

THE THREE FORKS OF THE KENTUCKY RIVER HISTORICAL ASSOCIATION INC.

A Kentucky Nonprofit Corporation

BYLAWS

ARTICLE 1 – MEMBERSHIP

1.1 **QUALIFICATIONS.** Any person or organization interested in the purposes and activities of the Association may, upon completing a membership application and paying dues, become a member of the Association. Membership submitted in the name of a husband and wife shall constitute a single membership and shall be entitled to one vote at all meetings of the Association.

1.2 **VOTING INTEREST.** A member of the Board is entitled to one (1) vote. The right to vote may not be denied because of delinquent dues payment.

1.3 **MEMBERSHIP DUES.** There shall be four classes of membership: (1) General Membership dues be \$25 per year, (2) Senior Membership (members 65 and over) dues shall be \$17.50 per year and (3) Lifetime Membership shall be \$300 and (4) Senior Lifetime Membership (members 65 or older) shall be \$200.

Membership Dues are renewable on January 1st of each year. Any member who has not paid dues by 90 days (April 1st) will be dropped from membership in the Society. A member joining after January 1st shall receive all newsletters or communications from the Society during that Calendar year. Any member joining after November first shall be credited with dues paid for the following calendar year and shall receive all mailing from the Society after November 1st. Membership dues are nonrefundable.

1.4 **MEMBER PRIVACY** Members' phone numbers will be kept confidential. Members' phone numbers will be accessible only to the Board of Directors. The only exception to this rule is consent given by the member to have his/her phone number given out.

1.5 **Membership Conduct** Members who use profanity, who slander and/or abuse another member's rights will be considered by the board for expulsion from the membership. Specifically, use of another

member's materials, photos without their consent in publications or websites, and attempts to assassinate another person's character.

ARTICLE II – MEETINGS

2.1 ANNUAL MEETING. There shall be an annual meeting of the members of the board in each calendar year. An annual meeting of the membership of the Association shall be held at a time and place determined by the Board of Directors. The purpose of the annual meeting is to conduct the election of directors and for any purpose as may be transacted by the members. During the annual meeting the ballots cast in the annual election of Directors shall be counted and results announced. Notice of such meetings, which shall state the time/date/place of the meeting and shall include an agenda for the meeting, shall be sent to members of the Association at least 2 months in advance of such meetings.

2.2 SPECIAL MEMBERS' MEETINGS. A special meeting of the Association must be held whenever called by the President or by a majority of the Directors, and may also be called by members having at least ten percent (10%) of the total membership voting interests. The business at any special meeting shall be limited to the items specified in the notice of meeting. Notice of such meetings, with specific mention of the purpose of the meeting, shall be posted for the members of the Association not less than **2 weeks** and no more than **thirty (30)** days after the receipt of the request.

2.3 NOTICE OF MEETINGS. Notice of board members' meetings must state the time, date and place of the meeting and include an agenda for the meeting. The notice of meeting must be posted on the Board of Directors' private Facebook Messenger, or may be furnished by electronic transmission if a member has consented to receive notices by electronic transmission. The notice of the meeting must be delivered at least fourteen (14) days before the meeting. Attendance at any meeting constitutes waiver of notice by that member unless the member objects to the lack of notice at the beginning of the meeting.

2.4 PROXY VOTING. Any person entitled to attend and vote at board members' meeting may establish his presence and cast his vote by proxy. Holders of proxies must be board members. No proxy shall be valid if it names more than one person as the holder of the proxy.

2.5 MINUTES. Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and available for inspection by members and board members at reasonable times. Minutes must be reduced to written form within thirty (30) days after the meeting at which they were taken.

They will be read at the next regular meeting and voted on for approval. When approved will be kept as a record for future generations and for referral if needed.

- 2.6 **PARLIAMENTARY RULES.** Roberts' Rules of Order (latest edition) shall be used as a guide only; in the conduct of the Association's meetings when not in conflict with Kentucky law or the By-Laws. The Chairman of the meeting may appoint a Parliamentarian whose decision on questions of parliamentary procedure shall be final. Any question or point of order not raised at the meeting to which it relates shall be deemed waived.

ARTICLE III – THE BOARD OF DIRECTORS

- 3.1 **NUMBER AND TERMS OF SERVICE.** The Board of Directors of the Association shall consist of seven) members. All Directors shall be elected for two (2) year terms. There will be staggered terms. In odd-numbered years, three (3) Directors will be elected at the annual meeting. In even-numbered years, two (2) Directors will be elected at the annual meeting. A Director's term shall end at the annual election at which his successor is elected, unless he sooner resigns. Directors shall be elected by the **Board** members or, in the case of a vacancy, may be appointed by the Board to complete an unexpired term.
- 3.2 **NOMINATIONS AND ELECTIONS.** On the day of each annual meeting, the members shall elect by secret written ballot as many Directors as there are regular terms of Directors expiring. Notice of each annual election shall be mailed or electronically transmitted at least thirty (30) days in advance. Any dues-paying member of the Association is eligible to serve as a Director and must notify the Association in writing of his desire to be a candidate at least thirty (30) days prior to the annual election. Notice shall be deemed effective when received by the Society. The Society shall distribute the ballot that shall list all candidates at least fourteen (14) days prior to election. Directors shall be elected by a majority of votes cast.
- 3.3 **VACANCIES ON THE BOARD.** In the event of a resignation, incapacitation or death of a Director, a majority of the remaining Directors, though less than a quorum, shall promptly appoint a successor to fill the remaining unexpired term.
- 3.4 **RECALL OF DIRECTORS.** Any or all Directors may be removed with cause by a two-thirds (2/3) vote of the Board of Directors, either by written petition, or at any meeting called for that purpose. Electronic transmission may not be used as a method of giving notice of meeting called in whole or in part for the purpose of a recall. If a recall is approved by a two-thirds (2/3) vote of the board, the Board shall duly

notice and hold a Board meeting within five (5) days to certify the recall in which case such member or members of the Board shall be recalled effective immediately and shall turn over to the Board within five (5) full business days any and all Society records and property in their possession or shall proceed to arbitration with an unbiased professional arbitrator. The decision resulting from arbitration will be final.

- 3.5 **MEETINGS – GENERAL MEMBERSHIP.** The minutes of the meetings of the Board of Directors shall be kept on file by the Secretary and can be made available to dues-paying members upon request, after approval by the Board of Directors.
- 3.6 **WAIVER OF NOTICE.** Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. If all Directors are present at a meeting, no notice to Directors shall be required.
- 3.7 **QUORUM OF DIRECTORS.** A quorum at a Board meeting shall exist when at least a majority of all Directors are present at a duly called meeting. Directors may participate in any meeting of the Board by connecting on the Board of Directors' private Facebook Messenger or by a conference call or similar communicative arrangement whereby all persons participating can hear and speak to all other persons or communicate electronically. Participation by such means shall be deemed equivalent to presence in person at a meeting. Directors may not vote or participate by proxy at Board meetings.
- 3.8 **PRESIDING OFFICER.** The President of the Society, or in the President's absence, another officer, shall be the presiding officer at all meetings of the Board of Directors. If neither is present, the presiding officer shall be selected by a majority of the Directors participating in the meeting.
- 3.9 **COMPENSATION OF DIRECTORS AND OFFICERS.** Neither directors nor officers shall receive compensation for their services as such. Directors and officers may be reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.
- 3.10 **COMMITTEES.** The Board of Directors may appoint from time to time such standing or temporary committees, as the Board deem necessary and convenient for the efficient and effective operation of the Association. Any such committee shall have the powers and duties assigned to it in the resolution creating the committee.

ARTICLE IV – OFFICERS

- 4.1 **OFFICERS AND ELECTIONS.** The executive officers of the Association shall be a President, Secretary, and Treasurer. The Board may, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association.
- 4.2 **PRESIDENT.** The President shall be the chief executive officer of the Association, shall preside at all meetings of the members and Directors, shall be an ex-officio member of all standing committees, shall have the responsibility for the general supervision of the Association's affairs, shall coordinate all activities of the Association and shall see that all orders and resolutions of the Board are carried out. The President shall execute any contracts requiring the seal of the Association.
- 4.3 **VICE PRESIDENT.** The Vice President shall act in event the President is unable to perform his/her duties as outlined in Article IV 4.2. If the President is unable to carry out his/her full term of office then the Vice President will assume those duties mentioned until the current term is up or until the next general meeting and election of officers is held. The Vice President shall assist the President in his/her duties as needed.
- 4.4 **SECRETARY.** The Secretary shall carry on the correspondence of the Association as directed by the Board of Directors, shall issue necessary notices and communications from the Association and shall record minutes of the Association to be kept in a file for that purpose. The Secretary shall be responsible for the proper recording of all duly adopted amendments to the By-Laws. An assistant secretary may perform any of the foregoing duties, if one has been designated; however, the accountability for them remains with the Secretary.
- 4.5 **TREASURER.** The Treasurer shall be responsible for the Association's funds, shall maintain the financial records of the Association according to generally accepted accounting principles (G.A.A.P.), shall oversee the disbursement of the Association's funds (keeping proper vouchers for such disbursements), shall send notices of and collect dues, and shall report to the President and Directors, at the meetings of the Board, or whenever they may require it, an accounting of all transactions and of the financial condition of the Association. A monthly (1 month) financial report will be kept by the Treasurer and made available to the Board of Directors on the private Facebook messenger, and can be made available upon request by any dues-paying member, after approval by the Board of Directors. An assistant treasurer may perform any of the foregoing duties, if one has been

designated; however, the accountability for them remains with the Treasurer.

ARTICLE V – FISCAL MATTERS

- 5.1 **BUDGET.** The Board of Directors shall adopt a budget of common expenses for each fiscal year. A copy of the proposed budget and a notice stating the time, date and place of the Board meeting at which the budget will be adopted shall be mailed or electronically transmitted to all Board members not less than fourteen (14) days prior to that meeting.
- 5.2 **FINANCIAL STATEMENT OR REPORT.** Within ninety (90) days after the end of the fiscal year, the Treasurer and one or more board directors shall prepare and complete an audit for the preceding fiscal year. Within twenty-one (21) days after the audit is completed, a copy of the audit shall be posted on the Board of Directors' private Facebook Messenger.
- 5.3 **FISCAL YEAR.** The fiscal year shall be the calendar year unless modified by the Board of Directors in accordance with IRS regulations.
- 5.4 **PURCHASES.** Any purchases made for the Association such as office equipment etc. material for our library, up to \$200, can be made without consent of a majority vote of the Board of Directors. Reimbursement will only be given if a receipt is provided and the purchases are something the Association needs. Major purchases, over \$200, made by the Association must be approved by a majority vote at a meeting of the Board of Directors or, in the case of an emergency, by phone to all the members of the Board. Phone calls shall be recorded and saved. A Bank Card will be used only in cases of Internet purchases requiring a credit card. Said card will remain in the possession of the Treasurer and a report given on its use at each meeting.
- 5.5 **PUBLICATIONS.** All publications, other than the Association's, that the Association republishes can only be printed with a notarized statement from the author/owner giving the Association the right to republish books etc. and the financial terms of said arrangement. Arrangements must be ratified by a two thirds (2/3) vote of the Board of Directors.

ARTICLE VI – AMENDMENT OF THE BYLAWS

- 6.1 **PROPOSAL**. Amendments to the Bylaws may be proposed by any member of the Board of Directors and decided upon by a majority vote at the next Board meeting.
- 6.2 **PROCEDURE**. Upon any amendment being proposed as provided above, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given. The text of the proposed amendment shall accompany the notice of meeting or the notice that a vote will occur by written consents in lieu of a meeting.
- 6.3 **VOTE REQUIRED**. A proposed amendment must be approved by at least two-thirds (2/3) of board members present at an annual or special board meeting. If necessary, as determined by a vote of the Board of Directors, a mail vote can be taken to amend the Bylaws. Written notice must be made to all the members at least thirty (30) days in advance of the mail vote.

ARTICLE VII - DEFAULT

- 7.1 **Default**. In the event that circumstances, or lack of continued membership interest, leads to the instability or dissolution of the Association by a vote of the Board of Directors and approved by a majority of the current members present for the vote, the Treasurer will transfer all operating and endowment funds after all outstanding debts are paid; to the Owsley County Library along with all donated printed material and computer equipment.
- 7.2 **Persons** who have printed materials or computer equipment or family heirlooms on loan will have any and all returned to them or their heirs or assigns upon their request within 72 hours of that request either verbal or in writing. A written record will be kept when material is loaned and/or donated and a receipt given to the contributor and one kept by the organization and a written acknowledgement when the material is returned by the organization to the donor signed by both parties.

ARTICLE VIII

AMMENDMENT

THREE FORKS OF THE KENTUCKY RIVER HISTORICAL
ASSOCIATION INC., a
Kentucky Corporation incorporated December 29, 2004, amends its
Articles of Incorporation on February 20, 2018 to add the following:

The Three Forks Of the Kentucky River Historical Association Inc. is organized exclusively for the preservation of historical and genealogical information.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 organization shall not carry on any other activities not permitted to be carried on (a) by and organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, corresponding section of any further federal tax code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

ARTICLE IX: The duration of this corporation shall be perpetual unless sooner dissolved.

ARTICLE X: The corporation shall have no capital stock and is not formed for profit, but to promote the historical preservation of Three Forks of the Kentucky River Area

ARTICLE XI: The mailing address of the corporation's principal office shall be 3304 FISH CREEK SCHOOL RD BOONEVILLE, KY 41314

ARTICLE XII: There shall not be less than seven directors of the corporation. The Board of Directors shall consist of seven representatives from the Three Forks of the Kentucky River Historical Assoc.

ARTICLE XIII: The number of directors constituting the initial Board of Directors and the names and mailing addresses of each of the persons who are to serve as the initial directors are:

Sherry Lynn Baker
315 Pond Drive
Gallatin, Tennessee 37066

Betty Thomas Finger
7000 Jenner Court
Citrus Heights CA 95610

David G Moore
8138 W850S
Knightstown, IN 46148

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of , do hereby certify:

First: The name of the Corporation shall be The Three Forks off the Kentucky River Historical Association Inc.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Booneville.

Third: Said corporation is organized exclusively for the purpose of preservation of historical and genealogical information.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Sherry Lynn Baker
315 Pond Drive
Gallatin, Tennessee 37066

Betty Thomas Finger
17630 Hillcrest Drive
Meadow Vista, CA 95722

David G Moore
8138 W850S
Knightstown, IN 46148

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

These bylaws were voted on and accepted by the members of the Owsley County History and Genealogy Society Inc. on February 20, 2005 by a majority.

In witness whereof, we have hereunto subscribed our names this day of 2018 of February

Sherry Lynn Baker
President

Sherry Lynn Baker

Betty Thomas Finger
Director

Betty Thomas Finger

David G. Moore
Director

David G. Moore