

**BYLAWS
OF
FRIENDS OF RODBURN HOLLOW PARK INC.**

ARTICLE I. Name and Address

The name of this corporation shall be "FRIENDS OF RODBURN HOLLOW PARK." The Board members may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located at MOREHEAD-ROWAN TOURISM COMMISSION OFFICE with an address of "111 EAST FIRST STREET, MOREHEAD, KY 40351".

ARTICLE II: Objectives

The corporation's purpose shall be, "To Preserve, Protect and Promote Rodburn Hollow Park."

ARTICLE III. Board members

Section 1 – Board members: The Board members is responsible for overall policy and direction of the organization and delegates responsibility for committees and members.

Section 2- Board members Makeup: The Board members shall consist of the "Board members" as stated in Section 8 below plus at least one Director at Large. Additional Directors at Large may be added as deemed necessary by the Board members.

Section 3- Terms: All board members shall serve a one-year term, with the exception being the Vice-Chair/Chair Elect and is noted in Section 8 below. Board members are eligible for re-election for up to five consecutive terms.

Section 4- Board members Elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. The Board members will be elected by a simple majority of members present at the annual meeting.

Section 5- Election Procedures: A "Board members Development Committee" shall be responsible for nominating a slate of prospective Board members candidates representing the organization's diverse constituency.

Section 6- Quorum: A quorum consists of at least sixty percent (60%) of Board members for business transactions to take place and motions to pass.

Section 7- Board members and Duties: There shall be five board members consisting of "Chair, Vice-Chair/Chair Elect, Secretary, Treasurer and Member-At-Large". The duties of each are:

Chair: Shall convene regularly scheduled Board members meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: "Vice-Chair/Chair Elect, Secretary, Treasurer."

Vice-Chair/Chair Elect: Shall chair committees on special subjects as designated by the Board members and in absence of the Chair. Automatically advance to the office Chair upon the election of board members for the upcoming year.

Secretary: Shall be responsible for keeping records of Board members' actions, including overseeing the taking of minutes at all Board member meetings, sending out meeting notices, distributing copies of meeting minutes and agenda to Board members and assuring all corporate records are maintained.

Treasurer: Shall make a financial report at each board meeting. Shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to the Board members, corporation members, and to the public, as necessary. The Treasurer must also file financial reports to federal, state, and local entities as required.

Member-at-Large: Provide support to the Board members and to act as an intermediary part between the Board and the rest of the membership.

Section 8- Vacancies: When a vacancy on the Board members occurs mid-term, the Secretary must receive nominations for new members from the present Board members two weeks in advance of a Board members meeting. These nominations shall be sent out to the Board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular Board Director's term.

Section 9- Resignation, Termination and Absences: Resignation from the Board members must be in writing and received by the Secretary. A Director shall be terminated from the Board members due to excess absences of two or more unexcused absences from Board members meetings in a calendar year. A Board members may be removed for other reasons by a vote of three-fourths of the remaining directors.

Section 10- Special Meetings: Special meetings of the Board members shall be called at the request of the Chair or one-third of the board. Notices of special meetings shall be sent by the Secretary to each board member at least two weeks in advance.

Section 11- Compensation: Board members shall not receive any stated compensation or salaries for their services, but by board resolution, directors may be reimbursed their expenses, if any, by board meeting attendance. Nothing herein shall be construed to preclude any director or board member from receiving compensation for services rendered to the Corporation.

Section 12- Loans: No loans shall be made by the Corporation to any Board member.

Section 13 – Retreat: There will be an annual Board Member Retreat which will include new Directors and immediate past Directors after the June meeting and before the regular July meeting.

ARTICLE IV. Membership

Section 1- Eligibility of Membership: Citizens of the Morehead/Rowan County, KY area may become a member of "Friends of Rodburn Hollow Park" by completing a membership application and paying the annual dues. "Individual," "family" and "corporate" memberships are available to interested citizens. Other forms of membership may be available as determined by the Board members.

Section 2- Renewal of Membership: Continued membership is contingent upon being up to date on membership dues. Membership renewal dues are payable annually on July 1.

Section 3- Membership Voting Rights: Each member shall have one vote on matters of the corporation, whether the membership is a "individual, family, corporate, or other forms" as determined by the Board members.

Section 4- Membership Annual meeting: A meeting, held in the fourth quarter and in conjunction with the Board members meeting shall be designated as the "annual meeting". This meeting is set aside for the purpose of election of board members, member recognition and to conduct any other formal business deemed appropriate by the board.

Section 5- Annual Dues: Annual dues shall be" \$10.00 for individual, \$15.00 for family and \$50.00 for corporate. As other forms of membership become available, the Board members shall have the authority to fix the annual dues associated with such memberships. The Board members shall have the authority to review the dues amounts from time to time and recommend revisions of such to the full membership for ratification at the annual meeting.

Section 6- Non-voting Membership: The Board shall have the authority to establish and define "non-voting" categories of membership.

Section 7- Resignation and Termination: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

ARTICLE V-Committees

Section 1- Committee formation: The Board members may create committees as needed such as Activities/Events, Maintenance/Repairs, Communication/Publicity, Membership or Finance Committee. The Board Chair appoints all committee chairs.

ARTICLE VI-Finances

Section 1-Fiscal year: The fiscal year shall begin July 1 and conclude June 30.

Section 2-Budget: The budget shall be prepared and adopted by the Board members at its May meeting of each year.

Section 3-Annual Financial Statement: A financial statement shall be prepared by the Treasurer and submitted to the Board members for distribution at the Annual Meeting.

Section 4- Seal: The corporation will not use a common seal. The signature of the name of the corporation by an authorized person, from the Board members, shall be legal and binding.

ARTICLE VII- Parliamentary Procedures

Robert’s Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE VIII- Statement of Nondiscrimination

The corporation shall not discriminate against any person desiring membership; in the hiring of personnel; the election of board members; provisions of service to the public; the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation act of 1973, and the Age Discrimination act of 1975, and any subsequent amendments of these statues.

ARTICLE IX- Dissolution

The corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets (if any) by the Board members consistent with the certification of incorporation and with the state law of Kentucky.

ARTICLE X-Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board members at any regular or special meetings of the Board members.

The forgoing Bylaws were adopted by the Board members on the _____ day of _____ 20_____.

_____ Secretary

_____ Chair

(1) Any reference of Officers or Board of Directors were replaced with Board members.
(2) Removed Article III>Section 4: Meetings and Notice for repetitiveness.
(3) Changed Article III>Section 8: Board members and Duties to include five board members and include a member-at-large.
(4) Added Article III>Section 7: Member-at-Large section.
(5) Added Article III>Section 13: Retreat section.