

**BYLAWS
OF
UPPER CUMBERLAND WATERSHED WATCH, INC.**

**ARTICLE I
OFFICES**

1.1 Principal Office. The principal office of the Upper Cumberland Watershed Watch, Inc. (the "Watch") in the Commonwealth of Kentucky shall be located in the City of Somerset, Kentucky. The Watch may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of the Watch may deem advisable from time to time.

1.2 Registered Office. The registered office of the Watch may be, but need not be, identical with its principal office in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the Board.

**ARTICLE II
CAPITAL SHARES**

2.1 No Capital Shares. The Watch shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit, or property inure to the incorporators thereof, nor to any officer or director thereof, except as otherwise provided in Section (2)(a) of ARTICLE II of the Watch's Articles of Incorporation with respect to compensation for services rendered, but the entire gain, profit, net earnings, and property of the Watch shall be devoted exclusively to the charitable, educational, scientific and other uses and purposes set out in ARTICLE II of its Articles of Incorporation.

**ARTICLE III
MEMBERSHIP**

3.1 Membership. Individual membership in the Watch shall be conferred on any individual who completes a participation agreement form or registers his or her name and mailing address with the secretary or the chair of the organization; provided, however, that the terms and conditions of membership may, from time to time, be amended by the Board of the Watch.

3.2 Induction and Membership Fees. Payment of induction, membership fees, or dues is not required for membership in the Watch.

3.3 Rights to Vote and Hold Office. The right to vote and hold office in the Watch shall be limited to Members.

3.4 Discipline and Expulsion.

(a) Vote of the Board of Directors of the Watch. The Board of Directors of the Watch, by a vote of two-thirds of those present and entitled to vote, may expel from membership, call for the resignation of, or otherwise discipline or censure any Member for reasonable cause which include, but is not limited to, misconduct of the Member connected with the Watch or the profession of the Member or conduct injurious or derogatory to the order, dignity, peace, reputation, interests, purposes or objectives of the Watch. The issue of discipline and expulsion shall be considered by the Board of Directors upon the request in writing of three Members or upon the request of any member of the Board of Directors at a regular or special meeting of the Board of Directors. A Member charged with such misconduct shall be given written notice of the charges, mailed to the address of the Member appearing on the membership register, and provided an opportunity for a hearing at a time and place designated in the notice, not less than thirty (30) days form the date of the mailing. The Board of Directors may establish a committee of the Board of Directors to conduct such hearing, to investigate the matter, and to report its conclusions to the Board of Directors which may act upon the report without further notice or hearing.

ARTICLE IV
Board of Directors

4.1 General Powers. The business affairs of the Watch shall be managed by its Board of Directors ("Board").

4.2 Number, Tenure and Qualifications. The number of Board members of the Watch shall be established annually by the Executive Committee of the Board. Each member of the Board ("Board Member(s)") shall serve for the one-year term for which elected or until a successor shall be elected and qualified, whichever period is longer. Each Board Member shall be elected by the Members of the Watch. The Members need not be residents of the Commonwealth of Kentucky. Each Member shall be eligible for re-election.

4.3 Terms of Members. The terms of office of the Board Members shall be for one year. Elections shall take place at the Watch's Annual Meeting.

4.4 Removal and Resignations. At a meeting of the Board called expressly for that purpose, any director or the entire Board may be removed, with or without cause, by a vote of the holders of a majority of the Members then entitled to vote at an election of directors. Any Member of the Board may resign from the Board at any time by giving written notice to the Chairperson or Secretary of the Watch, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Annual and Regular Meetings. An annual meeting of the Board shall be held at such time and place as the Chairperson may direct upon at least ten (10) days' prior notice in writing, given personally, or by mail, telegram or fax to all of the Board Members for the purpose of electing Members and officers and the transaction of such other business as may

properly come before the meeting. The Board may provide by resolution the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution.

4.6 Special Meetings. Special meetings of the Board may be called by, or at the request of, the Chairperson of the Watch, or any two directors of the Watch. All special meetings of the Board shall be held at the principal office of the Watch or such other place as may be specified in the notice of the meeting.

4.7 Notice. Notice of any special meeting shall be given at least two (2) day's prior thereto by written notice delivered personally or mailed to each Board Member at his business address, or by telegram, email, or fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by fax, such notice shall be deemed to be delivered when receipt of the fax is confirmed by return fax or other writing signed by the intended recipient. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.8 Quorum. A majority of the number of Members fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board, provided, if less than a majority of the Members are present at said meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

4.9 Manner of Acting. The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Articles of Incorporation or these Bylaws.

4.10 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Members though less than a quorum of the Board. A Member elected to fill a vacancy shall be elected for the unexpired term of such Member's predecessor in office. Any directorship to be filled by reason of an increase in the number of Members may be filled in the same manner as a vacancy in office for a term of office continuing only until the next general election of Members.

4.11 Compensation. By resolution of the Board each Member may be paid such director's reasonable expenses, if any, of attendance at each meeting of the Board, and may be paid a reasonable stated annual stipend as Member or a reasonable fixed sum for attendance at each meeting of the Board. No such payment shall preclude any Member from serving the Watch in any other capacity and receiving reasonable compensation therefor.

4.12 Action by Written Consent. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members.

4.13 Chairman and Vice Chairman of the Board. The Board may appoint one of its Members as Chairman of the Board. The Board may also appoint one of its Members as Vice Chairman of the Board, and such individual shall serve in the absence of the Chairman and perform such additional duties as may be assigned to him by the Board.

4.14 Initial Board. Notwithstanding any other provisions of these Bylaws, the initial Board shall be as set forth in Article VI of the Watch's Articles of Incorporation, and such initial directors shall serve as the Watch's directors until the first annual meeting at which Members are elected, or until their successors are otherwise elected and qualified.

ARTICLE V OFFICERS

5.1 Classes. The officers of the Watch shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person.

5.2 Election and Term of Office. The officers of the Watch shall be elected by the Board at the first, and thereafter at each annual, meeting of the Board. If the election of officers shall not be held at any such meeting, such election shall be held as soon thereafter as is practicable. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until such officer's successor shall be duly elected or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Removal and Resignations. Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Watch would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer of the Watch may resign at any time by giving written notice to the Chair or Secretary of the Watch, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

5.5 Chairperson. The Chairperson shall be the chief executive officer of the Watch and preside over meetings of the Board. The Chair may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in

cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Watch, or shall be required by law to be otherwise signed or executed. The Chair shall, in general, perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time. The Board may confer like powers on any other person or persons.

5.6 Vice Chairperson. In the absence of the Chairperson, or in the event of his inability or refusal to act, the Vice Chairperson (or, in the event there be more than one Vice Chairperson, the Vice Chairperson in order designated at the time of their election, or in the absence of any designation, then in the order of their election), if that office be created and filled, shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. Each Vice Chairperson shall perform such other duties as from time to time may be assigned to such Vice Chairperson by the Chairperson or by the Board.

5.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Watch; receive and give receipts for monies due and payable to the Watch from any source whatsoever, and deposit all such monies in the name of the Watch in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Section 6.4 hereof; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board shall determine.

5.8 Secretary. The Secretary shall (i) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal, if any, of the Watch; (iv) keep a register of the mailing address of each director; (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairman of the Board or the Board.

5.9 Assistant Treasurers and Assistant Secretaries.

(a) The Assistant Treasurer, if that office be created and filled, shall, if required by the Board, give bond for the faithful discharge of the Assistant Treasurer's duties in such sum and with such surety as the Board shall determine.

(b) The Assistant Treasurers and Assistant Secretaries, in general, shall perform such additional duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the Chairperson or the Board.

5.10 Compensation. The compensation of the officers of the Watch shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such

compensation by reason of the fact that he or she is also a director of the Watch; provided, however, if any compensation is paid to any officer of the Watch, the amount of such compensation shall not exceed such amount as is reasonable under all of the facts and circumstances.

ARTICLE VI **STEERING COMMITTEE**

6.1 **General Powers.** The Board shall invite Members who are interested to participate in a Steering Committee. The purpose of the Steering Committee is provide information and advice to the Board.

6.2 **Meetings.** The Steering Committee shall be invited to meet with the Board at times deemed appropriate by the Board.

ARTICLE VII **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

7.1 **Contracts.** The Board may authorize any one or more officers or agents to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Watch. Such authority may be general or confined to specific instances.

7.2 **Loans.** No loans shall be contracted on behalf of the Watch, and no evidences of indebtedness shall be issued in the Watch's name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.3 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Watch shall be signed by such one or more officers or agents of the Watch and in such manner as shall, from time to time, be determined by resolution of the Board.

7.4 **Deposits.** All funds of the Watch not otherwise employed shall be deposited, from time to time, to the credit of the Watch in such banks, trust companies and other depositories as the Board may select.

ARTICLE VIII **EXECUTIVE AND OTHER COMMITTEES**

8.1 **Executive Committee.** The Board, by resolution adopted by a majority of the full Board, may designate from among its members an Executive Committee consisting of at least three (3) Members.

(a) **Authority.** When the Board is not in session, the Executive Committee shall have and may exercise all of the authority of the Board, except to the extent, if any, that

such authority shall be limited by the resolution appointing the Executive Committee, and except also that the Executive Committee shall not have the authority of the Board in reference to amending, altering or repealing these Bylaws, appointing or removing any member of the Executive Committee or any director or officer of the Watch, amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or consolidation with another Watch, authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Watch, authorizing the voluntary dissolution of the Watch or a revoking proceedings therefor, adopting a plan for the distribution of the assets of the Watch, or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

(b) Tenure and Qualifications. Each member of the Executive Committee shall hold office until the next regular meeting of the Board following such Executive Committee member's designation and until such Executive Committee member's successor shall be duly designated and qualified.

(c) Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one (1) day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and addressed to the Executive Committee member at such Executive Committee member's business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any Executive Committee member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

(d) Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Executive Committee must be authorized by an affirmative vote of a majority of the Executive Committee members present at a meeting at which a quorum is present.

(e) Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

(f) Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board.

(g) Resignations and Removal. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the full Board. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Chairperson or Secretary of the Watch, and unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.2 Other Committees. The Board, by resolution adopted by a majority of the Board, may designate from among its members such other committees as from time to time it may consider necessary or appropriate to conduct the affairs of the Watch, each of which committees shall consist of at least two (2) directors of the Watch. Each such committee shall have such power and authority as the Board may, from time to time, legally establish for it. The tenure and qualifications of the members of each committee; the time, place and organization of such committee's meetings; the notice required to call any such meeting; the number of members of each such committee that shall constitute a quorum; the affirmative vote of the committee members required effectively to take action at any meeting at which a quorum is present; the action that any such committee can take without a meeting; the method in which a vacancy among the members of such committee can be filled and the procedures by which resignations and removals of members of such committee shall be acted upon or accomplished shall be fixed by the resolution adopted by the Board relative to such matters.

ARTICLE IX **MISCELLANEOUS**

9.1 Amendments. The Board shall have the power and authority to alter, amend or repeal these Bylaws by the vote of a majority of the entire Board.

9.2 Fiscal Year. The Board shall have the power to fix, and from time to time change, the fiscal year of the Watch.

9.3 Seal. The Board may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Watch, the word "SEAL," and such other information as the Board may deem advisable.

9.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or Kentucky law, 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.

9.5 Construction. Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural, and any reference to the plural shall include the singular.

9.6 Severability. If any provision of these Bylaws or its application to any person or circumstances shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or application of these Bylaws that can be given effect without the invalid provision or application, and, to this end, the provisions of these Bylaws are severable.

9.7 Limitations. Notwithstanding any other provision hereof, the Watch shall take no action contrary to the provisions of ARTICLE II of the Watch's Articles of Incorporation, and if at any time the Watch is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended (the "Code"), then the Watch shall only act as permitted under the Code without subjecting the Watch to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

The above Bylaws of this Watch were adopted by the Board as of December 6,
2003.

W Blaine Early
Acting, Secretary

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