

**THE KENTUCKY  
BAR ASSOCIATION HEALTH LAW SECTION  
BY-LAWS**

**ARTICLE I**

**Name and Purpose**

**1.1 Name.** This Section shall be known as the "Health Law Section" and shall be referred to subsequently as the "Section."

**1.2 Purpose.** The purpose of this Section shall be the purposes of the Kentucky Bar Association (Association) as stated in SCR 3.025 within the particular area of health law. To that end, the purposes of this Section shall be to increase interest in the field of health law by members of the Association, non-members of the Association, and laypersons and to serve and educate its members in that field of health law.

**ARTICLE 2**

**Membership**

**2.1 Members.** All members of the Association are eligible for membership in this Section. The membership of the Section shall consist of those members whose dues for the Section have been paid, as provided for in this Article. Any member of the Association in good standing shall be enrolled as a member of the Section upon the filing of an application of the Association and the payment of the annual Section dues.

**2.2 Dues.** A member of the Section shall pay dues in the manner and in the amount as may be determined by the Section and approved by the Board of Governors.

**2.3 Termination of Membership.** Any member of the Section whose annual dues are more than six months past due shall cease to be a member of the Section. Any person who ceases to be a member of the Association shall also cease to be a member of the Section.

**ARTICLE 3**

**Section Meetings**

**3.1 Annual Meeting.** The Section shall meet immediately before or during the Annual Meeting of the Association or at such times as designated by the Chair (Annual Meeting). The Chair shall give the membership at least 60 days notice of the date, time, place and tentative agenda for the annual meeting.

**3.2 Special Meeting.** The Section may hold other meetings of its membership during the year. The Chair shall give the membership at least fifteen (15) days notice of the date, time, place, and agenda for the special meeting.

**3.3 Quorum.** The members of the Section present at a meeting of the membership shall constitute a quorum for the transaction of business. Binding action shall be by a majority vote of the members present.

**3.4 Agenda.** During the Annual Meeting, the Section shall set dues, elect officers, recommend By-Laws or amendments to By-Laws for the Section to be adopted by the Board of Governors of the Association, and initiate planning for the Section activities for the fiscal year beginning July 1 immediately following the Annual Meeting. The agenda for the annual meeting of the Membership shall consist of the election of officers and members of the Board and such other matters as the Chair of the Section or the Board of Officers deems appropriate. The Agenda of a special meeting of the Membership shall consist of those matters which that Chair of the Section or the Board deem appropriate and of which notice has been given.

**3.5 Parliamentary Authority.** Robert's Rules of Order Newly Revised (1990 Edition) shall be the parliamentary authority to govern meetings of the Section in parliamentary situations not covered by these By-Laws, unless a particular meeting of the Section otherwise directs.

**3.6 Approval.** All Section programs and the time and place of all meetings shall be approved by the Board of Governors in accordance with Section 11 of the Association By-Laws.

## **ARTICLE 4**

### **Board of Officers**

#### **4.1 Powers and Functions.**

[a] The Board of Officers (Board) shall be vested with the powers and duties necessary for the administration of the activities of the Section.

[b] The Board shall annually adopt a budget. The expenditures of any money not authorized in such budget shall require the Board's approval or the majority approval of the members of the Section. The Board shall not authorize commitments, contracts, or expenditures that entail the payment during a fiscal year of more money than the funds available from the revenues of the Section reasonably projected for such fiscal year without the approval of the Board of Governors, except that it may authorize the expenditure, in addition to

current revenues, of such amount or all of any surplus or previously accumulated reserve funds of the Section as it shall deem advisable.

[c] The Board is authorized to establish and organize into appropriate organizational structures such committees as it deems necessary to carry out the purposes of the Section. The Board may establish an appropriate chain of responsibility for any organizational structures and committees that it may create. No action of a Section committee or other organizational structure shall be effective until approved by the Board or by the Membership of the Section. The authority to establish committees and organize them into appropriate organizational structures may be delegated by the Board to the Chair of this Section.

[d] Between meetings of the Membership, the Board shall have authority to perform the functions that the Membership of the Section might perform. The Board shall report to the Membership of the Section at each meeting any action taken since the last meeting of the Membership of the Section.

[e] The Board may direct a referendum by mail ballot of the members of the Section. A majority of the votes cast in the referendum shall determine the policy of the Section with respect to the question submitted. Such referendum shall be conducted according to the rules established by the Board and certified by the Association.

**4.2 Composition.** The Board shall be composed of the Officers of the Section; and six Members-at-large elected to the Board by the Membership of the Section.

**4.3 Terms.** The term of two of the initial members at large shall be one Association year; of two of the initial members it shall be two Association years and of the remaining initial years beginning with the adjournment of the Annual Meeting in which the meeting is elected. No member at large may serve more than two successive terms staggered as much as feasible.

**4.4 Meetings**

[a] The Board shall meet at least once a year at the time and place of the Annual Meeting. The Chair may call special meetings between Annual meetings and shall call a special meeting upon the written request of five members of the Board. The Chair shall select and give to the members of the Board at least ten days notice of the date, time and place of a special meeting. The Board Members present shall constitute a quorum for the transaction of business at Board meetings. Binding action shall be by a majority vote of those Board Members in attendance and voting.

[b] There shall be neither absentee nor proxy voting.

[c] If a meeting of the Board is not feasible, the Chair may submit in writing to the members of the Board any items upon which the Board may be authorized to act, and shall so submit any item upon the written request of the five members of the Board. The members of the Board may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person so participating.

**4.5 Vacancies.** If any member of the Board fails to attend two successive meeting of the Board, the seat of the member of the Board shall be automatically vacated unless the member is excused for good cause by action of the Board. The Board upon recommendation of the Chair may fill vacancies in the seats of the members-at-large elected to the Board.

## **ARTICLE 5**

### **Officers**

**5.1 Officers.** The officers of the Section shall be the Chair, the Chair-Elect, the Immediate Past Chair, the Vice-Chair, and the Treasurer.

**5.2 Chair.** The Chair shall preside at all meetings of the members of the Section and of the Board. The Chair shall appoint the Chairs and members of all committees of the Section who are to hold office during the Association year. The Chair shall plan and supervise the activities of the Section subject to the directions and approval of the Board. The Chair shall perform such other duties and acts as usually pertain to the officer or as may be designated by the Board.

**5.3 Chair-Elect.** The Chair-Elect shall aid the Chair in the performance of the responsibilities of the Chair in such manner and to such extent as the Chair may request. The Chair-Elect shall preside at meetings of the Section and the Board in the absence of the Chair. The Chair-Elect shall perform such duties and have such powers as usually pertain to the office or as may be designated by the Board or the Chair. In case of the death, resignation, or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

**5.4 Vice-Chair.** The Vice-Chair shall consult with and assist all the officers of the Section in the work of the Section in the manner and to the extent requested. The Vice-Chair shall be the liaison between the Section and the Association staff with respect to the retention and maintenance of books,

records, papers, documents, and information in any form and other property pertaining to the work of the Section. The Vice-Chair shall keep a true record of the proceedings of all meetings of the Section and of the Board and submit copies of all minutes to the CLE Director of the Association. Section authorization of all expenditures shall be included in the minutes for documentation to the Director of Accounting for all expenditures approved by the Section.

**5.5 Treasurer.** The Treasurer shall keep or arrange for and oversee the keeping of accurate records of all income and expenditures of the Section. The Treasurer shall monitor all accounts, reports, and other documents prepared relating to Section funds, revenues, and expenditures and shall seek to make certain that all such accounts, reports, and other documents are accurate and correct. The Treasurer shall advise the officers and the Board as to the effect of any proposed action by the officers, Board or Section which, in the judgment of the Treasurer, would have a significant impact on the financial condition of the Section. The Treasurer shall prepare a projected budget for presentation to the Board at the time of the Annual Meeting, or such other time as may be expressly fixed by the Board. The Treasurer shall submit to the Section, at the Annual Meeting, a report on the Section's financial affairs and financial condition. The Treasurer shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section or the Board.

**5.6 Terms.**

[a] The terms of the Chair, Chair-Elect and Immediate Past Chair are two association years, beginning with the adjournment of the Annual Meeting during which the officer is elected.

[b] The Vice-Chair and Treasurer shall serve two year terms beginning with the adjournment of the Annual Meeting during which they are elected.

[c] The Chair-Elect becomes the Chair upon the adjournment of the second Annual Meeting of the Association after the Chair-Elect was elected.

**5.7 Vacancies.** If any officer fails to attend two successive meetings of the Board, the office held by the officer shall be automatically vacated unless the officer is excused for good cause by action of the Board. The Board upon recommendation of the Chair may fill vacancies in the office of Chair-Elect, Vice-Chair or Treasurer. Officers so selected shall serve until the completion of the unexpired term.

## ARTICLE 6

### Nomination and Election of Officers and Board Members

**6.1 Nominating Committee.** At any time, the Chair shall appoint a nominating committee of at least three members of the Section, none of which shall be candidates and at least one of whom shall be either a present or former officer or member of the Board of the Section. The Chair shall promptly announce the names and addresses of the members of the Nominating Committee in a publication sent to Section members. If a vacancy should occur in the membership of the Nominating Committee, the Chair may appoint a member to fill the vacancy. One or more candidates may be nominated by the Nominating Committee for each position to be filled by election as provided in these By-laws. The Nominating Committee shall report the identity of each nominee and shall include a brief statement of activities of the nominee in the Section and in the legal profession. The Nominating Committee shall submit its report to the Chair of the Section not later than 90 days prior to the opening of the Annual Meeting.

**6.2 Petition.** One or more additional nominations may be made for any office, including member-at-large of the Board, by petition signed by not less than ten (10) members of the Section. The petition must state that the individual nominated has agreed to the nomination. The petition shall be sent to the Chair of the Section and must be received not less than 60 days prior to the opening of the Annual Meeting.

**6.3 Publication of Names and Nominees.** No less than forty-five (45) days prior to the Annual Meeting the chair shall publish the names of all nominees for elected offices and the Board seats in a publication of the Section.

**6.4 Election.** All elections shall be held by voice vote at a business session of the Section during the Annual Meeting. The date, time and place of the meeting shall be published in the official program of the Annual Meeting, as appropriate. Each contested position, other than that of the Board member, shall be voted upon separately by written ballot. Election shall be by a majority of the votes cast, and a run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained. Nominees shall be voted on as a group. Those nominees receiving the highest number of votes shall be elected, to the extent required to fill all vacancies on the Board.

## **ARTICLE 7**

### **Representation of Association Position**

**7.1 Representation.** Any action by this Section must be approved by the Board of Governors of the Kentucky Bar Association before the action can be effective as the action of the Kentucky Bar Association. Any resolution or recommendation adopted or action taken by the Section, on request of the Board or the Section, shall be reported by the Chair to the Board of Governors for action by the Association.

## **ARTICLE 8**

### **Amendments**

**8.1 Amendments.** These By-Laws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, if such proposed amendment shall first have been approved by the Board. Written notice of an intention to amend these By-Laws must be given to the membership no later than 60 days prior to the opening of the Annual Meeting. Amendments shall become effective upon approval by the Board of Governors of the Association.

## **ARTICLE 9**

### **Administrative Matters**

**9.1 Fiscal Year.** The Fiscal Year of the Section shall be the same as the fiscal year of the Association.

**9.2 Compensation.** No salary or compensation for services shall be paid to any officers or members.

## **ARTICLE 10**

### **Transitional Provision**

**10.1 Effective Date.** These by-laws shall take effect upon the adjournment of the Annual Meeting upon approval.

**10.2 Officers.**

[a] The Chair, Immediate Past Chair, and all other officers and committee members shall fulfill their continuing terms to be placed in accordance with these By-laws. The then Chair-Elect shall serve a transitional two-year term

as Chair beginning in 1999 followed by one-year terms as otherwise provided in these By-laws.

### **CERTIFICATE**

I hereby certify that on this date I am the duly elected and qualified Chair and Vice-Chair of the Kentucky Bar Association and that on this day of \_\_\_\_\_, 2010, the foregoing by-laws were adopted by unanimous action of the board of directors/incorporators.