

**BRECKINRIDGE COUNTY UNITED INCORPORATED**  
**BY LAWS**

**ARTICLE I: GENERAL**

**1.1 Name** – The name of the corporation shall be Breckinridge County United, Incorporated (BCU).

**1.2 Principal Office** – The principal office shall be in the city of Hardinsburg, Breckinridge County, KY.

**ARTICLE II: BOARD OF DIRECTORS**

**2.1 General Powers** – The Board of Directors shall manage the business affairs of the corporation. The Board of Directors may from time to time delegate such authority pursuant to the provisions of these bylaws or, in any manner, permitted under applicable law.

**2.2 Composition of the Board** – Breckinridge County United shall be governed by a Board of Directors to consist of the following voting members:

1. One member appointed by the Breckinridge County Chamber of Commerce who shall be a member thereof;
2. One member appointed by the Breckinridge County Industrial Authority who shall be a member thereof;
3. One member appointed by the Judge Executive who shall be a member of the Fiscal Court;
4. The Superintendent of Breckinridge County Schools, or an employee appointed by the Superintendent of Breckinridge County Schools;
5. The Superintendent of Cloverport Schools, or an employee appointed by the Superintendent of Cloverport Schools;
6. The Principal of the Breckinridge County Area Technology Center, or an employee appointed by the Principal of the Breckinridge County Area Technology Center;
7. One member representing the Agriculture sector whose main business is Agriculture as approved by the BCU board who will serve a term of three (3) years;
8. One member representing the Healthcare sector whose main business is Healthcare as approved by the BCU Board and will serve a term of three (3) years;
9. Other members (up to five) selected from the fields of business and industry.

The following shall also be ex-officio members of Breckinridge County United:

- (1) Judge Executive of Breckinridge County, unless the Judge Executive has appointed themselves as a voting member;
- (2) Mayor of Cloverport;
- (3) Mayor of Hardinsburg;
- (4) Mayor of Irvington.

The Judge Executive and Mayors shall serve on the Board of Directors for the duration of their terms in elected office. All appointed Board of Director members should serve for three (3) year terms. Members are able to serve more than one term with approval of the Board of Directors. All appointments and elections will be determined at the June Board of Directors meeting.

The Board of Directors will establish, develop, implement and maintain a Strategic Plan and Strategic Planning Process, recruit and hire necessary staff and perform other actions regarding the operational and policy making activities necessary to fulfill the goals, objectives, and mission of Breckinridge County United.

In the event of any vacancy in the Board of Directors appointed by the Breckinridge County Fiscal Court, Breckinridge County Industrial Authority, or the Breckinridge County Chamber of Commerce (whether by death, disability, resignation, or any other reason), the entity in which that individual represented shall appoint a replacement to serve the remaining balance of the term of the director whose vacancy is being fulfilled; provided that such successor meet the same qualifications set out in Article II above or, in the case of the Breckinridge County Chamber of Commerce, a member and such successor must have received the approval of the governing body of that entity.

**2.3 Voting** – Each director shall have one vote with the exception of the ex-officio members outlined in Article 2 Section 2. Unless otherwise provided herein, a vote of a majority of Directors in attendance at a meeting of the Board of Directors at which a quorum is present shall be required to approve any action for which Board approval is required under these bylaws. Directors may participate in a meeting by means of conference, telephone, or similar communication equipment by means of which each participant in such meeting can hear each other participant in such meeting. Said conference call shall constitute presence in person by such director at each meeting.

**2.4 Quorum** – A quorum of the Board of Directors shall consist of five (5) voting members of the Board of Directors.

**2.5 Meetings** – Regular meetings of the Board of Directors shall be held once a month at a predetermined date and time. Special meetings of the Board may be called from time to time by a majority of the voting members of the Board of Directors and three (3) days advance notice.

If absent from the meeting activity, the Judge Executive and the Mayors may be represented by appointee. The appointee must be a member of the respective local government's legislative

body. The County Judge Executive and the Mayors must identify their appointee to the Board of Directors at the beginning of each fiscal year and this person will be allowed to represent them for the duration of the corporation's fiscal year. While the term of the appointment is limited to one (1) year, there is no limit to the number of terms a person can serve.

The County Judge Executive and Mayors may replace their appointee during the year, but only upon the approval of a majority of the corporation's directors, evidenced by a vote of the directors taken at a regular or special called meeting of the voting members of the Board of Directors. During a meeting activity where the Judge Executive or the Mayors are absent, their appointed representative will have the same rights and privileges afforded to the Judge Executive and the Mayors, including voting privileges, and their attendance will qualify for the purpose of constituting a quorum.

**2.6 Notice of Meeting** – All meetings of the Board of Directors shall be preceded by three (3) days advanced notice specifying the time and place of the meeting and summarizing the primary agenda items for such meetings. Such notice may be given in writing or by telephone. Notice shall be voluntarily waived by any Board of Directors member who is in attendance at the meeting of the Board of Directors for which adequate notice was not given.

**2.7 Removal of Director** – Any Board of Directors member, except the Judge Executive or Mayors, may be removed by a vote of the majority of the Board of Directors members with cause as set forth in the minutes. Poor attendance is grounds for removal, should any Board of Directors member miss more than three (3) consecutive meetings or more than six (6) meetings during the course of a fiscal year without sufficient cause.

**2.8 Other Committees** – Subject to the restrictions of applicable law, the Board of Directors shall have the authority to establish and appoint members to such other committees of the Board of Directors as it may from time to time deem appropriate for the operation of the corporation.

**2.9 Board Member's Compensation** – Members of the Board of Directors shall not receive financial compensation for their services on the Board of Directors. Out-of-pocket expenses incurred by the Chairman or other members of the Board of Directors in their official conduct, shall be reimbursed upon presentation of a report of the expenses and related receipts to the corporation's secretary.

**2.10 Board Policy** – The Board of Directors shall adopt such rules and regulations as may be required to conduct the affairs of the corporation. The Board of Directors is vested with the government and policy making responsibilities of the corporation.

**2.11 Procedures** – The procedures of the Board of Directors shall be governed by and conducted according to the latest rules of Robert's Rules of Order as revised.

### **ARTICLE III: OFFICERS**

**3.1 Designation** – The officers of the corporation shall consist of

- (i) Chairman of the Board;

(ii) Vice-Chairman;

(iii) Secretary/Treasurer.

**3.2 Chairman** – The Chairman of the Board shall preside over all meetings of the Board of Directors and shall oversee the affairs of the Board of Directors. The Chairman, or his designee, shall be the chief spokesperson of the corporation and shall, after approval of the Board of Directors, sign all contracts, deeds, and other legal documents on behalf of the corporation.

**3.3 Vice-Chairman** – The Vice-Chairman shall act on behalf of the Chairman in the absence of the Chairman or in the event the Chairman is unable to fulfill the responsibilities due to illness or other incapacity. The Vice-Chairman shall also assume such other duties as may be delegated to the Vice-Chairman from time to time by the Board of Directors.

**3.4 Secretary/Treasurer** – The Secretary/Treasurer shall be primarily responsible for overseeing the books and record of the corporation. The Secretary/Treasurer shall have the responsibility for overseeing the investment and expenditure of the corporation's funds and the maintenance of the financial records of the corporation. The Secretary/Treasurer shall also assume such duties as may be delegated to the Secretary/Treasurer from time to time by the Board of Directors.

**3.5 Compensation** – The Chairman, Vice-Chairman, and Secretary/Treasurer shall all serve without compensation for their services in said capacities, but they shall be entitled to reimbursement of reasonable out-of-pocket expenses incurred by them in the course of performing said duties.

**3.6 Terms** – The Chairman, Vice-Chairman, and Secretary/Treasurer shall be elected to one (1) year terms at each June meeting of the Board of Directors. An individual can be elected to successive terms in any office and can serve in the capacity of more than one office at the same time. A nominating committee elected by the Board of Directors may nominate candidates for the office of Chairman, Vice-Chairman, and Secretary/Treasurer.

**3.7 Qualifications** – The Chairman, Vice-Chairman, and Secretary/Treasurer must be members of the Board of Directors at the time they are elected to office.

**3.8 Removal** – Any officer may be removed from office prior to the expiration of his or her term with or without cause by a vote of a majority of the other members of the Board of Directors. Vacancies in any of those offices may be filled by action of the Board. Any person elected to fill such vacancy shall serve in such office through the remainder of the unexpired term.

#### **ARTICLE IV: PRESIDENT/COO/EXECUTIVE DIRECTOR**

**4.1 Job Specification** – The Executive Director shall be an at will employee of the Board of Directors; however, this provision shall not interfere with the Board of Directors entering into a contract of employment for a term of years. The Executive Director shall serve at the pleasure of the Board of Directors and report directly to the Board of Directors. The Executive Director shall be responsible for day-to-day operations of the corporation and shall oversee all activities of the corporation.

**4.2 Voting** – The Executive Director shall be an ex-officio non-voting member of the Board of Directors.

**4.3 Compensation** – The Executive Director shall receive financial compensation for their services to the corporation. The salary range will be competitive and commensurate with qualifications, plus incentives and benefits.

## **ARTICLE V: CORPORATE FINANCES**

**5.1 Funds** – All money received by the corporation shall be governed by guidelines promulgated from time to time by the Board of Directors. All money received by the corporation shall be placed in a general operating fund and such special accounts as the Board of Directors may designate.

**5.2 Debts** – The borrowing of funds by the corporation shall be restricted to those borrowings as are authorized by guidelines promulgated from time to time by the Board of Directors.

**5.3 Audits** – The Board of Directors may cause to be conducted an annual audit of the financial records of the corporation, such audit to be conducted by an independent accounting firm selected by the Board of Directors.

**5.4 Fiscal Year** – The fiscal year of the corporation shall begin July 1<sup>st</sup> and close June 30<sup>th</sup>.

## **ARTICLE VI: AGENTS, EMPLOYEES, CONSULTANTS**

**6.1 Professional Services** – The Corporation may from time to time engage or employ persons or entities to assist the corporation in implementing its programs and purposes. Any such engagement or employment in the terms thereof; shall be subject to the approval of the Board of Directors. In this regard, the Board of Directors may but is not required to expressly delegate its rights of approval to one or more members of the Board of Directors.

## **ARTICLE VII: LIABILITIES**

**7.1 Indemnification** – The Corporation shall indemnify and may advance expenses to all directors, officers, employees, or agents of the corporation who are or were threatened to be made a Defendant or a Respondent to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a director, officer, employee, or agent of the corporation. Such indemnification and advances of expenses shall be to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law. In addition to the foregoing, the corporation shall, by action of the Board of Directors, have the power to indemnify and to advance expenses to all directors, officers, employees, or agents of the corporation who are or were threatened to be made a Defendant or Respondent to the proceeding

in such amounts, on such terms and conditions and based upon such standards and conduct as the Board of Directors may deem to be in the best interest of the corporation.

**7.2 Insurance** – The Corporation shall obtain sufficient insurance to cover the indemnification in Article VII, Section 7.1.

## **ARTICLE VIII AMENDMENTS**

**8.1 Revisions** – These bylaws may be amended or altered by a majority of the Board of Directors present at the regular or special meeting of the corporation called for that purpose, provided that proper notice has been given to the entire Board of Directors.

ADOPTED AND RATIFIED BY THE BOARD MEMBERS,

On this 6<sup>th</sup> day of February, 2007

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Drew Hawley, Chairman

ATTEST:

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Dan Drane, Secretary/Treasurer

Amended 1/15/09

Amended 9/10/09

Amended 10/14/11

Amended 1/29/2016

Amended 1/17/2019



