

BYLAWS OF THE KENTUCKY BAR ASSOCIATION

**Effective upon approval of the Supreme Court
Including Amendments Received Through June 10, 2026**

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Section 1 Definitions

The definitions embodied in SCR 3.010 are hereby adopted as a part of these Bylaws.

Section 2 Honorary memberships

The Board may, by resolution, confer honorary membership upon any individual who has attained the age of seventy-five (75) years or maintained membership in the Association for fifty (50) years. Such designation may be granted for life or for a term specified by the Board. Honorary members shall be exempt from the payment of dues and from the continuing legal education requirements under SCR 3.645.

An honorary member who is no longer engaged in the active practice of law shall, upon written notice to the Executive Director, be classified as inactive and be exempt from the requirements of Supreme Court Rule 3.024. An inactive honorary member may provide pro bono legal services through a duly organized legal aid program or a local bar association pro bono initiative.

An inactive honorary member may request reclassification to active status by submitting written notice to the Executive Director.

Section 3 Annual Convention of the Association

An annual convention of the Association open to all members in good standing shall be held during the months of May or June in a location in Kentucky designated by the Board. If conditions adversely affect attendance and/or there are other circumstances making it inadvisable, impossible, or unsafe to hold the annual convention, then the Board, by a two-thirds majority vote, may declare that no convention be held in that year.

The President and/or Executive Director of the Association shall, as soon as possible after the fixing of the dates for the annual convention, notify each presiding Circuit Judge for the purpose of encouraging the Circuit Judge to arrange the trial schedule of the Court so as not to interfere with the dates of the annual convention.

Section 4 The Board of Governors

(a) The "Board" is defined in SCR 3.070. The term of office of each Governor of the Board shall commence on July 1 next following their election and, under SCR 3080, shall be for a period of two years and/or until their successor is elected and qualified.

(b) Any member of the Association in good standing shall be eligible for nomination and election to the Board from the Supreme Court District in which the member resides.

(c) A candidate for the Board of Governors must be nominated by a petition signed by at least twenty (20) members in good standing from the candidate's Supreme Court District. Signatures may be wet or electronic. The candidate shall certify that all electronic signatures were authorized and maintain proof of such authorization for submission to the Executive Director upon request. Petitions must be received at the Kentucky Bar Center by 5:00 p.m. Eastern Time on the last business day of October. If only one candidate is nominated in a District, that candidate shall be declared elected, and the Executive Director shall immediately certify the result. If two or more candidates are nominated, an election shall be conducted as provided in Section 9.

(d) If a vacancy occurs on the Board, the President will appoint an eligible member as defined in Section 4(b) to serve for the remainder of the term. This appointment must receive written approval from a majority of the Board. Alternatively, the Board may, by majority vote, choose to hold a special election to fill the vacancy.

(e) The Board of Governors shall convene regular meetings at such times and places as it may determine, during the months of January, March, May, July, September, and November, and immediately preceding the first day of the Association's annual convention. Special meetings may be called by the President as deemed necessary and shall be called upon the written request of four (4) or more members of the Board. Any meeting, whether regular or special, may be canceled by a majority vote of the Board of Governors.

(f) Eleven members of the Board shall constitute a quorum. Except as otherwise provided in the Rules, the vote of a majority of those present and voting shall be necessary to take action.

Section 5 Officers

The officers of the Association and of the Board, their duties, tenure, and manner of selection shall be as follows:

(a) The President.

The President shall preside at all meetings of the Board. The President shall be a member of the Board with full power to vote on all matters which it may consider. The President shall perform all duties imposed by the Rules and by these Bylaws. The President's term of office shall be for one year and shall commence on July 1 in the second calendar year next succeeding election as President-Elect.

(b) The President-Elect.

The President-Elect shall be nominated and elected as provided in Sections 6 and 9 and shall hold such office until he/she assumes the office of President. The President-Elect shall endeavor to thoroughly familiarize himself/herself with the duties of the President and the work of the Association and of the Board.

(c) The Vice President.

The Vice President shall be nominated and elected as provided in Sections 6 and 9. The Vice President's term of office shall commence on July 1 next succeeding his/her election and shall continue for one year. The Vice President shall perform the duties of the President during the absence or disability of the President.

(d) Limits on Election

The President, President-Elect and Vice-President shall, during their tenure and for a period of four years thereafter, be ineligible to serve as elected members of the Board except the Vice-President may run for and serve as President-Elect.

(e) Vacancies

If a vacancy occurs in the office of President, the President-Elect shall succeed to that office for the remainder of the term. If a vacancy occurs in the office of President-Elect or Vice President, the President will appoint a sitting member of the Board to serve for the remainder of the term. This appointment must receive written approval from a majority of the Board. Alternatively, the Board may, by majority vote, choose to fill the vacancy by election from among the sitting members of the Board.

(f) The Executive Director.

The Executive Director shall be appointed by the Board and shall hold office at its pleasure. The Executive Director shall maintain an office at the Association's headquarters in Frankfort, Kentucky. . The Executive Director shall be the custodian of all records of the KBA other than disciplinary records, which are maintained by the Disciplinary Clerk or the Inquiry Commission. The Executive Director shall keep a record of the proceedings of the Board; provided, that the Board may order any part of its records expunged. In the absence or disability of the Executive Director, the Board shall appoint an Acting Executive Director. The Board may appoint an assistant or assistants to the Executive Director who shall also perform such other duties as are required by the Board.

(g) The Registrar and Deputy Registrar.

The Registrar and Deputy Registrar shall be appointed by and hold office at the pleasure of the Chief Justice. They shall maintain their offices at the Association's headquarters in Frankfort, Kentucky =. They shall be the custodian of all accounting records, the roster of members and such other information pertaining to Association membership as required by SCR 3.060 or as may be prescribed either by the Court or by the Board.

(g) The Treasurer.

The Treasurer and Assistant Treasurer shall be appointed by the Board and hold office at its pleasure. The Treasurer shall be the fiscal officer of the Association and of the Board. It shall be the Treasurer's duty to collect all funds due to the Association and the Board, and to receive and disburse funds for the Association under direction of the Board. The Treasurer shall keep accurate books and records of accounts, and at least quarterly (and at more frequent intervals when required by the Board) shall make a written report showing the then-current financial position of the Association, and all receipts and disbursements since the date of his/her last report. In the absence or disability of the Treasurer, a member of the Board shall be named by the President to perform the duties of the Treasurer.

(h) Executive Committee.

An Executive Committee of the Board shall consist of the following officers of the Bar: the President, who shall serve as Chair of the Executive Committee; the Immediate Past President; the President-Elect; the Vice-President; Chair of the Young Lawyers Division; and the Executive Director. The Executive Committee

shall advise the President on matters concerning the operations of the Bar and provide a forum for discussion and recommendation to the Board of Governors including matters of long-range planning. The Executive Committee may also act on matters of an emergency nature that may affect the Bar. When the Executive Director becomes aware of any matter that may require Executive Committee action, the Executive Director shall immediately advise the President. The President shall advise the Board of any action taken or any recommendation made by the Executive Committee at the next Board meeting. The Executive Committee shall meet at such times as may be called by the President.

Section 6 Nomination of officers

(a) Nomination to the offices of Vice President and President-Elect shall be made by written petition as herein provided. All candidates for office shall be members of the Association in good standing.

(b) Nominations for the offices of Vice President and President-Elect shall be made by written petition signed by not less than one hundred members of the Association in good standing, with not less than ten signatures on the written petition being members who are residents of each Supreme Court District. Signatures may be wet or electronic. The candidate shall certify that all electronic signatures were authorized and maintain proof of such authorization for submission to the Executive Director upon request. Only one candidate may be nominated on a single petition, and any number of petitions may be filed for a candidate.

(c) All nominating petitions for the office of Vice-President and President-Elect shall be filed with the Executive Director between October 15 and November 15 in each year. Where only one candidate has been duly nominated for an office, that candidate shall be declared elected and the Executive Director shall certify the election to the Board and the nominee on or before December 15 in that year.

Section 7 House of Delegates – Deleted

Section 8 Officers of the House-duties, tenure and manner of selection – Deleted

Section 9 Elections

(a) The Executive Director shall prepare ballots for any contested positions, including President-Elect, Vice President, and members of the Board of Governors. In accordance with the Election Policies established by the Board of Governors, the Executive Director will ensure that an official ballot is made available electronically to every member eligible to vote. Each ballot will list the nominees for the specific office or Board position being contested, with all names arranged in random order.

(b) Ballots shall be available on December 15 and must be returned no later than the subsequent January 15.

(c) An Election Review Committee consisting of three non-lawyers will be appointed by the Clerk of the Supreme Court. No member of the Board or employee of the Kentucky Bar Association may be placed on the Election Review Committee. The Election Review Committee shall meet by January 30 to count the votes at a location designated by the Clerk. Each candidate for a position shall be entitled to have present at the meeting of the Election Review Committee an official observer under a written and signed designation by such candidate. No candidate may be present at the meeting of the Election Review Committee.

(d) The candidate receiving the highest number of votes for each position shall be elected. The Election Review Committee shall prepare a written certification of the results and file it with the Clerk. A copy of the certification shall be sent to the Executive Director, who will promptly notify all candidates and the Board of the election results.

(e) Any candidate who desires a recount must deliver a written request to the Clerk within ten (10) days of the filing of the certification. The Clerk will establish procedures for a recount.

(f) If no recount is timely requested, or at the conclusion of the recount, ballots and electronic records of the vote shall be destroyed.

Section 10 District Bar Programs – Deleted

Section 11 Sections

(a) Sections. There shall be created sections within the Kentucky Bar Association as deemed appropriate by the Board of Governors.

(b) Eligibility. All members in good standing of the Kentucky Bar Association shall be eligible for membership in any one or more of the Sections of the Kentucky Bar Association, subject to that Section's membership criteria, and may become members by paying the respective dues as designated by each Section.

(c) Officers. Officers for each Section shall include, but need not be limited to, a Chair, a Chair-Elect, and a Vice-Chair, who shall be elected for a term of one or two years, from and by its own membership present and voting at the required annual Section meeting, which shall take place during the annual meeting of the Association or as scheduled by the Section prior to the end of the current fiscal year ending on June 30th. Each section shall specify the duration of the term of office in the Section bylaws. No individual may serve in any one of the required offices of the Section for a period of greater than two years. If a Section fails to fill the required offices at their annual meeting, the Board of Governors, following a petition from the Section, may appoint an interim officer to fill the remainder of the term. At least two officers from each Section shall be required to attend an annual leadership training organized by the KBA.

(d) Dues. A majority of the members of the Section in attendance at the annual meeting of the Section may fix dues for the Section. The dues shall be paid to the Treasurer (of the KBA) and held in separate general ledger accounts for each Section. Funds shall be disbursed by the Treasurer for programs of each Section as approved by the Executive Director. Each Section's general ledger account balance may be limited to an amount established by the Board, but in no event shall a Section's balance exceed \$30,000 on June 30 of each fiscal year.

(e) Bylaws. Every Section shall have a set of bylaws, which shall include a Section mission statement describing the Section's purpose. A majority of the members of the Section in attendance at the annual meeting of the Section shall adopt the bylaws, which shall be subject to the approval of the Board of Governors.

(f) Annual Report. Each section shall annually file with the Board on or before the annual meeting a report that outlines the activities and expenditures of the Section for the current fiscal year ending June 30th.

(g) Forecast Report. Every Section's incoming chair shall submit to the Board on or before August 1st following their election an outline of the Section's proposed activities, expenditures and meetings for the ensuing fiscal year.

(h) Approval of Activities and Projects. All Section programs, projects, expenditures (excluding routine in-state travel in support of Section activities, programs or projects) and meetings shall be preapproved in writing by the Executive Director or the Director of Accounting. Dues paid pursuant to Supreme Court Order shall only be used for those activities and purposes that are necessary or reasonably incurred for the purpose of fulfilling the mission established by the Court; regulating the legal profession, and improving the quality of legal services. Such dues shall not be used for political or ideological activities that could reasonably be construed to impinge on the First Amendment rights of free speech of members who disagree with such political or ideological activities.

(i) New Sections. A new Section of the Kentucky Bar Association may be created upon the Board's approval following the submission of an application and petition by a current Kentucky Bar Association

member, which shall include the following:

- (i) a description of the area(s) of practice the Section will cover;
- (ii) statement of need and purpose;
- (iii) signatures of a minimum of one hundred (100) current Kentucky Bar Association members who are interested in seeing the formation of the proposed Section.

Establishment of the Section shall become effective at the start of the following fiscal year following the Board's approval.

(j) Abolition. Upon notice by electronic mail to all current members of a Section, the Board of Governors may abolish a Section, which would take effect at the end of the fiscal year in which notice was given. A Section may be abolished for inactivity, lack of membership or failure to comply with any of the requirements of this bylaw, including failure to conduct an annual meeting and/or failure to submit an annual or forecast report.

Section 12 Committees

(a) The Association shall maintain any committees designated by the Supreme Court or authorized by the Board. The Board has the authority to dissolve any committee it creates, including those that existed prior to the adoption or amendment of these bylaws.

(b) Membership and Term of Service. Unless otherwise provided by Rule the following shall apply for membership and terms of service for committees:

- (i) Each year the President shall appoint a Chair for each committee.
- (ii) The President shall appoint to each committee one or more Board members whose terms will be for one (1) year.
- (iii) At the discretion of the Board, certain committees may be composed solely of Board members.
- (iv) The President may appoint non-Board members to a committee. In making appointments of non-Board members, the President should strive for geographic diversity in the membership of each committee.
- (v) All non-Board members of a committee, with the exception of Ethics Hotline Members, shall be appointed for an initial term of three (3) years. The President may reappoint non-Board committee members for staggered terms of one (1), two (2), or three (3) years to ensure continuity on a committee.

(c) Each committee shall meet at least once a year. On or before June 30 of each year, each committee shall submit to the Board a written report describing its activities and recommendations. Written reports will also be submitted when requested by the President or the Board of Governors.

Section 13 Committees of the House – Deleted

Section 14 Board to promote educational publications

The Board, under the authority granted by SCR 3.090, may periodically oversee the printing and distribution of reports, legal pamphlets, and other publications. It may also sponsor and produce radio and television programs intended to educate or inform both the legal community and the public. In addition, the Board shall organize continuing legal education programs, seminars, and institutes to support the interests of the bench and bar and to promote and improve the administration of justice in Kentucky. The Board may allocate funds as needed to cover these expenses.

Section 15 Amendments

These Bylaws may be amended at any regular or special meeting of the Board by a majority vote of the Governors present and voting, and may be amended between meetings of the Board upon written consent of a majority of all the Governors then holding office; provided, that no amendment shall be effective until approved by the Supreme Court pursuant to the provisions of SCR 3.090.

Section 16 Law Student Division – Deleted

Section 17 Removal for Cause

(a) A Board of Governors member, officer, or member of a committee may be removed from the Board, his or her office, or the committee, for cause, as hereinafter defined, on the two-thirds affirmative vote of a quorum of the Board of Governors present at a regular meeting or a meeting called for that purpose. Members of the Board may be present and vote via telephone or video conferencing platform. For purposes of this bylaw, the term “cause” shall mean any of the following:

- (i) physical or mental impairment rendering him/her incapable of performing duties to the Association for a period of more than three consecutive meetings;
- (ii) absence of the Board member or officer at two consecutive Board meetings or absence of a committee member from two consecutive meetings of that committee without cause deemed adequate by the Board;
- (iii) continued neglect or failure, after written demand, to discharge his/her duties or to obey a specific written direction from the Board;
- (iv) a conflict that renders him/her incapable of fulfilling his/her duties to the Association;
- (v) misconduct that is injurious to the Association;
- (vi) conviction of a misdemeanor involving dishonesty or immoral conduct; or
- (vii) conduct that impairs his/her ability to perform his/her duties to the Association or would impair the reputation of the Association.

A member who is convicted of a felony, which automatically results in suspension under SCR 3.166, or any member who is suspended or disbarred from the practice of law by Order of the Kentucky Supreme Court or the highest court of any state, is removed from the Board or his or her respective office or committee effective the date of such conviction, suspension, or disbarment..

(b) Removal proceedings shall be commenced upon a written request to the President by four or more members of the Board. If the President is the officer against whom removal proceedings are commenced, the written request shall be made to the President-Elect. The proceedings shall be conducted as follows:

- (i) All Board members, officers, and any affected committee member shall receive at least thirty (30) days' notice in writing of the meeting at which the Board will consider proposed removal, and the written notice shall set forth the grounds for the proposed removal;
- (ii) A written response to the grounds for removal may be presented to the KBA no later than ten (10) days before the meeting;
- (iii) At the meeting the member and/or his or her counsel may present oral argument, if oral argument is requested in the written response filed as provided in (b)(ii); and

(iv) At the meeting the Board shall consider the matter and vote in executive session.

(c) In the event of removal, the position shall be filled pursuant to SCR 3.080 and these Bylaws

Section 18 Electronic Conferencing

If prior notice has been provided, and if such facilities are available, any member of the Board or a Section or Committee may attend a meeting by telephone or video-conferencing platform. Any member so attending shall count towards a quorum of such meeting and shall have all rights, including the right to vote, as if physically present at the meeting.

Section 19 Young Lawyers Division

(a) There is created a Young Lawyers Division within the Kentucky Bar Association.

(b) **Eligibility.** All members in good standing of the Kentucky Bar Association who are less than forty years old or who have been a member of the Kentucky Bar Association for less than ten years shall be eligible for membership in the Young Lawyers Division ("YLD") and may become a member by paying the dues established by the YLD under subsection (d) of this bylaw. .

(c) **Officers.** Officers for the Young Lawyers Division shall include, but need not be limited to, a Chair, a Chair-Elect, and a Vice-Chair, who shall be elected for a term of one year, from and by its own membership present and voting at the required annual Division meeting, which shall take place during the annual meeting of the Association or as scheduled by the Division prior to the end of the current fiscal year ending on June 30th. No individual may serve in any one of the required offices of the Division for a period of greater than one year. If the Division fails to fill the required offices at their annual meeting, the Board of Governors, following a request from the outgoing Chair, may appoint an interim officer to fill the remainder of the term.

(d) **Dues.** A majority of the members of the Division in attendance at the annual meeting of the Division may fix dues for the Division. The dues shall be paid to the Treasurer (of the KBA) and held in a separate general ledger account. Funds shall be disbursed by the Treasurer for programs of the Division, except that any expenditure that has not been pre-approved in the Division's annual budget pursuant to subsection (h) of this bylaw shall be subject to the approval of the Executive Director.

(e) **Bylaws.** The Division shall have a set of bylaws, which shall include a Division mission statement, describing the Division's purpose. A majority of the members of the Division attending the annual meeting of the Division shall adopt the bylaws, which shall be subject to the approval of the Board of Governors.

(f) **Annual Report.** The Division shall annually file with the Board, on or before the annual meeting, a report which shall outline the activities and expenditures of the Division for the current fiscal year ending June 30th.

(g) **Forecast Report.** The Division's incoming chair shall submit to the Board on or before August 1st following their election an outline of the Division's proposed activities, expenditures and meetings for the ensuing fiscal year.

(h) **Approval of Budget, Activities and Projects.** All Division programs, projects and expenditures shall be pre-approved in writing by the Executive Director or the Director of Accounting. In addition, the Division's annual budget shall be pre-approved in writing by the Executive Director on or before August 1st for the ensuing fiscal year. Dues paid pursuant to Supreme Court Order shall only be used for those activities and purposes that are necessary or reasonably incurred for the purpose of fulfilling the mission established by the Court; regulating the legal profession, and improving the quality of legal services. Such dues shall not be used for political or ideological activities that could reasonably be construed to impinge on the First Amendment rights of free speech of members who disagree with such political or ideological activities.

(i) Abolition. Upon notice by electronic mail to all current members of the Division, the Board of Governors may abolish the Division, which would take effect at the end of the fiscal year in which notice was given. The Division may be abolished for inactivity, lack of membership or failure to comply with any of the requirements of this bylaw, including failure to conduct an annual meeting and/or failure to submit an annual or forecast report.

Section 20 Kentucky Supreme Court Review

All actions of the Kentucky Bar Association are subject to review, revision and rescission by the Kentucky Supreme Court.