

**CUMBERLAND VALLEY AREA DEVELOPMENT DISTRICT
AMENDED AND RESTATED**

BY-LAWS

Article I

(Name, Area, and Purpose)

Section 1: Name

This organization shall be known as the Cumberland Valley Area Development District, a public non—profit corporation, duly incorporated and existing under and by virtue of the authority of Kentucky Revised Statues 147a.050 of the Commonwealth of Kentucky.

Section 2: Area

The area comprising the Cumberland Valley Area Development District shall include the counties of Bell, Clay, Harlan, Jackson, Knox, Laurel, Rockcastle and Whitley.

Section 3: Purpose

The primary purpose of the Cumberland Valley Area Development District shall be to promote and protect the economic, health, education and general welfare of the people within the eight- county area of Eastern Kentucky.

Article II

(Directors)

Section 1: Board of Directors

The Board of Directors shall be the governing body of the Cumberland Valley Area Development District. The Board shall be composed of those elected to office or by selection of the Chairman of the Board of Directors.

Ex-Officio Members

- A. The County Judge Executive or his/her designated alternate from each county.

B. The Mayor or his/her designated alternate from each city within the District.

C. The Chairman and/or co-chair(s) of the functional committees of the district as appointed by the Chairman of the Board and the Executive Director.

Citizens Members

The elected public officials serving on the Board of Directors shall elect sixteen (16) citizen members, plus their alternates, in accordance with the procedures hereinafter set out;

A. The citizen membership shall include at least two (2) minority group representatives and one (1) low income group representative.

B. Citizen members shall be elected from each county from a list of at least three (3) names for each position provided by the county development organization of each county. The county development organization shall be designated by the County Judge Executive.

C. Selection of citizen members shall, as nearly as possible, balance the representation of each county.

Board of Directors'-Proxy

The Board of Directors may submit in writing and present to the Chairman of Cumberland Valley Area Development District as to whom they wish to designate as their alternate. In the absence of the Board of Director, alternates may act upon all business that becomes before the CVADD Board. If neither the Board of Director nor alternate is present, a proxy may be designated in writing and hand delivered to the Secretary of the Board. The proxy must include the name of the proxy, whom they are representing, and the date of meeting for which they are attending.

Section 2: Election-Tenure

A. Elected public officials shall serve on the Board of Directors during their tenure in public office.

B. Citizen members shall be individually elected to the Board for terms not to exceed three (3) years. During the first year, at least one (1)

member from each county shall be elected to a three (3) year term and at least one (1) member shall be elected to a two (2) year term.

- C. Terms shall begin at the CVADD annual meeting.
- D. No alternate or designee may serve on the Executive Committee or as an officer of the Board.

Section 3: Development District Operation

The Board of Directors shall regulate and supervise the management and operation of the Development District. It shall attend to arrangements for carrying on the business as it deems fit. The Board of Directors shall have the responsibility of developing policies under which the Area Development District shall function.

Section 4: Removal of Directors

Any Director selected may be removed at any time by the majority vote of the Board of Directors.

Section 5: Vacancies

Any vacancy of the Board of Directors, however occasioned, may be filled pending the election of his successor and by the majority vote of the remaining Directors present insofar as his replacement shall be named for the county he represents.

Section 6: Voting

Each member shall have one vote on each item of business coming before the Board of Directors. However, should any entity be delinquent in its cash contribution to the Area Development District, that entity's representatives shall not be allowed to vote.

Article III

(EXECUTIVE COMMITTEE)

Section 1: The Executive Committee shall total sixteen (16) persons and be composed of two members from each of the eight counties.

- A. Members shall include all officers as elected by the Board of Directors. (Chairman, Vice- Chairman, Second Vice-Chairman, Secretary and Treasurer.)

- B. County delegations may also designate one member, by name, for each of the non-officer positions of their perspective counties.
- C. Counties not represented by one of the officers of the Executive Committee shall elect two (2) members to represent them on the committee.

Section 2: Term of Office

The term of office for the Executive Committee is one (1) year. A member of the Committee may succeed himself.

Section 3: Meetings

One officer and eight (8) members must be present to constitute a quorum at all Executive Committee meetings.

Section 4: Special Meetings

- A. Special meetings of the Executive Committee may be called by the Chairman by mail or personal contact. No meeting of the Executive Committee may be called without members being given a twenty-four (24) hour notice.
- B. At the discretion of the Executive Director, a special meeting of the Executive Committee may be called to deal with any matter requiring a decision prior to the regular scheduled meeting of the Board of Directors. The Executive Committee shall have full authority to render a decision brought before it on any matter.

Section 5: Attendance

Any member missing three consecutive meetings shall be contacted by the Chairman of the Board, or their designee, in determining intentions to continue involvement on the Executive Committee. A report of findings will be presented to the Board of Directors at their regular meeting or special meeting. If a vacancy is declared, then the procedure as outlined heretofore in filling vacancies shall be in effect.

Section 6: Officers

Officers of the Executive Committee shall be the same as those elected by the Board of Directors.

Article IV

(Board of Directors' Meetings)

Section 1: Board of Directors' Meeting

At all Board of Directors meetings, one officer and at least fourteen (14) members must be present to constitute a quorum to transact business, but any lesser than fourteen (14) shall be sufficient to adjourn a meeting.

Section 2: Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held in even numbered months beginning with the February, 2011 regular meeting, at such date, time and place shall be determined by the Chairman of the Board of Directors.

Section 3: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the Chairman of the Board by mail or personal contact. No meeting of the Board of Directors may be called without a twenty-four (24) hour notice.

Section 4: Annual Meeting

The Annual Meeting of the Board of Directors shall be the first regular meeting of the calendar year.

Section 5: Attendance

Any Director missing three consecutive meetings shall be contacted by the Chairman of the Board, or their designee, to contact the Director in question to determine his/her intention to continue his/her activities on the Board of Directors at their regular or special meeting, and if a vacancy is declared, then the procedure as outline heretofore in filling vacancies shall be in effect.

Article V

(Officers)

Section 1: Term of Office

The term of office shall be one year. Officers may serve one (1) additional year if so elected by the Board of Directors. Terms may not exceed two years.

Section 2: Officers

The officers of the Board of Directors shall be the Chairman, Vice-Chairman, Second Vice-Chairman, Secretary, Treasurer and such other officers as deemed advisable

Section 3: Election of Officers

The officers shall be elected at the annual meeting by the Board of Directors and shall hold office until successors have been elected and qualified; provided, however, if the Board of Directors shall decide to name an officer in accordance with its privileges outlined heretofore in the By-Laws, the Board of Directors may provide when and for what term he shall be elected. In the event of a vacancy occurring during the period for which an officer has been elected, the Board of Directors may fill such vacancy at any regular or special called meeting of the Board of Directors. Any officer elected or appointed by the Board may succeed themselves in office.

Section 4: Removal of an Officer

Any officer elected or appointed by the Board may be removed at any time by the majority of the vote of the Board of Directors

Section 5: Eligibility of an Officer

All members of the Board of Directors shall be eligible to hold office. No member shall be eligible to serve more than one office at a time. No officer shall be eligible to serve more than two full terms consecutively in the same office other than the office of the Treasurer which is exempted from term limits.

Section 6: Expenses

Payment of expenses of the officers and the Board of Directors shall be determined and subject to the approval of the Board of Directors.

Article VI

(Duties of the Officers of Board of Directors)

Section 1: Chairman of the Board

The Chairman shall be the Chief Executive Officer of the Board of Directors. The Chairman shall preside at all meetings of the Directors. The Chairman 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.

Section 2: Vice-Chairman:

In the absence of the Chairman, the Vice-Chairman shall preside at meetings of the Board of Directors. In the event of the Chairman's absence or inability to perform the duties of the chairman, the Vice-Chairman shall have the responsibilities of the Chairman as hereinabove enumerated.

Section 3: Second Vice-Chairman:

In the absence of the Chairman and Vice-Chairman, the Second Vice-Chairman shall assume the responsibility of conducting meetings and assuming the business of the Board of Directors.

Section 4: Secretary:

In addition to keeping records of the Board of Directors and the minutes of the meetings, it is the duty of the Secretary to keep a current register of board members. The Secretary shall keep an official register at all Board of Directors meetings in the event a role call is warranted. The Secretary shall notify officers, committees and delegates of their appointments; the Secretary shall be responsible for sending notices of all meetings of the Board of Directors.

Section 5: Treasurer

The Treasurer shall have the custody of all monies and securities of the Cumberland Valley Area Development District Board of Directors and shall keep regular books of account of it funds and property. The Treasurer shall deposit all money and valuables to the Board of Directors in such banks and depositories as the Board of Directors shall from time to time designate. The Treasurer shall have power to endorse for deposit to the credit of the Board of Directors all notes, checks, drafts, bonds and other instruments received for expenditures to administer the purposes of appropriations made by the Board of Directors.

The Treasurer shall disburse the funds of the Development District, taking proper vouchers thereof. No payment shall be made from the funds of the Development District, except by prior authorization or appropriation by the Board of Directors. The Treasurer shall be bonded to the extent as that may be set forth by the Board of Directors and/or the laws of the Commonwealth of Kentucky. All bonding shall be at the expense of the Cumberland Valley Area Development District Board of Directors.

Those things not receiving prior approval shall receive post approval. The Treasurer shall also perform duties as may be delegated to him from time to time by the Board of Directors. All checks drawn on funds of the Cumberland Valley

Area Development District shall be co-signed by the Treasurer and a second-party as designated by the Chairman of the Board of Directors.

Section 6: Absence or Disability of Officer

In case of absence or disability of an officer, or for any other reason the Board may deem sufficient, the Board of Directors may delegate for the time being, in whole or part, the powers and duties of such officer to any other person qualified to perform the same.

Section 7: Audit

There shall be an audit, as directed by the Board of Directors, at least annually and/or at such time as requested by the Board of Directors.

Article VII

(Appointment of Committees)

The Chairman of the Board, when appointing committees from the Board for the purpose of assigning priority and/or allocating monies and/or benefits, will ensure that cities with corporate status in two or more counties are represented.

Other committee appointments or assignments will be at the discretion of the Chairman of the Board of Directors.

ARTICLE VIII

(Cumberland Valley Certified Development Company)

Section 1: The Cumberland Valley Certified Development Company

The chief purpose of the Certified Development Company is to promote and assist the growth and development of business concerns, including small business. Monetary profits or other benefits which flow to the membership shall be incidental to the company and its members.

Section 2: Membership of the Certified Development Company

The membership of the company shall consist of the entire membership of the Cumberland Valley Area Development District Board of Directors.

Section 3: Certified Development Board of Directors

The Board of Directors shall be appointed by the Chairman of the Cumberland Valley Area Development District and shall consist of ten (10) members. It shall be made up of one representative from each of the eight counties, plus one representative from the City of Corbin, Kentucky. The Board will be chaired by the Chairman of the Cumberland Valley Area Development District, or an official designee.

The Certified Development Company Board of Directors will meet at least once every two months and will give a report on its activities to the general membership (Cumberland Valley Area Development District Board of Directors) at the membership's next regular meeting.

A quorum of Directors must be present at the Cumberland Valley Certified Development Company meetings to conduct official business. Five (5) Directors will constitute a quorum.

Section 4: Certified Development Company Staff

Technical assistance and/or staffing will be provided by the Cumberland Valley Area Development District.

ARTICLE IX

(Amendments)

The By-Laws of the Cumberland Valley Area Development District may be amended by a majority vote of the Board of Directors, provided changes were distributed to members with notice of meeting at least seven (7) days prior to meeting.

- Adopted: January 14, 1969
- Revised: November 14, 1972
- Revised: September 11, 1973
- Revised: December 17, 1975
- Revised: May 19, 1976
- Revised: April 13, 1977
- Revised: September 20, 1978
- Revised: April 16, 1980
- Revised: October 21, 1981
- Revised: October 20, 1993

Revised: July 16, 2008

Revised: February 16, 2011

Amended and Restated: June 21, 2017