

CORPORATE HOUSE COUNSEL LAW SECTION

KENTUCKY BAR ASSOCIATION

BY-LAWS

Last Amended April 19, 2012

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The organization shall be known as the Corporate House Counsel Law Section, (the Section), of the Kentucky Bar Association (the Association).

Section 2. Purpose. The purpose of this Section shall be as follows:

A. To promote the exchange of ideas within the Association on matters of interest to corporate house counsel;

B. To provide through Association-sponsored programs information relevant to corporate house counsel practice;

C. To assist corporate house counsel in discharging their professional responsibilities to their employer; and

D. To enhance the image of the professional capability of corporate house counsel.

ARTICLE II

MEMBERSHIP AND VOTING

Section 1. Membership. Membership in the Section is open to all members of the Association. A membership fee shall be assessed annually to those members of the Association who wish to be members of the Section. This fee

shall be established by the Executive Committee, and any increases shall be subject to approval by a majority vote of the Section members present and voting at the Annual Meeting. Dues shall be due and payable with the Association dues.

Section 2. Voting. Only dues paying members of the section shall be qualified electors and eligible to vote and hold office in the Section. Unless otherwise provided in these Articles, any and all official action shall be by a majority vote of those members present and voting.

ARTICLE III

OFFICERS, DIRECTORS AND COMMITTEES

Section 1. Officers.

A. The officers of this Section shall consist of the Chair, Immediate Past Chair, Vice-Chair, and a Chair-Elect. They shall be elected at the Annual Meeting of the Association and shall qualify by acceptance.

B. Unless otherwise provided herein, an officer shall serve for a term of one (1) year beginning July 1st of the year in which he/she assumes the office and ending on June 30th. Except as provided herein, in the event an officer, or Director, is unable or unwilling to serve, the Chair shall appoint, subject to approval of the Executive Committee (as set forth below), an officer, or Director, to serve in the vacant position for the remainder of the then current term until formal election of a successor pursuant to the terms of these By-laws at the next Annual Meeting.

Section 2. The Executive Committee.

A. The Executive Committee of the Section shall consist of the officers of the Section and the two (2) At-Large Directors (as defined in Article IV, Section 5 hereof).

B. The Executive Committee shall consult with and advise the Chair in the interval between Annual Meetings. Each member of the Executive Committee shall have one (1) vote on matters before the Executive Committee.

Section 3. Standing Committees. The standing committees shall be as enumerated herein. They shall be advisory to the Chair and to the Executive Committee and, in addition to such duties as directed by the Chair or the Executive Committee, shall have duties as follows:

A. Nominating Committee. The Nominating Committee for each subsequent year shall be appointed at or immediately following the Annual Meeting. The Nominating Committee shall consist of at least three members (but not more than five members) of the Section and shall include at least one Past Chair of the Section. The Nominating Committee shall receive and consider suggestions of persons to serve as officers and Directors for the Section and shall report a slate of nominees to the Section for election at the business meeting of the Section which shall be held at the Annual Meeting of the Association. The Nominating Committee may nominate more than one person for each office.

B. Continuing Legal Education. The Continuing Legal Education (CLE) Committee shall study and recommend CLE programs to the Executive Committee for presentation to the Section Membership.

C. Planning and Budget Committee. The Planning and Budget Committee shall advise the Chair and the Executive Committee on the goals and the financial status of the Section. The Vice-Chair shall serve as a member of this committee.

D. Public and Professional Relations. The Public and Professional Relations Committee shall advise the Chair and the Executive Committee on matters relating to other Association sections, American Bar Association sections and other professional areas of interest to corporate house counsel. The committee shall also advise the Chair and the Executive Committee on matters of responsibility to the general public.

Section 4. Special Committee. The Chair shall, with the approval of the Executive Committee, create such special committees as he/she deems necessary.

Section 5. Chairpersons. The Chair shall, with approval of the Executive Committee, appoint the chairpersons of each standing committee and each special committee.

ARTICLE IV

DUTIES OF THE OFFICERS AND DIRECTORS

Section 1. Chair. The Chair of the Section shall serve as the chief executive officer of the Section and preside at all meetings of the Section and of the

Executive Committee. The Chair shall present at each Annual Meeting of the Association a report of the Section for the prior year and shall oversee the program of the Section.

Section 2. Chair-Elect. The Chair-Elect shall serve as the Secretary and shall keep the minutes of the proceedings of the Section and the Executive Committee meetings, maintain the roll of the members and send notices to members. The Chair-Elect shall also perform the duties assigned to him/her by the Chair. The Chair-Elect shall endeavor to become thoroughly familiar with the duties of the Chair, programs and the activities of the Section. Upon expiration of his/her term as Chair Elect, the Chair-Elect shall succeed to the office of Chair for a term of one year, beginning July 1st of the year in which he/she assumes the office and ending on June 30th.

Section 3. Vice-Chair. The Vice-Chair of the Section shall service as an assistant to the Chair and shall monitor the Section's financial status. The Vice-Chair shall perform the duties of the Chair during the absence or disability of the Chair.

Section 4. Immediate Past Chair. The Immediate Past Chair shall serve as an assistant to the Chair and perform such functions as the Chair shall direct. The Immediate Past Chair shall serve as an ex officio member of the Executive Committee and shall not be a voting member thereof.

Section 5. At-Large Directors. Two (2) At-Large directors shall be elected by the Section membership to serve on the Executive Committee in a general policy-making, advisory capacity. Each At-Large Director shall serve for a term

of two (2) years, with one At-Large director being elected at every other Annual Meeting. However, at the initial Annual Meeting of the Section, one At-Large Director shall be elected for a term of one year and one At-Large Director shall be elected for a term of two years.

ARTICLE V

ELECTIONS

Section 1. Annual Meeting Nominations. Except as specifically provided otherwise, the Officers and Directors of the Section shall be elected at the Annual Meeting by a majority vote of those present and voting. Nominations shall be received from the Nominating Committee and from the floor. Elections may be by secret ballot.

Section 2. Voting. Only those paying dues at the time of casting their ballot or having proof of payment shall be entitled to vote.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting. An Annual Meeting of the Section shall be held as a part of the Association's Annual Convention or as scheduled by the Section prior to the end of the current fiscal year ending June 30th.

Section 2. Special Meetings. Special Meetings of the Section may be called: (a) by the Chair, (b) by a majority of the Executive Committee, (c) by the Vice-Chair upon written request to the Vice-Chair of not less than 25 members of the Section, or (d) upon approval of the Board of Governors. The time and place of the special meetings shall be announced at least 10 days in advance by notice to

the membership via first class mail or via electronic mail at the electronic mail address on record with the association.

Section 3. Quorum. Five members of the Section present shall constitute a quorum for the purposes of transacting business at all Section meetings. Roberts' Rules of Order (latest edition) shall govern the proceedings.

Section 4. Executive Committee Meetings. The Executive Committee shall meet not less than four (4) times each year. The meetings of the Executive Committee shall be called by the Chair or upon written request to the Vice-Chair of not less than three (3) voting members of the Executive Committee. A quorum for meetings of the Executive Committee shall be three (3) voting members. The time and place of the meetings of the Executive Committee shall be announced at least 10 days in advance by notice to its members stating the nature of the business to be discussed. Such notice shall be sent via first class mail or via electronic mail at the electronic mail address on record with the association.

ARTICLE VII

AMENDMENTS

These by-laws may be amended at any Annual Meeting of the Section membership 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 either have been published with notice of the hearing in the Kentucky Bench and Bar or sent to all members of the Section with notice of the meeting via first class mail or via electronic mail at the electronic mail address on record with the association. .