

AGENDA

**KENTUCKY OHIO RIVER REGIONAL RECREATION AUTHORITY
BOARD MEETING**

LOCATION: Galt House Hotel
Breathitt Room
140 N Fourth Street
Louisville, KY 40202

DATE: November 13, 2024

TIME: 9:00 a.m.

CALL TO ORDER Interim Chair

ROLL CALL Interim Chair

I. BUSINESS

- A. KORRRA Statutes & Sample By-Law discussion. Aaron Jones & Matt Stephens
- B. Resolution authorizing election of the chair, vice chair, vice chair, secretary, treasurer, and any other officers. Interim Chair
- C. Consideration of the 2025 KORRRA Board Meeting schedule. Interim Chair

II. ANNOUNCEMENTS/NOTIFICATIONS

- D. Announcement of next KORRRA Board Meeting Interim Chair

ADJOURNMENT

**Kentucky Ohio River Regional Recreation Authority
Board Members**

The Honorable Gary Moore
Boone County Judge/Executive

The Honorable Steve Pendery
Campbell County Judge/Executive

Mr. David Smith, Director of Legislative Services
Daviess County Judge/Executive Designee

The Honorable Kris Knochelmann
Kenton County Judge/Executive

Ms. Deborah Bilitski, President & Executive Director, Waterfront Park
Louisville-Jefferson County Metro Government, Mayor Designee

The Honorable Owen McNeill
Mason County Judge/Executive

Mr. Seth Wheat, Kentucky State Parks Director
Kentucky Tourism, Arts and Heritage Cabinet, Secretary Designee

Mr. Matt Sawyers, Commissioner
Department for Local Government

Ms. Jenny Gilbert, Legislative Liaison
Kentucky Department of Fish and Wildlife Resources, Commissioner Designee

The Honorable Ken Fleming
Kentucky House of Representatives

The Honorable TBD
Kentucky Senate

148.033 Definitions for KRS 148.033 to 148.039.

As used in KRS 148.033 to 148.039, unless the context requires otherwise:

- (1) "Authority" or "KORRRA" means the Kentucky Ohio River Regional Recreation Authority established in KRS 148.034;
- (2) "Board" means the board of directors of KORRRA;
- (3) "County" means a county, charter county, urban-county government, unified local government, or consolidated local government;
- (4) "Land" means roads, water, watercourses, buildings, structures, and machinery or equipment thereon when attached to the realty;
- (5) "Landowner" means a tenant, lessee, occupant, or person in control of the premises;
- (6) "Participating county" means a county that has qualified under KRS 148.034(5);
- (7) "Participating landowner" means a landowner who owns land in a participating county and has a contractual agreement with the KORRRA for trail development as part of the RA;
- (8) "Recreational Area" or "RA" means lands on which there is a system of recreational trails, including streams, rivers, and other waterways, and appurtenant facilities, including trailhead centers, parking areas, camping facilities, picnic areas, historic or cultural interpretive sites, and other facilities in Kentucky and designated by the KORRRA as part of the RA;
- (9) "Recreational purposes" means all-terrain vehicle riding, bicycling, canoeing, hiking, horseback riding, hunting, kayaking, motorcycle riding, rock climbing, fishing, swimming, archaeological activities, nature study, off-highway vehicle driving, pleasure driving, watersports, winter sports, visiting or viewing historical or scenic sites, and otherwise using land for purposes pertaining to recreation or trail activities; and
- (10) "Target county" means Ballard, Boone, Boyd, Bracken, Breckinridge, Campbell, Carroll, Crittenden, Daviess, Gallatin, Greenup, Hancock, Hardin, Henderson, Jefferson, Kenton, Lewis, Livingston, Mason, McCracken, Meade, Oldham, Pendleton, Trimble, or Union County.

Effective: July 15, 2024

History: Created 2024 Ky. Acts ch. 151, sec. 1, effective July 15, 2024.

Legislative Research Commission Note (7/15/2024). Under the authority of KRS 7.136, the reviser of statutes has renumbered the subsections in this statute during codification to place the terms in alphabetical order. The words in the text were not changed.

- (b) The commissioner of the Department for Local Government or his or her designee;
 - (c) The commissioner of the Department of Fish and Wildlife Resources or his or her designee;
 - (d) If an executive director of the authority has been employed under subsection (10) of this section, he or she shall serve as a nonvoting member, except in the event of a tie vote of the board;
 - (e) One (1) representative selected for each of the six (6) participating counties as provided in subsection (8) of this section, who shall be either:
 - 1. The county judge/executive or consolidated local government mayor; or
 - 2. The county judge/executive's designee or consolidated local government mayor's designee, who shall be an individual involved with economic development, tourism, recreation, or a related area within the county;
 - (f) One (1) state Representative who is from the KORRRA region shall serve as a nonvoting member, appointed to a two (2) year term by the Speaker of the Kentucky House of Representatives, and shall not serve another term consecutively with a prior term; and
 - (g) One (1) state Senator who is from the KORRRA region shall serve as a nonvoting member, appointed to two (2) year term by the President of the Kentucky Senate.
- (7) A county judge/executive or consolidated local government mayor shall only serve on the board while holding the office for which he or she was elected. If a county judge/executive or consolidated local government mayor ceases to serve as the county judge/executive or consolidated local government mayor prior to the end of his or her term, he or she shall be removed from the board, and his or her replacement as county judge/executive or consolidated local government mayor shall serve on the board for the remainder of the term.
- (8) (a) The nine (9) voting members of the board shall be:
- 1. The six (6) county judges/executive, consolidated local government mayor, or their designees, from different KORRRA participating counties as described in subsection (6)(e) of this section;
 - 2. The secretary of the Tourism, Arts and Heritage Cabinet or his or her designee;
 - 3. The commissioner of the Department for Local Government or his or her designee; and
 - 4. The commissioner of the Department of Fish and Wildlife Resources or his or her designee.
- (b) The six (6) initial county representatives shall be the county judges/executive or consolidated local government mayor of Boone, Campbell, Daviess, Jefferson, Kenton, and Mason Counties or their designees in that order. The first three (3) representatives listed shall serve a three (3) year term as voting members, the next three (3) representatives shall serve a two (2) year term as voting members, and the remaining three (3) representatives shall serve a one

148.034 Kentucky Ohio River Regional Recreation Authority -- Purpose, powers, and duties -- Sunset -- Membership -- Meetings -- Executive director.

- (1) The Kentucky Ohio River Regional Recreation Authority is hereby created and established as an independent, de jure municipal corporation and political subdivision of the Commonwealth and shall exercise all of the powers that a corporation may lawfully exercise under the laws of the Commonwealth. The authority shall be a public body corporate and politic and an instrumentality of the Commonwealth, established with all the general corporate powers incidental thereto. The authority shall be attached to the Kentucky Department for Local Government for administrative purposes only. The authority shall be authorized for an initial period of five (5) years from July 15, 2024, and may be renewed by the General Assembly. The authority may adopt bylaws and administrative regulations, subject to KRS Chapter 13A, for the orderly conduct of its affairs.
- (2) The purpose of the authority is to establish, maintain, and promote a recreational trail system throughout the RA to increase economic development, tourism, and outdoor recreation for residents and visitors. The recreational trail system shall be located with significant portions of the system situated on private property made available for use through lease, license, easement, or other appropriate legal form by willing landowners.
- (3) The authority shall be governed by a board of directors consisting of representatives from participating counties and the Commonwealth as provided in this section.
- (4) The authority and the board shall become operational when eleven (11) target counties complete the requirements established by subsection (5)(a) of this section. When at least eleven (11) target counties become participating counties, the commissioner of the Department for Local Government shall notify the county judge/executive or consolidated local government mayor of each of the participating counties, as well as the board members described in subsection (6) of this section, that the requirements have been met for the authority and board to become operational. The commissioner shall also establish a date, time, and place for an initial organizational meeting of the board, and shall serve as interim chair of the initial organizational meeting until such time as a chair is elected. The chair shall be a resident of a participating county.
- (5) Any target county may become a participating county upon adoption of a resolution or ordinance by the governing body of the county specifically approving the county's participation in the KORRRA and submission of the adopted resolution or ordinance to:
 - (a) The commissioner of the Department for Local Government if the resolution or ordinance is adopted prior to the KORRRA becoming operational pursuant to subsection (4) of this section; or
 - (b) The KORRRA if the resolution or ordinance is adopted after KORRRA becomes operational.
- (6) The KORRRA board shall consist of the following members:
 - (a) The secretary of the Tourism, Arts and Heritage Cabinet or his or her designee;

- (1) year term as voting members.
 - (c) After each term ends, the voting county representative shall be replaced by one (1) of the county judges/executive, consolidated local government mayor, or his or her designee from one (1) of the target counties whose representative has not yet served as a voting member.
 - (d) After the third year of operation, each new voting member shall serve a term of three (3) years, then step down and let a representative from a county whose representative has not served as a voting member take his or her place.
 - (e) Once representatives from all participating counties within RA have each served one (1) term, the rotation shall begin again.
- (9)
- (a) The board shall meet at least once every quarter to elect officers, establish a regular meeting schedule, and perform other duties as may be prescribed in the authority's bylaws. The board chair may call special meetings at any time.
 - (b) Notice of each meeting shall be made in writing and delivered to board members at least seven (7) days before the scheduled meeting date. Electronic mail is an acceptable form of notice of special meetings, so long as it is sent to directors at least seven (7) days before the scheduled meeting date.
 - (c) Accommodations shall be made for remote attendance for each board meeting, whether regular or special, through means such as video conferencing, conference call, or similar services.
 - (d) The presence of a majority of the total voting members of the KORRRA board shall constitute a quorum. Vacant board positions shall be counted against the quorum total necessary for board action.
 - (e) Board meetings shall be held exclusively within the KORRRA participating counties, and each meeting shall be held in a different participating county until every participating county has hosted a meeting, at which time the cycle shall begin again.
- (10) The KORRRA board:
- (a) Shall elect a chair, vice chair, secretary, treasurer, and any other officers as established in the bylaws of the board;
 - (b) May appoint temporary and standing committees to accomplish the purposes of KRS 148.033 to 148.039 and shall clearly describe the role, responsibilities, and tenure of each committee so created;
 - (c) Shall adopt bylaws for the management and regulation of its affairs and all other matters necessary to effect proper management and accountability of the board. The bylaws shall include, at a minimum, the following:
 - 1. The powers and duties of the board's members and the manner and number of officers to be elected from among the board members; and
 - 2. The terms, conditions, and manner in which a board member will be removed.
 - (d) Shall review and approve an annual budget;
 - (e) Shall ensure that all administrative costs for operating the authority are paid from funds accruing to the authority. The authority, its board, and its staff

shall incur no liability or obligation beyond the extent to which revenues have been provided under KRS 148.033 to 148.039;

- (f) May seek administrative and management assistance through written agreement with state agencies, local area development districts, or local governing bodies until such time as the board has secured sufficient funding through grants, loans, fee systems, or any other funding source to hire staff; and
 - (g) Shall employ an executive director to act as its chief executive officer to serve at its will and pleasure.
- (11) The authority shall comply with the provisions of KRS Chapter 65A.
- (12) The executive director:
- (a) Shall be a person who is domiciled in a KORRRA participating county;
 - (b) May, with permission of the board and approval of the commissioner of the Department for Local Government or his or her designee, employ any other hourly personnel considered necessary and retain temporary services. Pay raises for any personnel shall require approval of the board and the commissioner of the Department for Local Government or his or her designee;
 - (c) Shall carry out plans to implement KRS 148.033 to 148.039 and to exercise those powers enumerated in the bylaws of the board;
 - (d) Shall, along with any staff with responsibilities so delegated by the executive director, ensure that all minutes, records, and orders of the authority and its board are complete and available for public inspection, if necessary;
 - (e) Shall prepare narrative and financial reports of the authority's fiscal obligations and submit these reports to the board at regularly scheduled meetings or as otherwise directed; and
 - (f) May cast a tiebreaking vote in board decisions, but shall not be permitted to cast a vote under any other circumstances. Until such time as an executive director is hired, the chairperson of the board shall make the final determination in the event of a tie vote of the board.
- (13) The executive director, all full-time or part-time personnel, all seasonal employees, and all contractual employees, if any, shall be paid from funds accruing to the authority and authorized in a budget approved by the board, unless the Department for Local Government has temporarily taken on the responsibility of paying any of those employees.
- (14) Board members shall serve without compensation, but may be reimbursed for actual and necessary travel expenses incurred in the performance of their duties, subject to Finance and Administration Cabinet administrative regulations. Board members may have their lodging reimbursed by KORRRA. Any reimbursement requests exceeding five hundred dollars (\$500) per person shall be submitted to the Department for Local Government for approval.

Effective: July 15, 2024

History: Created 2024 Ky. Acts ch. 151, sec. 2, effective July 15, 2024.

authority; however, contributions to a sinking fund during a fiscal year shall not exceed ten percent (10%) of the total fees collected during the prior year;

- (f) Sue and be sued, plead and be impleaded, and complain and defend in any court;
- (g) Make contracts and execute instruments necessary for carrying on its business, including contracts with any Kentucky state agency, the federal government, or any person, individual, partnership, or corporation to effect any or all of the purposes of KRS 148.033 to 148.039 as follows:
 - 1. Contracts shall go through a public bidding process;
 - 2. Contracts for one thousand dollars (\$1,000) or more shall be sent, with at least three (3) bids from separate entities, to the Department for Local Government for review and final approval;
 - 3. Bids from entities with KORRRA participating counties are to be given preference over competing bidders from outside of KORRRA participating counties; and
 - 4. If the Department for Local Government has not given a response in the form of an approval or rejection after five (5) business days from the date the department received the contract to be reviewed, it shall be considered approved;
- (h) Accept grants and loans from and enter into contracts and other transactions with any federal agency, regional commission, or state agency for accomplishing the purposes of KRS 148.033 to 148.039;
- (i) Borrow money and issue bonds, security interests, or notes;
- (j) Provide for and secure the payment of the bonds, security interests, or notes;
- (k) Provide for the rights of the holders of the bonds, security interests, or notes;
- (l) Purchase, hold, and dispose of any of its bonds, security interests, or notes;
- (m) Accept gifts or grants of property, security interests, money, labor, supplies, or services from any governmental unit or from any person, firm, or corporation;
- (n) Establish a regional recreational trail system based upon contracts and agreements with participating landowners. The board may enter into contracts with landowners, and other persons holding an interest in the land being used for its recreational facilities, to hold those landowners harmless with respect to any claim in tort growing out of the use of the land for public recreation or growing out of the recreational activities operated or managed by the board from any claim, except a claim for damages proximately caused by the willful or malicious conduct of the landowner or any of his or her agents or employees;
- (o)
 - 1. Establish a fee-based system of permits, user registrations, or other trail or facility access mechanisms.
 - 2. The fees may be imposed for access to and use of the trails, parking facilities, visitor centers, or other trail-related recreational purpose facilities or recreation activities that are part of the RA or as an

148.036 Authority duties relating to development of recreational and trail-related activities -- Powers and duties of the board of directors -- Fees -- Administrative regulations -- Sinking fund -- Grants.

- (1) The KORRRA shall:
 - (a) Supervise the design and construction of trail systems within the RA and provide all management functions for the trails and for any other property built, acquired, or leased pursuant to its powers under KRS 148.033 to 148.039;
 - (b) Construct, develop, manage, maintain, operate, improve, renovate, finance, or otherwise provide for recreational and trail-related activities and facilities on designated public lands and private lands of participating landowners who have voluntarily entered into use agreements with the board;
 - (c) Promote the growth and development of the trail system, tourism, and the hotel, restaurant, and entertainment industry within the RA and the Commonwealth, through marketing RA to enhance local economic and tourism development;
 - (d) Establish agreements with other persons, businesses, agencies, organizations, or any other entity to levy a surcharge on tickets for events, activities, festivals, or functions that are cosponsored with other entities and contribute to the authority's operating revenue; and
 - (e) Procure insurance against any losses in connection with its property, licenses, easements, or contracts, including hold-harmless agreements, operations, or assets in such amounts and from such insurers as the board considers desirable.
- (2) The board's management program shall prioritize contractual arrangements with private landowners to use land for recreational purposes, which shall not diminish the participating landowner's interest, control, or profitability of the land. If necessary to implement a comprehensive trail system, the board may also contract with public landowners through contractual agreements that recognize the primary mission for which the public entity controls and manages the land.
- (3) The board may carry out any of the following to accomplish the purposes of KRS 148.033 to 148.039:
 - (a) Acquire, own, and hold property, and all interests therein, by deed, purchase, gift, devise, bequest, or lease, or by transfer from the State Property and Buildings Commission, except that the authority shall not acquire property through the exercise of the power of eminent domain;
 - (b) Dispose of any property acquired in any manner provided by law;
 - (c) Lease property, whether as lessee or lessor, and acquire or grant through easement, license, or other appropriate legal form, the right to develop and use property and open it to the use of the public;
 - (d) Mortgage or otherwise grant security interests in its property;
 - (e) Maintain sinking funds and reserves as the board determines appropriate for the purposes of meeting future monetary obligations and needs of the

admission to an event.

3. The fees shall be decided by the board.
4. The KORRRA shall retain and use the revenue from fees for any purposes consistent with KRS 148.033 to 148.039 and within the guidelines in subsection (4) of this section;
 - (p) Promulgate administrative regulations in accordance with KRS Chapter 13A to govern use and maintenance of the RA and any other matters for effective management of the RA;
 - (q) Cooperate and contract with the regional recreation authorities of Illinois, Indiana, Ohio, West Virginia, and other contiguous states to connect the trails in Kentucky with similar recreation facilities in those states; and
 - (r) Exercise all of the powers that a corporation may lawfully exercise under the laws of the Commonwealth.
- (4) The fees collected by the KORRRA are to be used within the following guidelines;
 - (a) To pay the salary of the executive director and all staff of the KORRRA;
 - (b) To reimburse travel expenses of board members including lodging, subject to Finance and Administration Cabinet administrative regulations;
 - (c) To fund the construction, maintenance, and all necessary expenses of the KORRRA trail system;
 - (d) To maintain a sinking fund with contributions to the fund during a fiscal year not to exceed ten percent (10%) of the total fees collected during the prior year and the total fund not to exceed a balance of one million dollars (\$1,000,000) at the end of any fiscal year; and
 - (e) Any remaining moneys not already appropriated in accordance with KRS 148.033 to 148.039 at the end of the fiscal year are to be sent to the Department for Local Government to be placed into an account to be used exclusively for economic development grants in KORRRA participating counties. These grants shall give preference to projects in economically distressed counties, then to at-risk counties, then to transitional counties, as defined by Kentucky Council of Area Development Districts.
- (5) Nothing in this section shall be construed as a waiver of sovereign immunity.

Effective: July 15, 2024

History: Created 2024 Ky. Acts ch. 151, sec. 3, effective July 15, 2024.

148.038 Revenue bonds.

- (1) Revenue bonds and revenue refunding bonds of the authority issued under KRS 148.033 to 148.039 do not constitute a debt of the Commonwealth or of any political subdivision of the Commonwealth or a pledge of the faith and credit of the Commonwealth or of any political subdivision, but the bonds shall be payable solely from the funds provided for in KRS 148.033 to 148.039 from revenues resulting from the issuance of bonds.
- (2) All bonds shall contain on the face of the bond a statement to the effect that neither the Commonwealth nor any political subdivision of the Commonwealth is obligated to pay the bond or the interest on the bond, except from revenues of the recreational project or projects for which they are issued, and that neither the faith or credit nor the taxing power of the Commonwealth or any political subdivision of the Commonwealth is pledged to the payment of the principal or the interest on the bonds.

Effective: July 15, 2024

History: Created 2024 Ky. Acts ch. 151, sec. 4, effective July 15, 2024.

148.039 Protections for participating landowners.

A participating landowner who has a contractual agreement with the KORRRA for use of private land as part of the RA does not waive any protection granted to the landowner by KRS 411.190.

Effective: July 15, 2024

History: Created 2024 Ky. Acts ch. 151, sec. 5, effective July 15, 2024.

BYLAWS
OF
KENTUCKY OHIO RIVER REGIONAL RECREATION AUTHORITY

ARTICLE I

NAME

The name of this organization shall be the Kentucky Ohio River Regional Recreation Authority. The business of this organization may be conducted as the Kentucky Ohio River Regional Recreation Authority or as the KORRRA.

OFFICE

A principal office and other offices may be established, or the principal office moved whenever in the judgment of the Board of Directors (hereinafter "Board") of the Authority it may be deemed advisable.

NON-PROFIT PURPOSE

The Authority is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SPECIFIC PURPOSE

The purpose of the Authority is to establish, maintain, and promote a recreational trail system throughout recreational areas designated by KORRRA to increase economic development, tourism, and outdoor recreation for residents and visitors. The recreational trail system shall be located with significant portions of the system situated on private property made available for use through lease, license, easement, or other appropriate legal form by willing landowners.

ARTICLE II

MEETINGS

SECTION 1 - ORGANIZATIONAL AND ANNUAL MEETINGS - The Board is the governing body of the Authority. At the Board's initial organizational meeting and on the first regular meeting of each fiscal year the Board shall elect a chair, vice chair, secretary, treasurer, and any other officers as established by the Board. The Chair, Secretary and Treasurer shall continue in office until their successors are elected and deemed qualified by the Board or removed from the Board.

SECTION 2 - BOARD MEETINGS - Regular meetings of the Board for the transaction of all business that may come before the Board shall be held at least quarterly on a day and at a time chosen by the Chair and agreed to by the Board.

SECTION 3 - SPECIAL MEETINGS - Special meetings of the Board may be called at any time by the Chair upon notice to each member.

SECTION 4 - RECESSED AND ADJOURNED MEETINGS - Any regular or special meetings of the Board may be recessed without further notice to such date, hour and place to be determined by the Board. In the event a quorum is not present at such meeting and cannot be obtained within a reasonable time, such regular or special meetings shall be adjourned to a specific date, hour and place, a notice of which shall then be given to those members not present.

SECTION 5 - MANNER OF VOTING - The voting on all questions at meetings of the Board shall be by yeas and nays of members present, and voting shall be announced by the Chair and recorded in the minutes of such meetings, including the election of chair, vice chair, secretary, treasurer, and any other officers as established by the Board. Any member may request a vote by show of hands on any issue before the Board, in which case the minutes shall reflect the vote of each member.

SECTION 6 - NOTICE OF MEETINGS – The schedule of regular meetings shall be made available to the public. Written notice of all special or emergency meetings shall be given in the manner prescribed in Kentucky Revised Statutes or in any other applicable law or regulation governing open governmental proceedings. Notices of meetings required by these Bylaws or otherwise shall be provided to members electronically at least seven days prior to such meeting. Notices to members shall set forth the agenda of the regularly scheduled meetings and the purpose of any special meeting. It shall be the responsibility of each member to ensure the Authority has their current electronic mailing address.

SECTION 7 - ACTION BY WRITTEN AGREEMENT - Whenever a vote of the members at a Board meeting is required or permitted to be taken in connection with any action, the meeting and vote of the members may be dispensed with if all the members shall agree in writing.

SECTION 8 - ACTION BY ELECTRONIC COMMUNICATIONS -

A. A member may attend any meeting of the Board, or any committee of the Board by any means of communication by which all members participating may simultaneously be seen, if by video conference, and heard during the meeting, and where the public may attend.

B. The chair of either the Board or any committee of the Board need not conduct any special meeting in person and may instead conduct such meeting by teleconference or video conference. Action taken at any such meeting shall be confirmed at the next regular meeting where a quorum is present.

SECTION 9 - PROCEDURE AT MEETING - The latest edition of Robert's Rules of Order, Newly Revised shall govern the conduct of all meetings of the Authority.

ARTICLE III

STATUTORY OFFICERS

SECTION 1 – CHAIR – The chair shall be a resident of a participating county. The chair shall preside at all meetings of the Board, execute all agreements on behalf of the Authority, carry out the actions of the Board, appoint members of the committees for the Board and serve on such committees as an ex-officio member, and perform all other duties required by the bylaws.

SECTION 2 – VICE CHAIR – The vice chair shall preside at all meetings of the Board in the absence of the chair, and perform any and all other duties required by the bylaws.

SECTION 3 – SECRETARY - The Secretary shall keep the minutes of all meetings of the Board; give the notice of meetings of the Board as and when required by these Bylaws; give notice of adjourned meetings of the Board; and certify, when necessary, the records, proceedings, documents and resolutions of the Board. The Secretary shall have charge of the minute books and records of the proceedings of the meetings of the Board; maintain separate record containing the Bylaws, rules and regulations and resolutions of the Board; and shall perform such other duties as may be conferred upon the Secretary from time to time by the Board. The Secretary shall be a member of the Board.

SECTION 3 – TREASURER - The Treasurer shall be the custodian of all funds and securities of the Authority, and shall keep full and accurate records and accounts of all receipts, disbursements, credits, assets, liabilities and general financial transactions of the Authority. The Treasurer shall endorse for collection or deposit to the credit of the Authority on all bills, notes, checks, and other negotiable instruments of the Authority coming into the Treasurer's possession and deposit the same with all funds of the Authority coming into the Treasurer's possession and deposit the same with all funds of the Authority in such accounts in such depositories and safe deposits as may be designated by the Board. The Treasurer shall disburse the funds of the Authority as may be ordered by the general and specific instructions of the Board. The Treasurer shall report all receipts and expenditures to the Board quarterly and at such other times as the Board may require. The Treasurer shall annually prepare and submit to the Board at the close of each fiscal year a full and complete report of statements of all monies received and expended and of the existing condition of the funds and assets of the Authority for such year. The Treasurer's books, accounts, and records shall be subject to the inspection of the Board Members of the Authority at any time and to audit by independent certified public accountants selected by the Board, which audit shall be made annually at the close of each fiscal year and at such other times and for such other periods as the Board may determine. The Treasurer shall be a member of the Board.

ARTICLE IV

OFFICERS AND EMPLOYEES APPOINTED BY THE BOARD

SECTION 1 - EXECUTIVE DIRECTOR - The Board shall appoint an Executive Director to act as its chief executive officer. The Executive Director shall be a person domiciled in serve at the will and pleasure of the Board. The Executive Director shall, subject to the orders of the Board, have general supervision and direction of the business affairs of the Authority and carry out the plans and implement the provisions contained within the Authority's enabling legislation. He or

she shall see that all orders, resolutions, rules and regulations of the Board are carried into effect. The Executive Director shall prepare annually a budget to be submitted to the Board for its review and approval. The Executive Director shall serve as a nonvoting member of the Board but may cast a tiebreaking vote in Board decisions.

SECTION 2 – GENERALLY - The Executive Director may, with permission of the Board and approval of the commissioner of the Department for Local Government, employ any other personnel considered necessary and may appoint counsel and legal staff for the Authority, and retain such temporary engineering, financial and other consultants and technicians as may be required for any special study or survey consistent with the provisions of its enabling legislation. Said consultants and technicians shall be engaged as the Board deems advisable at such compensation, with such duties and for such time as the Board may from time to time prescribe.

ARTICLE V

MISCELLANEOUS

SECTION 1 - FISCAL YEAR -The fiscal year of the Authority shall commence on the first day of July and shall end on the thirtieth day of June.

SECTION 2 – QUORUM - A simple majority of the voting members of the Board shall constitute a quorum. The affirmative vote of at least the majority of those members present shall be necessary for any action taken by vote of the Authority.

SECTION 3 – COMMITTEES - The Board may appoint Board members to temporary and standing committees to accomplish the purposes of the Authority and shall clearly describe the role, responsibilities, and tenure of each committee so created. The Board may appoint individuals who are not members of the Board to serve as non-voting members of committees.

SECTION 4 - PAYMENT OF MONEY - All bills, notes, checks, drafts, acceptances or other instruments, and orders for payment or withdrawal of any and all monies, credits, items and property at any time by any depository for the Authority shall be signed or countersigned by the Chair, Treasurer, or Executive Director. Each are hereby empowered to act on behalf of the Board in all matters and transactions relating to any moneys granted or appropriated to the Authority by the Governor and Legislature of the State in such manner as from time to time may be prescribed by statutes of the State or by resolution of the Board.

SECTION 5 – CONTRACTS - All contracts and other obligations of the Authority shall be signed by the Chair or Executive Director of the Authority unless, by resolution of the Board, other officers or employees of the Board or Authority are authorized to execute contracts or other obligations of the Authority.

SECTION 6 - REPLACEMENT OR REMOVAL OF BOARD MEMBER - If a Board member chooses to resign from the Board, the member must inform the Chair in writing. The resignation will be received by the Board at its next meeting. The vacancy will be filled in accordance with the provisions of KRS 148.034(8). A current member of the Board representing a KORRRA participating county may be removed and replaced by the Board if that member has missed three consecutive regular or special Board meetings. The Board must take up the proposed removal at

the next Board meeting and a simple majority of Board members must vote in the affirmative for the removal. The Board will fill the vacancy in accordance with the provisions of KRS 148.034(8).

ARTICLE VI

VACANCY

The election to fill a vacancy in the office of chair, vice chair, secretary, treasurer, and any other officers as established in the bylaws of the board may be held at any special meeting of the Board called therefore or at any regular meeting of the Board.

ARTICLE VII

INDEMNIFICATION

SECTION 1 – GENERALLY - The Authority shall indemnify each Board Member and each officer of the Authority now or hereafter serving as such, who was, is or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (including an action by or in the right of, the Authority) by reason of the fact that he or she is or was a Board Member, officer, or agent of the Authority or is or was serving at the request of the Authority as a board member, officer or agent of another corporation, partnership, joint venture, trust or other organization.

SECTION 2 – APPLICATION - Said indemnification shall be against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the aforementioned individuals in connection with such action, suit or proceeding, including any appeal thereof, if they acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Authority.

SECTION 3 – LIMITATION - No indemnification shall be made with respect to any claim, issue, or matter as to which such person shall have been adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties for the Authority, except to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that such court shall deem proper. Indemnity with respect to any criminal action or proceeding will be provided only when the Board Member or officer had no reasonable cause to believe his or her act was unlawful.

SECTION 4 – AMOUNT - The amount paid to any Board Member, officer or agent of the Authority by way indemnification shall not exceed the actual, reasonable and necessary expenses incurred in connection with the matter involved. The foregoing right of indemnification shall be in addition to but not exclusive of, any other right to which such Board Member or officer of the Authority may otherwise be entitled by law.

ARTICLE VIII

MISCELLANEOUS

SECTION 1 - CONFLICTS OF INTEREST - The Authority shall maintain constant vigilance against conflicts of interest, or the mere appearance of conflicts of interest. Members of the Board shall sign an affidavit certifying to the Authority that they are not aware of any immediate conflicts and should such a conflict arise they will notify the Authority immediately.

SECTION 2 - ENABLING LEGISLATION - The provisions of KRS 148.033 *et seq.* shall at all times govern the Authority and any matter not covered by these Bylaws must be consistent with and will be governed by said KRS.

SECTION 3 - FUNDS UPON DISSOLUTION - If the Authority should be dissolved in the future, any remaining funds shall be transferred to another active 501(c)3 charitable organization.

ARTICLE IX

AMENDMENTS

The Authority shall have the power to make, alter, amend, suspend, and repeal the Bylaws of the Authority by vote of a majority of the members of the Authority. No amendment may be considered unless notice of intention to offer such amendment is distributed to each member at least seven (7) days before such meeting is to be held if such amendment is proposed by the officers of the Board; otherwise, a minimum of 60 day notice is required. These by-laws may be amended without notice when the amendment proposed is submitted in any meeting of the Board, is made a part of the minutes, is carried over to the next regular meeting of the Board, and at the next regular meeting is passed by a majority vote of the members.

CERTIFICATION

These bylaws were approved at a meeting of the Board by a two-thirds majority vote on November 13, 2024.

Printed name, Chair

Signature, Chair

Date _____