

AMENDED AND RESTATED 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, (hereinafter called the BGADD a duly incorporated 501-(c)(1) non-profit corporation created by KRS 147A.050 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 BGADD 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

BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors

The Board of Directors shall be the governing body of the BGADD. The Board of Directors shall total seventy-two (72) persons and shall be composed of or elected as follows:

- A. The seventeen (17) Chief Local Elected Officials, who are the Mayor of the Lexington-Fayette Urban County Government ("Mayor of Lexington"), or his or her designee, and the County Judge/Executives of the other sixteen (16) counties of the BGADD, or their designees (collectively, the "Chief Local Elected Officials"). A Judge/Executive's designee shall be a member of the Fiscal Court or his or her staff and the Mayor of Lexington's designee shall be a member of the Urban City Council or his or her staff. A designee's votes and commitments shall be binding upon the official he or she represents.
- B. The Mayor or his/her designee of the County Seat from each of the participating counties. In counties where there exists a city or cities with a population greater than 10,000 that is not the County Seat, the Mayor of

such 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).

- C. Thirty-seven (37) citizen directors comprised of two (2) citizen members from each county and three (3) at-large citizen members who will be representative of the diverse social and economic interests of the Area including, but not limited to:
1. Agriculture
 2. Aging and Independent Living
 3. Chambers of Commerce
 4. Civic Organizations
 5. Clergy or religious groups
 6. Community development associations
 7. Homemakers or consumer groups
 8. Insurance, banking, finance
 9. Labor organizations
 10. Land developers, real estate
 11. Legal, Architectural, Engineering, and Planning Professions
 12. Manufacturing
 13. Medical
 14. Minority groups
 15. Poor, unemployed, underemployed
 16. Printed and electronic news media
 17. Public or private school systems
 18. Transportation
 19. Utilities
 20. Wholesale and Retail Commerce
 21. Youth organizations
- D. The Board of Directors shall nominate and accept nominees from the above groups. At the Annual Meeting, the Board Directors by majority vote shall elect from the nominees 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 diversity relate directly to the effectiveness of the BGADD 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 an elected official of the Board of Directors (see Article VII, Section 1). Functional advisory committee chairs will be nominated by the BGADD Chair and presented

to the Board of Directors for approval at the Annual Board Meeting.

- G. All Mayors, State Representatives, Presidents of Universities and Colleges, Chairs of Local Chambers of Commerce and properly seated Director Emeritus positions in the Area not elected to the Board of Directors, shall serve as Ex-Officio members without the right to vote or hold office on the Board.

Section 2: Geographic Distribution of Directors

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

Section 3: Term of Office

In the case of public officials - Mayors and County Judge/Executives - the terms of office as Directors on the BGADD 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 BGADD and may exercise the powers and authorities granted to it by KRS 147A.080 or 147A.090. The Board of Directors 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 BGADD shall function. All policies accepted by the Board of Directors shall be prepared in written form and communicated to the BGADD membership. The Board of Directors hereby delegates the following duties to the Executive Committee:

(1) The duty to employ such staff members as may be required for the operations of the BGADD;

(2) To manage the financial assets and obligations of the BGADD; and

(3) To guide the activities of the BGADD between meetings of the Board.

Between meetings of the Board of Directors, the Executive Director may exercise any powers or authorities granted to the Board by KRS 147A.080 or 147A.090, and the Board hereby delegates to the Executive Director such powers and authorities during the interim period between meetings of the Board. When the Executive Director exercises a power or authority of the Board between meetings of the Board, such action shall be considered by the Executive Committee at its next meeting, during which the Executive Committee shall ratify, modify, or reject the Executive Director's action. Alternatively, the Executive Committee may approve an action proposed by the Executive Director prior to the Executive Director taking the action

and, in such case, no further approval by the Executive Committee shall be required. The Executive Director shall not implement any action taken between meetings of the Board unless such action is ratified or pre-approved by the Executive Committee. If an action taken by the Executive Director between meetings of the Board is rejected by the Executive Committee, the Executive Director's action shall be *void ab initio*, provided, however, that the Executive Committee may only reject an action of the Executive Director for substantial cause or for willful neglect of the duties or requirements of 2 C.F.R. § 200, *et seq.*, and no action shall be voidable if taken pursuant to an express grant of authority from the Executive Committee or the Board of Directors or in accordance with these Bylaws unless such action is in violation of law. The Board of Directors may call a special meeting for the purpose of considering any action taken by the Executive Director or Executive Committee between meetings of the Board and, if the Board rejects the action taken, the action shall be *void ab initio*, provided, however, that the Board may only reject an action of the Executive Director or Executive Committee for substantial cause or for willful neglect of the duties or requirements of 2 C.F.R. § 200, *et seq.*, and no action shall be voidable if taken pursuant to an express grant of authority from the Board or in accordance with these Bylaws unless such action is in violation of law.

Section 5: Removal of Directors

Any Director may be removed at any time, for cause, by a super-majority vote of two-thirds of the Board of Directors who have attended the meeting at which the decision to remove the Director is properly on the agenda for consideration. The Director shall be provided with notice at least thirty (30) days in advance of such action. The notice shall specify the cause and the date, time, and place of the meeting during which removal will be considered. The notice shall be delivered by registered mail to the Director the Board will consider removing at the meeting. 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; or
- C. Conduct unbecoming a Director of this organization or prejudicial to its purpose in Article I, Section 3, hereinabove.

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 III

BOARD OF DIRECTORS MEETING

Section 1: Annual Meeting

The Annual Meeting of the Board shall be conducted once a year and shall be the only regular meeting of the Board. During the Annual Meeting, the Board shall schedule the date, time, and place of the next Annual Meeting .

Section 2 : 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 e-mail a minimum of twenty-four (24) hours prior to the meeting.

Section 3. Quorum

A quorum of the Board shall consist of a simple majority of all Directors, including at least one (1) Officer, to transact business, but a lesser number shall be sufficient to adjourn a meeting.

Section 4 : Attendance Requirement

Any Director missing two (2) consecutive Annual Meetings may be contacted by the Chair of the Board or a person or committee appointed by the Chair and they may 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 its next 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 IV

EXECUTIVE COMMITTEE

Section 1: Composition of the Executive Committee

The Chair of the Board shall appoint the members of the Executive Committee with the approval of the Board of Directors. Between meetings of the Board of Directors, the Executive Committee shall carry out the policies of the Board and shall direct the activities of the Executive Director and the staff of the BGADD. 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 a minimum of nine (9) elected officials and a minimum of two (2) citizen board directors.

- C. Term of office of directors serving on the Executive Committee shall coincide with directorship on the Board of Directors as provided in Article II, 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 the business affairs of the BGADD. Between meetings of the Board of Directors, it shall be the Executive Committee's duty to oversee any actions taken by the Executive Director and to conduct the normal and recurring business of the Board. Items requiring ratification or pre-approval by the Executive Committee shall include, but are not limited to, the execution of professional service contracts, execution of contracts which will bind the BGADD, the purchase or sale of personal property or real property, and payment of authorized staff salaries, official travel expense, expenditures for office supplies and materials, telephone and utility bills, rent payments, authorized employee insurance and retirement benefit premiums, or withholding taxes. Payments which have not received prior approval shall be considered for ratification by the Executive Committee. Any other expenditure not generally covered by the items listed above shall also require prior approval or ratification by the Executive Committee before such expenditure is paid. 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 duties as may be delegated to it by the Board of Directors.

Section 3: Regular Meetings

Regular meetings of the Executive Committee shall be scheduled at the first meeting after December 31st. The Executive Committee shall schedule at least eleven (11) regular meetings to be held at such date, time, and place in the District as prescribed by the schedule of regular meetings.

Section 4: Special Meetings

Special Meetings of the Executive Committee shall 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 a minimum of e-mail notification twenty-four (24) hours prior to the meeting, or may be provided by email or other direct electronic communication provided the Executive Committee member who has provided an email address or other electronic address to the BGADD.

Section 5: Notice Requirement For Meeting Change

Notice of a change of the date, time, or place of an Executive Committee meeting shall be mailed or e-mailed to each member of the Executive Committee not less than 24 hours prior to the meeting. If the date, time, or place of a regular meeting deviates from the date, time, or place identified in the schedule of regular meetings, the meeting shall be a special meeting.

Section 6: Proxies and Attendance Requirements

Each Executive Committee member may designate a proxy to attend no more than one (1) Executive Committee meeting on the member's behalf within a one (1) calendar year period by submitting his or her proxy designation, in writing, to the Chair of the Executive Committee prior to the meeting.

Any Executive Committee member missing three (3) consecutive meetings, none of which were attended by the member's duly designated proxy, may be contacted by the Chair of the Board or a person or committee appointed by the Chair who may determine the reason for the member's absence and the member's intention to continue his or her activities on the Executive Committee. A report shall be given to the Board of Directors at its next 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 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 its Annual Meeting and Officers 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 the Officer shall be elected. In the event of a vacancy occurring during the period for which an Officer has been elected, the Executive Committee shall fill such a vacancy at its next Regular Meeting or sooner at a Special Meeting of the Executive Committee. Any Officer elected by the Board or appointed by the Executive Committee may succeed themselves in office, not to exceed more than two (2) successive terms.

Section 3: Removal of an Officer

An Officer may be removed for inefficiency, malfeasance, or conflict of interest at any time by the majority vote of the entire membership of the Board of Directors, provided that written charges are submitted to the Officer at least thirty (30) days prior to such action and that the Officer be given an opportunity to be heard on the matter. The person so removed shall have a right of appeal to the appropriate Circuit Court.

Section 4: Eligibility of Officers

Any Director of the Board shall be eligible to hold office, except that the Board Chair may not simultaneously serve as a Chief Local Elected Official of the Bluegrass Workforce Investment Area. A majority of Officers shall be elected officials.

Section 5: Expenses

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

ARTICLE VI 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. The Chair 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 carried into effect. The Chair shall also perform other duties as may from time to time be delegated to him or her 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 or her duties. The Vice-Chair shall also perform duties as may from time to time be delegated to him or her by the Chair of the Board.

Section 3: Treasurer of the Board

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

Section 4 : 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 Board of Directors and Executive Committee, and the Official Register of the membership of the Board of Directors and Executive Committee. The Secretary shall notify Officers, committees, and delegates of their elections and appointments. The Secretary 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 or she so desires; however, such delegation does not relieve the Secretary of his or her responsibilities. The Secretary shall also perform duties as may from time to time be delegated to him or 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 shall implement the policies and programs of the Board and shall make recommendations 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. Between meetings of the Board, the Executive Director may exercise the powers and authorities of the Board in accordance with Article II, Section 4 of these By-Laws. The Executive Director shall also serve as an ex-officio member of all functional advisory committees of the Board. The Executive Director may be removed at any time, with or without cause, by a majority vote of the Board of Directors. However, the Executive Committee may recommend contracts to the Board of Directors which could include a contract of employment which could modify the at will employment status.

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 VII

COMMITTEES, COUNCILS, and RELATED BOARDS

Section 1: Standing Statutory and Non-Statutory Committees

The Standing Committees, Councils, and Related Board of the BGADD shall be categorized as either statutory or non-statutory committees. Statutory committees shall be those Standing Committees, Councils, and Boards required or regulated by state or federal law and for which the BGADD is designated to support, is contracted to support, or is required to staff as a grant subrecipient. Non-statutory committees

shall be those Standing Committees, Councils, and Boards established and governed solely by virtue of these By-Laws.

Section 2: Statutory Committees

BGADD staff shall provide monthly updates to the Board based on their work and involvement with Statutory Committees.

The Statutory Committees shall be the:

- A. Area Agency on Aging Advisory Committee;
- B. Area Water Management Council;
- C. Regional Planning Council;
- D. Regional Transportation Committee;
- E. Workforce Innovation Board; and
- F. Workforce Governing Board.

A. Area Agency on Aging Advisory Council

(1) Purpose

The 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 Council shall function as required by the Older Americans Act of 1965, as amended, and 910 KAR 1:220.

(2) Membership

The 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. The Area Agency on Aging Advisory Council shall consist of four (4) representatives from Fayette County, three (3) representatives from Madison County, and two (2) representatives from each of the following counties: Anderson, Bourbon, Boyle, Clark, Estill, Franklin, Garrard, Harrison, Jessamine, Lincoln, Mercer, Nicholas, Powell, Scott, and Woodford. Council members are appointed by the county advisory councils from each county within the area. At-large members of the Council may be appointed by the Council Chair, provided, however, that the Council shall not exceed forty-five (45) members. The BGADD Chair shall name the Council Chair. Other officers shall be elected by a majority vote of the members present during the

Council's first meeting after December 31st.

(3) Meetings

During its first meeting after December 31st, the Area Agency on Aging Advisory Council shall schedule at least six (6) regular meetings. Special meetings may be called by the Council Chair or by a majority of the Council members.

(4) By-Laws

The Area Agency on Aging Advisory Council shall adopt by-laws to be approved by the Executive Committee.

(5) Non-Binding Recommendations and Actions

Recommendations or other actions of the Area Agency on Aging Advisory Council shall not be binding on the Board of Directors until adopted by the Board or the Executive Committee.

B. Area Water Management Council

(1) Purpose

The Area Water Management Council shall monitor water and wastewater planning within the District. The Water Management Council shall operate in accordance with KRS Chapters 151 and 224A .

(2) Membership

The Area Water Management Council membership shall consist of the county judges/executives within the BGADD, the mayors of municipalities that operate either a water or wastewater system within the BGADD, the water and wastewater utility managers and/or operators within the BGADD, and representatives from the health departments within the BGADD. The Council shall have at least seventeen (17) members. The BGADD Chair shall appoint the Council Chair, who shall be a county judge/executive member of the Council. Other officers shall be elected by a majority vote of the members present during the Council's first meeting after December 31st.

(3) Meetings

During its first meeting after December 31st, the Area Water Management Council shall schedule at least four (4) regular meetings to be held in April, July, October, and the next January. Special meetings may be called by the Council Chair or by a majority of the Council members.

(4) By-Laws

The Area Water Management Council shall adopt by-laws to be approved by the Board of Directors.

(5) Non-Binding Recommendations and Actions Recommendations and other actions of the Area Water Management Council shall not be binding on the

Board of Directors until adopted by the Board or the Executive Committee.

C. Regional Planning Council

(1) Purpose

The Regional Planning Council shall act in an advisory capacity on land use matters throughout the district as established by KRS 147A.125. To ensure 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.

(2) Membership

The 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. During its first meeting after December 31st, 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.

(3) Meetings

During its first meeting after December 31st, the Regional Planning Council shall schedule at least four (4) regular meetings to be held in May, August, November, and the next February. Special meetings may be called by the Council Chair or by a majority of the Council members.

(4) By-Laws

The Regional Planning Council shall adopt by-laws to be approved by the Board of Directors.

(5) Non-Binding Recommendations and Actions

Recommendations and other actions of the Regional Planning Council shall not be binding on the Board of Directors until adopted by the Board.

D. Regional Transportation Planning Committee

(1) Purpose

The Regional Transportation Planning Committee shall consult, solicit input, develop regional goals and direction, identify and review regional transportation needs, provide transportation information and 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.

(2) Membership

The Regional Transportation Planning Committee shall have a broad-based membership as required in the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD. The Regional Transportation Committee shall have at least seventeen (17) members. The BGADD Chair shall appoint the Committee Chair and Vice Chair.

(3) Meetings

The Regional Transportation Planning Committee shall meet as required by the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD. That plan requires a minimum of five (5) meetings per year. During its first meeting after December 31st, the Committee shall schedule at least six (6) regular meetings to be held in March, May, July, September, November, and the next January.

(4) By-Laws

The Regional Transportation Planning Committee shall adopt by-laws to be approved by the Board of Directors.

(5) Non-Binding Recommendations and Actions

Recommendations and other actions of the Regional Transportation Planning Committee shall not be binding on the Board of Directors until adopted by the Board.

E. Workforce Innovation Board

The Workforce Innovation Board shall be made up of members as outlined in the Workforce Innovation and Opportunity Act of 2014 (WIOA) and detailed in KWIB Policy 15-001, as amended from time to time. Members are appointed by the Workforce Governing Board. The Workforce Innovation Board is guided by the Partnership Agreement between the Workforce Governing Board and Workforce Innovation Board and the Bylaws of the Bluegrass Workforce Innovation Board which outline authority, conduct, and the thirteen (13) functions of WIOA.

F. Workforce Governing Board

The Workforce Governing Board shall be governed by the Interlocal Agreement by and between the City of Lexington and the sixteen (16) counties comprising the BGADD as certified by the Co-Chief Local Elected Officials on January 13, 2022, as amended from time to time, and in accordance with the Bylaws of the Governing Board of Local Elected Officials for the Bluegrass Workforce Area.

Section 3. Non-Statutory Committees

The Non-Statutory Committees shall be the:

- A. Nominating Committee;

- B. Audit Committee;
- C. Bluegrass Economic Development Advisory Committee (BEDAC);
- D. Human Services Council;
- E. Natural Resources Environmental Protection Advisory Committee;
- F. Tourism, Historic Preservation and Recreational Advisory Committee (THRAC); and
- G. Homeland Security Advisory Committee.

A. Nominating Committee

(1) Purpose

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

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

(2) Membership

The Nominating Committee shall be composed of Directors who have exceptional knowledge of the purpose, mission and projects of the BGADD. The Chair of the Board shall appoint the members of the Nominating Committee, which shall consist of one (1) Judge/Executive, one (1) Mayor, one (1) Citizen Director, and one (1) past Officer of the Board. Currently seated Officers shall not be eligible to serve on the Nominating Committee.

(3) Meetings

During its first meeting after December 31st, the Nominating Committee shall schedule at least one (1) regular meeting. Special meetings may be called as necessary by the Committee Chair or by a majority of the Committee members. A quorum of the Committee shall be three (3) members.

B. Audit Committee

(1) Purpose

The Audit Committee shall be responsible for working with financial and government auditors who may audit BGADD finances, programs, and management from time to time. In addition, the Committee shall work with the Executive Director to prepare responses to audit findings and reports and to oversee the implementation of corrective measures. The Committee shall review audits, and may request additional audits or other financial information.

(2) Membership

The Chair of the Board shall appoint the members of the Audit Committee. The Committee will strive to have one (1) Judge/Executive, one (1) Mayor, one (1) Citizen Director, and one (1) past Officer of the Board. The committee shall consist of a minimum of three (3) but no more than five (5) members.

(3) Meetings

During its first meeting after December 31st, the Audit Committee shall schedule at least one (1) regular meeting. Special meetings may be called as necessary by the Committee Chair or by a majority of the Committee members. A quorum of the Committee shall be three (3) members.

C. Bluegrass Economic Development Advisory Committee (BEDAC)

(1) Purpose

The BEDAC is concerned with the promotion of economic activity throughout the region through the creation of working relationships among local businesses and industries, chambers of commerce, financial institutions, trade and tourism organizations, and government agencies and officials. Topics of discussion include labor supply, vocational training, labor recruitment and related legislation, as well as suitable sites for commercial, industrial, tourism, and related development. This Committee was created to fulfill requirements of the federal Economic Development Administration.

(2) Membership

Committee members shall consist of interested persons of the area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership shall total at least thirty-four (34) members with all counties and county seats participating.

Each county shall be entitled to two (2) voting members, one (1) appointed by the County's Judge/Executive or Chief Local Elected Official, and one (1) appointed by the Mayor or Chief Local Elected Official of the County's largest city. In the event that either the Mayor or Judge/Executive of a given jurisdiction cannot be reached or does not wish to make appointments, both will be made by the other local official.

Each county represented shall be entitled to two (2) votes on any matter brought before the Committee. Appointed representatives from each jurisdiction may each cast one (1) vote when the Committee conducts business or a motion is made. Each member may designate a proxy to attend no more than one (1) meeting on the member's behalf within a one (1) calendar year period by submitting his or her proxy designation, in writing, to the Committee Chair prior to the meeting.

(3) Meetings

During its first meeting after December 31st, the BEDAC shall schedule at least four (4) regular meetings to be held in April, July, October, and the next

January. Special meetings may be called as necessary by the Committee Chair or by a majority of the Committee members. A quorum of the Committee shall be one (1) member.

D. Human Services Advisory Council

(1) Purpose

The Human Services Advisory Council serves as a planning body for local-level human service needs, meeting quarterly to review and comment on grant applications for Bluegrass region projects in the areas of income, health and nutrition assistance, housing, employment, youth, equal rights, and education. The Council may also consider areas of special concern to other existing BGADD committees and councils, such as transportation, energy, land use, child advocacy, when they affect human resources within the BGADD region .

(2) Membership

The Council shall consists of at least seventeen (17) members, with one (1) representative from each BGADD county, and other individuals and stakeholders interested in human service issues as at-large members. It is specifically encouraged to be a membership with a wide range of interests and representation made of elected officials, law enforcement, human service providers, healthcare service providers, education representatives, social service providers, volunteer organization providers, and the general public.

(3) Meetings

During its first meeting after December 31st, the Council shall schedule at least four (4) regular meetings to be held in May, August, November, and the next February. Special meetings may be called as necessary by the Committee Chair or by a majority of the Committee members. A quorum of the Council shall be one (1) member.

E. Natural Resources Environmental Protection Advisory Committee (NREPAC)

(1) Purpose

The NREPAC reviews a wide variety of development projects, including water, sewer, and housing, that carry with them potentially negative environmental effects. The purpose of this Committee is to promote and assist in the protection, maintenance, and development of natural resources, and to protect and enhance the region's environment. The Committee also advises the Board on issues related to water and wastewater, air quality, solid waste, land and soil, forest, agricultural, mineral and other resources.

(2) Membership

The Committee shall consists of interested persons of the 17-county area who are willing to give of their time and talents to promote the objectives and

purposes of the Committee. The membership shall total at least seventeen (17) members with all participating counties as well as interest groups being represented. Members who are willing to give of their time and talents shall be appointed to the Committee by the county judge-executive and/or mayor of the county seat within their respective county.

(3) Meetings

During its first meeting after December 31st, the Committee shall schedule at least four (4) regular meetings to be held in June, September, December, and the next March. Special meetings may be called as necessary by the Committee Chair or by a majority of the Committee members. A quorum of the Committee shall be one (1) member.

F. Tourism, Historic Preservation and Recreational Advisory Committee (THRAC)

(1) Purpose

The purpose of the THRAC is the joint development of recreational opportunities, promoting tourist attractions, and preserving the historic heritage of the Bluegrass region. The Committee works with and advises the Board and other agencies on development and dissemination of information on transportation options, facilities, programs, and policies as they pertain to parks and recreation, tourism, and historic preservation.

(2) Membership

The Committee shall consists of interested persons of the 17-county area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership shall total at least seventeen (17) members with all participating counties as well as interest groups being represented. Members who are willing to give of their time and talents shall be appointed to the Committee by the county judge-executive and/or mayor of the county seat within their respective county.

(3) Meetings

During its first meeting after December 31st, the Committee shall schedule at least four (4) regular meetings to be held in April, July, October, and the next January. Special meetings may be called as necessary by the Committee Chair or by a majority of the Committee members. A quorum of the Committee shall be one (1) member.

G. Emergency Preparedness Committee

(1) Purpose

The Homeland Security Advisory Committee is designed as a forum for elected officials and first responders such as public health officials, law enforcement officers, firefighters, and emergency services personnel. The Committee works to encourage cooperation among various groups and agencies, assist local

agencies in prevention and response activities, seek funding for local and regional projects related to homeland security and aid local jurisdictions in protecting local economies in the case of terrorist acts and other emergencies. The Committee also directs the periodic update of the Regional Hazard Mitigation Plan, as required by federal regulation, and oversees hazard mitigation projects.

(2) Membership

The Committee shall consists of interested citizens of the 17-county area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership shall total at least seventeen (17) members with all participating counties as well as interest groups being represented. Members who are willing to give of their time and talents shall be appointed to the Committee by the county judge-executive and/or mayor of the county seat within their respective county.

(3) Meetings

During its first meeting after December 31st, the Committee shall schedule at least four (4) regular meetings to be held in May, August, November, and the next February. Special meetings may be called as necessary by the Committee Chair or by a majority of the Committee members. A quorum of the Committee shall be one (1) member.

Section 4. Special Committees

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

ARTICLE VIII

DEPOSITS, DISBURSEMENTS, BOND AND AUDIT

Section 1: Deposits

Deposits to the credit of the BGADD of all notes, moneys, valuables, checks, drafts, bonds, and other instruments received by the BGADD 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 the Executive Committee.

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 BGADD shall be bonded at the Board's expense in the amount as determined by the Executive Committee and/or laws of the Commonwealth of Kentucky.

Section 4: Audit

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

ARTICLE IX

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 e-mail at least seven (7) days prior to the meeting at which said amendments are scheduled to be acted upon.

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 this the ____ day of _____, 2024 .

David K West

CHAIR

Kelli L. Bolton

SECRETARY