

Fayette County Bar Association

Bylaws

(as amended and restated, effective May 6, 2015)

FCBA BYLAWS

ARTICLE I **MEMBERSHIP**

Section 1. Eligibility. Any attorney who is a member of the Bar of this state in good standing shall become a member of this corporation upon application, unless otherwise exempted by action of the Board of Directors.

Section 2. Termination of Membership. Membership shall be terminated by resignation, by non-payment of dues, or by termination of membership in the Bar of this state.

Section 3. Voting. At every meeting of the membership, each member present, either in person or by proxy, shall have the right to cast one (1) vote on each question. The vote of the majority of those present at membership meetings duly called or held pursuant to waiver of notice shall decide any question brought before such meeting, unless the question is one upon which, by law, the Articles of Incorporation or these Bylaws a different vote is required, in which case such express provision shall govern and control.

ARTICLE II **ANNUAL DUES**

Annual dues of members and any exemptions therefrom shall be as set by the Board of Directors from time to time. Annual dues shall be payable within thirty days of billing.

ARTICLE III **OFFICERS**

The officers of this Corporation, their duties, tenure, and manner of selection shall be:

Section 1. President. The President of the Corporation shall preside at all meetings of the Corporation and of the Board of Directors. The President shall perform all duties ordinarily incident to the office, appoint standing and special committees, if any, subject to the approval of the Board of Directors, and shall recommend such action as he or she deems proper. The President shall be the chief executive officer of the Corporation and is authorized to sign contracts as approved by the Board. His or her term of office shall be for one year and shall commence on May 1 in the calendar year next succeeding his or her term as President-Elect.

Section 2. President-Elect. The President-Elect shall assist the President, shall serve in the President's absence as Chairman of any meeting of the membership or of the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors. The President-Elect shall be elected by the members of the Corporation in accordance with these Bylaws.

Section 3. Treasurer. The Treasurer of the Corporation shall oversee the receipt

and disbursement of all funds of the Corporation, and shall deposit or invest its money in a manner approved by the Board of Directors. The Treasurer shall be elected by the members of the Corporation in accordance with these Bylaws.

Section 4. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the board and its committees, shall supervise the giving of such notices as may be necessary, and perform such other duties as may be assigned by the Board of Directors. The Secretary shall be elected by the members of the Corporation in accordance with these Bylaws.

ARTICLE IV **BOARD OF DIRECTORS**

There shall be a Board of Directors consisting of the President, President-Elect, Treasurer, Secretary, the immediate Past President, Young Lawyer Representative, and eight Members-at-Large from the Corporation. The Members-at-Large shall be elected for the terms and in the manner provided for in these Bylaws. The members of the Board of Directors may be referred to individually as "Directors" or collectively as the "Board" or "Board of Directors".

Section 1. Powers. The Board of Directors shall have such powers as are normally exercised by such bodies and by executive committees, and shall have general charge of the affairs of the Corporation, with power to act thereon, between meetings of the Corporation.

Section 2. Members of the Board of Directors at Large. There shall be eight members of the Board of Directors elected from the membership at large. In order to have continuity in the conduct of business on the Board of Directors, three of said Members at Large shall be elected annually by the membership of the Corporation for two (2) year terms in accordance with these Bylaws. Two of the members as set out in section 3 and section 4 below shall serve one-year terms. Other than their duties as members of the Board of Directors, they shall have such other duties as are imposed upon them by the President or the Board of Directors.

Section 3 Young Lawyers Committee. Annually, the Chair of the Young Lawyers Committee shall select a representative from the Young Lawyers Committee to serve as a member of the Board of Directors of the Fayette County Bar Association. The Chair is not precluded from appointing himself or herself as that representative.

Section 4. Senior Advisor. Annually, a Senior Advisor shall be elected to the Board and shall be a voting member of the Board.

ARTICLE V
MEETINGS OF BOARD OF DIRECTORS AND MEMBERSHIP

Section 1 Regular Meetings of Board of Directors. Regular meetings of the Board of Directors shall be held at least four times per year at a time and place to be designated by the President of the Corporation. Business of all regular meetings may be conducted only if no fewer than five (5) members of the Board are present.

Section 2. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President, by the President-Elect, or by the Secretary upon request in writing of four members of the Board of Directors. Business of all special meetings may be conducted only if no fewer than five members of the Board are present and five (5) days' notice has been given to the Board of Directors specifying matters to be considered, and the date and place of such meeting of the Board of Directors.

Section 3. Meetings of the Membership. The annual meeting of the membership of the Corporation shall be held on the first business day of May of each year, the time and location of which shall be published as prescribed by the Board of Directors. The membership may have such special meetings as shall be called by the President, with the advice and consent of the Board of Directors. In the event of any special meeting of the membership of the Corporation, there shall be delivered to the members a notice in writing not less than ten (10) nor more than thirty-five (35) days before the date of the meeting, either personally or by mail, setting forth in the notice the place, day and hour of the meeting, and the object and purpose of said meeting.

Section 4. Business. The business of any meeting of the Board of Directors, or the membership at large, shall be conducted in accordance with Roberts Rules of Order.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of Chapter 273 of the Kentucky Revised Statutes, 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 deemed equivalent to the giving of such notice.

ARTICLE VI
QUORUM FOR MEETINGS OF THE MEMBERSHIP

Those members of the Corporation present at any duly called regular or special meeting of the membership of the Corporation shall constitute a quorum for transacting the business of the Corporation.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees. Each standing committee shall consist of a Chair and as many members as the President shall designate, at least two (2) of whom shall be directors, to be appointed with the advice and consent of the Board of Directors. Unless otherwise designated in these Bylaws, all committee appointments shall be for the term of one year. The standing committees shall have the following designated duties, in addition to any duties imposed upon them by the President, with the advice and consent of the Board of Directors.

(a) Continuing Legal Education Committee. This committee shall be charged with the duty of supervising the Director of Continuing Legal Education in producing CLE programs that are of high quality and that meet the goals, objectives, and standards of approval of the Kentucky Bar Association.

(b) Law Library Committee. This committee shall be in charge of the Fayette County Law Library and work closely with the statutory law library committee as provided for in the Kentucky Revised Statute. This committee shall have such further duties as may be designated to it by the President.

(c) Nominating Committee. The nominating committee shall consist of the President-Elect, who shall act as its Chair, the President, two members of the Board of Directors elected by a majority the Board of Directors, and at least one member of the Corporation appointed by the President-Elect and approved by a majority of the Board. This committee shall place its nominees for Directors in nomination, by publication of their names through email to the members of the Corporation, not more than four (4) weeks, nor less than two (2) weeks prior to the date on which the annual election, if necessary, is to be held. In the event of a vacancy on the Board of Directors, while in office, the Nominating Committee shall fill said vacancy by nominating the person for such, who shall be elected by the Board of Directors. In the event of a vacancy in the office of the person holding the office of President, the person holding the office of President-Elect shall automatically succeed to the office of the President for the remainder of the unexpired term. Said person shall then serve the full term of the office of President during the next year as otherwise provided in these Bylaws. A vacancy in any other office shall be filled by election of the Board of Directors following nomination by the Nominating Committee. The person so nominated and elected shall serve only for the remainder of the unexpired term of that office.

(d) Social Committee. The social committee shall be in charge of and conduct all social affairs of the Corporation, and such other duties as shall be imposed upon it by the President.

Section 2. Special Committees. The President, with the advice and consent of the Board of Directors, may appoint special committees and define their duties. Special committees shall automatically cease to exist at the end of the term of the office of the appointing President, unless continued by the new President. Each special committee shall include at least two (2) directors.

ARTICLE VIII **ELECTION**

After the publication and circulation to the membership of the Nominating Committee's nominees for the offices of President-Elect, Vice President, Treasurer, Secretary, any member's name may be placed in nomination, with his or her consent, for any of said offices, by petition signed by fifty (50) members of the Corporation, and delivered to the Secretary within ten (10) days after the publication and circulation of nominees selected by the Nominating Committee. Nominations for said offices to be filled shall be made in no other manner than as provided for in these Bylaws.

If there are no nominations for any office other than those by the Nominating Committee, the candidates nominated shall be deemed to be elected.

If additional nominations are made, an annual election for all offices to be filled by vote of the membership shall be conducted in April either by mailed ballot, secret ballot at a voting place in the Fayette County Courthouse, or in a special meeting of the membership called for such purpose, the mode and method thereof to be determined by the Board of Directors. The candidate receiving the highest number of votes shall be elected. If there are more than three (3) candidates for the Directors at Large, the three (3) nominees with the highest number of votes shall be elected. A counting of votes shall be in such manner as is prescribed by the Board of Directors. Any unsuccessful candidate, desiring to contest a count of the vote, may do so by filing written objections to the count with the Board of Directors of the Corporation, by delivering the same to the President or Secretary within three (3) days after the date of voting. Such objections shall be considered by the Board of Directors, who shall have the powers to investigate the same, and who are herewith authorized to render a decision thereon. Such decision shall be final.

ARTICLE IX **INDEMNIFICATION**

The Corporation shall indemnify any present or former Director or member of the Board of Governors, or any person who may have served at the Corporation's request as a director or officer of another Corporation in which the Corporation owns shares of capital stock or of which it is a creditor, against claims, damages and expenses actually and reasonably incurred by him or her with respect to any civil or criminal matter, action, suit or proceeding in which he or she is made a party by reason of being or having been such a director, or officer, to the greatest extent permitted by Kentucky statutory law, including, but not limited to KRS Sections 411.200 and 273.176, and any similar applicable or successor provisions.

The Corporation may make any other indemnification to the fullest extent allowed by law

and otherwise authorized by the Articles of Incorporation, these Bylaws, or resolution adopted after notice to the members entitled to vote. Any repeal or modification of these Bylaws by the Board of Directors or the membership of the corporation shall not adversely affect any right or protection of a Director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X
AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors in any meeting called for such purpose, provided, however, that at least five (5) days' notice of any proposed amendment, in writing, shall be submitted to the Board of Directors prior to any meeting called for such purpose.