

# **Kentucky Justice Association By-laws**

## **Article I**

The name of this association shall be the Kentucky Justice Association, hereinafter referred to as the KENTUCKY JUSTICE ASSOCIATION.

## **Article II**

### **OBJECTIVES AND GOALS**

The objectives and goals of the KENTUCKY JUSTICE ASSOCIATION shall be to defend the American jury system to assure the health and safety of Kentucky families; to uphold and defend the Constitution of the United States and the Commonwealth of Kentucky; to improve the quality of legal representation through legal education; to educate the public about issues affecting public health and safety; and to uphold the honor, dignity, and integrity of the legal profession.

## **Article III**

### **MEMBERSHIP**

**Section 1.** There shall be classes of membership, to wit: Regular Member - Any person who is licensed to practice law in any county; state or jurisdiction; who is of good moral character and is engaged in any field or phase of advocacy; and who is committed and devoted to the concept of a fair trial, the adversary system, and a just result of the injured, the accused, and those whose rights are jeopardized, shall be eligible for Regular Membership. This person shall continue to be a Regular Member in good standing upon payment of periodic dues and during continued adherence to (1) the objectives of the KENTUCKY JUSTICE ASSOCIATION to which the member subscribed in writing and (2) the rules established by the Kentucky Justice Association, and (3) the qualifications for Regular Membership. Any Regular Member in good standing shall be entitled to one vote on any matter submitted for vote by the Membership.

**Section 2.** The Board of Governors may create other classes of voting or non-voting membership and shall establish procedures for each class for the application and admittance to those classes of membership, all of which must be approved by the Membership at a regular or special meeting thereof.

**Section 3.** Termination of Membership - Membership may be terminated in the following manner: (a) Resignation - a member may resign by submitting a written resignation to the President. Such resignation shall become effective on the date submitted, provided the member has satisfied all of said member's obligations to the KENTUCKY JUSTICE ASSOCIATION; (b) Disbarment — a member who is disbarred shall automatically be removed from membership; (c) Suspension from Practice — A member suspended from practice in Kentucky will be suspended from membership for as long as said period of suspension from practice continues and shall be returned to membership subject to the approval of the Board of Governors upon the termination of said suspension; (d) Expulsion, Suspension or Censure — a member may be expelled, suspended or censured for unethical conduct, for violation of the rules set forth by Kentucky Justice Association or for misconduct which brings discredit to said member, the KENTUCKY JUSTICE ASSOCIATION, or the legal profession. This power shall rest exclusively in the Board of Governors, which may authorize the President to appoint a committee of three to hear complaints or grievances against a member. A member shall receive 30 days' notice in writing of any complaint made against said member. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing, which shall be held either before the Board of Governors or a committee appointed in accordance with this section. The member may appear and present evidence in the member's behalf. If the hearing is held before a committee, the committee shall report its findings to the Board of Governors, which shall then decide whether to expel, suspend, or censure the member. Expulsion, suspension or censure of a member shall require a two-thirds (2/3) vote of the Board of Governors present and voting; (e) Failure to pay dues.

## **Article IV**

### **OFFICERS**

**Section 1.** The Officers shall be the President, President Elect, Vice President, Secretary, and Treasurer.

**Section 2.** The President shall preside at all meetings of the KENTUCKY JUSTICE ASSOCIATION and Board of Governors; shall direct the affairs of the KENTUCKY JUSTICE ASSOCIATION, with the advice and consent of the Board of Governors; and unless otherwise provided for in these By-Laws, shall appoint all committees. In the event of the President's incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) vote of the Board of Governors, the remainder of said term shall be filled in the following order of succession: President Elect, Vice President, Secretary, and Treasurer.

**Section 3.** The President Elect shall perform such duties as are delegated to the President Elect by the President and shall succeed to the office of the President in the event of death or resignation of the President. The President Elect shall preside at meetings in the event of the temporary absence of the President, and shall automatically succeed to the office of the President at the end of the President's term and shall hold such office for the term prescribed in Section 7 of this Article. In the event of the President Elect's incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) vote of the Board of Governors, the remainder of said term shall be filled in the following order of succession: Vice President, Secretary, and Treasurer.

**Section 4.** The Vice President shall perform such duties as are delegated to the Vice President by the President. The Vice President shall succeed to the office of President in the event of the death or resignation of both the President and the President Elect, and shall preside at meetings in the event of the temporary absence of both the President and the President Elect. In the event of the Vice President's incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) vote of the Board of Governors, the remainder of said term shall be filled in the following order of succession: Secretary and Treasurer.

**Section 5.** The Secretary shall review the minutes of all meetings of the KENTUCKY JUSTICE ASSOCIATION and the Board of Governors to ensure their accuracy, and shall keep an accurate census of the membership. In the event of the Secretary's incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) vote of the Board of Governors, the remainder of said term shall be filled in the following order of succession: Treasurer.

**Section 6.** The Treasurer shall be the official custodian of the funds of the KENTUCKY JUSTICE ASSOCIATION. The Treasurer shall direct the keeping of accurate books of account; shall cause audits to be made periodically as ordered by the Board of Governors-and shall submit financial reports at Annual Meetings. In the event of the Treasurer's incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) vote of the Board of Governors, the remainder of said term shall be filled by appointment by the Board of Governors.

**Section 7.** The terms of office of all Officers shall be one year, which shall begin after being properly sworn in on or before January 1.

## Article V

### BOARD OF GOVERNORS

**Section 1.** The Board of Governors shall be the managing body of the KENTUCKY JUSTICE ASSOCIATION and shall direct its affairs.

**Section 2.** The Board of Governors shall consist of the President, President-elect, Vice President, Secretary, Treasurer, the eleven District Vice Presidents (one from the first supreme court district, one from the second supreme court district, one from the third supreme court district, three from the fourth supreme court district, two from the fifth supreme court district, two from the sixth supreme court district and one from the seventh supreme court district), 31 Governors at-large, three of whom shall be appointed by the Executive Committee, 5 Young Lawyer Governors (members who have been in practice for under 5 years), the AAJ State Delegates and AAJ Governors elected by the KENTUCKY JUSTICE ASSOCIATION to represent the KENTUCKY JUSTICE ASSOCIATION regarding the American Association for Justice (AAJ), any Past President of KJA, and any member who resides in and practices in Kentucky and who is a Past President of AAJ or serves as President, President-elect, Vice President, Secretary, Treasurer, or Parliamentarian of AAJ.

**Section 2A.** Minimum Financial Requirement: No member shall be an Officer or board member unless he or she contributes monthly to KJA or the Kentucky Attorneys' Political Action Trust (KAPA), according to the following schedule:

<b>Years Admitted to Practice</b>	<b>Amount of Contribution</b>
0-5 Years	\$25 Minimum
5-10 Years	\$50 Minimum
10 Years and Over	\$75 Minimum

Upon request, or upon its own motion, the Executive Committee may modify or waive this provision for any member.

**Section 2B.** All Officers and members of the Board of Governors must execute a Conflict of Interest and Confidentiality Agreement. All District Vice Presidents, at-large members of the Board of Governors and young lawyer members of the Board of Governors shall engage in at least one fund development and one membership development event during each year of their term. Each Officer and member of the Board of Governors must attend at least two (2) board meetings during each year of their term. Each Officer and member of the Board of Governors must be a member of the American Association for Justice. Those Governors who do not meet the requirements may not be renominated by the nominating committee without requesting special dispensation from the Executive Committee.

**Section 2C.** District Vice Presidents and Officers shall promote, supervise and coordinate fund raising and key contact activities within their districts during their term of office.

**Section 3.** The membership of the Board of Governors shall be elected for a one-year term. Law student members at the discretion of the President may be appointed by the President from among the KENTUCKY JUSTICE ASSOCIATION student members of each law school and serve for a one-year term.

**Section 4.** The Board of Governors may do all acts and perform all functions which the KENTUCKY JUSTICE ASSOCIATION itself duly convened at full membership meetings may do or perform. However, whenever the membership of the KENTUCKY JUSTICE ASSOCIATION shall have required or forbidden any act or policy at an Annual Meeting, such action shall be binding upon the Board of Governors.

**Section 5.** No commitment or expenditure of any funds of the KENTUCKY JUSTICE ASSOCIATION shall be made by any Officer or member except as provided in the annual budget, or in emergencies as declared by the Board of Governors under the provisions of this Section. If the Board of Governors declares an emergency, then the Executive Committee may collect or expend as many unbudgeted funds as they, in their discretion, believe necessary to address the emergency. Otherwise the Executive Committee may authorize unbudgeted expenditures of up to \$5000. The Board of Governors at its discretion may authorize funds in addition to the budget for the good and welfare of the KENTUCKY JUSTICE ASSOCIATION.

**Section 6.** In the event of a vacancy in the office of District Vice President, the Board of Governors shall fill such vacancy with any eligible member as provided in these by-laws by a majority vote at a regular or special meeting of the Board of Governors. In the event of a vacancy of an at-large member of the Board of Governors or young lawyer member of the Board of Governors between Annual Meetings of the KENTUCKY JUSTICE ASSOCIATION, the vacancy shall be filled with the next highest vote recipient for that position from the last election. In the event there is not a next highest vote recipient for that position, the Board of Governors shall fill such vacancy with any eligible member as provided in these By-Laws by a majority vote at a regular or special meeting of the Board of Governors.

**Section 7.** Meetings of the Board of Governors shall be held at least quarterly, upon the order of the President, or upon written request of any seven members of the Board of Governors. A quorum shall consist of eleven members of the Board of Governors.

**Section 8.** Executive Committee. The President, President Elect, Immediate Past President, Vice President, Secretary, and Treasurer shall compose the Executive Committee. The Executive Committee shall conduct the routine business of the KENTUCKY JUSTICE ASSOCIATION.

## Article VI

### STAFF

**Section 1.** Chief Executive Officer: Subject to policies established by the Board of Directors and the Executive Committee, the Chief Executive Officer shall administer the affairs of the Kentucky Justice Association. The Chief Executive Officer shall be a full-time paid employee of the Kentucky Justice Association who shall be selected upon the concurrence of the President and a majority of the Executive Committee then serving, and, upon the approval of such selection, of a majority of the Board of Directors, and whose employment may be terminated at any time upon a vote of a majority of the Board of Governors. The Chief Executive Officer shall, within the budgetary limits of the Kentucky Justice Association, have the responsibility of hiring, firing, and maintaining all staff personnel which he or she deems necessary or appropriate to carry out the functions of the Kentucky Justice Association. He or she shall perform all such other services incident to his or her office and as are, from time to time, required or directed by the Board of Directors or Executive Committee.

**Section 2.** The Chief Executive Officer or his/her designee shall be the official custodian of all of the records of the Kentucky Justice Association; shall direct the mailings of all notices required to be given; shall collect all dues and monies of the Kentucky Justice Association; and shall receive, disburse and invest the funds of the KENTUCKY JUSTICE ASSOCIATION in the manner directed by the Board of Governors

## Article VII

### ELECTIONS AND VOTING

**Section 1.** All contested elections shall be by secret ballot. When only one candidate for an office has been nominated, such candidate shall be declared the winner by the Election Committee Chairman without the necessity of voting.

**Section 2.** The Nominating Committee shall consist of the two immediate Past Presidents, the President, the President Elect and the Vice President, the Secretary and the Treasurer.

**Section 3.** The President, or his designee, shall inform the membership within ninety days of the Annual Convention that elections are to be held and shall request that the membership make their recommendations to the Nominating Committee and shall give to the membership at this time the names and addresses of the members of the Nominating Committee to whom nominations may be submitted.

**Section 4.** Sixty days prior to the Annual Convention, the Nominating Committee shall make its nominations to the President who shall forthwith make said nominations available to the membership.

**Section 5.** The Officers shall be nominated at the full membership meeting prior to the Annual Convention. All Officers shall be nominated by the Nominating Committee report or by nominations made from the floor.

**Section 6A.** Other than as provided in Section 1, the Officers, District Vice Presidents, Governors at Large (excepting three who are appointed by the Executive Committee) and Young Lawyer Governors shall be elected at the Annual Meeting.

**Section 6B.** The elections of Officers and District Vice Presidents in districts with only one Vice President shall be decided by a plurality vote. The candidate with the most votes wins the election regardless if they do not get more than 50 percent of the total votes. In districts where there is more than one District Vice President, the positions are filled by the top vote recipients for the number of positions in that district. In the event of a tie vote, for an Officer or District Vice President position, the tie shall be decided by toss of a coin.

**Section 6C.** All members who are in a contested election for an Officer or a District Vice President position shall also be included on the ballot to run as an at-large member or young lawyer member of the Board of Governors. Should said member be elected to the Officer or the District Vice President position, his or her votes shall not be counted for the at-large position nor the young lawyer position. The elections of the at-large members of the Board of Governors shall be decided by the 28 nominees receiving the most votes, (excepting the three who are appointed by the Executive Committee and the Young Lawyers members of the Board of Governors shall be decided by the five nominees receiving the most votes, except as provided in this section. In the event of a tie for any Board of Governors position, the tie shall be decided by toss of a coin.

**Section 7.** No member shall be eligible to vote on any matter or in any election at the Annual Convention unless such member is a member in good standing and is a paid registrant at such Annual Convention.

## **Article VIII**

### **MEETINGS AND CONVENTIONS**

**Section 1.** There shall be an Annual Meeting of the Membership with at least one business meeting of the KENTUCKY JUSTICE ASSOCIATION to be held at the regular Annual Meeting of the KENTUCKY JUSTICE ASSOCIATION.

**Section 2.** There may be other meetings of the membership as shall be called by the President with the advice and consent of the Board of Governors.

**Section 3.** Twenty-Five members shall constitute a quorum at any business meeting of the KENTUCKY JUSTICE ASSOCIATION.

**Section 4.** The business meetings at the Annual Meeting shall be the final authority of the KENTUCKY JUSTICE ASSOCIATION on all matters not specifically delegated to the Board of Governors or the Officers of the KENTUCKY JUSTICE ASSOCIATION.

**Section 5.** Unless otherwise provided in these By-Laws, all actions taken at a business meeting shall be by majority vote. The most current edition of Robert's Rules of Order shall govern all meetings.

## **Article IX**

### **DUES AND FISCAL YEAR**

**Section 1.** The annual dues for membership in the ASSOCIATION shall be in such sum as the Board of Governors may from time to time establish.

**Section 2.** For the purpose of administration, the KENTUCKY JUSTICE ASSOCIATION shall operate on a January 1 to December 31 fiscal year.

## **Article X**

### **COMMITTEES**

The Board of Governors may, except as provided in the Article, from time to time, establish standing committees, abolish standing committees, and combine standing committees. The Board of Governors may, from time to time, determine the jurisdiction of standing committees.

## Article XI

### AMENDMENTS

**Section 1.** An amendment must be proposed to the President or the Secretary in writing not less than 30 days prior to the meeting at which time it is to be voted upon. Not less than 15 days prior to such meeting, all proposed amendments shall be circulated to the entire membership in written form.

**Section 2.** These By-Laws may be amended at a business meeting or at the Annual Meeting by a two-thirds (2/3) vote of those present and voting who are the eligible members as provided in these By-Laws.