

ARTICLE I

NAME AND PURPOSE

Section 1: Name

This organization shall be known as the Big Sandy Area Development District, Inc., a non-profit corporation and public agency by virtue of Kentucky Revised Statutes, Chapter 147.

Section 2: Purpose

The purpose of the District shall be to serve as a development resource to the Counties of Floyd, Johnson, Magoffin Martin and Pike, and the subdivisions thereof, and the Cities of Allen, Coal Run Village, Elkhorn City, Inez, Martin, Paintsville, Prestonsburg, Pikeville, Salyersville, Warfield, Wayland and Wheelwright. Related purpose of the District includes:

- A. To serve as the area wide development planning agency, seeking mutual support and consensus for goals and project prioritization.
- B. To promote the general welfare and health of the citizens of the Counties and Cities.
- C. To advance growth and development within the region, focusing on quality of life, educational, commercial/industrial as well as social and cultural interest;
- D. To implement those programs and objectives established by the General Assembly and/or Governor of the Commonwealth of Kentucky, as prescribed by the Board of Directors.
- E. To implement the programs established by the US Congress and by the Executive Order of the President, as prescribed by the Board of Directors.
- F. To provide technical assistance to local governments with regard to program development and coordination, and project implementation and administration.

ARTICLE II

BOARD OF DIRECTORS

Section 1: Authority

The Big Sandy Area Development District shall be governed by a Board of Directors. The Board of Directors shall exercise the powers, duties, and authorities as given to it by KRS Chapter 147, Sections 4 and 5. Each member shall have one vote (except as noted in Section 2-A-5) in matters on which a vote is required. All members will be seated without regard to age, race, sex, handicap, or religious affiliation.

Section 2: Composition

The Board of Directors shall be composed as follows:

A. Ex Officio Members

1. The County Judge/Executives of Floyd, Johnson, Magoffin, Martin and Pike Counties;
2. The Mayors of the County seats, namely, Inez, Paintsville, Pikeville, Prestonsburg and Salyersville.
3. The Mayors of Coal Run Village, Elkhorn City and Martin.
4. One Mayor elected by the Mayors of the remaining cities not already represented on the Board.
5. All members of the Kentucky General Assembly representing any portion of the District, who shall serve as non-voting members and will not be counted in the determination of a meeting quorum.

B. Citizen Members

1. There shall be eleven (11) Citizens Members of the Board.

These shall be selected as follows:

- a. The Big Sandy Regional Service Director of Community Based Services, or his/her designee, shall be the member designee to represent low income residents of the District.
- b. There shall be five (5) members designated to represent the region at-large. Nominations for at-large membership must be made to the Nomination Committee, which shall recommend to the Board five (5) individuals knowledgeable of and involved in one or more of the following fields; education, industry & business, finance, public utilities, community development and health & human services. The Chairperson will provide for further nominations to be

made from the floor. These members shall be seated by vote of the Ex-Officio members of the Board.

- c. There shall be five (5) members designated to represent each of the five Counties in the Region; respectively. The County Judge/Executives of each of the member counties shall designate the individuals to serve in this capacity.

Section 3: Tenure

A. Terms of office shall be as follows:

- 1. Ex-Officio members shall serve with tenure of the elective office.
- 2. Citizens member shall serve as follows:
 - a. The Member representing low income persons shall be appointed annually.
 - b. Members nominated by the Nominating Committee shall serve for three (3) years from the time of their ratification at the annual Board Meeting.
 - c. Members appointed by the County Judge/Executives shall serve for that period equal to the term of office of the appointing Judge/Executive.

Section 4: Vacancies

- A. Ex-Officio positions that become vacant shall be filled by the successor to the elective office.
- B. Citizens Member positions that become vacant shall be filled in the same manner as the appointment of the person vacating the position, and the new member shall serve the duration of the unexpired term.

Section 5: Termination

- A. An Ex-Officio member shall be considered terminated on expiration of his or her term of elective office.
- B. A Citizen Member shall be considered terminated on expiration of his/her term unless re-elected for another term of acceptance or resignation or on declaration of inactivity.
- C. Inactivity of a Citizen Board Member may be declared by the full Board when he/she has failed to attend three successive regular and/or special Board Meeting. After notification by the Board and declaration of intent the position shall be declared vacant.

Section 6: Designation of an Alternate

A. Ex-Officio Member Alternative

County Judge/Executives and Mayors shall represent themselves at all Board Meeting as part of their official responsibilities for regional coordination and development. In the event that an Ex-Officio member cannot attend a regular or special meeting of the Board, he/she may appoint a proxy or temporary alternative to represent him/her at that meeting. Such appointments shall be submitted in writing to the Chairperson at the opening roll call of the meeting.

B. Citizen Member Alternate

In cases of illness or circumstances which prevent attendance at a Board Meeting, A Citizen Member may appoint an alternate to attend a given meeting of the Board.

Section 7: Executive Director

The Board of Directors may employ an Executive Director.

ARTICLE III

OFFICERS OF THE BOARD OF DIRECTORS

Section 1: Officers

The officers of the Board of Directors shall be a chairperson, first vice-chairperson, second vice-chairperson, secretary and treasurer. The officers shall be elected such that each county of the district shall be represented, and at least one officer shall be a County Judge/Executive, one officer shall be a Mayor and at least one officer shall be a citizen member of the board.

Section 2: Officer Election

Officers shall be elected at the annual meeting. Any member of the Board shall be eligible to hold office. Voting in officers shall be by any method selected by the Board, with a majority of votes cast being required for election. In the annual meeting of the Board, the Chairperson shall appoint a Nominating Committee consisting of one representative from each county. This Committee will present a slate of officers for consideration by the Board. The Chairperson will provide for further nomination to be made from the floor.

Section 3: Term of Office

The term of office shall be one year. Officers may succeed themselves, but no officer shall be eligible for more than two consecutive full terms in the same office. There shall be one year between repeated eligibility. No member shall be eligible to hold more than one office at a time.

Section 4: Vacancies

Any vacancy of an office within the Board of Directors shall be filled by special election to be held at the first meeting of the Board of Directors held after the vacancy occurs.

Section 5: Removal of Officer

An officer may be removed at any time by a majority vote of the Board of Directors.

Section 6: Duties

A. Chairperson of the Board

The Chairperson shall be the Chief Executive Officer of the Board of Directors. He/She shall preside at the meeting of the Directors. He/She shall have general and active management of the business of the Board and shall see that all orders, policies and resolutions of the Board of Directors are implemented. In the absence of the Chairperson, the First Vice-Chairperson, Second Vice-Chairperson, Treasurer or Secretary shall, in this order, preside at meeting of the Board of Directors.

B. First Vice-Chairperson of the Board

In the event of the Chairperson's illness or in ability to perform the duties and responsibilities of the Office, the First Vice-President shall perform the duties and responsibilities of the Chairperson as herein –above enumerated.

C. Second Vice-Chairperson of the Board

In the event of the Chairperson's and the First Vice-Chairperson's illness or in ability to perform the duties and responsibilities of the Office, the Second Vice-President shall perform the duties and responsibilities of the Chairperson as herein –above enumerated.

D. Secretary

It shall be the responsibility of the Secretary to see to the maintenance of the records of the Board of Directors and the minutes of the meetings of the Board. Further, it is the duty of the Secretary to keep a current register, or roll, of the Board of Directors, and to call the roll when required. The secretary shall notify officers, committee and delegates of their appointments, the Secretary shall be responsible for sending notices of all meeting of the Board of Directors. A staff member of the Big Sandy ADD will be assigned to assist the Secretary in recording procedures of Board Meetings and all other duties of the Secretary.

E. Treasurer

The Treasurer shall have custody of all monies and securities of the District and shall have oversight of the regular books of account of its funds and property. He/She shall see that all money and valuables of the District are deposited in such banks and depositories, as the Board of Directors shall from time to time designate. He/She shall have power to endorse for deposit to the credit of the District all notes, checks, drafts, bonds, and other instruments received by the District. He/She shall be authorized to disburse funds of the District for all legitimate expenditures as approved by the Board of Directors, making proper vouchers therefore. No payment shall be made from the funds of the District except by prior authorization or appropriation of the Board of Directors. The Treasurer shall be bonded to the extent as may be set forth by the Board of Directors and/or the laws of the Commonwealth of Kentucky at the expense of the Board.

ARTICLE IV

MEETINGS

Section 1: Regular and Special Meetings

Regular monthly meeting shall be held on the fourth Tuesday of each month, unless otherwise announced by the Chairperson of the Board. Insofar as is possible and practical, there will be attempt made to hold Board and Committee Meetings in the respective member counties. All Board meetings shall be open to the public. Big Sand Area Development District will adhere to all Kentucky Opening Meeting and Records Acts.

Special Board meetings may be called by the Chairperson with notice by mail, phone or personal contact. No special Board meetings may be called without the members being given twenty four hours prior notice. One Officer and twelve (12) members shall constitute a quorum.

Section 2: Annual Meeting

The January meeting shall be the annual organizational meeting. The Chairperson shall appoint a Nominating Committee consisting of one representative from each county. This Committee will present a slate of citizen member nominations as appropriate, and a slate of officers for consideration by the Board. The Chairperson will provide for further nomination to be made from the floor. Any new Board Members and Officers will be formally installed by vote at the Annual Meeting of the Board.

Section 3: Order of Business

An order of business shall be established by the Board for the conduct of business. The rules of order may be suspended at any time by consent of the majority of the members present except when in conflict with these Bylaws, Roberts Rules of Order shall govern the conduct and procedure of deliberations of the Board and each of its Committees.

Section 4: Voting by Mail, Fax, Voice Phone or Similar Means

Actions of the Board and committee thereof, including election of officers may be conducted by correspondence in a manner determined by the Board, such as mail, fax, voice phone or similar means.

Section 5: Telemeetings

Any and all meeting of the Board and any committee thereof may be conducted by means of telecommunication pursuant to rules of order established by Kentucky statute.

ARTICLE V

BOARD COMMITTEES

Section 1: Authority

The Board shall have an Executive Committee, and other committees at its discretion. With regard to committees other than the Executive Committee, the Chairperson of the Board may make appointments from among Board members and non-Board members, but shall designate a Board Member to meet with each committee of the ADD and be responsible for acting as its liaison with such committee.

Section 2: Executive Committee

A. Charge

The Executive Committee shall serve all functions on behalf of the Board but only when the conditions prevent full Board participation and only to the extent essential to normal operations of the District. Actions of the Executive Committee shall be reported to the full Board in writing for approval. Members shall represent themselves in all deliberations of the Committee.

B. Number and Composition

The Executive Committee shall be comprised of the seven officers of the Board, as set out in Article III above.

C. Tenure

Executive Committee member shall have tenure consistent with that of the officers of the Board.

D. Vacancies

Vacancies on the Executive Board shall be filled at the first regular or special meeting of the Board of Directors held after the vacancy occurs in the manner set forth in Section 2 B, above.

E. Meetings

The Executive Committee shall meet at the call of the Chairperson of the Board. Three members of the Executive Committee shall constitute a quorum.

Section 3: Kentucky Council of Area Development District Board Members

The Executive Committee shall nominate two board members to serve on the Kentucky Council of Area Development District's Board of Directors. The term of office for each board member

shall be one year. Board Members may succeed themselves with the approval of the board at the Annual Board Meeting.

ARTICLE VI

ACTIVE PARTICIPATION

Section 1: Local Fiscal Support

All jurisdiction shall provide local fiscal support to the District through payment of an annual assessment established by the Board from time to time.

Section 2: Planning Involvement/Coordination

All Units of Government within the District must participate actively in the planning and coordination of various community and economic development activities undertaken by the Board, as illustrated by attendance and participation in regular meetings and special District sponsored conferences in order to be formally designated as "active" each year, and thereby be eligible for participation in certain community and economic development assistance programs of the District, Commonwealth, and the United States of Commerce, Economic Development Administration, as required.

ARTICLE VII

POLICIES AND PROCEDURES

Section 1: Administration

The Board shall establish and enforce certain formal policies and operational procedures for the proper and legal administration of its business which shall include but not limited to the following:

- A. Statement of Assurance pledging compliance with federal civil rights, employment, anti-discrimination legislation and regulation.
- B. Program Involvement
 - 1. Federal/State/Local Government Planning Activities
 - 2. County/Municipal Technical Assistance and Project Administration
 - 3. Management Assistance to designated non-profit organizations
- C. Financial Management
 - 1. Accounting System
 - 2. Procurement Policy
 - 3. Personnel Management
 - a. Personnel Manual

ARTICLE VIII

AMENDMENTS

Section 1: Procedure

The Bylaws of the District may be amended by adoption by a majority of the Board of Directors, or ratification by the majority attending and voting members at any regular meeting or special meeting of the membership, provided the proposed changes were distributed to members with notice of meeting at least seven days prior to meeting.

ADOPTED: May 20, 1976

AMENDED: July 23, 1976

AMENDED: August 23, 1976

AMENDED: June 2, 1978

AMENDED: May 21, 1979

AMENDED: February 10, 1982

AMENDED: January 18, 1988

AMENDED: July 20, 1995

AMENDED: November 19, 1988

AMENDED: January 24, 2023

AMENDED: February 28, 2023