

KENTUCKY BAR ASSOCIATION  
BUSINESS LAW SECTION  
BY-LAWS

ARTICLE I

Name and Purpose

1.1 The name of the organization shall be the Business Law Section (the Section).

1.2 The purposes of the Section shall be to promote the objectives of the Kentucky Bar Association (the Association), to be of assistance to the Association, to assist lawyers in the practice of corporate banking and business law, to conduct programs of interest and value to lawyers, and to enhance the image of the legal profession.

ARTICLE II

MEMBERSHIP

2.1 Membership shall be open to all members of the Association.

2.2 A membership fee off 10.00 shall be assessed annually to those members of the Association who wish to be members of the Section. Said fee shall be due and payable on the first day of July each year.

2.3 Membership in this Section shall terminate automatically upon failure of any member to pay the membership fee when due.

## ARTICLE III

### Officers

3.1 The officers of the Section shall be the Chairman, Chairman Elect, Vice Chairman, Secretary, and Treasurer.

#### 3.2 Duties of Officers

##### 3.2(1) Chairman

The Chairman shall preside at all meetings of the Section and all meetings of the Executive Committee, and shall perform such other duties assigned to him by the membership or by the Executive Committee. He shall prepare a report of the activities for the past year for presentation at the annual meeting of the Section and Association.

##### 3.2(2) Chairman Elect

The Chairman Elect shall serve as assistant to the Chairman, and shall perform such other duties assigned to him by the Chairman or the Executive Committee. He shall make every effort to prepare himself to take over duties of the chairman.

##### 3.2(3) Vice Chairman

The Vice Chairman shall serve as administrative assistant to the Chairman, and shall perform the duties assigned to him by the membership, the Section, the Executive Committee or the Chairman. He shall, during the tenure as Vice Chairman, endeavor to thoroughly familiarize himself with the works of the Section, Association and Board of Governors, and shall act as Chairman during the Chairman's absence.

### 3.2(4) Secretary

The Secretary shall issue notices, keep the minutes, and be responsible for all incoming and outgoing correspondence of the Section and Executive Committee.

### 3.2(5) Treasurer

The Treasurer shall maintain accurate records of bank accounts, and be prepared to report on the same at the annual meeting of the Section, as well as the regularly scheduled meetings of the Executive Committee. The Treasurer shall also work with the Chairman in developing and presenting to the Executive Committee an annual budget.

3.3 The Officers of the Section shall be elected at the annual meeting, shall be voting members of the Executive Committee of the Section, and shall be responsible for establishing liaison with the Board of Governors and all other sections and committees of the Association. The Executive Committee will be further comprised of one voting member from each Supreme Court district, nominated, elected or appointed as hereafter set out. The Chairman may appoint four additional members of the Section to be members of the Executive Committee. In making such appointments, the Chairman shall consider the qualifications and the diversity of geographical location of each person so appointed. In addition thereof, the past Chairman shall serve as a non-voting, ex officio member, to the Executive Committee and to the Section. The Chairman of each committee established elsewhere by these Bylaws or by the Executive Committee, shall each be voting members of the Executive Committee.

3.4 The Executive Committee, by 2/3 vote, of the members in attendance and voting, may exercise the power of the Section during any period the Section is not meeting subject to such limitations as may be imposed by the Section.

3.5 The Officers shall serve for a term of one year, beginning with the adjournment of the annual meeting of the Section at which they are elected, and ending with the adjournment of the annual meeting of the Section or thereafter, until their successors shall have been duly elected and qualified. The Chairman Elect at the annual meeting of the Section shall, upon expiration of his term as Chairman Elect, succeed to the office of Chairman for a term of one year, beginning with the adjournment of the annual meeting of the Section which he assumes the office, and ending with the adjournment of the meeting of the Section thereafter, until his successor has assumed office.

3.6 Members of the Executive Committee who are not officers shall serve from the time of their election or appointment until their successors are duly elected or appointed and qualified.

#### ARTICLE IV

##### Election of Officers and Qualification

4.1 Each Supreme Court District shall be entitled to place one voting member on the Executive Committee. The election shall be by written ballot of the Section at large from nominations made orally at the annual meeting of the Section, or by written nomination delivered to the Secretary of the Section by May 30<sup>th</sup> of each calendar year. In the event there is only one Nominee for a

district, the Nominee shall be declared to be elected the representative for that district. Nominees must be active, dues-paying members of the Section. Ballots for each district shall reflect the Nominees for that particular district by June 30<sup>th</sup> of the calendar year. Ballots must be returned by Section members to the designated address in the Ballot, by first class mail, no later than July 15<sup>th</sup> of each calendar year. The ballots shall be counted by the officers of the Section, and each Nominee shall have the right to be present or have a representative at the counting. The Chairman of the Section shall notify the Nominees of the time and location of the counting of the ballots, which shall take place no later than July 30<sup>th</sup> of the calendar year. The results of the election shall be announced at the next meeting of the Executive Committee, and shall be mailed, via first class mail, to all Nominees.

4.2 Any active dues-paying member of the Association and the Section shall be eligible for election or appointment to the Executive Committee.

4.3 All officers must be active, dues-paying members of the Association and Section for at least the year prior to their election.

4.4 The Chairman and Chairman Elect must be active, dues-paying members of the Section for at least two years prior to their election.

4.5 No member who has served the Section as an officer shall be eligible for reappointment or re-election within three (3) years to the office he has previously held. Other members of the Executive Committee shall be eligible for reappointment or re-election.

4.6 The district from which the Chairman is elected shall be entitled to another delegate to be appointed by the Chairman. If, at the time the Chairman Elect succeeds the Chairman, he is not duly elected representative of his appellant district, this shall not disqualify him from holding office.

4.7 In the event that there shall be no Nominee possessing the qualifications herein established, then said qualifications shall be waived insofar as necessary to produce a candidate or candidates eligible for election, except a candidate must be a member of the Association and Section in good standing.

4.8 In the event a district fails to nominate a candidate as set out herein the Chairman may appoint a member of the Section from that district to serve.

## ARTICLE V

### Meetings

5.1 An annual meeting of the Section shall be held during the annual meeting of the Association or as scheduled by the Section prior to the end of the current fiscal year ending June 30th. Unless the Section determines otherwise in any year, the annual meeting shall be scheduled during either (i) the Biennial Business Associations Law Institute or (ii) Biennial Securities Law Conference, as the case may be, each conducted by the University of Kentucky Office of Continuing Legal Education, or any successor program thereto.

5.2 Special meetings of the Section may be called by the Chairman or by majority of the Executive Committee. The Secretary shall call a meeting of the Section upon written request of not less than twenty (20) members of the Section. The time and place of the special meeting shall be announced at least

twenty (20) days in advance, either by publication in the Kentucky Bench and Bar or by notice to the membership via first class mail.

5.3 At all meetings of the Section or Executive Committee, the members present shall constitute a quorum for the purpose of transacting business. The latest edition of Roberts' Rule of Order shall govern the proceedings.

5.4 The Executive Committee shall not meet less than quarterly at Such Times as places designated by the Chairman. Meetings of the Executive Committee shall also be called by the Chairman upon written request of not less than four (4) members of the Executive Committee. The time and place of the meetings of the Executive Committee shall be announced at least ten (10) days in advance by notice, via first class mail, to its members, stating the nature of its business to be discussed.

## ARTICLE VI

### Committees

The Chairman, with concurrence of the majority of the Executive Committee present, shall designate committees composed of members of the Section when needed, define their duties, appoint the committee chairperson and appoint a member of the Section to work with said committees.

The initial committees, until amended by the Executive Committee, shall be:

- A. Banking Law Committee
- B. Business Insurance Committee

- C. Consumer Bankruptcy Committee
- D. Corporate Law and Taxation Committee
- E. Credit Unions Committee
- F. Editorial Committee
- G. Employee Benefits and Executive Compensation Committee
- H. Law and Accounting Committee
- I. Nonprofit Corporation Committee
- J. Patent, Copyright and Trademark Committee
- K. Partnerships and Unincorporated Business Organizations Committee
- L. Savings and Loan Associations Committee
- M. Section Planning, Recruiting, and Review Committee
- N. Securities Committee
- O. Uniform Commercial Code Committee

Each committee shall have a Chairman, Vice Chairman, and such other members as may be appointed. At the first Executive Committee meeting preceding the annual meeting, each Committee Chairman shall present the Committee's plan of goals and objectives for the following year. Any Committee without an approved plan shall be deemed temporarily deactivated until further action of the Executive Committee.



ARTICLE VII  
AMENDMENTS

These By-Laws may be amended at any meeting of the Section by two-thirds (2/3) vote of the members of the Section in attendance and voting, provided that notice of the substance of the proposed amendments shall be distributed to each member of the Section by means of both (i) an e-mail message to the e-mail address the member has furnished to the Section and (ii) a notice posted on the Section's website.

I hereby certify that I am the duly elected and qualified Chair of the Section and on this 16th day of June, 2011, the foregoing amendments to the By- Laws were duly adopted by the members of the Section.

*Laura A. D'Angelo*  
Laura A. D'Angelo, Chair

Amended in June 2020 and approved by the KBA Board of Governors in July 2020.