

BYLAWS

of the

JACKSON PURCHASE RESOURCE CONSERVATION AND DEVELOPMENT FOUNDATION, INC

ARTICLE I

Introduction

- Section 1. **Definition of Bylaws.** These Bylaws constitute the code of rules adopted by the Jackson Purchase Resource Conservation and Development Foundation, Inc. for the regulation and management of its affairs.
- Section 2. **Purpose and Powers.** This corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the laws of the United States and the Commonwealth of Kentucky. The general purposes of the Corporation are to accelerate the conservation, development and utilization of natural and social resources of Ballard, Calloway, Carlisle, Fulton, Hickman, Graves, Marshall, and McCracken Counties, the Jackson Purchase geographic area of Kentucky and Obion County, Tennessee; to improve the general economic activity, and to enhance the quality of the environment and standard of living; without regard for race, color, national origin, age, sex, religion, marital status or handicap. In furtherance of its general purposes, the particular purposes of the Corporation are community development, rural development, environment, natural resources, education, health care, agriculture, recreation, wildlife and youth development.

ARTICLE II

Membership

- Section 1. **Definition of Membership.** The members of this corporation are those entities having membership rights in accordance with the provisions of these bylaws. They may also be known as the Sponsors.
- Section 2. **Classes of Members.** This corporation will have ~~four~~ five classes of Members which are designated as Regular, Associate, Business, Individual, and Advisor. Each Regular, ~~and~~ Associate and Business Member shall designate one person as its representative to this corporation.

Section 3. **Qualifications of Members.** The qualifications of Members of the membership classes of this corporation are as follows:

- (A) Regular Members are (i) the County Governments of Ballard, Calloway, Carlisle, Fulton, Hickman, Graves, Marshall and McCracken of Kentucky and Obion County, Tennessee; (ii) the Conservation Districts of the above mentioned counties; and (iii) the incorporated cities located within the above listed counties.
- (B) Associate Members are the nonprofit organizations, special purpose districts, local, state, and federal agencies, which the Board of Directors may from time to time approve for membership as an associate.
- (C) Business Members are those businesses that deem natural resource conservation and community development important. Membership is contingent upon contribution to the Corporation. The amount of acceptable contribution is to be determined by the Board of Directors.
- (D) Individual Members are those people who deem natural resource conservation and community development important. Membership is contingent upon contribution to the Corporation. The amount of acceptable contribution is to be determined by the Board of Directors. A subset of this category includes senior/student members and family memberships.
- (E) Advisors may be designated by the Board of Directors as the Corporation may from time to time deem. The Natural Resources Conservation Service and the Purchase Area Development District shall be considered continually to be a said Advisor.

Section 4. **Voting Rights of Members.** The voting rights of Members of the Membership are as follows:

- (A) The Regular, ~~and~~ Associate and Business Members shall have one vote each on each motion, action, or resolution submitted to a vote of the membership, as long as they have given a contribution of at least \$100 to the Corporation in the current calendar year.
- (B) The Advisor and Individual Members shall have no voting rights.

Section 5. **Members' Dues.** The annual dues payable to the corporation by Regular and Associate Members will be in such amount as may be determined from time to time by resolution of the Board of Directors. The initial annual dues shall be One Hundred Dollars (\$100). The initial annual dues will be payable and submitted in full by January 1, 1995. Future annual dues will be payable by July 1 of each year. The failure to pay any annual dues may result in loss of membership, membership privileges, and member support.

- Section 6. **Assessment.** Regular and Associate Membership will be subject to assessment of special dues on the following bases: the Board of Directors by two-thirds (2/3) vote of all Board Members determines that assessment needs to be made of Regular and Associate Members. The failure to pay any assessment may result in loss of membership, membership privileges, and member support.
- Section 7. **Place of Members' Meetings.** Meeting of the Members will be held at the principal place of business of the Corporation or at any other place within or without the Commonwealth of Kentucky as designated in the Notice of the Meeting.
- Section 8. **Annual Members' Meeting.** The Annual meeting of the Members will be held during the month of ~~July~~ ~~October~~ September of each year.
- Section 9. **Special Members' Meeting.** Special Meeting of the Members may be called by any of the following:
- (A) The Board of Directors;
 - (B) The President; or
 - (C) Ten Members requesting that the President of the Board of Directors call a special meeting provided such request sets forth purposes of the special meeting.
- Section 10. **Notice of Members' Meeting.** Written notice stating the place, day and hour of meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty-five (35) days before the date of the meeting, either personally, electronically or by mail, by or at the direction of the President or Secretary or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of this Corporation, with postage thereon paid.
- Section 11. **Members' Proxy voting.** A Member may vote either in person or by proxy executed in writing by the Member or by its duly authorized attorney-in-fact. Proxy ballots will be obtained from the principal place of business. The proxy shall remain affective until revoked.
- Section 12. **Quorum of Members.** ~~The percent of Members entitled to vote representing in person or by proxy which constitutes a quorum at a meeting of Members will be fifty one percent (51%) of the votes entitled to be cast in such manner.~~ Those Members present at a meeting having received proper notice of such meeting will constitute a quorum. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which quorum is present is necessary for the adoption of any matter voted on

by the Members, unless a greater proportion is required by KRS 273.161 to 273.390, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Section 13. **Transferability of Membership.** Membership in this Corporation is nontransferable and non-assignable.

Section 14. **Termination of Membership.** Membership will terminate in this Corporation on either of the following events, and for no other reason:

- (A) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or its duly authorized attorney-in-fact.
- (B) The failure of a Member to pay dues or assessments on or before their due date.

Before a membership terminates for any reason other than the resignation of a Member, the Member will be given an opportunity to be heard before the Board of Directors. A Member terminating membership status for any reason may be completely and automatically reinstated upon correcting the causes of termination.

ARTICLE III

Directors

Section 1. **Definition of Board of Directors.** The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, Articles of Incorporation, and these Bylaws. ~~The Board of Directors may also be known as the Council.~~

Section 2. **Structure of Board.** The Board of Directors of this Corporation will constitute a single class.

Section 3. **Qualifications of Directors.** The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (A) Directors must be resident of the Commonwealth of Kentucky or the State of Tennessee.

~~Directors must be the designated representatives of either Regular or Associate Members of this Corporation.~~

- (B) Directors may be nominated and approved by the Board as At-Large Directors. There shall be a limit of 8 Directors designated as At-Large within the constraints of Section 4 of this Article.

Section 4. **Number of Directors.** The number of Directors of this Corporation will not be less than three (3) at any time. Furthermore, ~~the number of Directors may vary from time to time between a minimum of three (3) and a maximum of forty (40) with the amount to be determined by majority vote of the current directors~~ the number of directors will be equal to the number of dues paying voting members, with each dues paying voting member constituting one director. No decrease in the number shall have the effect of shortening the term of any incumbent director.

Section 5. **Terms of Directors.** ~~The Directors constituting the initial Board of Directors as named in the Articles of Incorporation will hold office until July, 1996. Whereupon, the duly appointed Directors representing the incorporated city regular Members will serve a one year term; the duly appointed Directors representing the county governments regular members will serve a two year term; the duly appointed Directors representing the Conservation District regular Members and all associate Members will serve a three year term. Thereafter, Directors will be elected for a term of three (3) years. Directors will serve an indefinite term at the pleasure of their respective Sponsor. At-Large Directors shall serve four year terms. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.~~

Section 6. **Vacancies of the Board.** Resignation of a Director will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by affirmative vote by a majority of the remaining Board of Directors, though less than a quorum of the Board of Directors may exist. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 7. **Place of Directors' Meetings.** Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or at any other place within or without the Commonwealth of Kentucky, as provided or such place or places as the President or Executive Committee ~~Board of Directors~~ designates ~~by resolution duly adopted.~~

Section 8. **Regular Directors' Meetings.** ~~Regular meetings of~~ The Board of Directors will meet as needed at the call of the President or Executive Committee. An annual meeting will be held in September of each year. ~~but hold, at a minimum, three meetings per calendar year. be held during the first month of each calendar quarter.~~

Section 9. **Call of Special Board Meetings.** A special meeting of the Board of Directors may be called by either:

(A) President

- (B) The Executive Committee; or
- (C) A number constituting a quorum of the Board of Directors directing that the President of the Board of Directors call a special meeting.

Section 10. **Notice of Directors' Meetings.** Written or printed notice stating the place, day and hour of any meeting of the Board of Directors will be delivered to each Director not less than seven (7) nor more than thirty-five (35) days before the date of the meeting, either personally, electronically or by first class mail, by or at the direction of the President or the Secretary. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

Section 11. **Waiver of Notice.** Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. **Quorum of Directors.** Those Directors present at a meeting having received proper notice will constitute a quorum. The act of a majority of the Directors present at a meeting when a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Section 13. **Director's Proxy Voting.** A Director may vote either in person or by proxy executed in writing by the said Director or by their duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.

Section 14. **Funds and Endowment Management.** The Board of Directors shall direct and monitor the distribution of all funds exclusively for the Corporation's charitable purposes. The Board shall have the power:

- (A) To modify any restriction or condition on distribution of funds for the Corporation's specified charitable purposes or to specified organizations if in the sole judgement of the Board, the restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the nine county area;
- (B) To replace any participating trustee, custodian, or agent for breach of fiduciary duty under state law; and
- (C) To replace any participating trustee, custodian, or agent for failure to produce a reasonable return of net income over a reasonable period of time.

- (D) ~~To the extent permitted by law, to authorize secured transactions or other dispositions of corporate assets without approval by the Members.~~

ARTICLE IV

Officers

- Section 1. **Roster of Officers.** The officers of this Corporation will consist of the following personnel:
- (A) President
 - (B) Vice-president
 - (C) Treasurer
 - (D) Secretary
 - (E) Past-President
- Section 2. **Selection of Officers.** Each of the Officers of this Corporation will be elected or appointed for a one year term by the Board of Directors. Each officer will remain in office until a successor to such office has been selected and qualified. The first such election will take place at the annual meeting of the Board of Directors in July, 1996 being effective on August 1, 1996. Every year thereafter at the September meeting of the Board of Directors, there will be an election of Officers with the one year term commencing in the first day of November that year.
- Section 3. **Multiple Officeholders.** In any election of Officers, the Board of Directors may elect or appoint a single person to any two or more offices simultaneously, except the office of President must be held by a separate individual. Officers if not Directors of the Corporation serve ex-officio as Directors of this Corporation without voting privilege, except in the case of a tie vote of the Board, the President, if not a Director, may cast the deciding vote.
- Section 4. **President.** The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed by the Board of Directors. The President may be known as Chairman.
- Section 5. **Vice-President.** The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform other such duties as may be prescribed by the Board. The Vice-President may be known as Vice-Chairman.
- Section 6. **Secretary.** The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the corporate records, will

give all notices as are required by law or these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 7. **Treasurer.** The Treasurer will have charge and custody of all funds of this corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors, quarterly, or as required by the Board of Directors, annually to the Members and as required by law. The Treasurer will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 8. **Past-President.** The Past-President will serve on the Executive Committee and represent the President as he so directs in the affairs of the Corporation.

Section 9. **Removal of Officers.** Any officer elected or appointed to the office may be removed by whenever in their judgement the best interests of this Corporation will be served. However, such removal will be without prejudice to any contractual rights of the Officer so removed. Election of an officer shall not of itself create such contract rights.

ARTICLE V

Executive Director

Section 1. **Executive Director.** The Board of Directors may appoint an Executive Director, who shall be in charge of the operation of the Jackson Purchase RC&D Foundation, Inc. and related programs. The Executive Director shall be responsible for its administration and activities, according to policies established by the Board. He or she shall have the authority to employ and dismiss other personnel of the staff according to the policies approved by the Board. The Executive Director shall submit an annual report at a designated meeting on the conditions and activities of the organization and related programs and he or she shall make such recommendations in regard thereto as he or she sees fit. The Executive Director shall submit informal progress reports at all meetings of the Board and the Executive Committee and he or she shall call to their attention any matters requiring action or notice. The Executive Director shall be an ex-officio member of the Board of Directors, may be an ex-officio member of all committees. ~~and shall have no financial document execution authority. Additionally, the Board of Directors, upon recommendation of the Executive Committee, shall have the authority to terminate the Executive Director except when the Executive Director is the United States Department of Agriculture's RC&D Coordinator.~~

Section 2. **Employing Executive Director.** The Executive Committee shall have the authority to advertise for, interview, and recommend to the Board of Directors an Executive Director when necessary. The Board of Directors shall have the authority to hire and set the terms of the financial contract for the Executive Director. A majority of the Board of Directors must vote to hire or terminate the Executive Director.

Section 3. **Absence of Executive Director.** At such time when there is not an Executive Director employed by the corporation, or in the absence of the Executive Director when employed, the President shall assume the duties of the Executive Director and be responsible for the day-to-day activities of the corporation as provided for in these bylaws and the policy and procedure manual of the corporation.

ARTICLE VI

COMMITTEES

Section 1. **Definition of Directorial Committees.** This Corporation may have certain Directorial Committees, each of which will consist of two (2) or more Directors. Such Directorial Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following:

- (A) Amending, altering, or repealing of the Bylaws.
- (B) Electing, appointing, or removing of any such committee, or any director, or officer of the Corporation; except the Endowment Directorial Committee may add or remove its own members if they are not directors of this Corporation.
- (C) Amending the Articles of Incorporation, restating articles of incorporation adopting a plan of merger or adopting a plan of consolidation with another corporation.
- (D) Authorizing the sale, lease, exchange, or mortgage of all or a substantial part of the property and assets of this Corporation.
- (E) Authorizing the voluntary dissolution of this Corporation or revoking proceedings thereof.
- (F) Adopting a plan for distribution of assets of this Corporation, except the assets managed by the said Directorial Committee under agreement with the Corporation.
- (G) Amending, altering, or repealing of any resolution of the Board of Directors.
- (H) Submission to Members of any action for which the approval of

members is required under the law.

- (I) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Section 2. **Appointment of Committees.** The Board of Directors, by resolution duly adopted by a majority of the Directors, will designate and appoint one or more Directorial Committees and delegate to such Committees specific and prescribed authority on the Board of Directors to exercise in the management of this Corporation. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

Section 3. **Executive Committee.** The Executive Committee as a Directorial Committee will always be operative as part of the corporate management and with the following specific and prescribed authority of the Board to exercise in the management of this Corporation.

Furthermore, the particular Directors to be serving from time to time thereon are to be annually designated and appointed by the Board of Directors in a resolution. In addition, the scope of such Committees' authority may from time to time be changed if legally permissible. Hence, where legally permissible, the Executive Committee can act for the Board in the day-to-day management of the Corporation in the absence of action by the Board.

The Officers of the Corporation shall serve on the Executive Committee.

Section 4. **Endowment Committee.** The Endowment Committee as a Directorial Committee will be operative as part of the endowment management in each County. There shall be one Endowment Committee per county that has established an Endowment. The Endowment Committee will be made up of the Corporation's Directors from said county and local Endowment stakeholders, where the local members have a sufficient number to constitute a majority of the Endowment Committee members. The local members may be endowment fund donors.

The Endowment Committee will operate under an endowment agreement with the Corporation. The agreement will establish the policies and procedures for receiving gifts, property, and bequests; receiving requests for grants; distribution of endowment proceeds; and continuation of the endowment if the Committee ceases to exist.

Each Endowment Committee shall present an Annual Report by April 30th of each year of operation to the Board of Directors. The Annual Report shall include a projects and programs progress report, a detailed financial statement, and a plan of work for the next year. The Annual Report will be in a format prescribed in the Corporations policies and procedures manual.

Section 5. **Audit Committee.** The Audit Committee as a Directorial Committee will be

continuously operative as part of the due management of the Corporation. The Committee will be made up of at least three members of the Board of Directors and that shall be independent; where independent means to not be paid staff, have check approval authority, or consultant for other services. The Audit Committee should have at least one member that is a financial expert. The Audit Committee may enlist the advice of a compensated independent advisor should the Audit Committee believe it necessary to perform its work proficiently. The Audit Committee shall ensure that the auditor or firm does not provide non-audit services while providing audit services, except preparation of the Form 990 (or related tax documents). The lead audit person should change ever 5 years. The Board of Directors shall provide adequate funding for the Audit Committee to carry on its duties.

The Audit Committee has these powers and authorities:

- To compensate its members for Board Service;
- To hire, fire, and supervise an outside auditor to perform reviews and/or audits of the Corporation books;
- Establish procedures for receiving complaints and concerns regarding accounting matters;
- Determine if independent outside counsel, advisors, and auditors need to be enlisted.

Section 66.

Functionary Committees. The Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. ~~Such Committees consisting of at least two (2) Board Members will be chaired by a Director or Officer as designated by the Board. The Chair will proceed to select the remaining members of said committee or appoint successors at such Chairman's discretion.~~ A Functionary Committee will have no authority which is not permitted by the laws of the Commonwealth of Kentucky. The Board may terminate any such Committee by resolution. Functionary Committees may expend funds, as per procedure set forth in Article VII, Section 2 of these Bylaws, which have been designated by the Board of Directors for said Committee's purpose.

Section 67.

Standing Functionary Committees. The Corporation may have the following Standing Functionary Committees, ~~each of which will be chaired by a Director or Officer~~ designated by the Board of Directors, and may consist of any other designated representative as per Article VI, Section 5 of these Bylaws, or persons ~~not of the Corporation~~ appointed by the President ~~such Chairman:~~

- (A) Watershed Watch ~~Resources~~ Committee.
- (B) Recreation and Tourism Committee.
- (C) Waste and Recycling Committee.
- (D) Economic Development Committee.
- (E) Agricultural ~~Resource~~ Development Committee
(one committee per County participating with the Foundation implementing Tobacco Settlement Funds.)

- (F) Environmental Concerns Committee.
- (G) Forestry Committee.
- (H) Land Use Committee.
- (I) Special Projects Committee.
- (J) Education Committee
- (K) Community Development Committee
- (L) Transportation Committee
- (M) Youth DEAL Committee.

ARTICLE VII

Operations

- Section 1. **Fiscal Year** The Fiscal Year of this Corporation will begin on January 1 and end on December 31.
- Section 2. **Execution of Documents.** Except as otherwise provided by law, checks, drafts, promissory notes, and orders for the payment of money, ~~and other evidences of indebtedness~~ of this Corporation will be signed by the Treasurer ~~and countersigned~~ or by the President and an agent duly approved by the Board of Directors. ~~any two members of the Executive Committee if they exceed a value of one three hundred dollars (\$300). For said checks, drafts, or orders for the payment of money of a value less than one three hundred dollars (\$300) the signatory can be the Treasurer or an agent duly approved by the Board of Directors.~~ Grant proposals, grant agreements, Memorandums of Agreement, and like documents for activities approved by the Board of Directors shall be signed by the President or in his absence the Vice-President; where there is an Executive Director employed by the Foundation he/she may be designated as signatory by the Board of Directors.
- Section 3. **Books and Records** This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Directorial Committees. The Corporation will keep at its registered office a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.
- Section 4. **Inspection of Books and Records.** All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.
- Section 5. **Nonprofit Operations - Compensation.** This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers.

However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

Section 6. **Loans to Management.** This Corporation will make no loans to any of its Directors or Officers.

Section 7. **Miscellaneous Provisions.**

(A) No Member or Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if its membership ceases, or while it is not in good standing.

(B) Expelled Members shall have no property rights.

(C) The corporation: (i) will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Sec. 4942; (ii) will not engage in any act of self-dealing as defined in Sec. 4941(d); (iii) will not retain any excess business holdings as defined in Sec. 4943(c); (iv) will not make investments in any manner as to subject it to tax under Sec. 4944; (v) will not make taxable expenditures as defined in Sec. 4945(d) of the Internal Revenue Code, any future tax code, or KRS 273.400.

(D) On dissolution after either (i) the payment or discharge of all liabilities of the Corporation and expense related thereto; (ii) the return, transfer, or conveyances of assets held on conditions requiring the same in the event of dissolution or liquidation; and/or (iii) the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, governmental, educational, or similar Federal Income Tax purposes under Section 501(c)(3) of Internal Revenue Code of 1986, as amended, the assets remaining in this Corporation may be distributed to an entity which qualified as exempt charitable organization for Federal Income Tax purposes under Section 501(c)(3) of Internal Revenue Code of 1986, as amended, or any future such law.

(E) All programs will be conducted in compliance with the nondiscrimination provisions as contained in Title VI and VII of the Civil Rights Act of 1964, as amended, the Civil Rights Restoration Act of 1987 (PL 100-259) and other nondiscrimination statutes; namely, Section 504, of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, the Age Discrimination Act of 1975 and accordance with the regulations of the Secretary of Agriculture (7CFR-15, Subparts A & B) which provide that no person in the United States shall, on the grounds of race, color, national origin, age, sex, religion, martial status, or handicap/disability be excluded from participation in, or be denied the benefits of, or be otherwise subjected to discrimination under any program or activity receiving federal financial or technical assistance from the Department of Agriculture or any agency

thereof.

(F) The Corporation will comply with federal laws concerning restrictions on lobbying, a drug-free workplace, and responsibilities for non-procurement, suspension, and disbarment.

ARTICLE VIII

Indemnification and Liability

- Section 1. **Indemnification.** A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) for any transaction from which the director derived an improper personal benefit; or as provided and required under the provisions of KRS 273.248.
- Section 2. **Limitation of Liability.** No member of this Corporation shall ever be held liable or responsible for contracts, debts, or default of this Corporation in any further sum than the unpaid dues, if any owing by him or her to the Corporation, nor shall any mere informality in organization have effect of rendering these articles of incorporation null or exposing the members to liability other than as above provided.
- Section 3. **Bylaws Review.** The President shall appoint a committee to review and update the bylaws every two (2) years effective with the date of these bylaws. This committee shall review and update the bylaws and present recommendations for bylaw changes to the Board of Directors within ~~sixty~~ ninety (~~60~~ 90) days of their appointment.

ARTICLE IX

Amendments

- Section 1. **Amendment of Articles.** The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a two-thirds majority of the Directors at a duly called meeting.
- Section 2. **Modification of Bylaws.** The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors upon resolution approved by majority vote of the entire Board at a duly called meeting.

ARTICLE X

Adoption of Bylaws

Section 1. **Adoption of Bylaws.** These bylaws were duly discussed and approved by unanimous vote of the Board of Directors on November the 30th, 1994 at Mayfield, KY.

Section 2. **Signatory** Officers:

Dan Ellison, President
Otis P. Templeton, Vice-President
Jeanie Fraser, Secretary-Treasurer

Section 3. **Signatory.** Directors:

Dan Bowles	Rita Burton
Marty Carraway	Vanoy Cox
Bill Graves	Henry G. Hodges
Tom Hodges	Charles Boggess
Scott Smith	Tony Smith
Jim Stephens	Robert Strow
James P. Throgmorton	Bertram Willett

Section 4. **Amendments.** The Board of Directors amended these bylaws by unanimous vote at their regular meeting January 26, 1995. Changes were made to the following articles:

Article III,

Section 1: "also be known as sponsors"

Section 2: "members proxy voting power"

Article IV,

Section 1: "Board of Directors known as Council"

Section 13: "Directors could send proxy"

Section 14: "Management of funds"

Article VI,

Section 5: "may have...Education, Community Development Committees"

Section 5. **Amendments.** The Board of Directors amended these bylaws by unanimous vote at their regular meeting October 28, 1998. Changes were made to the following articles:

Article I,

Section 2: added "Obion Co. TN"

Article II, deleted

Article III, renumber to Article II

Section 2: added "Individual Members"

Section 3(A): added "Obion Co. TN"

Section 3(C): added "Individual Members"

Section 4(B): added "Individual Members"

Section 5: changed "January to July"; changed "shall render the Member liable to expulsion" to "may result in loss of membership. membership privileges, and member support"

Section 6: changed "shall render the Member liable to expulsion" to "may result in loss of membership. membership privileges, and member support"

Section 7: changed "registered office" to "principal place of business"

Section 11: changed "No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy." to "Proxy ballots will be obtained from the principal place of business. The proxy shall remain affective until revoked
"Proxy ballots will be obtained from the principal place of business. The proxy shall remain affective until revoked."

Article IV, renumbered to Article III

Section 3(A): added "or the State of Tennessee"

Section 3(C): deleted

Section 6: added "or until a successor has been selected and qualified"

Section 10: changed "21" to "35"

Section 12: changed "A majority of the whole Board of Directors will constitute a Quorum." to "Those Directors present at a meeting having received proper notice will constitute a quorum"

Article IV,

Section 1: added "Past-President"

Section 2: changed "July" to "October"

Section 8. added "**Past-President.**"

Article V, added in its entirety "Executive Director"

Article VI

Section 1: modified in its entirety to correspond more directly with KRS.221

Section 4: added in its entirety

Section 4 & 5: renumber to 5 & 6 respectively

Section 6: added "Transportation Committee"

Article 8, Section 3 added in its entirety

Various corrections of grammar and one word changes too numerous to list.

Section 6.

Amendments. The Board of Directors amended these bylaws by unanimous vote at their regular meeting October 31, 2001. Changes were made to the following articles:

Article VII,

Section 2: added "and" after money; removed "other evidences of indebtedness" in the first sentence.

Removed "the Treasurer and countersigned by the President" replacing it with "any two members of the Executive Committee"

Changed "one" hundred to "three" hundred dollars.

Section 6 7.

Amendments. The Board of Directors amended these bylaws by unanimous vote at their regular meeting October 20, 2004. Changes were made to the following articles:

Article III

Section 3. Added (C) At-Large Board members

Section 5. Deleted "The Directors constituting...(3) years"; added "Directors will server an indefinite term at the pleasure of their respective Sponsor. At-Large Directors shall serve four year terms."

Section 14. Deleted " Part (D) To the extent permitted...the Members.

Article V.

Section 1. Deleted ", and shall have...Coordinator."

Article VII.

Section 2. Major revision, to require 2 signatures for all orders of payment assigning that responsibility to the Treasurer or President and an agent. Added, "Grant proposals, grant agreements, Memorandums of Agreement, and like documents for projects approved by the Board of Directors shall be signed by the President or in his absence the Vice-President; where there is an Executive Director employed by the Foundation he/she may be designated as signatory by the Board of Directors."

Section 8. **Amendments.** The Board of Directors amended these bylaws by unanimous vote at their regular meeting October 25, 2006. Changes were made to the following articles:

Article II

Section 8. Changed July to October

Article VI

Section 5. Added in its entirety, establishing, funding, and empowering an “Audit Committee”

Section 5. Renumbered to “6”. Deleted “Such Committees consisting of ... such Chairman's discretion.” And, added, “Functionary Committees may expend funds, as per Article VII, Section 2 of these Bylaws, which have been designated by the Board of Directors for said Committee’s purpose.”

Section 6. Renumbered to “7”. Deleted “, each of which will be chaired by a Director or Officer; nel of the Corporation; such Chairman: Added, “the President”. Revised the names of Committees (A) from Water Resources to Watershed Watch and (E) from Agricultural Resources to Agricultural Development and added Committee (M) Youth DEAL.

Article VIII.

Section 3. Changed sixty days to ninety days for the Committee to report.

Section 9. **Amendments.** The Board of Directors amended these bylaws by unanimous vote at their regular meeting November 1, 2007. Changes were made to the following section in:

Article III

Section 7. Changed who designates the meeting place from the entire Board to the President or Executive Committee.

Section 8. Reduced the required meetings from 4 to 3 per year.

Section 10. **Amendments.** The Board of Directors amended these bylaws by unanimous vote at their regular meeting July 26, 2013. Changes were made to the following articles:

Article II

Section 2. Changed to add Business Members to the corporation

Section 3. Changed to define the qualifications for Business Memberships and add the family and senior/student memberships to the Individual class.

Section 4. Changed to allow Business Members voting rights.

Section 8. Changed the Annual meeting date from October to September of each year.

Section 12. Changed the definition of a Quorum to reflect the members that are present at a meeting having received proper notice.

Article III

Section 1. Deleted “The Board of Directors may also be known as the Council.”

Section 3. Deleted Section B requiring directors to be the designated representative of either Regular or Associate Members of this Corporation. Renumbered Section C to Section B.

Section 4. Changed the number of directors to reflect the number of dues paying voting members.

Section 5. Removed the statement “at the pleasure of their respective Sponsor” from Directors term limits.

Section 8. Changed the regular meetings to those as needed at the call of the President or Executive Committee with an annual meeting in September of each year.

Article IV.

Section 2. Changed the election of offices from October to September at the Annual Meeting of the Board of Directors.