BYLAWS
GREEN RIVER AREA DEVELOPMENT DISTRICT, INC.

ARTICLE I

NAME

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

ARTICLE II

GEOGRAPHIC AREA

Section 1. The District shall be composed of the counties of Daviess, Hancock, Henderson, McLean, Ohio, Union and Webster, as set forth in Chapter 147A of the Kentucky Revised Statutes.

ARTICLE III

PURPOSE

Section 1. The purposes of the District are to:

a. Promote District economic development;

b. Carry out those programs and objectives established by the General Assembly and/or the Governor of the Commonwealth of Kentucky, as prescribed by the Board of Directors of the District;

c. Carry out the programs established by the Congress of the United States, and the Executive Orders of the President, as prescribed by the Board of Directors of the District;

d. Promote and advance the commercial, industrial and agricultural growth and development of the counties of the District;

e. Promote and advance the commercial, educational, cultural and social interests, growth and development within these counties;

f. Promote the general welfare, health, prosperity, and quality of life of the area and its citizens; and

g. Participate in projects promoted and supported by local, state or federal agencies.

ARTICLE IV

BOARD MEMBERSHIP

Section 1. The Board of Directors shall be composed of at least fifty-one (51) percent elected officials. These shall consist of the following:

a. The County Judge/Executive of each county shall be a member of the Board of Directors.

b. A Mayor of at least one incorporated city in each county located within the District shall be a member of the Board of Directors.

1. The Mayor of each of the two largest cities within the District shall be a member of the Board of Directors.

2. Each county in the District shall elect a Mayors' Representative by the majority vote of the Mayors of the incorporated cities in their respective county.

The Executive Director shall notify the appropriate Mayors, in writing, thirty (30) days prior to the expiration of any Mayors' Representative term of office.

In the event that an appointment has not been made for a Mayors' Representative member within sixty (60) days of the date of notice from the Executive Director, the Board of Directors shall fill the position after thirty (30) days written notice from the Chairman to those responsible for making the appointment.

c. Elected officials specified in Section 1, paragraphs a, b (1) and b (2) above, may authorize by letter, alternates to represent their interest on the Board of Directors. A person so designated shall serve at the pleasure of the elected official who designated him or her, and any action taken or vote cast by a designated alternate shall be considered the action or vote of the designating elected official. The designee of a Mayor or County Judge/Executive shall be a member of the designator's respective legislative body or their staff. Designated alternates, who are not elected officials or their staff, may be designated as a representative with the consent of that body and must meet the requirements of citizen members as set out below.

Elected officials specified in Section 1, must collectively designate by letter, alternates to represent their interest on the Board of Directors.

d. The chairman of each of the Functional Advisory Committees authorized by these Bylaws shall be a member of the Board of Directors.

Section 2. The Board of Directors shall also be composed of no more than forty-nine (49) percent citizen members. These members shall be residents of the District and shall be broadly representative of the population, with members being chosen from the following suggested categories:

a. Public and private education;
b. Social and religious organizations;
c. Health and welfare;
d. Professional (doctors, lawyers, engineers, etc.);
e. Labor;
f. Low income;
g. Agriculture (Farm);
h. Minority Organizations;
i. Civic organizations;
j. Business and industry;
k. Women unless otherwise represented;
l. County Development Organizations;
m. Non-Profits;
n. Chamber; and
o. Other.

Under the provisions outlined previously, the following citizen board membership shall exist:

One citizen member from each county shall be appointed by the majority vote of the County Judge/Executive and the Mayors from that County.

The County Judge/Executive shall be responsible in convening a meeting of all mayors within the county for the purpose of appointing a citizens' member.

Each citizen member of the Board of Directors must be a resident of the County from which he/she is appointed.

The Executive Director shall notify the appropriate County Judge/Executive and Mayors, in writing, thirty (30) days prior to the expiration of any citizen member's term of office.

In the event that an appointment has not been made for a citizen member within sixty (60) days of the date of notice from the Executive Director, the Board of Directors shall fill the position after thirty (30) days written notice from the Chairman to those responsible for making the appointment.

Citizen board membership shall terminate on expiration of a term, board acceptance of a resignation, or change of residence to a locality outside the District.

The Board of Directors may declare a citizen membership vacant when a member has failed, without reason, to attend three (3) successive regular meetings of the Board.

Section 3. The Board of Directors shall have no less than two (2) minority representatives.

Nominations for minority representative shall be solicited from the minority organizations in the District. The minority representatives shall be appointed by the Board of Directors upon the recommendation of the Nominating Committee.

Section 4. A quorum of the Board of Directors shall be the attendance of fifty-one (51) percent of the total Board membership.

Section 5. Excused absence of members at Board of Directors meeting shall be:

a. Attendance at a meeting representing the GRADD Board of Directors;

b. Attendance at a meeting that promotes the purposes of the District as identified in Article III, Section 1 of the Bylaws;

c. Serious illness; or

d. Death of immediate family member.

To receive an excused absence, members should contact the GRADD office, before the meeting, with their reason for the absence.

Section 6. The County Judge/Executives and the Mayors specified in Article IV, Section 1, paragraphs a, b (1) and b (2) shall serve on the Board during the tenure of their public office.

The term of the Mayors' Representative specified in Article IV, Section 1, paragraph b (3) shall be two (2) years.

The term of Citizen Member shall be three (3) years.

The term of Minority Representative shall be three (3) years.

The term of Board members who are on the Board as chairman of a Functional Advisory Committee shall be one (1) year.

The term of the Board members shall expire December 31 of the last year of the term of the Board member is appointed for.

Section 7. The Board of Directors shall also include the following persons:

a. Emeritus Board Member Any person who has served twenty (20) years or more (whether consecutively or cumulatively) as a member of the GRADD Board of Directors shall be an Emeritus member.

The nomination for an Emeritus member shall be made by the GRADD Executive Committee. The prospective member shall meet one or more of the qualifications outlined below:

- The individual shall have a proven leadership record at the local, regional, state, and/or national level;
- The individual has and continues to actively participate in the mission of GRADD;
- The individual has an excellent attendance record at the Board of Directors meetings during his/her tenure on the Board and shall have no more than three unexcused absences during a fiscal year;
- The term of the Emeritus member shall be two years and eligible for reappointment through the normal nomination process.

b. The persons serving on the GRADD Board as Emeritus member(s), shall have no voting rights or privileges, serve in an advisory capacity only, and will not be considered in the determination of whether a quorum exists.

Section 8. Emeritus member(s) shall be a resident of the District.

ARTICLE V

POWERS OF THE BOARD OF DIRECTORS

Section 1. The powers of the Board of Directors shall be as specified in Section 147A.080 of the Kentucky Revised Statutes and as amended

Section 2. The Board of Directors may employ an Executive Director.

ARTICLE VI

OFFICERS

Section 1. a. The Board of Directors of each Area Development District shall elect the following officers: Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers as the Board may deem necessary. Each officer shall be elected for a term of one (1) year. No member shall be eligible to hold more than one office at a time, and no officer shall be eligible to serve more than two (2) full terms consecutively in the same office. Officers shall perform such duties as may be prescribed by the Board of Directors.

b. Annual election of officers shall be held January 1 of each calendar year and run through December 31.

ARTICLE VII

DUTIES OF OFFICERS

Section 1. The Chairman of the Board shall:

a. Preside at all regular and special meetings of the Executive Committee and Board;

b. See that all orders and resolutions of the Board of Directors and Executive Committee are carried out, and provide general supervision to all officers;

c. Execute all conveyance, bonds, notes, contracts and agreements authorized by the Board or Executive Committee;

d. Appoint committees or may be directed by the Board of Directors or Executive Committee;

e. Represent the District at various public meetings, closed committee hearings, cooperating agency meetings, etc., at which District affairs may be discussed and considered;

f. Carry on a variety of public relations activities, such as speaking before citizen groups, holding news conferences, radio and television interviews, etc., where District proposals, programs and accomplishments may be discussed.

Section 2. The Vice-Chairman shall perform the duties of the Chairman in the absence of the Chairman.

Section 3. The Secretary of the Board shall keep or arrange for the keeping of minutes of the meetings of the Board and Executive Committee and shall record all votes.

He/She 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, Executive Committee or the Chairman.

Section 4. The Treasurer shall perform or arrange for the performance of all of the duties usually performed by the Treasurer; and as such he/she 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. He/She shall maintain, or cause to be maintained, such bank accounts as are necessary in the name of the Green River Area Development District or its appropriate sub agencies. He/She shall require that all withdrawals are countersigned by at least two (2) elected officers or one (1) elected officer and the Executive Director. He/She shall require that all accounts be audited annually.

ARTICLE VIII

COMMITTEES

Section 1. There shall be established from among the members of the Board of Directors an Executive Committee which shall be composed of the Chairman of the Board, who shall serve as Chairman of the Committee; the Vice Chairman; the Secretary; the Treasurer; ethnic-minority member(s) of the Board; the Executive Director shall serve as an advisory member; past chairpersons of the Board of Directors; and Emeritus members who are currently serving on the Board may serve as members of the Committee; and such additional members may be required to provide at least one (1) representative from each County in the District.

Except those who are members by virtue of office, the members of the Executive Committee shall be nominated by a Nominating Committee selected by the Chairman and shall be subject to approval by the Board. Vacancies occurring on the Committee shall be filled in like manner.

There is delegated to the Executive Committee the following:

a. To make all decisions, after consideration of the recommendations of the Executive Director, regarding the employment, duties and compensation of professional staff members as may be required for operations of the District. No person shall be denied consideration for employment because of race, religion, color, sex, age, national origin or disability.

b. To manage the financial assets and obligations of the District;

c. To guide the activities of the District as required, between meetings of the Board of Directors within policies established by the Board.

The Executive Committee shall meet upon call of the Chairman.

The minutes of its meetings shall be provided to the full Board of Directors at the next regular meeting following the Executive Committee meeting. All actions of the committee are subject to review and ratification by the Board of Directors.

A quorum of the Executive Committee shall be the attendance of voting members from at least four (4) of the seven (7) counties.

Section 2. There shall also be established the following Functional Advisory Committees:

a. GRADD Regional Transportation Committee;

b. Green River Area Council on Aging;

c. Green River Workforce Development Board;

d. Green River Economic Development Corporation;

e. GRADD Water Management Council; and

f. Green River Hazard Mitigation Council.

Appointments to the above-mentioned committees shall be made by the Board of Directors upon the recommendation of the Nominating Committee or in accordance with the Functional Advisory Committee's bylaws.

Recommendations for membership on these committees shall be based upon any applicable state or federal guidelines.

In the event that a committee fails to hold a meeting for a period of six (6) months, it shall cease to exist and the chairman of said committee would no longer be a member of the Board of Directors.

Section 3. In addition to the Functional Advisory Committees, the Board may establish program committees as necessary.

ARTICLE IX

MEETINGS

Section 1. The Board shall hold its annual meeting at the time and place selected annually by the Chairman.

Section 2. The Board of Directors shall meet monthly, at the time and place and on the date approved by the Board of Directors, unless the meeting is postponed by a vote of the Executive Committee.

Special meetings of the Board of Directors may be called by the Chairman or by eight (8) voting board members by providing written notice of the special meeting. The notice shall consist of the date, time, and place of the special meeting and the agenda. Discussions and action at the meeting shall be limited to items listed on the agenda in the notice. As soon as possible, written notice shall be delivered personally, transmitted by facsimile machine, or mailed to every member of the public agency as well as each media organization. The notice shall be calculated so that it shall be received at least twenty-four (24) hours before the special meeting.

Section 3. The most recent version of Robert's Rules of Order shall govern all questions of parliamentary proceedings of the meeting of the Board of Directors and the advisory committees of the District.

ARTICLE X

AMENDMENTS

Section 1. The Bylaws may be amended by a majority vote of the Board of Directors attending any regular or special meeting of the Board, provided that the proposed Amendment be distributed to the Board members with notice of the meeting at least (10) days prior to said meeting.

ARTICLE XI

All matters pertaining to the District not specifically or delegated herein shall be subject to the action of a majority of the Board of Directors.

These official Bylaws have been approved by the Green River Area Development District Board of Directors on this 12 day of April, 2023, and shall become effective on this date.

Amended & Approved:

Chairman — April 12, 2023 Date

Secretary — April 12, 2023 Date