

BY-LAWS BLUEGRASS AREA DEVELOPMENT DISTRICT, INCORPORATED

ARTICLE I NAME, AREA, AND PURPOSE

Section 1: Name

This organization shall be known as the Bluegrass Area Development District, Inc., (hereinafter called the ADD) a non-profit corporation duly incorporated and existing under and by virtue of the laws of the Commonwealth of Kentucky.

Section 2: Area

The area comprising the Bluegrass Area Development District shall include the counties of Anderson, Bourbon, Boyle, Clark, Estill, Fayette, Franklin, Garrard, Harrison, Jessamine, Lincoln, Madison, Mercer, Nicholas, Powell, Scott, and Woodford Counties (hereinafter called the Area).

Section 3: Purpose

The primary purpose of the ADD shall be to plan, promote, and encourage the comprehensive development of the Area's resources including but not limited to community services, transportation, health, education, human and natural resources.

ARTICLE II MEMBERSHIP

Section 1: Membership

Membership in this organization shall consist of such persons or organizations of the Area who are interested in and are willing to give of their time and talents to promote the objectives and purposes of the ADD. Any resident of the area, 18 years of age or older, can participate as a member of the ADD upon expressing a desire to participate, establishing an attendance record by attending two (2) consecutive meetings, and having actively demonstrated an interest in comprehensive development of the Area in furtherance of Article I, Section 3.

Section 2: Function

The membership of the Bluegrass Area Development District shall be kept as broadly based as feasible. It shall function in an advisory open forum capacity. The District membership may suggest to the Board of Directors certain policies, programs, areas of opportunity, and ideas pertaining to the comprehensive development of the Area. Members of the Development District may become

members of and serve on committees for study, consultations, and recommendations to the Board of Directors and/or Executive Committee.

Section 3: Member Representation

It shall be an objective of the ADD to maintain as broadly based a membership as possible. To attain this objective it shall be the responsibility of the members of the Board of Directors to encourage, solicit, and request the attendance and participation of persons from all segments of their community's society and economy.

Section 4: Voting Membership

Each person who meets qualifications of a member as set forth in Article II, Section 1, shall be entitled to one vote on any matter brought before the Membership but not before the Board of Directors. If the credentials of any person are questioned, the Membership shall determine by majority vote the right of that person to vote.

Section 5: Ex-Officio Members (Non-voting)

Representatives of Federal, State or private agencies or organizations who express a desire or interest to participate in a technical and/or advisory capacity to the general membership and/or the Board of Directors and/or the Executive Committee shall be encouraged to participate as ex-officio and non-voting members. All Area resource workers will be involved and encouraged to participate. Any and all staff members employed by the Development District will also serve in this capacity.

Section 6: Official Register of Membership

The Secretary of the Board of Directors or his/her designee shall keep the Official Register of all voting members and Ex-Officio members.

ARTICLE III BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors

The Board of Directors shall be the governing and policy-making body of the ADD. The Board of Directors shall total seventy-five (75) persons and shall be composed of or elected as follows:

- A. The County Judge/Executive of each county or his/her designee. (The designee shall be a member of the Fiscal Court and his/her votes and commitments shall be binding upon the official he or she represents.)
- B. The Mayor or his/her designee from each of the participating counties. In counties where there exists a first, second, or third class city as well as

other cities of lower class designation, the Mayor of the first, second or third class city and a Mayor of one other city or their designee shall be represented on the Board. (The designee shall be a member of the city commission/council and his/her votes and commitments shall be binding upon the official he or she represents). All remaining Mayors in the Area not elected to the Board of Directors may serve as Ex-Officio members without the right to vote or hold office on the Board.

C. Thirty-seven (37) citizen directors who will be representative of the diverse social and economic interests of the Area including, but not limited to:

1. Agriculture
2. Chambers of Commerce
3. Civic Organizations
4. Clergy or religious groups
5. Community development associations
6. Homemakers or consumer groups
7. Insurance, banking, finance
8. Labor organizations
9. Land developers, real estate
10. Legal, Architectural, Engineering, and Planning Professions
11. Manufacturing
12. Medical
13. Minority groups
14. Poor, unemployed, underemployed
15. Printed and electronic news media
16. Public or private school systems
17. Transportation
18. Utilities
19. Wholesale and Retail Commerce
20. Youth organizations
21. Women

Of the thirty-seven (37) citizen directors, three (3) shall be at-large directors.

D. The Board Directors consisting of the Mayors and the County Judge/Executive shall nominate and accept nominees from the above groups. At the Annual Meeting the Board Directors by majority vote shall elect from the nominee's, citizen directors and at-large directors, in so doing, they shall assure a desirable mix of socioeconomic interest and proper geographic distribution according to Article I, Section 2. The Nominating Committee shall be responsible for the nomination of the three (3) At-Large Directors.

- E. Because the involvement of the citizens of economic and racial discrimination relate directly to the effectiveness of the ADD in attaining its purpose in Article I, Section 3, there shall be representation of the poor, unemployed, or underemployed and representation of the interests of the minority sector of the society.
- F. The Chair of each functional advisory committee must be a member of the Board of Directors (see Article III, Section 1).
- G. Appointments of all above named designees shall be made in writing.
- H. The Administrative Review and Finance Committee may nominate as many non-voting Director Emeritus positions as they feel warranted. Once nominated, a motion to seat the nominee shall be made and a vote taken at the next meeting of the Board of Directors.

Section 2: Geographic Distribution of Directors

Each county shall have a least two (2) public officials and two (2) citizen members on the ADD Board.

Section 3: Term of Office

In the case of public officials - Mayor and County Judge/Executives - the terms of office as Directors on the ADD Board shall coincide with their elective term of office.

Citizen Directors shall serve terms of three (3) years to expire at the annual meeting of the Board of Directors.

At-Large Directors shall serve terms of one (1) year to expire at the annual meeting of the Board of Directors.

Properly seated Director Emeritus positions shall serve an indefinite term.

Section 4: Powers and Duties of the Board of Directors

The Board of Directors shall regulate and supervise the management and operation of the Development District. It shall attend to arrangements for carrying on the operation in a businesslike manner. The Board of Directors shall have the responsibility of developing policies under which the Development District shall function. All policies accepted by the Board of Directors shall be prepared in written form and communicated to the Development District membership.

Section 5: Removal of Directors

Any Director may be removed at any time, for cause, by a simple 2/3 majority vote of the Board of Directors provided he or she has been notified at least thirty (30) days in advance of such action. Notification must specify cause and date, time, and place of pending action and must be delivered by registered mail. Removal may be initiated by any Director. Cause for removal is deemed to include:

- A. Direct conflict of interest.
- B. Violation of law applicable to this organization.
- C. Conduct unbecoming a Director of this organization or prejudicial to its purpose in Article I, Section 3, hereinabove, or
- D. Failure to attend two (2) consecutive meetings.

Section 6: Filling of Vacancies

Any vacancy of a Mayor or Judge/Executive designee shall be filled by appointment of the relevant Judge/Executive or Mayor. If the Director is a Judge/Executive or Mayor, his/her legally appointed or elected successor shall replace him/her on the Board. In the event that less than one hundred twenty (120) days remain in the term of office vacated, the remaining term may be left vacant.

ARTICLE IV BOARD OF DIRECTORS MEETING

Section 1: Annual Meeting

The Annual Meeting of the Board shall be conducted once a year at a date, time and place designated by the Executive Committee.

Section 2: Regular Meetings

Meetings of the Board of Directors shall be scheduled and such meetings shall be held quarterly at such a date, time, and place in the District as prescribed by the notice of said meeting, with the Annual Meeting counting as one of these regular meetings. At all properly called Board meetings, a simple majority of all Directors, including one officer present, shall be necessary to constitute a quorum to transact business, but any lesser number shall be sufficient to adjourn a meeting. If a vacancy occurs for any reason, the remaining Directors shall be the basis for determining a quorum.

Section 3: Special Meetings

Special meetings of the Board of Directors shall be held on the call of the Chair of the Board or any fifteen (15) members of the Board. The time, place, date, and purpose of said Special Meetings shall be as designated by the notice of said meeting and said notice shall be given by first class mail at least forty-eight (48) hours prior to the meeting.

Section 4: Notice Requirement

Notice of the Annual Meeting and other Regular Meetings shall be mailed to each Director not less than five (5) days prior to the meeting. This notice shall be sent by the Board Chair, Secretary, or staff by first class mail to the address

appearing on the Official Register and said act shall be deemed as compliance with the notice requirement.

Section 5: Attendance Requirement

Any Director missing two (2) consecutive meetings shall be contacted by the Chair of the Board or a person or committee appointed by the Chair and they shall determine the reason for his/her absence and his/her intention to continue his/her activities on the Board. A report shall be given to the Board of Directors at their Regular Meeting or Special Meeting at which time the Board may declare a vacancy and, if a vacancy is declared, then the procedure as outlined heretofore in filling vacancies shall be in effect.

ARTICLE V EXECUTIVE COMMITTEE

Section 1: Composition of the Executive Committee

The Chair of the Board shall appoint the directors of the Executive Committee with the approval of the Board of Directors. The Executive Committee shall have full power of the Board of Directors and shall carry out the policies of the Board of Directors and direct the activities of the Executive Director and the staff of the ADD. The Executive Committee shall total seventeen (17) persons and shall be composed as follows:

- A. The Officers of the Board of Directors shall serve as Officers of the Executive Committee and constitute four (4) of the seventeen (17) directors of the Executive Committee.
- B. The Executive Committee shall be composed of nine (9) elected officials and eight (8) citizen board directors.
- C. Term of office of directors of the Executive Committee shall coincide with directorship on the Board of Directors as provided in Article III, Section 3. The Executive Committee shall have one and only one director from each of the seventeen counties of the Area and shall be chosen from the directors of the Board of Directors.
- D. A quorum of the Executive Committee shall consist of nine (9) directors, including at least one (1) Officer, to transact business, but a lesser number shall be sufficient to adjourn a meeting.

Section 2: Responsibilities of the Executive Committee

The purpose of the Executive Committee is to provide the Board of Directors with orderly management of routine business. It shall be within the Executive Committee's authority and power to oversee and/or conduct the normal and recurring business of the Board including approval of the payment of: authorized

staff salaries, official travel expense, expenditures for office supplies and materials, telephone and utility bills, rent payment--if any, authorized employee insurance and retirement benefit premium, withholding taxes. Payments which have not received prior approval shall be considered for post approval by the Executive Committee. Expenditures not generally covered by the items listed above shall require prior authorization for payment by the Executive Committee. The Executive Committee shall furnish the Board of Directors a quarterly and annual financial statement and they shall see that the Annual Audit or other audits are completed as required by these By-laws and/or Board directive. The Executive Committee shall have other powers and duties as may be specified by the Board of Directors.

Section 3: Regular Meetings

Regular meetings of the Executive Committee shall be scheduled and such meetings shall be held at 7:00 p.m. on the fourth Wednesday of each month or at such date, time, and place in the District as prescribed by the notice of said meetings.

Section 4: Special Meetings

Special Meetings of the Executive Committee will be held on the call of the Chair or nine (9) directors of the Executive Committee. The time, place, date, and purpose of said Special Meeting shall be as designated by the notice of said meeting and said notice shall be given by first class mail at least forty-eight (48) hours prior to the meeting. Depositing such notice, duly stamped, sent first class mail, and addressed to a Director at his address recorded on the Official Register shall be deemed as compliance with the notice requirements.

Section 5: Notice Requirement

Notice of Executive Committee Meetings shall be mailed to each Director not less than five (5) days prior to the meeting. This notice shall be sent by first class mail to the address appearing on the Official Register and said act shall be deemed as compliance with the notice requirement.

Section 6: Attendance Requirement

Any Director missing three (3) consecutive meetings shall be contacted by the Chair of the Board or a person or committee appointed by the Chair and they shall determine the reason for his/her absence and his/her intention to continue his/her activities on the Executive Committee. A report shall be given the Board of Directors at their Regular Meeting or Special Meeting at which time the Board may declare a vacancy and, if a vacancy is declared, then the procedure as outline heretofore in filling vacancies shall be in effect.

ARTICLE VI OFFICERS

Section 1: Officers of the Board

The Officers of the Board of Directors shall be a Chair of the Board, Vice-Chair of the Board, Secretary, Treasurer, and such other officers as the Board of Directors may deem advisable. Officers of the Board shall also serve as Officers of the membership and the Executive Committee. The Officers may serve as Ex-Officio members of the Functional Advisory Committees.

Section 2: Election of Officers and Term of Office

The Officers shall be elected by the Board of Directors at their Annual meeting and they shall hold office for one (1) year or until their successors have been elected and qualified; however, if the Board of Directors shall decide to name another officer in accordance with its privileges outlined heretofore in the By-Laws, the Board of Directors may provide when and for what term he/she shall be elected. In the event of a vacancy occurring during the period for which an officer has been elected, the Board shall fill such a vacancy at the next Regular Meeting or sooner at a Special Meeting of the Board of Directors. Any officer elected or appointed by the Board may succeed themselves in office, not to exceed more than two (2) successive terms.

Section 3: Removal of an Officer

An officer or administrative or professional employee of the Executive Committee may be removed for inefficiency, malfeasance, or conflict of interest at any time by the majority vote of the entire directorship of the Board of Directors provided that written charges are submitted to him/her within thirty (30) days prior to such action and they be given a chance to plead their case. The person so removed shall have a right of appeal to the Circuit Court.

Section 4: Eligibility of Officers

Any Director of the Board shall be eligible to hold office. A majority of officers shall be elected officials.

Section 5: Expenses

Payment of expenses of the Officers and of the Directors shall be determined and subject to authorization by the Executive Committee.

ARTICLE VII

DUTIES OF THE OFFICERS

Section 1: Chair of the Board

The Chair shall be the chief executive of the Board of Directors and the Executive Committee. He/she shall preside at all meetings of the Directors. He/she shall have general and active management of the business of the Board and shall see that all order, policies, and resolutions of the Board of Directors are carried into effect. He/she shall also perform other duties as may from time to time be delegated to him by the Board.

Section 2: Vice-Chair of the Board

The Vice-Chair shall preside at meetings of the Board of Directors or the Executive Committee in the event of the Chair's absence, or inability to perform his duties. He/she shall also perform duties as may from time to time be delegated to him by the Chair of the Board.

Section 3: Secretary of the Board

The Secretary shall keep the records of the Board of Directors and Executive Committee, the minutes of the meetings of the Boards, and the Official Register of the membership, the Board of Directors, and the Executive Committee. The Secretary shall notify officers, committees, and delegates of their elections and appointments. He/she shall read the minutes of each business session. The Secretary may delegate any and all of these duties to a member of the staff if he/she so desires; however, such delegation does not relieve the Secretary of his/her responsibilities. He/she shall also perform duties as may from time to time be delegated by the Board.

Section 4: Treasurer of the Board

The Treasurer shall be the custodian of all monies and securities of the ADD and shall provide for the accurate keeping of regular books of account of ADD funds and properties. The Treasurer may delegate any and all of these duties to a member of the staff if he/she so desires; however, such delegation does not relieve the Treasurer of his/her responsibilities. He/She shall also perform duties as may from time to time be delegated to him/her by the Board.

Section 5: Administrative Officers and Staff

The Executive Committee may employ personnel and contract with other persons as it deems necessary to carry out the goals, objectives, programs, and duties assigned to it by virtue of these By-Laws, Charter, and the Laws of the Commonwealth of Kentucky. The Chief Administrative Officer shall be the Executive Director who shall be appointed by the Board to administer, direct, implement, and otherwise carry out the functions and duties of this organization. The Executive Director will implement the policies and programs of the Board and

shall recommend to the Board on such matters as budget, staff policies and appointments, programs, contracts, studies, organization, and other such matters of direct concern to the Board. The Executive Director shall also serve as an ex-officio member of all functional advisory committees of the Board. Other administrative and/or professional level employees of the Board as well as paraprofessionals and support employees shall be under the direct supervision of and responsible to the Executive Director. The Executive Committee with the advice of the Executive Director shall adopt work rules and policies to govern the staff operations and functions.

ARTICLE VIII COMMITTEES

Section 1: Functional Advisory Committees

A. Committees Authorized; Meetings

The Board of Directors shall function normally through the reports and recommendations of its Functional Advisory Committees which shall include, but not be limited to: Development Advisory Committee; Bluegrass Regional Human Services Council; Natural Resources and Environmental Protection Advisory Committee; Tourism, Historic Preservation and Recreation Advisory Committee; Character Council; and Homeland Security.

The Committee shall conduct business at least once every quarterly at a place, time and date designated by advance notice as determined by each Committee.

B. Committee Membership

The Board of Directors shall by majority vote appoint all members of Functional Advisory Committees. Nominations for those members representing a specific geographic area shall be made by Board of Directors members representing that area. Notices of vacancies in Committee membership shall be sent to the Board of Directors members representing the area in which the vacancy exists. Should there be no response from these Board members within thirty (30) days; the Committee may nominate persons for membership. Membership on each Functional Advisory Committee shall be composed of Directors and those persons from the area who are willing to serve and contribute to the purpose of the ADD.

C. Committee Composition

Each Committee shall have a Chair, Vice-Chair and other such officers as deemed necessary by the Committee. The Chair of each Committee shall be a director on the Board of Directors, appointed by the Chair of the Board, with the consent of the Executive Committee. Other officers of each committee shall be chosen by the members of that Committee. Membership on each committee shall total at least seventeen (17) members with all participating counties in the District as well as interest groups being represented.

At-large voting members (not to exceed 10) may be included on the Committee to represent a wide cross-section of interests. At-large members may be nominated by other Committee members or any member of the Board of Directors.

D. Committee By-Laws

All Functional Advisory Committees shall operate under By-Laws to be approved by the Executive Committee.

E. Committee Actions

Recommendations and other actions of functional advisory committees established under this Article are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 2: Bluegrass Regional Planning Council

A. Council Purpose

The Bluegrass Regional Planning Council shall act in an advisory capacity on land use matters throughout the district as established by KRS 147A.125. To insure compatible treatment of planned development throughout the district, the council may review comprehensive plans of planning units within the district for regional impact, may develop regional transportation, infrastructure, and land use plans for the district, and may make recommendations regarding the regional impact of proposed comprehensive plans and plan amendments of planning units within the district.

B. Council Composition

The Bluegrass Regional Planning Council shall be composed of one (1) representative from each planning unit in the district. Each representative shall be appointed annually by the planning commission of each planning unit in the district. To be eligible for appointment to the council, a person shall be a member of the planning commission, or the planning commission's professional staff. At its first regular meeting in each year, the council shall elect from its membership a president and vice president. The vice president shall have the authority to act as president of the council during the absence or disability of the president.

C. Council Meetings

The Bluegrass Regional Planning Council shall meet at the call of the president, but at least quarterly in each year.

D. Council By-Laws

The Bluegrass Regional Planning Council shall adopt by-laws and then have them accepted by the Bluegrass Executive Committee.

E. Council Actions

Recommendations and other actions of the Bluegrass Regional Planning Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 3: Bluegrass Regional Transportation Committee

A. Committee Purpose

The Bluegrass Regional Transportation Committee shall consult, solicit input, develop regional goals and direction, identify and review regional transportation needs, provide transportation information/updates, and address any other transportation issues in the region. The committee shall function as required by the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD.

B. Committee Composition

The Bluegrass Regional Transportation Committee shall have a broad-based membership as required in the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD. The ADD Chair shall name the committee Chair and Vice Chair.

C. Committee Meetings

The Bluegrass Regional Transportation Committee shall meet as required by the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD.

D. Committee By-Laws

The Bluegrass Regional Transportation Committee shall adopt by-laws and then have them accepted by the Bluegrass Executive Committee.

E. Committee Actions

Recommendations and other actions of the Bluegrass Regional Transportation Committee are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 4: Bluegrass Area Agency on Aging Advisory Council

A. Council Purpose

The Bluegrass Area Agency on Aging Advisory Council shall carry out advisory functions which further the area agency on aging's mission of developing and coordinating community-based systems of services for older persons in the planning and service area. The council shall advise the area agency on aging relative to developing and administering the area plan, conducting public hearings, representing the interest of older persons; and reviewing and commenting on community policies, programs and actions which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons. The committee shall function as required by the the Older Americans Act of 1965 as amended and 910 KAR 1:220.

B. Council Composition

The Bluegrass Area Agency on Aging Advisory Council shall include individuals and representatives of community organizations who shall help to enhance the leadership role of the area agency on aging in developing community based systems of services. Council members are appointed by the county advisory councils from each county within the area. The ADD Chair shall name the committee Chair. Other officers are elected by the council at it's January meeting.

C. Council Meetings

The Bluegrass Area Agency on Aging Advisory Council shall meet as required but no less than six (6) times per year.

D. Council By-Laws

The Bluegrass Area Agency on Aging Advisory Council shall adopt by-laws and then have them accepted by the Bluegrass Executive Committee.

E. Council Actions

Recommendations and other actions of the Bluegrass Area Agency on Aging Advisory Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 5: Bluegrass Workforce Investment Board

A. Board Purpose

The Bluegrass Workforce Investment Board shall develop and implement an innovative business driven system of workforce partnerships in the Bluegrass that enables businesses and individuals to become productive and profitable. The Board shall function as required by the Workforce Investment Act of 1998 as amended.

B. Board Composition

The Bluegrass Workforce Investment Board shall have a broad-based membership as required by the Workforce Investment Act of 1998 as amended. Members shall be nominated by the elected officials within the region. The Bluegrass ADD Chair shall appoint two (2) directors from the Bluegrass ADD Board to serve on the WIB. A simple majority shall represent the private sector. The officers shall be elected by the Workforce Investment Board at its July meeting.

C. Board Meetings

The Bluegrass Workforce Investment Board shall meet quarterly or as deemed necessary.

D. Board By-Laws

The Bluegrass Workforce Investment Board shall adopt by-laws and then have them accepted by the Bluegrass Executive Committee.

E. Board Actions

Recommendations and other actions of the Bluegrass Workforce Investment Board are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 6: Bluegrass Area Water Management Council

A. Council Purpose

The Bluegrass Area Water Management Council shall monitor water and wastewater planning within the District. The Water Management Council shall operate in accordance with KRS 151 and 224A, as revised by the 2000 Kentucky General Assembly; Senate Bill 409.

B. Council Composition

The Bluegrass Area Water Management Council membership shall consist of the county judges/executives within the ADD, the mayors of municipalities that operate either a water or wastewater system within the ADD, the water and wastewater utility managers and/or operators within the ADD and representatives from the health departments within the ADD. The ADD Chair shall name the Council Chair. Other offices shall be elected by the Council.

C. Council Meetings

The Bluegrass Area Water Management Council shall meet as required, but no less than twice annually.

D. Council By-Laws

The Bluegrass Area Water Management Council shall adopt by-laws and then have them accepted by the Bluegrass Executive Committee.

E. Council Actions

Recommendations and other actions of the Bluegrass Area Water Management Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 7: Administrative Review and Finance Committee

A. Committee Purpose

The Administrative Review and Finance Committee shall review and approve all operating policies and procedures for the District and submit them for approval to the Executive Committee. In addition, the Committee shall work with the Executive Director to develop and monitor the District budget and assist the Executive Director with routine day-to-day business operation decisions. The Administrative Review and Finance Committee shall make nominations for Director Emeritus positions.

B. Committee Composition

The Administrative Review and Finance Committee shall be composed of the four (4) seated officers and at least three other Board directors. The Chair of the Board will serve as Chair of the Committee. The Chair of the Board will recommend those members for approval by the Board of Directors. The Committee members will serve a one year term.

C. Committee Meetings

The Administrative Review and Finance Committee shall meet monthly or as desired. Notice will be given five (5) days in advance. A quorum will consist of a simple majority.

Section 8: Nominating Committee

A. Committee Purpose

The Nominating Committee shall be responsible for presenting a slate of officers at the Annual Board of Directors Meeting. The slate will include a Chair, Vice-Chair, Secretary and Treasurer.

Additionally, the Nominating Committee shall be responsible for the nomination of At-Large Directors.

B. Committee Composition

The Nominating Committee shall be composed of Directors who have exceptional knowledge of the purpose, mission and projects of the ADD. The Chair of the Board shall appoint the members of the Nominating Committee which shall consist of one Judge/Executive, one Mayor, one Citizen Director and one past Officer of the Board. Currently seated Officers shall not be eligible to serve on the Nominating Committee.

C. Committee Meetings

The Nominating Committee shall meet as necessary to agree on the best candidates for office. Notice will be given five (5) days in advance. A quorum will consist of three (3) members.

Section 9: Ad Hoc Committees

The Board of Directors may appoint special purpose or Ad Hoc Committees which shall be terminated at such time deemed appropriate by the Board.

**ARTICLE IX
DEPOSITS, DISBURSEMENTS, BOND AND AUDIT**

Section 1: Deposits

Deposits to the credit of the ADD of all notes, moneys, valuables, checks, drafts, bonds, and other instruments received by the ADD shall be made in such banks and depositories as the Executive Committee may from time to time designate. All such deposits shall be made in a manner as prescribed by resolution of the Board.

Section 2: Disbursements

Disbursements of funds of the Board for expenditures as generally or specifically authorized or appropriated by the Board shall require the signature of the Treasurer and either the Chair or Executive Director. Those things not receiving prior approval shall receive consideration for post-approval in the manner as prescribed by these By-Laws or Board Resolution.

Section 3: Bonding Required

Any Officer or employee of the Board handling money or securities of the ADD shall be bonded at the Board's expense in the amount as determined by the Board and/or laws of the Commonwealth of Kentucky.

Section 4: Audit

It shall be the duty of the Administrative Review and Finance Committee to appoint a public accountant, not an employee of the Board or a Board member, to examine and audit the accounts of the Bluegrass Area Development District, Incorporated.

**ARTICLE X
RATIFICATION, AMENDMENTS, AND EFFECTIVE DATE**

Section 1: Ratification

Whenever an Officer, Committee, and/or employee of the Board performs an act and/or function in the name of the Board as may be lawful by these By-Laws, Charter, Laws of the Commonwealth of Kentucky and/or authorization and/or appropriation of the Board, such acts or performance of such functions may be

ratified by the Board, if such ratification is specifically required, either at a meeting of the Board or by mail provided that a majority of the entire directorship of the Board place their signatures on a statement of ratification which is mailed to all members of the Board. Ratification by mail may be used upon the approval of the Chair, Executive Committee, and/or Board of Directors. Results of such poll-by-mail shall be recorded in the minutes of the next regular meeting of the Board.

Section 2: Amendments

Amendments to these By-Laws shall be made by adoption by simple majority of the entire membership of the Board of Directors provided such amendments have been submitted to the Executive Committee for review prior to enactment and further provided that all proposed changes are distributed to the entire membership of the Board by first class mail at least seven (7) days prior to the meeting at which said amendments are scheduled to be acted upon. Compliance with this notice requirement only shall require the deposit of said notice in the mail giving the address of each Director as shown on the Official Register.

Section 3: Effective Date of Adoption

These By-Laws shall be in effect immediately upon adoption by a majority of the County Judge/Executives and Mayors who are directors of the Board. Subsequent amendments to these By-Laws shall become effective immediately upon their adoption by a majority of the entire directorship of the Board as prescribed herein.

Revised and Adopted by the Board of Directors on Friday, January 29, 2010.

CHAIR

SECRETARY