

BYLAWS
of
MAYFIELD GRAVES LTRG, INC.
A Kentucky Nonstock, Nonprofit Corporation

ARTICLE 1. PURPOSE

The purposes for which Mayfield Graves LTRG, Inc., a Kentucky nonstock, nonprofit corporation ("Corporation"), is formed are set forth in Article 6 of the Articles of Incorporation as now stated and hereafter amended, namely to assist in the long term recovery of Mayfield and Graves County and for other charitable purposes as authorized by law.

ARTICLE 2. OFFICES

The Corporation's principal office shall be located at 1365 Luisa Lane, Mayfield, KY 42066. The Corporation may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors may determine or the business of Corporation may require.

ARTICLE 3. AFFILIATION

The Corporation, upon approval of its Board of Directors, may affiliate with any other local, state or national organizations that share a common purpose with it.

ARTICLE 4. REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS

4.1. *Registered Office and Agent.* The registered office in Kentucky, and the registered agent at such office, upon whom any process, notice or demand required or permitted by law to be served upon Corporation shall be served, shall be as stated in the Articles of Incorporation or as subsequently changed by resolution of the Board of Directors and an amendment to the Articles of Incorporation.

4.2. *Location of Registered Office.* The registered office may be, but need not be, the same as the Corporation's principal office in the Commonwealth of Kentucky.

ARTICLE 5. POLICIES

5.1. *Purpose and Nonprofit Status.* The Corporation shall be noncommercial and nonpartisan and shall at all times facilitate the restoration of Mayfield and Graves County. The Corporation shall be a 501(c)(3) organization established to assist Mayfield and Graves County residents with the rebuild and repair of their homes and to meet needs in the community.

5.2. *Powers of the Corporation.* The Corporation shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers, if any, as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.

5.3. *Restrictions on Corporate Association.* The Corporation, its name, or the name of any of its directors or officers, in their corporate capacities, shall not be associated with any commercial or partisan interest or concern or any purpose contrary to the objectives or purposes of the Corporation.

5.4. *Cooperation with Other Entities.* The Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the purposes and objectives of the Corporation, but no individual shall legally bind the Corporation without proper authorization of the Board of Directors of the Corporation.

ARTICLE 6. SEAL

The Corporation may acquire a corporate seal, which will be in such form as adopted by resolution of the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the corporate seal is not required to validate any writing or document to which the Corporation is a signatory or party.

ARTICLE 7. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of such committee or any Director or officer of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors or upon any individual Director.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the Chairman of the Corporation shall appoint the members thereof any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Committee chairs do not need to be members of the Board of Directors.

Each committee shall report to the Executive Board at least quarterly on its activities, recommendations, and any actions taken on behalf of the Corporation.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof. The Chairman of each committee shall be nominated by members of the committee. The Board of Directors shall then approve the nomination by majority vote and therein after name the newly appointed Chairman a director of the Corporation.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

ORIGINAL LIST OF STANDING COMMITTEES

At the time of the formation of this organization these original standing committees were established. As previously stated, the number, size and scope of committees may be adjusted to meet the mission of the organization with approval from the Board of Directors. The original list of committees includes:

1. Volunteer Coordination
2. Finance/Donations
3. Case Management
4. Cleanup/Construction
5. Communications
6. Crisis Counseling
7. Unmet Needs

ARTICLE 8. DIRECTORS

8.1. *Number, Term of Office, Qualifications.* The business and affairs of The Corporation shall be managed and administered by a Board of Directors comprised of not less than three (3) nor more than eleven (11) directors. The number of directors shall be fixed from time to time by resolution of the Board of Directors. Until otherwise changed as herein provided, the number of directors which shall constitute the Board of Directors shall be nine (9). Each director shall hold office until a successor is qualified and elected, or until such director resigns or has been removed from office in the manner permitted by law.

8.2. *Vacancies.* Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the previous director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

8.3 *Onboarding Policy.* All individuals considered for service on the Board of Directors must complete the following onboarding process prior to or immediately following election to the Board:

- Meeting Attendance – Prospective members must attend at least one regular board meeting prior to being formally nominated and voted onto the Board.
- Required Documentation – New members must review and sign all required documents, including but not limited to a confidentiality and non-disclosure agreement and a conflict of interest disclosure.
- Orientation – Prior to, or within 60 days of election, new members shall participate in an orientation session with the Executive Director and/or Board leadership. The orientation will include an overview of the organization's mission, programs, financial standings, and future operations.

Completion of the above steps is required for continued service as a Board member.

8.4. *Removal of Directors.* Any director may be removed, at a board meeting called expressly for that purpose, upon the majority consent of all remaining directors.

8.5. *Quorum.* A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors then serving. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors.

A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

At each meeting of the Board or Board Committees, the presence of the lesser of (a) six (6) members, or (b) one-third of the members then serving on the Board (but in no case less than 3) or committee (but in no case less than 2) shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the Chair shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in telephone or computer communication with the other Board members participating in the meeting..

8.6. *Meetings.* The annual meeting of the Board of Directors shall be held on the fourth Tuesday in February, at which they shall elect officers and transact such other business as shall come before the meeting. The directors may hold their meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing by a majority of the directors. The Chairman or any two regular Board members may call a special meeting of the Board on two days' notice to each member of the Board. Notice shall be served to each Board member via electronically or by written notice. Notice of any special meeting need not be given to any director, if waived by him/her, before, at, or after such special meeting, in writing. Any meeting of the Board of Directors shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all the members of the Board of Directors are present.

8.7. *Action Without Meeting.* Any action which may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote. Failure of a Director or committee member to vote within the requested time period of the action will constitute as an abstention of their vote on that action. Each written consent shall bear the date of signature of each Director or committee member who signs the consent.

Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

A meeting of directors of the Corporation may take place via conference call or electronic video screen communication, provided that all directors participating can hear one another. A meeting may also take place via other electronic transmission if (a) each director participating can communicate with all other directors participating concurrently, and (b) each director is provided the means of participating in all matters before the board.

Meetings may also take place via electronic mail, provided that upon the occurrence of any vote of the directors via e-mail, each director must sign a hard copy written consent and return the signed copy to the Secretary via regular mail, facsimile, or a scan via electronic mail to be held in the records of the Corporation.

8.8. *Compensation.* Directors shall receive no pay for their services; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE 9. OFFICERS

9.1. *Number, Term of Office.* The officers of the Corporation shall consist of no fewer than three Board members, with the positions of Chair, Treasurer, and Secretary. The Corporation may also have a Vice Chair and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

9.2. *Annual Election, Qualification.* All officers shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors.

9.3. *Subordinate Officers.* The Board of Directors may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors determine. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

9.4. *Powers of Officers.* Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The Chairman may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

Chairman

Approved: May 12, 2022

The Chairman shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers.

The Chairman shall execute bonds, mortgages and other instruments requiring approval, in the name of the Corporation. When authorized by the board, the Chairman or Vice Chairman may sign any instrument requiring the same, and the signature when so affixed shall be attested by the signature of the Secretary. The Chairman shall be ex-officio a member of all standing committees.

The Chairman shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the Board of Directors.

Vice Chairman

The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman, and they shall perform such other duties as the Board of Directors shall prescribe.

Secretary

The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall also attest to the signature of the Chairman or Vice Chairman.

In the absence of the Secretary, the minutes of all meetings of the board shall be recorded by such person as shall be designated by the Chairman or by the Board of Directors.

Treasurer

The Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the Chairman and directors an account of all of the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the Chairman or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the Chairman, and present to the Chairman's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized.

The Treasurer may delegate any of the foregoing duties to other qualified individuals, provided that such delegation is approved by and in agreement with the Board of Directors.

The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the Chairman.

If required by the Board of Directors, the Treasurer may give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

ARTICLE 10. BOOKS AND RECORDS

10.1. *Books and Records.* The Corporation shall keep correct and complete books and records of account and minutes of the meetings of the members and Board of Directors.

10.2. *Membership List.* The Corporation shall keep at its registered office or principal place of business a record of its members, giving the names and addresses of all members. This membership list shall be reviewed and updated annually.

10.3. *Right to Examine Books and Records.* Members shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, The Corporation's relevant books and records of account, minutes, and record of members and to make abstracts therefrom all as permitted by, and subject to the limitations of, KRS 273.233 as now stated and as hereafter amended.

ARTICLE 11. FISCAL YEAR

Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE 12. LOANS TO DIRECTORS, OFFICERS OR MEMBERS

Prohibition of Loans. In accordance with KRS 273.241, as now stated and as hereafter amended, The Corporation shall not lend money to or use its credit to assist its directors, officers, or members.

ARTICLE 13. PROTECTION FROM LIABILITY

Indemnification. The Corporation agrees to indemnify any director or officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation shall have the full power to indemnify and advance or reimburse expenses.

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust.

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fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE 14. AMENDMENT

Amending Bylaws. These Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky, by majority vote of the members of the Board of Directors.

ARTICLE 15. DISSOLUTION

15.1 *Dissolution.* The Corporation shall dissolve upon, but not before, the decision of the directors to dissolve the Corporation. The Corporation shall not terminate until the assets of the Corporation shall have been distributed as provided in Section 15.2. Notwithstanding dissolution of the Corporation, prior to the liquidation and termination of the Corporation, the Corporation shall continue to be governed by this Agreement.

15.2 *Transfer of Assets Upon Dissolution.* Following the dissolution of the Corporation, the Corporation shall be wound up and the directors shall transfer all **assets** of the Corporation to a qualifying 501(c)(3) charitable organization. Under no circumstances shall any funds held by the Corporation be utilized for any organization that is not a qualifying 501(c)(3) charitable organization.

ARTICLE 16. MISCELLANEOUS

16.1 *Waiver of Notice.* Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

16.2 *Meetings by Telephone Conference, Electronic or Other Remote Communications Technology.* Subject to the provisions required or permitted by these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

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16.3 *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

16.4 *Checks, Drafts, Etc.* All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

16.5 *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

16.6 *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Specifically, the Board of Directors may accept on behalf of the Corporation gifts of real and personal property for use in furtherance of the purpose of the Corporation. If there is ever a question as to whether or not the Corporation may accept a gift, the Corporation shall obtain legal input and advice to determine whether such gift may be accepted.

16.7 *Books and Records.* The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and Committee Reports. A Director of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

16.8 *Ethics and Accountability.* The Corporation shall create a Code of Ethics to guide the Corporation's decision making and activities, as well as the behavior of its employees, volunteers, and board members.

16.9 *Financial Records and Annual Reports.* The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at a specific location designated by the Board of Directors. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

16.10 *Fiscal Year.* The fiscal year of the Corporation shall be from January 1st until December 31st.

17.11 *Pronouns and Headings.* All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

17.12 *Invalid Provisions.* If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or not enforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

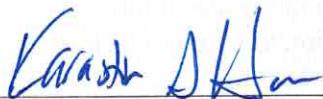
ARTICLE 17. AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws by a three-fourths (3/4) vote of the Board of Directors.

These Bylaws approved and accepted on this 12th day of May, 2022, by the Initial Board of Directors of Mayfield Graves LTRG, Inc.

These Bylaws were revised and approved by a vote of the Board of Directors on:

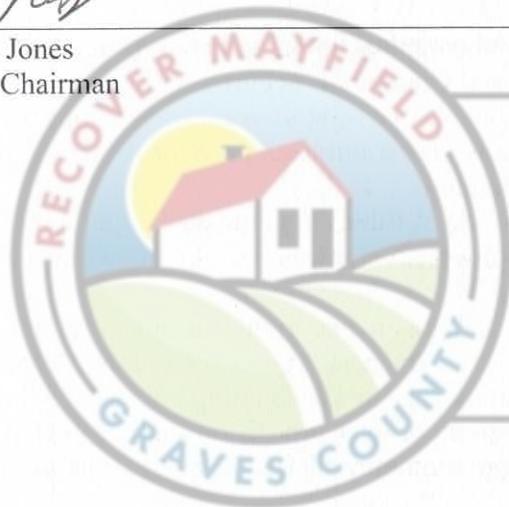
- October 14th, 2025



Karastin Hancock
Chairman



Mike Jones
Vice-Chairman



**LONG-TERM
RECOVERY
GROUP**