

By-Laws
for the
Eastern Kentucky Concentrated Employment Program, Inc.

ARTICLE I

Section 1- The registered office of the Corporation shall be in the City of Hazard, State of Kentucky.

Section 2- The Corporation may have offices and places of business in such other places within the State of Kentucky as shall be determined by the Directors.

ARTICLE II

Section 1 – The business affairs, policies, and personnel regulations shall be managed and controlled by a Board of Directors through the Executive Director.

Section 2 – The number of Directors shall not be less than twenty-seven (27) in number.

Section 3 – The Directors shall be selected by the Boards of Directors of the Community Action Agencies (CAAs) listed below, each of which shall be entitled to select three (3) Directors representing the following: one (1) member of the CAA Board of Directors to represent the target or beneficiary group; one (1) member of the CAA Board of Directors to represent the Private Sector; and one (1) at large Director who is an elected official or community leader from the CAA's service area. The CAAs shall renew their selections every three years. The CAAs are: the Daniel Boone Development Council; the KCEOC Community Action Partnership, Inc.; the Leslie, Knott, Letcher, Perry (LKLP) Community Action Council, Inc.; the Northeast Kentucky Community Action Agency, Inc.; the Bell-Whitley Community Action Agency, Inc.; the Harlan County Community Action Agency, Inc.; the Big Sandy Area Community Action Program Inc.; the Middle Kentucky Community Action Partnership, Inc.; and the Gateway Community Action, Inc.

Section 4 – Directors will be chosen from persons who are residents of the areas (counties) in which the programs operate.

Section 5 – Term of office for each member of the Board of Directors shall be three (3) years. A Director may succeed himself/herself indefinitely at the pleasure of the CAA that selected him/her, as long as the Director continues to qualify as a member of the category (i.e., target population, private sector, elected official or community leader) he/she represents.

Section 6 – Each duly elected Director may designate a proxy to represent that Director when he/she is unable to attend Board meetings.

Section 7 – Any Director missing three (3) regular consecutive meetings without providing prior notification shall be subject to possible removal from the Board. A Director also may be removed from the Board for exhibiting unacceptable conduct at meetings or while representing the Board, or for not complying with his/her assigned Board responsibilities. Removal of a Director requires a two-thirds majority vote of the Board. A vote concerning removal of a Director for these reasons may be called by the Chair, or the Vice Chair, or any three Directors.

A Director who has been convicted of a felony is automatically removed from the Board.

Section 8 – When a vacancy occurs due to the resignation, removal, or death of a Director, the CAA that selected that Director shall select another Director to serve out the unexpired remainder of the departed Director's term of office.

ARTICLE III

Section 1 – The regular meeting of the Board of Directors shall be held quarterly on the 3rd Tuesday of every third month in each quarter, or at such time as the Board may direct.

Section 2 – Special meetings of the Board of Directors may be called at any time by the Chair or by any five (5) Directors whenever they deem it necessary, provided they specify the purpose of the meeting in the notice.

Section 3 – Every third year, the June meeting of the Board of Directors shall include the installation of new Directors and the election of officers, whose terms of service will begin the following July 1. Nominations of candidates for the elected offices will be accepted from the floor during the regular Board meeting directly preceding the June meeting in which the election will be held.

Section 4 – The Secretary or Corporation staff shall give each Director notice of the time and place by mail, email, instant message, or other reliable means of written communication at least seven (7) days prior to any meeting of the Board. This notification requirement also applies to special meetings. Time and location of such meetings shall be as convenient as possible to all concerned to assure maximum participation.

Section 5 – Each Director shall have one vote on each matter submitted to a vote of the Directors. There shall be no absentee voting by the Directors, however, a proxy vote shall be allowed providing it is in compliance with Article II, Section 6 of these by-laws.

Section 6 – Fifty percent (50%) of the Board shall constitute a quorum at all meetings.

Section 7 – All decisions rendered by the Board shall be determined by a majority vote of the Directors present and voting, with the exception of votes concerning the removal of a Director or the modification of these by-laws, which require a two-thirds majority vote of the Directors.

Section 8 – All business meetings shall be open to the general public.

ARTICLE IV

Section 1 – The Officers of the Corporation shall be: Chair, Vice Chair, and Secretary, all of whom shall be elected every third year by the Directors and shall hold office for three (3) years at the pleasure of the Board of Directors. Officers may be re-elected to succeed themselves at the pleasure of the Board of Directors.

Section 2 – All vacancies occurring among the above offices shall be filled by a special election from the board of directors. Officers elected to fill a vacancy will serve out the unexpired remainder of the departed officer's term of office.

Section 3 – The Board of Directors may from time to time appoint or elect such other officers and/or agents with such powers and duties as the board may from time to time determine, and such officers and/or agents shall hold office at the pleasure of the board.

Section 4 – The duties and responsibilities of the officers shall be as follows:

- (a) **Chair:** The Chair shall preside at all meetings of the board of directors. He/she may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signings and execution therefore shall be expressly delegated by the Board of Directors or by these by-laws, or by

statute to some other officer or agent of the Corporation; and in general, he/she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

- (b) **Vice Chair:** In the absence of the Chair, or in the event of his/her inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions of the Chair.
- (c) **Secretary:** The Secretary shall keep the minutes of the meetings of the Board of Directors or ensure that the minutes are kept by Corporation staff; see that all notices are duly given in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

ARTICLE V

Section 1 – The Board of Directors shall empower an executive committee to act in its stead between regular and/or special Board of Directors meetings. The executive committee shall consist of four (4) members and the executive director of the Corporation. The executive director may vote and participate in executive committee decisions. Executive committee members will be appointed by the Chair of the Board and approved by a vote of the Board of Directors.

Section 2 – Executive committee members may not be represented by a proxy in executive committee meetings.

Section 3 – The executive committee shall be called into session on at least a twenty-four (24) hour notice. The executive committee may meet in person or via telephone conference call, interactive video conferencing, or other technology that allows the members to interact and deliberate. Minutes of the proceedings and actions taken at the executive committee meetings shall be kept and recorded in the same manner as the minutes of the Directors meetings are kept and recorded. The executive committee meeting minutes shall be distributed to all Directors along with notices of regular Board meetings.

Section 4 – Fifty percent (50%) of the executive committee members shall constitute a quorum for the transaction of business.

Section 5 – All actions of the executive committee must be brought before the full Board of Directors at the next meeting of the Board of Directors.

ARTICLE VI

Section 1 – The Executive Director for the Eastern Kentucky local workforce area is hired by mutual consent of the Board of Directors for the Eastern Kentucky Concentrated Employment Program Inc. and the Eastern Kentucky Workforce Innovation Board (EKWIB), as expressed by a majority vote of both boards. The Executive Director is staff to both the Eastern Kentucky C.E.P., Inc. Board of Directors (which is the Chief Elected Official for the local workforce area) and the EKWIB. The Executive Director shall possess, at a minimum, a bachelor's degree from an accredited college or university and have five years of experience as a workforce professional, business owner, or economic developer.

The Executive Director shall hire the additional staff necessary to carry out EKCEP's programs and such contracts as it may enter into with various public or private agencies and to assist the EKWIB in carrying out its functions as a local workforce development board (LWDB). Such staff must be hired in a public manner, with available jobs being advertised for at least one (1) week in advance except under extraordinary circumstances. All hiring shall be carried out on an equal employment basis, without discrimination regarding national origin, religion, political affiliation, handicap, race, creed or sex.

Section 2 – All staff actions will be governed by personnel policies as adopted by the Board of Directors.

ARTICLE VII

Section 1 – The by-laws of the Corporation shall be made, amended, or repealed by two-thirds affirmative vote by the Board of Directors present and voting at any special or regular meeting called for that purpose, providing each Director has been mailed a copy of the proposed change or changes at least seven (7) days prior to the meeting at which the vote on such amendments are to take place.

ARTICLE VIII

Section 1 – The Board of Directors shall have the power to appoint such subcommittees from its members or from outside its membership deemed necessary to carry out such advisory functions or program development responsibilities as deemed necessary. However, these subcommittees shall not have the power to enact or transact official business on behalf of the Board.

ARTICLE IX

Section 1 – In cases not addressed specifically by these by-laws, deliberation of the Corporation shall be guided by Robert's Rules of Order.