

BY-LAWS¹

ALTERNATIVE DISPUTE RESOLUTION SECTION KENTUCKY BAR ASSOCIATION

ARTICLE 1

Section 1. NAME. The organization shall be known as the Alternative Dispute Resolution Section (the "Section") of the Kentucky Bar Association (the "Association").

Section 2. PURPOSES. The purposes of this Section shall be as follows:

A. To promote the exchange of ideas within the Association regarding Alternative Dispute Resolution matters.

B. To provide through the Association-sponsored programs information relevant to Alternative Dispute Resolution.

C. To assist attorneys in discharging their professional responsibilities to their clients in Alternative Dispute Resolution matters.

D. To enhance the image of the legal profession.

E. To recommend new procedures and statutes which will improve Alternative Dispute Resolution practice in Kentucky.

F. To assist in the formation of and/or support the activities of association(s) the membership of which is open to both members and nonmembers of the Kentucky Bar Association who are engaged in Alternative Dispute Resolution, in the discretion of the Section.

ARTICLE 2

Section 1. MEMBERSHIP. All members of the Kentucky Bar Association shall be eligible for membership in the Section. Membership dues shall be assessed annually to those members of the Association who wish to become members of the Section. These dues shall be established, and from time to time changed, by the Executive Committee, subject to approval by a majority vote of the Section members present 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

¹ As amended November 23, 2004.

otherwise provided in these By-Laws, any and all official actions taken by the Section at the Annual Meeting shall be by a majority vote of those members present and voting.

ARTICLE 3

Section 1. OFFICERS.

A. The officers of this Section shall be the Chair, Chair-Elect, Vice Chair, Treasurer, and Secretary. They shall be elected at the Annual Meeting of the Section from its own membership by those members present and voting at the Annual Meeting of the Section.

B. Unless otherwise provided herein, an officer shall serve for a term of two (2) years. Except as provided in these By-Laws, if an officer is unable or unwilling to serve, the Chair shall appoint, subject to approval of the Executive Committee, an individual to serve as that officer until the election 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.

B. The Executive Committee shall consult with and advise the Chair in the interval between Annual Meetings.

Section 3. STANDING COMMITTEE. The standing committees shall be as enumerated in these By-Laws. They shall be advisory to the Chair and 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. One member of the Nominating Committee shall be elected each year by the membership at the Annual Meeting for a three-year term. The Nominating Committee shall consist of three (3) elected members of the Section, and shall include at least one Past Chair of the Section and one Past Chair of the Legislation Committee, both of whom shall be appointed by the Chair of the Section.² The Nominating Committee shall receive and consider suggestions of persons to serve as officers for the Section, and as members of the Section Committees. The Nominating Committee shall report a slate of nominees to the Section for election at the business meeting of the Section at the Annual Meeting. The Nominating Committee may nominate more than one person for each office Committee position.

² This sentence shall not take effect until the Section has been in existence for three (3) years. During that period, the Chair shall appoint three (3) members of the Section to the Nominating Committee.

The Nominating Committee shall nominate person(s) to fill vacancies on any standing committee for the remaining term of the person replaced. The Executive Committee shall elect the individual(s) to fill such vacancies.

B. LEGISLATION COMMITTEE. The Legislation Committee shall study the statutes of the Commonwealth of Kentucky and develop proposals for the improvement thereof in all matters both substantive and procedural relating to Alternative Dispute Resolution. The Committee shall advise the Chair and Executive Committee on such proposals, together with any recommendation which the Committee shall desire to make to the Section which, if approved, would be forwarded to the Board of Governors. The Committee shall consist of ten (10) members. The members shall be divided into five (5) classes, each consisting of two (2) members. Two members shall be elected at each Annual Meeting for a term of five (5) years³ and shall hold office until his or her successor shall be elected.

C. CONTINUING LEGAL EDUCATION COMMITTEE. The Continuing Legal Education Committee shall be in charge of the planning and presentation of programs relating to Alternative Dispute Resolution. The Committee shall be appointed by the Executive Committee and serve at its pleasure.

Section 4. FINANCE COMMITTEE. The Finance Committee shall have general oversight of the finances of the Section, prepare a budget for the members to be voted on at the Annual Meeting, review expenditures for conformity to the budget and recommend any changes in Section dues. There shall be three members elected by the members at the Annual Meeting, each for a term of three years.⁴ The Treasurer shall Chair the Finance Committee.

Section 5. SPECIAL COMMITTEES. The Chair may, with the approval of the Executive Committee, create such special committees as he or she deems appropriate, and appoint the member and Chair of each such special committee. Special committees shall be disbanded upon the completion of the task for which the committee was created, or at the next Annual Meeting unless recreated by the Chair with the approval of the Executive Committee.

Section 6. CHAIRPERSONS. Except as otherwise provided, at the first meeting of each Committee following the Annual Meeting each Committee shall elect a Chair from its own membership for the year.

³ At the first Annual Meeting at which members are elected, the initial classes shall be staggered in one year increments so as to provide for one class going out of office each year, and ten (10) members shall be elected. The Executive Committee shall name the members of each class from among the ten (10) members elected at that time.

⁴ At the first Annual Meeting at which members are elected, the initial classes shall be staggered in one year increments so as to provide for one class going out of office each year, and three (3) members shall be elected. The Executive Committee shall name the members of each class from among the three (3) members elected at that time.

ARTICLE 4

DUTIES OF THE OFFICERS

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 programs of the Section.

Section 2. CHAIR-ELECT. The Chair-Elect shall serve as an assistant to the Chair and shall perform the duties assigned to him/her by the Chair and Section. Upon expiration of his/her term, he or she shall succeed to the office of Chair for a term of two years, beginning with the adjournment of the Annual Meeting of membership of which he/she assumes the office and shall serve until his/her successor shall have been elected.

Section 3. VICE-CHAIR. The Vice-Chair shall serve as assistant to the Chair and shall perform the duties assigned to him/her by the Chair and Section. The Vice-Chair shall endeavor to become thoroughly familiar with the duties of the Chair, programs and activities of the Section. The Vice-Chair shall perform the duties of the Chair during the absence or disability of the Chair.

Section 4. TREASURER. The Treasurer shall maintain the financial records of the Section, shall Chair the Finance Committee, and shall perform the duties assigned by the Chair of the Section.

Section 5. SECRETARY. The Secretary shall keep a record of the proceedings of the Section and Minutes of each meeting; keep a correct roll of the membership; notify members of meetings of the Section; and shall perform the duties assigned by the Chair or the Section.

ARTICLE 5

ELECTIONS

Section 1. ANNUAL MEETING NOMINATIONS. Except as specifically provided otherwise, the officers of the Section shall be elected at the Annual Meeting by a majority vote of those members present and voting. Nominations shall be received from the Nominating Committee and from the floor.

ARTICLE 6

MEETINGS

Section 1. ANNUAL MEETING. The Annual Meeting of the Section shall be held as part of the Association's Annual Convention. All Section programs and time and place of all meetings shall be approved by the Board of Governors of the Association.

Section 2. SPECIAL MEETING. Special Meetings of the Section may be called either by the Chair, or by a majority of the Executive Committee, or by the Vice-Chair upon written request to the Vice-Chair of not less than ten percent of active members of the Section. Any Special Meeting, regardless of the manner called, shall require the written prior approval of the Executive Director of the Kentucky Bar Association. The time and place of the special meetings shall be announced at least ten days in advance by notice to the membership via first class mail and/or electronic means.

Section 3. EXECUTIVE COMMITTEE MEETINGS. The meetings of the Executive Committee shall be called by the Chair, or upon written request to the Vice-Chair of not less than two (2) voting members of the Executive Committee. A quorum for meetings of the Executive Committee shall be two (2) voting members. The time and place of meetings of the Executive Committee shall be announced at least ten (10) days in advance by notice via first class mail to Executive Committee members stating the nature of the business to be discussed. It is provided, however, that ten (10) days notice shall not be required if all Executive Committee members voting shall execute a waiver of notice of said meeting and attach said waiver to the minutes of that meeting. Meetings may be held by telephone or video conference.

ARTICLE 7

AMENDMENTS

These By-Laws may be amended at any Annual Meeting for 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 meeting in the *Kentucky Bench and Bar* or sent to all members of the Section with notice of the meeting via first class mail at least ten (10) days prior to the meeting.

Adopted: _____, 2004.

PRESIDENT, KENTUCKY BAR ASSOCIATION

Attest:

SECRETARY, BOARD OF GOVERNORS
KENTUCKY BAR ASSOCIATION

CHAIR, ALTERNATIVE DISPUTE RESOLUTION SECTION

Attest:

SECRETARY, ALTERNATIVE DISPUTE RESOLUTION SECTION