

BY-LAWS

BARREN RIVER AREA DEVELOPMENT DISTRICT

ARTICLE I

NAME

- Section 1. The name of the organization shall be the Barren River Area Development District, hereinafter referred to as the District.

ARTICLE II

GEOGRAPHIC AREA

- Section 1. The area in which this District shall be active is constituted by the Counties of Allen, Barren, Butler, Edmonson, Hart, Logan, Metcalfe, Monroe, Simpson, and Warren.

ARTICLE III

PURPOSES AND OBJECTIVES

- Section 1. A purpose of this District is to help chief elected officials and other Area leaders to meet special problems of depressed areas, to promote District economic development, and to establish a framework for joint federal, state and local efforts providing the services and infrastructure essential to the growth of the District.
- Section 2. A further purpose of the District shall be to execute the duties placed on the District by the General Assembly through its enactments and by the Governor of the Commonwealth through Executive Orders.
- Section 3. A further purpose of the District shall be to execute the obligations imposed by the Acts of Congress and the Executive Orders of the President wherein they are applicable.
- Section 4. It shall be the objective of the District Board of Directors to agree upon goals, plans and priorities and to mutually support the strategies adopted for achievement of the goals and the implementation of plans to secure the development of District resources to the fullest potential. These efforts shall include, but not necessarily be limited to:
- a. Development of opportunities in industry; transportation; commerce, including tourism; communications; and agriculture.
 - b. Development of services and opportunities to enhance social or human

resources.

- c. Development of environmental balances to help abate water and air pollution, sustain water supplies, control flooding and generally support the continued interdependence of all life.
- d. Development of cooperative agreements to improve the capacity of member local governments in their own efforts, as well as their combined efforts in the conduct of governmental affairs and in dealing with extraordinary matters, including emergencies.
- e. Development of a Comprehensive Economic Development Strategy reflecting the Board of Director's full and active participation in the planning process and commitment to implementation.

ARTICLE IV

OFFICES

- Section 1. The District shall maintain a principal office and such other offices or places of business as the Board of Directors or the Executive Council may from time to time require.

ARTICLE V

MEMBERSHIP

- Section 1. The composition of the Board of Directors shall comply with the guidelines authorized and directed by the General Assembly and/or the interim Executive Orders of the Governor of the Commonwealth.
- Section 2. Each County Judge/Executive shall be a member of the Board for their term of office.
- Section 3. Each Mayor of each county seat and each Mayor of the largest town in each County shall be a member of the Board for their term of office. Mayors of other incorporated cities in the District may serve as members of the Board of Directors upon the payment of dues or may serve as Special Advisors to the Board of Directors, as provided for in Section 12, without the payment of dues.
- Section 4. Any Judge/Executive or Mayor serving on the Board by virtue of their office may designate a representative for Board activities. Unless the designee is a member of the government's appointed staff or its elected legislative body, the designee must be approved by the legislative body. Such designees shall have full authority to act in any capacity for the officer represented.
- Section 5. A resident citizen member shall be appointed jointly by the County Judge/Executive and the Mayor(s) representing each County. The term

shall be for three years and the number of terms shall not be limited. Citizen members shall be selected to represent community or business organizations, or an interest supporting economic and social growth, provided that the appointment shall comply with KRS 147A and subsequent regulations. The Chairman shall declare the appointment vacated for reasons of resignation, expiration of term, or failure to attend three consecutive Board meetings without good reason. If within sixty (60) days after the declaration of vacancy, the appointing authorities have failed to fill the vacancy, the Executive Council members representing the remaining nine Counties shall fill the vacancy by such means as they determine appropriate.

Section 6. Members of the General Assembly residing within the BRADD Counties may be ex-officio at-large members of the Board of Directors for the terms of their respective offices or they may serve as Special Advisors as provided in Section 11.

Section 7. The chairpersons of all authorized BRADD Councils, who are not otherwise Board members, shall be ex-officio at-large members of the Board of Directors for the term of their office

Section 8. The Executive Council shall assure that minority representation on the Board, and Executive Council, is equal to or greater than the minority population rate in the District. The Council shall create at-large positions and fill them, if necessary, to achieve this balance, provided that at all times no less than 51 percent of the membership shall be elected officials. In making such selections, the Council shall consult with area organizations representing developmental concerns of minorities. The Council also shall assure representation of the unemployed and underemployed. The Executive Council shall declare a member appointed at-large under this section to have vacated the appointment if they have failed to attend three consecutive meetings without good reason.

Section 9. The membership in each County shall designate one of its number to be a member of the Executive Council. It shall be the duty of the membership in each County to notify the Chair of the Board of Directors of its decision and of any subsequent changes. However, the Judge/Executive or Mayor of those member governments failing to pay all or any portion of its assessment shall be prohibited from serving as a member of the Executive Council, as set forth in Article X, Section 3.

Section 10. No member, or members, shall make a direct or indirect personal gain from any plan, program, project or transaction of the Board, save as the general public benefits from the efforts of the District. Any member having a personal interest in any matter before the Board of Directors, Executive Council or any BRADD Council or Committee shall disclose that interest and shall refrain from participation in any discussion or

voting related to the matter in which the interest exists.

Section 11. In order to provide for appropriate representation of technical interests or special expertise, the Board of Directors, upon the recommendation of the Executive Director, may confer designations of Special Advisor to the Board upon representatives of designated organizations and institutions. A Special Advisor to the Board shall have the same opportunities and privileges as all other Board members except for the right to make motions, cast votes or hold office. The list of designated organizations and institutions may be reviewed at any time upon request of any Board member or the Executive Director.

Section 12. The term "good reason" as used in Sections 8 shall include a special assignment or calling of an extraordinary nature or a dire personal circumstance such as ill health. Should the determination of the Executive Council with regard to Section 5 and 8 be called in to question, the appeal shall be given a final determination by the Board of Directors at the next regular meeting.

Section 13. Any member who has served 20 years or more (whether consecutively or cumulatively) as a member of the Barren River Area Development District (BRADD) Board of Directors shall be an Emeritus member. The nomination for Emeritus member shall be made by the BRADD Executive Committee. The prospective member shall meet one or more of the qualifications outlined below:

- a. The individual shall have a proven leadership record at the local, regional, state and/or national level.
- b. The individual has and continues to actively participate in the mission of the BRADD.
- c. The individual has an excellent attendance record at the Board of Directors meeting during their tenure on the Board.
- d. The individual shall be a resident of the District.

Emeritus members shall have the full rights and privileges as all other board members except that such members shall have no voting privileges, serving in an advisory capacity, nor shall they be considered in the determination of whether a quorum exists.

ARTICLE VI

DISTRICT OFFICERS

Section 1. The officers of the District shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom are to be elected from and by the Board of Directors. The Immediate Past Chairperson shall serve as an ex-officio officer of the District and a member of the Executive Council.

- Section 2. Officers shall be elected at a regular meeting in December and shall serve until replaced at a subsequent meeting in December, or otherwise terminated. Any officer may be re-elected to District office so long as he remains a member of the Board, provided that no member may serve more than two consecutive terms in one office. No officers of the BRADD Board of Directors shall be eligible to serve as an officer of the Barren River Local Officials Organization, Inc. (BRLOO).
- Section 3. A vacancy in an office may be filled by the Board, or Executive Council, at any regular or special called meeting, subject to the limitations identified in Article X, Section 3.
- Section 4. In addition to the officers above named, an Executive Director shall be employed to conduct the major business activities of the District. Said Executive Director will be hired by the Executive Council to serve on a permanent basis, but may be removed at any time, with cause, upon recommendation of the Executive Council.

ARTICLE VII

DUTIES OF OFFICERS

- Section 1. The Chairperson of the Board shall:
- a. Preside at all regular and special meetings of the Executive Council and Board.
 - b. See that all orders and resolutions of the Board of Directors and Executive Council are carried out, and provide general supervision to all officers.
 - c. Execute all conveyances, bonds, notes, contracts, and agreements authorized by the Board or Council.
 - d. Appoint committees as may be directed by the Board or Council.
 - e. Appropriately represent the District to agencies, organizations and the public in general.
- Section 2. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson, and shall Chair the Budget and Personnel Committee.
- Section 3. The Secretary of the Board shall keep, or arrange for the keeping of minutes of the Board and Executive Council and shall record all votes. The Secretary shall give, or cause to be given notice of all official

District meetings and shall perform such other duties as may be requested by the Board, the Council or the Chairperson. The Secretary shall chair the Policy and Review Committee.

Section 4. The Treasurer shall perform all of the duties usually performed by a Treasurer; and as such shall collect, receive and hold the monies of the District, endorse and collect any negotiable instruments and keep full and accurate account of the receipts and disbursements. The Treasurer shall maintain, or cause to be maintained, such bank accounts as are necessary in the name of the Barren River Area Development District or its appropriate sub-agencies. The Treasurer shall require that all withdrawals are countersigned by at least two elected officers or one elected officer and the Executive Director and shall require that all accounts are audited annually. The Treasurer shall be Vice-Chair of the Budget and Personnel Committee.

Section 5. The Executive Director of the District shall:

- a. Maintain and manage the business of the District.
- b. Conduct the correspondence of the District and be the Official Custodian of records.
- c. Assist the District officers in carrying out their duties as may be appropriate.
- d. Attend all District Board and Executive Council meetings and be prepared to report on all District business.
- e. Maintain close personal contact with representative of federal, state and local agencies which are, or will be, cooperatively involved in accomplishing the objectives of the District.
- f. Prepare annual reports showing activities and accomplishments leading toward fulfilling District objectives, together with audited reports of receipts and expenditures for presentation to the respective Counties.
- g. Be responsible for the supervision and direction of persons employed by the District subject to the provision of the adopted Operating Policies.

Section 6. The Executive Council shall oversee the administration of the District on behalf of the Board of Directors.

Section 7. The Budget and Personnel Committee shall be composed of not less than five members of the Executive Council including the Vice Chairperson, who shall serve as the Chair; the Treasurer, who shall serve as Vice-Chairperson; and other members to be named by the Chairperson of the Board. The Budget and Personnel Committee shall review and approve all budgets, subject to concurrence of the Executive Council; shall review periodically and approve such changes as may be appropriate to the Operating Policies; or staff Affirmative Action Plan; and shall act for the Executive Council as may be appropriate or necessary in any budget or personnel matters.

Section 8. The Policy and Review Committee shall be composed of not less than five members of the Executive Council including the Secretary, who shall serve as the Chair, and other members to be named by the Chairperson of the Board. The Policy and Review Committee periodically shall review the roster of all appointed Board members to assure compliance with appropriate By-Laws and regulations; shall consider all staff findings in project reviews and make appropriate recommendations; and shall prepare and recommend appropriate policies for the District to maintain the highest standards of integrity and fairness. The Committee shall give prior review to any resolutions binding to, or issued in the name of, the Board.

Section 9. The Chairperson of the Board shall be a member of the Budget and Personnel Committee, the Policy and Review Committee, or any other duly authorized committee.

ARTICLE VIII

COMPENSATION

Section 1. All members of the District Board, to the extent of the District's appropriate financial capacity, shall be compensated for expenses accrued while performing official duties. Said expenses shall include items allowable under terms of the supporting source of funds, provided that when the source of funds is locally generated support, reimbursement in no case shall exceed actual costs.

Section 2. Subject to budgetary limitations, Board members shall be reimbursed for allowable expenses for out-of-district travel including: mileage, at the Board approved rate; airfare, at the lowest coach rate; lodging, at the approved rate; per diem, at the approved rate; tolls, parking, cab fare and similar expenses where necessary and reasonable. With prior approval, or for reasons of economy, coach or vehicle rentals are allowable. No Board member shall be reimbursed who has not attended at least 70 percent of the regular meetings in the previous 12 months or since becoming a member. No expenses shall be reimbursed for persons other than Board members except designees who shall have attended 70 percent of the preceding meetings or persons specifically authorized by the Board of Directors. In the event funds are insufficient to reimburse all those eligible for out of-district travel, the following priorities shall be followed: Chairperson, Vice-Chairperson, Secretary, Treasurer, immediate past Chairperson, one person per

County to be determined on a basis of attendance at meetings.

- Section 3. When it is economically feasible to include Board member guests or spouses in group bookings for travel or conference accommodations, any costs must be prepaid by the Board member.

ARTICLE IX

MEETINGS

- Section 1. The Annual Meeting shall be held in September, or at a time and place to be announced not less than thirty (30) days in advance.
- Section 2. The Executive Council shall meet as needed provided that the Executive Council shall not be required to meet on any holiday. Written notice at least five (5) days in advance of any Executive Council meeting shall be provided to all members of the Executive Council.
- Section 3. Regular meetings of the Board of Directors shall be held on the fourth Wednesday of every month at 1:00 p.m. CT unless otherwise announced not less than seven (7) days in advance.
- Section 4. Special meetings of the Board of Directors or the Executive Council may be called by the Chairperson, at any time or place by giving five (5) days written notice to the members together with an agenda of business to be acted upon.
- Section 5. Quorums shall be required as follows:
- a. A quorum for any meeting of the Board of Directors shall consist of a majority of those present in person provided that at least five (5) of the participating Counties are represented.
 - b. A quorum for any meeting of the Executive Council shall consist of six (6) Executive Council members present in person provided that at least one half the participating Counties are represented.
- Section 6 At all meetings of the Executive Council or the Board of Directors, the members present shall have one (1) vote and all action shall require a majority vote of the members present and voting.
- Section 7. All meetings shall be conducted in accordance with accepted rules of order.

ARTICLE X

BUDGETS

- Section 1. The Executive Director shall prepare a principal budget and work plan.

- Section 2. Upon the adoption of the budget and work plan by the Board of Directors, the total assessment for each County shall be determined on a per capita basis following the most recent Federal census. This assessment shall be pro-rated among those member governmental units, within each County having voting status on the District Board of Directors as provided in Article V, Section 3. The method of pro-rating shall be determined by the participating members of each County within forty-five (45) days of notice. If the governmental units within the County fail to agree, the Executive Council shall determine the method of pro-rating.
- Section 3. Dues invoices are to be sent to cities and counties in May with a payment due by July 31. The Judge/Executive or Mayor of those member governments failing to pay all, or any portion of its assessment, shall be prohibited from serving as an officer of the Board or as a member of the Executive Council.
- Section 4. At the discretion of the Executive Director and with the concurrence of the Executive Council, the District's operations may be covered in a series of budgets having varied fiscal years.

ARTICLE XI

AMENDMENTS

- Section 1. These By-Laws may be amended at any regular or special meeting of the Executive Council with a vote of seventy-five (75) percent of the quorum required for changes or amendments.
- Section 2. All matters and things not specifically designated or delegated herein shall be subject to the action of the Board or the Executive Council.

Effective 1/2003

Revised 5/2013

Revised 6/25/14

Revised 10/21/15

Revised 3/24/21 Article V, Section 13

Revised 5/26/21 Article VI, Section 2