Finance Director reviews preliminary check register and gives to Accountant II to write checks. The Finance Director then electronically signs. (They only, can access password to sign checks.) The check register is presented to the Executive Director for her to approve payment.

#### **WIOA Support payments to participants:**

- Request for payment and documentation goes to the career managers for approval. WIOA monitor reviews this for errors, etc. Other procedures, same as sub-recipient/WIOA.

#### **Vehicles Leased from Development Council:**

- Receptionist/KIRP Coordinator keeps vehicle log. The Executive Assistant approves private vehicle usage. Employees sign in and out when using

staff vehicles as well as records trip miles. Receptionist/KIRP Coordinator maintains travel logs and gives information for various element/program costs to the Finance Director. Company vehicles must be used if available before private vehicles can be used.

**Out of Area and Private Vehicle Travel:**

- **Travel costs are the expenses for transportation, lodging, subsistence, and related items incurred by employees who are in travel status on official business. CFR 200.474 states, "Such costs may be charged on an actual cost basis, on a per diem or mileage basic, in lieu of actual costs incurred, or on a combination of the two, provided the method used is applied to an entire trip and not to selected days of the trip, and results in charges consistent with those normally allowed in like circumstances in the non-Federal entity's non-federally-funded activities and in accordance with non-Federal entity's written travel reimbursement policies." Costs incurred by employees and officers for travel, including costs of lodging, other subsistence, and incidental expenses, must be considered reasonable and otherwise allowable only to the extent such costs do not exceed charges normally allowed by the non-Federal entity in its regular operations as the result of the non-Federal entity's written travel policy.**
- **The Travel Policy of the Cumberland Workforce Development Board is in accord with the Super Circular A-CFR-200 travel regulations. This Board will pay actual room rates, except that room rates for conferences shall not exceed the rates of conference hotel and cannot exceed high-rate geographic areas. Employee meal expenses will be paid on per diem basis according to the rates determined by 200 KAR 2:006. Board members, in carrying out Council business, shall be reimbursed monthly provided the following conditions are met:**
  - **A) Expenses must be itemized and properly identified on travel expenses vouchers, supported by receipts, except for meals which will be paid per 200 KAR 2:006.**
  - **B) Trip reports are completed and submitted to the authorized District authority.**
  - **C) All expense vouchers must be approved for payment by the Department Director and Executive Director or designee.**
- **For air travel, persons who use commercial carriers on official business must use less than "first class" accommodations unless the carrier offers only "first class" or other space is not available. Under justifiable circumstances and for expediency, the Executive Director may authorize other travel means including charter aircraft, rental car, etc. For travel over extended distances, the cheaper mode of transportation will be reimbursed (airplane vs. auto).**
- **The use of private vehicle for Board travel shall be approved in advance by**

the Executive Director or their designee.

- The mileage compensation for Board Members using private vehicles shall not exceed the amount per mile as authorized by state authority. The allowance will be computed on a mileage basis through the use of MapQuest. Any substantial deviation from distances shown on the voucher from the standard highway mileage guide will be explained. "In town" travel will not be reimbursed unless previously authorized by the Executive Director or their designee.
  
- An advance of funds may be granted to a traveler in an amount to cover reimbursable travel expenses, provided all previous advances have been liquidated. Advances will be granted for out-of-state travel only, and the amount of the advance may not exceed the amount of the traveler's reimbursable expenses. A properly completed expense voucher shall be completed and submitted. All advances will be taken from those allowable expenses charged.
- This policy has been reviewed and addresses the concern of federal and state officials and the necessity of fiscal accountability.
- Subject to budgetary limitation, Board members will be reimbursed for allowable expenses, for travel, as aforementioned, provided the following conditions have been satisfied.
  - A) In order to be eligible for Travel Reimbursement the individual must have attended at least 75% of the meetings in the past 12 months or since their appointment.
  - B) No expenses shall be reimbursed to persons other than Board Members except designees who shall have attended at least two-thirds of the preceding meetings or persons specified by the Board of Directors.
  - C) In the event funds are insufficient to reimburse all those eligible for out-of-state travel, the following priorities shall be followed: Board Chairperson; Vice Chairperson; members of the Executive Committee; Committee Chairperson; one person per county, to be determined on a basis of attendance at Board Meetings.
  - D) It shall be the policy of the Workforce Investment Board, concerning in-state conference, and out-of-state conference travel, that when an individual requests a slot or slots to attend specific conferences, and the District has made arrangements and expended funds based on the individual's request, that if cancellation occurs for any reason other than a medical emergency, the individual canceling will be required to reimburse the District for any and all funds expended that the District cannot recover from airlines, hotels and conference sponsors.

**Other:**

- Obligations, through an ITA, are created by a Career Manager after determination of eligibility and need for training has been established. An

obligation amount is forwarded to the WIOA Monitor who enters name and amount into an Excel spreadsheet. A cost obligation form is forwarded to the training provider and cost of attendance is determined. After the cost obligation form has been completed the career manager then completes the enrollment voucher and forwards it to the training provider and WIOA Monitor. If enrollment voucher varies from original obligation amount the Excel sheet will be modified. Other modifications may be made if the Board approved ITA amount has not been met or de-obligated if not expended. The Excel sheet is used to track total obligations which is in turn compared to the amount budgeted for ITA's on a monthly basis.

- Obligation for contracts such as On-the-Job training (OJT's) is entered on an Excel spreadsheet for the original amount. As expenditures are made they are entered into the spreadsheet which shows the balance available to the contract. The total amount of obligations for contracts is tracked which is in turn compared to the amount budgeted for contracts on a monthly basis. Contracts may be amended with spreadsheet showing amended amount and balance.
- The Excel spreadsheets are used to track obligations during the period they are not showing in the WORK accounting system. The WORK system is updated as the quarterly obligation report is completed. Expenditures are reconciled and obligations not in the accounting system are entered.

**Revised 4/18/23**