

MURRAY/CALLOWAY COMMUNITY CORPORATION

BYLAWS

ARTICLE 1

Authority

Section I: Name and Purpose

The name of this body shall be the Murray/Calloway Community Corporation, duly incorporated as a non-profit corporation existing under and by virtue of the laws of the Commonwealth of Kentucky. Its purpose is to provide for the proper and orderly operation and maintenance of the Community Center.

ARTICLE II

Board of Directors

The Corporation shall be governed by a Board of Directors of no less than four members and no more than ten.

Section I: Membership

Membership in the Corporation shall, at all times, include the County Judge/Executive of Calloway County; two members appointed by the County/Judge Executive; the Mayor of the City of Murray; two members appointed by the Mayor; the Executive Director of the Murray/Calloway Economic Development Corporation; two members of the Murray/Calloway Economic Development Corporation selected by its chairman; and the Executive Director of the Purchase Area Development District for a total of ten (10) members.

## Section II: Terms

The original officers of the Board will serve an initial term of three years. Other members appointed according to Article II, Section I shall have terms of two and three years which are staggered by lot. All members shall be eligible for additional three year terms provided that they meet the requirements contained in Article II, Section I. Three consecutive absences on the part of any member to regularly scheduled corporation meetings shall be interpreted as a lack of interest. The Chairperson shall determine if the respective member intends to remain active, and if not, shall declare the membership vacant and may replace the member in accordance with Article II, Section I.

## Section III: Participation

In the normal conduct of the Corporation, citizens of Murray and Calloway County, participating state and federal agencies, state and federal government, the general public, and official agents or any of the aforementioned are invited to participate and/or have reasonable and legal access to the records and proceedings of the corporation.

## Section IV: Officers of the Board

There shall be a Chairman, Vice-Chairman, Secretary, Treasurer, and other such officers as the Board may deem advisable. The office of Secretary and Treasurer may be combined. Each officer shall be elected for a term of one year and shall remain in office until their successors have been elected and duly accepted at a regular meeting of the Board. In the event of any vacancy occurring during the period for which an officer has been elected, the Chairman may fill such vacancy for the unexpired term. Officers shall perform such duties as may be prescribed by the Board of Directors.

The removal of any officer may be rendered at any time for just cause by a two-third (2/3) vote of the Board of Directors.

## Section V: Functions of the Board of Directors

The Board of Directors shall establish policies and the structure for the implementation of programs and services to meet the purposes of the Corporation.

### ARTICLE III

#### Meetings of the Board

##### Section I: Annual Meeting

The Annual Meeting of the Board of Directors shall be held in May of each year at such time and place as determined by the Chairman.

##### Section II: Regular and Special Board of Directors Meetings

Regular meetings of the Board of Directors shall be scheduled by the Chairman. Special meetings may be called by the Chairman between regularly scheduled meetings. Adequate notice of regular and special meetings shall be given to members prior to any meeting.

##### Section III: Quorum

A simple majority of the members of record shall constitute a quorum.

##### Section IV: Compensation and Expenses

No compensation shall be paid to directors. However, members may be reimbursed for expenses in accordance to board policy.

##### Section V: Amendments

These Bylaws may be amended at any regular or special meeting of the membership by affirmative vote of two-thirds (2/3) of the members present, provided notice of the proposed amendment is submitted to the committee members in writing at least seven (7) days prior to the meeting at which such action is requested.

### ARTICLE IV

##### Section I: Contracts

The Board shall have the authority to enter into contracts to plan, develop and administer programs initiated through the Corporation. The Chairman of the board shall be responsible for executing and amending contracts and financial agreements for the Corporation.

ARTICLE V

Section I: Budget

An annual budget shall be prepared and serve as a guide for the expenditures of this Corporation.

Section II: Audit

The Board shall require an independent audit of the Corporation once every two years or as required by regulating agencies.

ARTICLE VI

All matters not specifically covered herein shall be subject to the action at a regularly scheduled or special meeting of the Board of Directors.