BY-LAWS OF NORTHERN KENTUCKY AREA DEVELOPMENT DISTRICT

ARTICLE I

NAME, AREA AND PURPOSE

Section 1: Name

This organization shall be known as the Northern Kentucky Area Development District (hereinafter called ADD), a public agency of the Commonwealth of Kentucky duly created and existing under and by virtue of the laws of the Commonwealth of Kentucky - KRS-l47A.

Section 2: Area

The area comprising the Northern Kentucky Area Development District shall include unincorporated portions, communities and cities within the counties of Boone, Campbell, Carroll, Gallatin, Grant, Kenton, Owen and Pendleton Counties, hereinafter called the Area.

Section 3: Purpose

The Northern Kentucky Area Development District is organized exclusively for charitable, developmental and supportive purposes, including, for such purposes as the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. 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 economic, environmental, , health, human and infrastructure.

No part of the net earnings of the Northern Kentucky Area Development District shall inure to the benefit of; or be distributable to its members, trustees, officers, or other private persons, except that the Northern Kentucky Area Development District shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Northern Kentucky Area Development District as an entity shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Northern Kentucky Area Development District shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue

Code, or corresponding section of any future federal tax code.

Section 4: Members

There will be two types of voting members: public officials and citizens. The method and selection of the members shall be as provided in Article II. The members shall be representative of the eight-county region. The two types of members shall have equal voting authority on the board and both shall be able to serve as board officers, but only public officials shall serve as board chair. The Corporation shall not be dissolved, nor shall the validity of any act of the Corporation or its members be in any way affected in the event of vacancies in the membership.

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 shall be composed or elected as follows:

A. The County Judge of each member county or their designated representative. The votes and commitments of the designee shall be considered to be binding upon the government he or she represents.

B. The Mayor (or their designee) of each city of the first, second and third class, (these are cities with a population at or exceeding 8,000 residents),located in the Northern Kentucky Area Development District shall be a member of the Board of Directors. In addition, one mayor or a designated representative from fourth, fifth or sixth class cities (incorporated cities with populations under 8,000 residents) shall be a member of the Board of Directors; chosen in the following manner every five years: In counties where there is more than one city in the latter category, a mayor or designated representative to serve will be chosen by a municipal league or similar organization (if such exists), or if this is not possible, then by mutual agreement of the County Judge and Mayor of the largest city by population in the last Census. The mayor of a city whose boundaries are within two counties shall be eligible in either county, but they shall represent one county.

   Any mayor elected to the Board of Directors may appoint, as may a county judge, an alternate to represent them upon their absence or inability to serve. Per KRS 147A.060, The designee of a mayor or county Judge/Executive shall be a member of the designator's respective legislative body or their staff. Other persons who are not elected officials or members of their staffs may be designated as representatives with the consent of that body. The votes and commitments of designees shall be considered to be binding upon the government or governments he or she represents. In order for an alternate to be eligible to serve in officer positions on the board, they must be approved by the legislative body of the community they represent as a “designee.” Officers will be elected by person, not by position.

C. Citizen members are to comprise not more than forty-nine percent (49%) of the board and shall be nominated by the County Judge Executive subject to approval by a majority of the Board voting in a regular or special meeting.

D. Citizen members appointed to the board by their respective county

Judge/Executive or fiscal court and approved by the NKADD board shall be apportioned as follows and according to the latest decennial census:

1. Each county shall have one citizen member appointed to the board.

2. Each county will also will receive 1 (one) additional citizen representative for every 25,000 people residing in the unincorporated area of the county.

E. Following the direction of 109 KAR 5:010 to make provision for reasonable representation of the larger minority group(s), females, low-income citizens and the principal economic interests of the district, one additional member of the Board of Directors will be nominated in the same terms as other citizen members by the Northern Kentucky Workforce Investment Board to focus on underrepresented individuals served by NKADD and/or its partners.

F. One member of the Kentucky House of Representatives and one member of the Kentucky Senate will be appointed by the board to join the NKADD board of directors as ex oficio (non-voting) members of the board on an annual basis as part of the annual election of officers.

Section 2: Term of Office

A. In the case of public officials - Mayors and County Judges - the terms of office as Directors of the ADD Board shall coincide with their elective terms of office.

B. Citizen members shall serve a term of three (3) years; said terms to expire on the day of the annual meeting of the Board.

Section 3: Powers, Duties and Authorities of the Board

The Board shall have those powers, duties and authorities granted to it by Kentucky Revised Statutes 147A.070, 147A.080, and 147A.090, and other statutes; and as may be provided otherwise by the Commonwealth of Kentucky and federal agencies.

Section 4: Removal of Board Members

Should cause for removal arise for any citizen board member due to direct conflict of interest, violation of law, conduct unbecoming of a board member of this organization or prejudicial to its purpose as outlined in Article I, Section 3, the board officers and/or the Executive Director will first reach out to the appointing entity to outline concerns regarding the actions or behavior of the individual with request for suspension or revocation of the appointment.

Should the fiscal court appointing the citizen member in question fail to take action to remedy the situation or remove the appointee, the citizen member may be removed at any time, for cause, by a two-thirds (2/3) majority vote of the Board provided he or she has been notified 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.

C. Conduct unbecoming a Board member of this organization or prejudicial to its purpose in Article I, Section 3, hereinabove, or,

D. Failure to attend three (3) consecutive meetings without written excuse acceptable to the Board.

Section 5: Filling of Vacancies

Any vacancy on the Board, however occasioned, shall be filled pending the usual election of their successor if the Director is a County Judge, Mayor or designee. If the vacancy occurs in a citizen director's position such vacancy shall be filled by nomination of the County Judge/Executive and election by a majority of the Board voting in a regular or special meeting. In the event that less than sixty (60) 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 held in a place, date and time as designated by the Board.

Section 2: Regular Meetings

Meetings of the Board shall be scheduled and such meetings shall be held on the fourth Thursday of each month at the NKADD offices, located at 22 Spiral Drive, Florence, Kentucky, or at such date, time, and place as prescribed by the notice of said meeting. At all Board meetings a simple majority of all Board members 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 Board members shall be the basis for determining a quorum.

Should a member need to attend virtually, per KRS 61.826, virtual attendance is allowed as long as the board member's camera remains turned on while the business of the meeting is taking place. NKADD will follow all open records and public meeting rules in state statute, regulation and as issued by the Kentucky Attorney General's office.

Section 3: Special Meetings

Special Meetings of the Board will be held on the call of the Board and/or Chair of the Board. The time, date, place and agenda of said Special Meeting shall be distributed at least, forty-eight (48) hours prior to the meeting. Notice shall be provided in a means determined by the Board and can include regular mail and/or electronic communications. Depositing such notice, duly stamped, first class mail and addressed to address recorded on the Official Register shall be deemed in compliance with the notice requirements; or if electronic means are used, documentation of the electronic correspondence to the electronic address on file for each Board member. The meeting agenda will also be posted in a conspicuous location at the NKADD office no fewer than 24 hours before the meeting. At special meetings, only the items on the agenda may be discussed.

Section 4: Notice Requirement

Notice of the Annual Meeting and Regular Meetings shall be distributed to each Board member not less than seven (7) days prior to the meeting. Notice shall be provided in a means determined by the Board and can include regular mail and/or electronic communications.

Section 5: Attendance Requested

Any Board member with poor meeting attendance shall be contacted, at the discretion of, and by, the Chair of the Board or a person or committee appointed by the Chair and they shall determine his/her intention to continue their activities on the Board. A report shall be given the Board of Directors at their Regular Meeting or Special Meeting at which time the Board may vote to follow procedures for removal of a citizen board member as outlined in Article II, Section 4 of this document. Then, the procedure as outlined in Article II, Section 5 filling vacancies shall be in effect.

Section 6: Parliamentary Procedure

The current edition of Robert's Rules of Order shall govern the proceedings of all meetings except as provided herein or as otherwise provided by the Board or Kentucky Revised Statutes.

ARTICLE IV

OFFICERS

Section 1: Officers of the Board

The Officers of the Board of Directors shall be a Chair of the Board, First Vice-Chair of the Board, Second Vice-Chair of the Board, Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable.

Section 2: Election of Officers and Term of Office

The Chair of the board may appoint an ad hoc nominations committee to present a slate of officers for consideration by the full board of directors by July of each year. Elections shall occur no later than August of each year, with officers taking their newly elected positions in September of each year, typically at the annual meeting of the board.

The Officers shall be elected by the Board and they shall hold office for one year or until their successors have been elected and qualified; however, if the Board shall decide to name another officer in accordance with its privileges outlined heretofore in the by-laws, the Board may provide when and for what term they shall be elected. In the event of a vacancy occurring during the period for which an officer has been elected, then the Board shall fill such vacancy at the next Regular Meeting or sooner at a Special Meeting of the Board. Any officer elected or appointed by the Board may succeed themselves in office, but no officer shall serve more than two consecutive terms in the office to which he is elected not including that portion of a term of office to which they were appointed due to that office sustaining a vacancy.

Section 3: Removal of an Officer

An officer of the Board may be removed for inefficiency, malfeasance, misfeasance or conflict of interest at any time by the majority vote to the entire membership of the Board of Directors provided that written charges are submitted to the officer within thirty (30) days prior to such action. The person so removed shall have a right to appeal to the Circuit Court.

Section 4: Eligibility of Officers

Any member of the Board shall be eligible to hold office.

Section 5: Expenses

Allocations for expenses of the Officers and of the Other Board members for board-

related travel or accommodations shall be budgeted annually, pending projected funding availability. Any payments for board member expenses not already budgeted shall be determined and subject to authorization by the Board.

Any board member that has incurred expenses as part of their board service shall submit receipt and request for reimbursement to the Director of Finance within 60 days, or prior to June 30.

ARTICLE V

POWERS, DUTIES AND AUTHORITIES OF OFFICERS

Section 1: Chair of the Board

The Chair shall be the Executive Officer of the Board of Directors and the Executive Committee of the Board. They shall preside at all meetings of the Board of Directors and the Executive Committee.

The Chair shall have general and active management of the business of the Board and shall see that all orders, policies and resolutions of the Board of Directors are carried into effect. They shall also perform other duties as may from time to time be delegated by the Board.

Section 2: Vice-Chair of the Board

The Vice-Chair shall preside at meetings of the Board of Directors and the Executive Committee in the event of the Chair's absence, illness, absence from the State or inability to perform their duties. They shall also assume all the responsibilities of the Chair as hereinbefore enumerated in event the Chair is ill, absent or otherwise unable to perform. The vice-chair shall also perform duties as may from time to time be delegated by the Board.

Section 2.1

The Second Vice-Chair shall preside at meetings of the Board of Directors and the Executive Committee in the event of the Chair's and Vice-Chair's absence, illness, absence from the state or inability to perform their duties. They shall also assume all the responsibilities of the Chair as hereinbefore enumerated in the event the Chair and the Vice-Chair are ill, absent, or otherwise unable to perform. The second vice-chair shall also perform duties as may from time to time be delegated to him by the Board.

Section 3: Secretary/Treasurer of the Board

The Secretary/Treasurer shall be responsible for the records of the Board, the minutes of the meetings of the Board, and the Official Register of the membership and the Board of Directors. The Secretary/Treasurer shall notify officers, committees and delegates of their elections or appointments. They shall read the minutes of each business session. The Secretary/Treasurer may delegate any and all of these duties to a member of the staff if he or she so desires; however, such delegation does not relieve the Secretary/Treasurer of their responsibilities.

The Secretary/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. They shall also perform duties as may from time to time be delegated to them by the Board.

Section 4: Administrative Officer and Staff

The Chief Administrative Officer of the ADD shall be the Executive Director who shall be appointed by the Board and serve at its pleasure. The Executive Director shall administer, direct, implement and otherwise carry out activities of the ADD and shall exercise those powers, duties and authorities as may be delegated to him or her by the Board.

ARTICLE VI

COMMITTEES

Section 1: Executive Committee

The Board shall have an Executive Committee made up of the officers of the Board, one representative from each of the eight counties, and the immediate past chair. All Executive Committee members shall be chosen by a majority vote of the Board from among the membership of the Board. The fifty-one percent (51%) elected officials proportion shall be maintained on the Executive Committee.

A. A quorum of the members of the Executive Committee including at least one officer shall be considered sufficient for an official meeting. If a vacancy occurs for any reason, the remaining Board members shall be the basis for determining a quorum.

B. A summary of the minutes of Executive Committee meetings shall be mailed or transmitted electronically no less than seven days prior to regularly scheduled Board meetings.

C. The Executive Committee shall meet for special reasons on call of the Chair in accordance with Article III, Section 3.

D. The Executive Committee may be authorized by the Board to conduct the business of the Board including but not limited to the management of the financial assets and obligations of the ADD, to guide the activities of the ADD between meetings of the Board and to perform other such duties as the Board might delegate to it.

E. The alternate of a public official may not serve on the Executive Committee in the absence of the public official.

F. Duties of the Executive Committee shall include but not be limited to the following:

1) Review the annual audit report with the agency auditor and make appropriate recommendations to the board of directors.

2) Review the agency's monthly financial statements and make appropriate recommendations to the board.

3) Serve as a personnel committee and make appropriate recommendations to the board.

4) Function as a sounding mechanism to the executive director with regard to finance

and administration related matters.

Section 2: Standing Councils

The Board may function normally through the reports and recommendations of its Standing Councils which, in addition to the Executive Committee, may include but are not limited to areas related to community and economic development, independent living for older adults and people with disabilities, and workforce development. .

Section 3: Ad Hoc Committees

The Board may authorize special purpose or Ad Hoc Committees such as a Nominating Committee, which shall terminate their function upon completion of the task so authorized by the Board or at such time deemed appropriate by the Board and/or the Chair of the Board.

Section 4: Council Membership

The Board of Directors shall provide for the composition and election of Councils' membership unless otherwise provided within the By-Laws or by State and Federal requirements.

The Chair of the NKADD Board of Directors may appoint from the existing membership of the Board, the chairpersons of NKADD's Advisory Councils. Should a local subject matter expert be deemed the best candidate to chair an advisory council, that person will assume a position on the NKADD board for their term as chair of the advisory council.

ARTICLE VII

DEPOSITS, DISBURSEMENTS, BOND AND AUDIT

Section 1: Deposits

Deposits to the credit of the ADD of all notes, monies, valuables, checks, drafts, bonds, and other instruments received by the ADD shall be made in such banks and depositories as the Board may from time to time designate. All such deposits shall be made in a manner as prescribed by resolution of the Board.

Section 2: Financial Assets and Disbursements of Funds

A. The Secretary/Treasurer of the Northern Kentucky Area Development District shall be the custodian of all funds and financial assets of the Northern Kentucky Area Development District.

B. The Secretary/Treasurer of the Northern Kentucky Area Development District shall be the Disbursement Officer of all funds of the ADD, and he shall oversee all disbursements as provided by the Administrative Regulations governing the Northern Kentucky Area Development District.

C. The Secretary/Treasurer shall insure that at least on a quarterly basis, financial reports are provided to the Board.

Section 3: Bonding Required

Any officer or employee of the Board handling money or securities of the ADD shall be bonded at the Board's expense in the amount as determined by the Board and/or laws of the Commonwealth of Kentucky.

Section 4: Audit

It shall be the duty of the Board of Directors to appoint an independent certified public accountant, not an employee of the Board or a Board member, to examine and audit the accounts of the Northern Kentucky Area Development District.

ARTICLE VIII

AMENDMENTS AND EFFECTIVE DATE

Section 1: Amendments

Amendments to these by-laws shall be made by adoption by a majority of the entire membership of the Board, provided that all proposed changes are distributed to the entire membership of the Board by mail, or electronic means, at least seven (7) days prior to the meeting at which said amendments are scheduled to be acted upon. Compliance with this notice requirement only shall require the deposit of said notice in the mail giving the address of each Director as shown on the Official Register, or if electronic means are used, documentation of the electronic correspondence to the electronic address on file for each director.

Section 2: Effective Date of Adoption

The by-laws shall be in effect immediately upon adoption by a majority of those present members of the Board. Subsequent amendments to these by-laws shall become effective immediately upon their adoption by a majority of the Board as prescribed hereinabove.

ARTICLE IX

DISTRIBUTION AND DISSOLUTION

Section 1: Distribution on Dissolution

Upon the dissolution of the Northern Kentucky Area Development District, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to federal, state, and local governments or to a 501(c)(3) organization for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Northern Kentucky Area Development District is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AMENDMENTS

Amendment: Article II, Section 1, September 27, 1973

Amendment: Article IV, Section 2, November 21, 1974

Amendment: Article VII, Section 2 B, C, January 23, 1975

Amendment: Article II, Section 1, added Paragraph D, February 23, 1978

Amendment: Article II, Section 2, Paragraph 1 & 2, February 23, 1978

Amendment: Article VI, Section 1, Paragraph B, February 23, 1978

Amendment: Article VI, Section 4, add Paragraph 2, February 23, 1978

Amendment: Article I, Section 4, August 26, 1982

Amendment: Article II, Section lF, addition - February 27, 1986

Amendment: Article II, Section lF, addition - February 27, 1986

Amendment: Article VI, Section 1, change - February 27, 1986

Amendment: Article VI, Section lA, change - February 27, 1986

Amendment: Article VI, Section 2, addition - January 27, 1988

Amendment: Article VI, Section lF, addition - February 25, 1988

Amendment: Article I, Section 3, amended - December 3, 1998

Amendment: Article IX, Section 1, addition - December 3, 1998

Amendment: Article IV, Section 1, changed - September 27, 2001

Amendment: Article IV, Section 2, September 27, 2001

Amendment: Article V, Section 3, September 27, 2001

Amendment: Article V, Section 4, September 27, 2001

Amendment: Article V, Section 5, deleted - September 27, 2001

Amendment: Article VII, Section 2, September 27, 2001

Amendment: Major revisions, May 27, 2010

Amendment: Major revisions, March 27, 2025

Adopted on March 27, 2025 by the Board of Directors

of the Northern Kentucky Area Development District

Chair of the Board

Attest:

Secretary/Treasurer of the Board