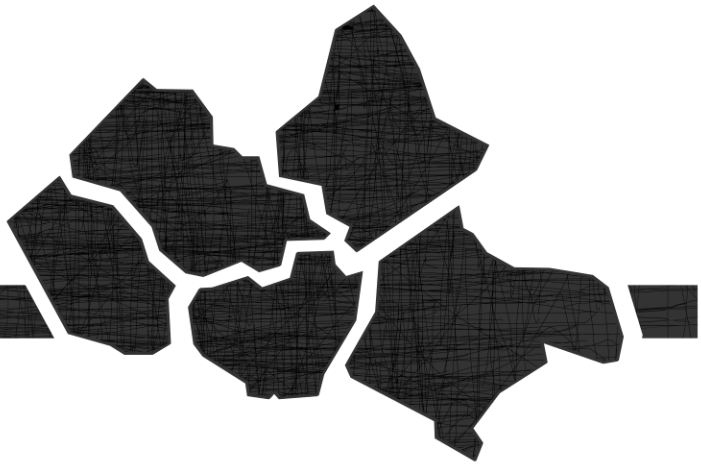
GATEWAY
AREA DEVELOPMENT DISTRICT



BY-LAWS
GATEWAY AREA DEVELOPMENT DISTRICT, INCORPORATED

ARTICLE I
NAME, AREA, AND PURPOSE

Section 1: Name

This organization shall be known as the Gateway Area Development District, (hereinafter called the ADD) a 501 (c)(3) Corporation created by Kentucky Revised Statutes (KRS) 147A.050 non-profit corporation duly incorporated and existing under and by virtue of the laws of the Commonwealth of Kentucky.

Section 2: Area

The area comprising the Gateway Area Development District shall include the counties of Bath, Menifee, Montgomery, Morgan, and Rowan Counties (hereinafter called the Area).

Section 3: Dues

Each of the five (5) counties shall pay annual dues to the ADD. The dues will be based upon each county's population, as identified by the most recently completed United States Census. Each county will be assessed at $0.60 (sixty cents) per capita. The county total amount will be divided equally between the county's fiscal court and the county seat city, each paying one-half (50%) of the dues.

Section 4: Purpose

The primary purpose of the ADD 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 and policy-making body of the ADD. The Board of Directors shall total sixteen (16) persons and shall be composed of or elected as follows:

A. The County Judge/Executive of each county or his/her designee.

B. The Mayor of the County seat of the each of the five counties. All remaining Mayors in the Area not appointed to the Board of Directors as a Citizen Member may serve as Ex-Officio members without the right to vote or hold office on the Board.

C. Six (6) Citizen Member Directors, comprised of one from each county plus one at-large member representing the private sector. These members have full voting rights when present, but do not have the right to send a proxy if not present. They will be representative of the social and economic interests of the Area including, but not limited to:

1. Agriculture
2. Chambers of Commerce
3. Civic Organizations
4. Clergy or religious groups
5. Community development associations
6. Homemakers or consumer groups
7. Insurance, banking, finance
8. Labor organizations
9. Land developers, real estate
10. Legal, Architectural, Engineering, and Planning Professions
11. Manufacturing
12. Medical
13. Minority groups
14. Poor, unemployed, underemployed
15. Printed and electronic news media
16. Public or private school systems
17. Transportation
18. Utilities
19. Wholesale and Retail Commerce
20. Youth organizations
21. Women

D. The Board Directors consisting of the Mayors and the County Judge/Executives shall jointly nominate their county's Citizen Member. Prior to December 31st, the Board of Directors, by majority vote, shall seat the chosen Citizen Members and the at-large member.

E. State Legislators serving the Area not appointed to the Board of Directors as a Citizen Member may serve as Ex-Officio members without the right to vote or hold office on the Board.

F. The President of Morehead State University, if not appointed to the Board of Directors as a Citizen Member, may serve as an Ex-Officio member without the right to vote or hold office on the Board.

Section 2: Geographic Distribution of Directors

Each county shall have a least two (2) public officials and one (1) Citizen Member on the ADD Board. The at-large Citizen Member represents the entire region.

Section 3: Term of Office

In the case of public officials - Mayor and County Judge/Executives - the terms of office as Directors on the ADD Board shall coincide with their elective term of office. Ex-Officio members shall also serve during the tenure of their public office.

Citizen Members and the at-large member shall serve on a calendar year basis, with respective terms expiring on December 31st.

Section 4: Powers and Duties of the Board of Directors

The Board of Directors shall regulate and supervise the management and operation of the ADD. It 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 ADD shall function. All policies accepted by the Board of Directors shall be prepared in written form and communicated to the ADD membership.

The Board of Directors hereby delegates broad powers to the Executive Committee for the management and operation of the ADD, including but not limited to, all of the duties and powers set forth in KRS 147A.070 – KRS 147A.090, the power to delegate all powers and authority to the Executive Director which the Executive Committee deems necessary or appropriate for the operations of the day-to-day affairs, the power and authority to enter into contracts and the power and authority to delegate authority to Officers or the Executive Director.

Section 5: Removal of Directors

Any board member may be removed at any time, for cause, by a majority vote of two-thirds (2/3) of the Board of Directors who have attended the meeting at which the decision to remove the Board member is properly on the agenda for consideration. The Board member must be provided with notice at least thirty (30) days in advance of such action. Notification must specify cause and date, time, and place of pending action and must be delivered by registered mail. Removal may be initiated by any Board member. 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 Board member 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 in June, unless otherwise determined at a date, time, and place designated by the Board of Directors.

Section 2: Regular Meetings

Meetings of the Board of Directors shall be scheduled and such meetings shall be held on the last Tuesday of the month at a date, time, and place in the District as prescribed by the notice of said meeting, with the Annual Meeting counting as one of these regular meetings, unless otherwise designated by the Board of Directors.

At all properly called Board meetings, a simple majority of all Directors, including one officer present, shall be necessary to constitute a quorum to transact business, but any lesser number shall be sufficient to adjourn a meeting. If a vacancy occurs for any reason, the remaining Directors shall be the basis for determining a quorum. The Board of Directors can determine the frequency of the meetings by majority vote.

Section 3: Special Meetings

Special meetings of the Board of Directors shall be held on the call of the Chair of the Board, Executive Director, or any remaining 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 4: Video Teleconference Meetings

1. The Board of Directors may conduct any meeting through video teleconference.

2. Notice of a video teleconference shall comply with the requirements of KRS 61.820 or 61.823 as appropriate. In addition, the notice of a video teleconference shall:

   (a) Clearly state that the meeting will be a video teleconference; and

   (b) Precisely identify a primary location of the video teleconference where all members can be seen and heard and the public may attend in accordance with KRS 61.840.

3. The same procedures with regard to participation, distribution of materials, and other matters shall apply in all video teleconference locations.

4. Any interruption in the video or audio broadcast of a video teleconference at any location shall result in the suspension of the video teleconference until the broadcast is restored. KRS 61.826.

5. When utilizing video teleconference for meetings, members may be allowed to attend said meeting in person rather than utilizing the video conference option resulting in a hybrid meeting in terms of attendance.

Section 5: Notice Requirement

Notice of the Annual Meeting and other Regular Meetings shall be mailed or e-mailed to each Director not less than twenty-four (24) hours prior to the meeting. This notice shall be sent by the Board Chair, Secretary, or staff to the address or e-mail appearing on the Official Register and said act shall be deemed as compliance with the notice requirement.

Section 6: Attendance Requirement

Any Director missing three (3) consecutive 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 their Regular Meeting or Special 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 directors of the Executive Committee with the approval of the Board of Directors. The Executive Committee shall have full power of the Board of Directors and shall carryout the policies of the Board of Directors and direct the activities of the Executive Director and the staff of the ADD. The Executive Committee shall be composed as follows:

A. The Officers of the Board of Directors, which constitute six (6) of the sixteen (16) directors of the full board, shall serve as Officers of the Executive Committee.

B. The Executive Committee shall be composed in its entirety of elected officials.

C. A quorum of the Executive Committee shall consist of four (4) 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 ADD. It shall be within the Executive Committee's authority and power to oversee and/or conduct the normal and recurring business of the Board.

Items requiring prior approval of the Executive Committee shall include, but are not limited to, the execution of personal service contracts; execution of contracts which will bind the ADD for the purchase or sale of personal property or real property; delegation of powers, duties, and authority to the Executive Director and Officers; and payment of: customary payroll related and business expenses.

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 powers and duties as may be specified by the Board of Directors.

Section 3: Regular Meetings

Meetings of the Executive Committee shall be scheduled as needed at such date, time, and place in the District as prescribed by the notice of said meetings.

Section 4: Special Meetings

Special Meetings of the Executive Committee will be held on the call of the Chair, the Executive Director, or any remaining five (5) 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 e-mail address or other electronic address to the ADD.

Section 5: Video Teleconference Meetings

1. The Executive Committee may conduct any meeting through video teleconference.

2. Notice of a video teleconference shall comply with the requirements of KRS 61.820 or 61.823 as appropriate. In addition, the notice of a video teleconference shall:

   (a) Clearly state that the meeting will be a video teleconference; and

   (b) Precisely identify a primary location of the video teleconference where all members can be seen and heard and the public may attend in accordance with KRS 61.840.

3. The same procedures with regard to participation, distribution of materials, and other matters shall apply in all video teleconference locations.

4. Any interruption in the video or audio broadcast of a video teleconference at any location shall result in the suspension of the video teleconference until the broadcast is restored. KRS 61.826.

5. When utilizing video teleconference for meetings, members may be allowed to attend said meeting in person rather than utilizing the video conference option resulting in a hybrid meeting in terms of attendance.

Section 6: Notice Requirement for Change of Date of Regular Meeting

Notice of Change of Time or Date of an Executive Committee Meeting shall be mailed or e-mailed to each Director not less than twenty-four (24) hours prior to the meeting.

Section 7: Electronic Approval

The Executive Committee may utilize electronic approval for time-sensitive matters that require action by the Chair or the Executive Director. Action may be taken by the Chair or the Executive Director without a meeting if a majority of the members of the Committee, as the case may be, consent thereto by electronic transmission. Any electronic approval shall be ratified at the next meeting of the Executive Committee and recorded in the minutes.

ARTICLE V
OFFICERS

Section 1: Officers of the Board

The Officers of the Board of Directors shall be a Chair of the Board, 1st Vice-Chair of the Board, 2nd Vice-Chair of the Board, Secretary, Treasurer, Immediate Past Chair of the Board, and such other officers as the Board of Directors may deem advisable. Officers of the Board shall also serve as Officers of the Executive Committee. The Officers may serve as 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 prior to December 31st, and they 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 he/she shall be elected. In the event of a vacancy occurring during the period for which an officer has been elected, the Board shall fill such a vacancy at the next Regular Meeting or sooner at a Special Meeting of the Board of Directors. Any officer elected or appointed by the Board 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 directorship of the Board of Directors provided that written charges are submitted to him/her within thirty (30) days prior to such action and they be given a chance to plead their case. The person so removed shall have a right of appeal to the Circuit Court.

Section 4: Eligibility of Officers

Any Elected Official of the Board shall be eligible to hold office.

Section 5: Expenses

Payment of expenses of the Officers and of the 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. He/she shall have general and active management of the business of the Board and shall see that all order, policies, and resolutions of the Board of Directors are carried into effect. He/she shall also perform other duties as may from time to time be delegated to him/her by the Board.

Section 2: 1st Vice-Chair of the Board

The 1st 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/her duties. He/she shall also perform duties as may from time to time be delegated to him/her by the Chair of the Board.

Section 3: 2nd Vice-Chair of the Board

The 2nd Vice-Chair shall preside at meetings of the Board of Directors or the Executive Committee in the event of the Chair's and 1st Vice-Chair's absence, or inability to perform their duties. He/she shall also perform duties as may from time to time be delegated to him/her by the Chair of 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, and the Official Register of the membership, the Board of Directors, and the Executive Committee. The Secretary shall notify officers, committees, and delegates of their elections and appointments. He/she shall present the minutes of each business session. The Secretary may delegate any and all of these duties to a member of the staff if he/she so desires; however, such delegation does not relieve the Secretary of his/her responsibilities. He/she shall also perform duties as may from time to time be delegated by the Board.

Section 5: Treasurer of the Board

The Treasurer shall be the custodian of all monies and securities of the ADD and shall provide for the accurate keeping of regular books of account of ADD funds and properties. The Treasurer may delegate any and all of these duties to a member

of the staff if he/she so desires; however, such delegation does not relieve the Treasurer of his/her responsibilities. He/She shall also perform duties as may from time to time be delegated to him/her by the Board.

Section 6: Immediate Past Chair of the Board

The Immediate Past Chair shall serve as an officer of the Board of Directors and the Executive Committee. The Immediate Past Chair adds continuity to the Board, especially during transition to the new Chair by providing guidance and a historical perspective of the Board of Directors' activities. He/She shall also perform duties as may from time to time be delegated to him/her by the Board.

Section 7: 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 Executive 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 will implement the policies and programs of the Board and shall recommend 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. The Executive Director shall also serve as an ex-officio member of all functional advisory committees of the Board.

All 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 Director shall adopt work rules and policies to govern the staff operations and functions.

ARTICLE VII
COMMITTEES AND COUNCILS

Section 1: Functional Advisory Committees and Councils

A. Committees Authorized; Meetings

The Board of Directors shall function normally through the reports and recommendations of its Functional Advisory Committees which shall include, but not be limited to: Regional Planning Council; Regional Transportation Committee; Area Agency on Aging/Human Services Advisory Council; Area Water Management Council; Audit and Finance Committee; Regional Community, Economic Development, and Revolving Loan Fund Advisory Committee; Natural Resources and Environmental Protection Advisory Committee; Tourism, Historic Preservation, and Recreation Advisory Committee; and Homeland Security Council.

These Committees shall conduct business at least once a year, or as deemed necessary, and at such intervals determined by the Committee or Council as approved by the Executive Committee, at a place, time, and date designated by advance notice as determined by each Committee.

B. Committee Membership

The Executive Committee shall by majority vote appoint all members of Functional Advisory Committees, unless otherwise required. Nominations for those members representing a specific geographic area shall be made by Board of Directors members representing that area. Notices of vacancies in Committee membership shall be sent to the Board of Directors members representing the area in which the vacancy exists. Should there be no response from these Board members within thirty (30) days; the Committee may nominate persons for membership.

Membership on each Functional Advisory Committee shall be composed of Directors and those persons from the area who are willing to serve and contribute to the purpose of the ADD.

C. Committee Composition

Each Committee shall have a Chair, Vice-Chair and other such officers as deemed necessary by the Committee. The Chair of each Committee shall be an elected official on the Board of Directors, appointed by the Chair of the Board, with the consent of the Executive Committee. The only exception to this rule may be the Aging Council which may have a chair that happens to not be an elected official.

D. Committee By-Laws

All Functional Advisory Committees may, operate under By-Laws to be approved by the Executive Committee, if such By-Laws are required by law or deemed necessary.

E. Committee Actions

Recommendations and other actions of functional advisory committees established under this Article are not binding on the Board of Directors until adopted by that body or the Executive Committee.

F. Joint Committee Meetings

In the event that two or more Functional Advisory Committees should meet jointly to collaborate on matters of interest to the region or to expedite the efficiency of operations, the Committees may conduct a joint committee meeting. Except otherwise specified under these By-Laws, the proceedings of the joint meetings shall be governed by the same rules as governed by each Committees' By-Laws, so far as they are applicable and do not conflict with one another.

1. Presiding Chair: The Chair of each Committee shall alternate, meeting by meeting, which shall preside.

2. Agenda Items: The Committees shall meet jointly to collaborate on matters of interest and/or conduct regularly scheduled business if applicable.

3. Quorum: The Committees shall follow each Committees By-Laws for a quorum. Each Committee must have a quorum to take separate actions.

4. Action: The Committees shall make motions and take actions separately. If an action item is not applicable to a Committee, a motion and action will not be taken.

5. Separation of the Vote: A separate voice vote of the Committees shall be taken for each applicable action item. If an action item is not applicable to a Committee, a vote will not be taken for said Committee.

Section 2: Regional Planning Council

A. Council 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 insure 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.

B. Council Composition

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. At its first regular meeting in each year, 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.

C. Council Meetings

The council shall meet at the call of the president, but at least quarterly in each year.

D. Council By-Laws

The Regional Planning Council shall adopt by-laws to be approved by the Executive Committee.

E. Council Actions

Recommendations and other actions of the Regional Planning Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 3: Regional Transportation Committee

A. Committee Purpose

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

B. Committee Composition

The Regional Transportation Committee shall have a broad-based membership as required in the Kentucky Transportation Cabinet Annual Work Plan for the Gateway ADD. The Regional Transportation Committee shall have at least 10 members. The ADD Board of Directors Chair shall name the Committee Chair and Vice-Chair.

C. Committee Meetings

The Regional Transportation Committee shall meet as required by the Kentucky Transportation Cabinet Annual Work Plan for the Gateway ADD.

D. Committee By-Laws

The Regional Transportation Committee shall adopt by-laws to be approved by the Executive Committee.

E. Committee Actions

Recommendations and other actions of the Regional Transportation Committee are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 4: Area Agency on Aging and Independent Living / Human Service Advisory Council

A. Council Purpose

The Area Agency on Aging and Independent Living (AAAIL) 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 committee shall function as required by the Older Americans Act of 1965 as amended and 910 KAR 1:220.

B. Council Composition

The AAAIL 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 AAAIL Advisory Council shall have at least 10 members. Council members from each county in the region are appointed by their Judge/Executive or Mayor of the County Seat, with concurrence from the Executive Committee. The ADD Board of Directors Chair shall name the Council Chair, Vice-Chair, Secretary, and any other Executive Committee members.

C. Council Meetings

The Area Agency on Aging Advisory Council shall meet as required.

D. Council By-Laws

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

E. Council Actions

Recommendations and other actions of the Gateway Area Agency on Aging Advisory Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 5: Gateway Area Water Management Council

A. Council Purpose

The Gateway Area Water Management Council shall monitor water and wastewater planning within the District. The Water Management Council shall operate in accordance with KRS 151 and 224A, as revised by the 2000 Kentucky General Assembly; Senate Bill 409.

B. Council Composition

The Gateway Area Water Management Council membership shall consist of the county Judges/Executives within the ADD, the mayors of municipalities that operate either a water or wastewater system within the ADD, the water and wastewater utility managers and/or operators within the ADD and representatives from the health departments within the ADD. Cities with a population greater than 1,000 based on the most recent federal decennial census, and are not a water supplier or distributer, may also select one representative or choose to be represented by another member of the planning Council. The Council shall have at least 10 members. The ADD Board of Directors Chair shall name the Council Chair and Vice-Chair. Other offices shall be elected by the Council.

C. Council Meetings

The Gateway Area Water Management Council shall meet as required, but no less than as outlined in the KIA contract if applicable.

D. Council By-Laws

The Gateway Area Water Management Council shall adopt by-laws to be approved by the Executive Committee.

E. Council Actions

Recommendations and other actions of the Gateway Area Water Management Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

Section 6: Audit and Finance Committee

A. Committee Purpose

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

B. Committee Composition

The Executive Committee will serve as the Audit and the Finance Committee.

C. Committee Meetings

The Audit Committee shall meet as necessary to address the audit needs of the GADD. Notice will be given five (5) days in advance. A quorum will consist of three members.

Section 7: Regional Economic Development Committee

A. Committee Purpose

The Committee (RED) 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, business retention and expansion, new business recruitment, labor recruitment and related legislation as well as suitable sites for commercial, industrial, tourism and related development. The Committee will review the merit of loan applications, approve micro-loans, and make recommendations on larger loans from the Gateway Revolving Loan Fund(s) to the GADD Board of Directors. This Committee was created to fulfill requirements of the federal Economic Development Administration.

B. Committee Composition

Membership 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 will total at least ten (10) members with all counties participating as well as interested groups being represented. Committee members from each county in the region are appointed by their Judge/Executive or Mayor of the County Seat, with concurrence from the

Executive Committee. The ADD Board of Directors Treasurer will serve as Chair for the committee. The ADD Board of Directors Chair shall name the Committee Vice-Chair, Secretary, and any other Executive Committee members.

C. Committee Meetings

The Committee shall conduct meetings as determined by the Committee, upon call of the Chair, or at the direction of the ADD Board of Directors.

Section 8: Natural Resource and Environmental Protection Advisory Committee

A. Committee 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.

B. Committee Composition

Membership shall consist of interested persons of the five (5) county area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership will total at least ten (10) members with all participating counties as well as interest groups being represented. Each County and Each County Seat City will appoint a member on this committee.

C. Committee Meetings

The Committee shall conduct meetings as determined by the Committee, upon call of the Chair, or at the direction of the ADD Board of Directors.

Section 9: Tourism, Historic Preservation, and Recreation Advisory Committee

A. Committee Purpose

The purpose of this committee (THRAC) is the joint development of recreational opportunities, promoting tourist attractions and preserving the historic heritage of the Gateway region. The committee works with and advises the ADD 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.

B. Committee Composition

Membership shall consist of interested persons of the five (5) county area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership will total at least ten (10) members with all participating counties as well as interest groups being represented. Each County and Each County Seat City will appoint a member on this committee.

C. Committee Meetings

The Committee shall conduct meetings as determined by the Committee, upon call of the Chair, or at the direction of the ADD Board of Directors.

Section 10: Homeland Security Council

A. Committee Purpose

This Council 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 Council 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 Council also directs the periodic update of the Regional Hazard Mitigation Plan, as required by federal regulation, and oversees hazard mitigation projects.

B. Committee Composition

Membership shall consist of interested persons of the five (5) county area who are willing to give of their time and talents to promote the objectives and purposes of the Council. The membership will total at least ten (10) members with all participating counties as well as interest groups being represented. Each County and Each County Seat City will appoint a member on this committee.

C. Committee Meetings

The Committee shall conduct meetings as determined by the Committee, upon call of the Chair, or at the direction of the ADD Board of Directors.

Section 11: 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 ADD of all notes, moneys, valuables, checks, drafts, bonds, and other instruments received by the ADD 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 ADD's Fiscal Policies approved 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, the Chair, or the 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 ADD shall be bonded at the ADD'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 and Finance Committee to appoint a public accountant, not an employee of the Board or a Board member, to examine and audit the accounts of the Gateway 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.

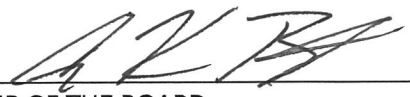
Section 2: Amendments

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 five (5) business days or seven (7) calendar days prior to the meeting at which said amendments are scheduled to be acted upon.

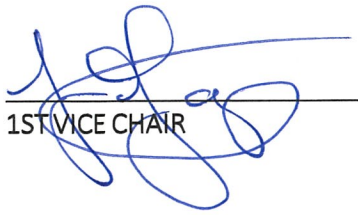
Section 3: Effective Date of Adoption

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.

Adopted by the Gateway ADD Board of Directors on Tuesday, August 26, 2025.



CHAIR OF THE BOARD



1ST VICE CHAIR

Effective: January 31, 2017
Revised: April 26, 2022
Revised: August 26, 2025