

# KENTUCKY LEAGUE OF CITIES, INC.

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## BYLAWS

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### ARTICLE I: NAME

Section 1. NAME. The organization shall be known as the Kentucky League of Cities, Inc. (KLC).

### ARTICLE II: PRINCIPAL OFFICE

Section 1. OFFICE. The principal office of KLC shall be located at 100 East Vine Street, Suite 800, Lexington, Kentucky 40507.

### ARTICLE III: NATURE AND PURPOSE

Section 1. NATURE. KLC shall be a non-stock, nonprofit corporation created under and subject to KRS 273.160 to 273.400. KLC shall be an instrumentality of its members and all property acquired by KLC shall be owned in the name of the corporation for the benefit of its members.

Section 2. PURPOSE. KLC is organized and operated to provide products and services, as determined by its Executive Board, to its dues-paying members with a commitment to competence, accountability, high ethical standards and non-partisanship.

### ARTICLE IV: MEMBERSHIP

Section 1. MEMBERSHIP. KLC shall have two (2) classes of membership.

- (a) City Government Member: Any legally incorporated and active city government in the Commonwealth of Kentucky may become a member of KLC upon approval of its governing body and notification to the KLC Executive Director/CEO. A member shall have the rights and responsibilities, and shall be subject to the terms and conditions, established in KLC's Articles of Incorporation, these Bylaws, and by the Executive Board. The term "city," as used in this section and throughout these Bylaws shall include consolidated local governments, unified local government, urban county governments and charter county governments. All references to "city officials" or "city employees" shall include consolidated local government, unified local government, urban county government and charter county government officials and employees, or

- (b) Associate Member: Any governmental board, agency, authority, commission, institution or other entity which does not qualify for KLC membership under Article IV, Section 1(a) above, or any entity which qualifies as a “public agency” within the meaning of KRS 65.230, or which qualifies for exemption under Internal Revenue Code Section 115 may become a member of KLC upon approval of its governing body and notification to the KLC Executive Director who shall verify that the entity qualifies as an associate member under this subsection. The KLC Executive Board may, at any time, make an independent determination that the associate member fails to meet the criteria under this subsection, which determination shall be final. The associate member shall have the same rights and responsibilities as the members in Article IV, Section 1(a).

Section 2. WITHDRAWAL OR TERMINATION OF MEMBERSHIP. Any member may withdraw from membership by written notice to the Executive Director/CEO. A member's withdrawal shall be subject to the terms and conditions of any specific program or service participated in by the member prior to withdrawal. Any member that fails to meet the basic qualifications for membership set forth in these Bylaws, or that fails to pay the applicable membership dues within ninety (90) days of the due date, shall be automatically terminated unless the city has requested a determination of financial hardship status as allowed by the Executive Board. If financial hardship is determined, the member must comply with the dues payment plan set forth by the Executive Board or be automatically terminated. The Executive Board may terminate the membership or membership privileges of any member for good cause. Any member that withdraws or is terminated from membership shall be eligible for reinstatement as a member on the terms and conditions established by the Executive Board.

## **ARTICLE V: OFFICERS**

Section 1. OFFICERS. The officers shall be a President, a First Vice President, a Second Vice President, the Immediate Past President, and an Executive Director/CEO. There shall also be an office of Secretary which shall be appointed by the Executive Director/CEO.

Section 2. QUALIFICATIONS. Every officer of KLC, except the Executive Director/CEO, and the Secretary, shall be an elected official of a city government that is a member in good standing of KLC. There shall be no more than one (1) officer from any one (1) city. No elected official shall be eligible to hold a KLC office unless the person is at the time of his or her nomination and election serving on the KLC Executive Board. No person shall be eligible to hold the office of KLC President while the person is a candidate for a statewide partisan political office.

Section 3. NOMINATION AND ELECTION.

- (a) Nomination. Nominees for the offices of President, First Vice President and Second Vice President shall be proposed each year by the Nominating Committee. The Nominating Committee shall accept and consider suggestions for nominees from the Executive Board, the Board of Directors and the members. The Nominating Committee shall nominate no more than one (1) candidate for each office. The slate of candidates nominated by the Nominating Committee shall be provided to each member, in care of the mayor or other person designated by the mayor, no later than ten (10) days before the first day of the annual conference. Additional nominations for the offices of President, First Vice President and Second Vice President may be made from the floor at the appropriate time during the annual business meeting.
- (b) Conduct of Elections. The officers shall be elected during the annual conference. The slate of officers nominated by the Nominating Committee shall be submitted to the Executive Board and the Board of Directors at their annual conference meeting which shall be held prior to the annual business meeting. The Executive Board and the Board of Directors may endorse or decline to endorse the slate proposed by the Nominating Committee, but shall have no authority to change the nominations. The slate of officers nominated by the Nominating Committee shall then be presented, with or without the endorsement of the Executive Board or the Board of Directors, to the members at the annual business meeting.

Uncontested elections. If there are no additional nominations from the floor, the slate of officers proposed by the Nominating Committee shall be elected by a voice vote of the voting delegates present and voting, or in such cases, the presiding officer may declare the candidates elected by acclamation.

Contested elections. If there are additional nominations from the floor, any office for which there is more than one (1) candidate shall be severed from the slate proposed by the Nominating Committee and the election for that office shall be conducted separately. The remainder of the slate shall be elected by voice vote of those delegates present and voting or, in such cases, the presiding officer may declare the nominee(s) elected by acclamation.

In the event there are two (2) or more candidates for any office, the election for that office shall be conducted in the following manner: Each candidate shall be afforded a maximum of five (5) minutes during the annual business meeting to address the membership. Following the conclusion of the annual business meeting, a ballot shall be issued to the voting delegate for each member represented at the annual conference. The voting delegate shall have until 6:00 p.m. prevailing time on the day the ballots are issued to cast the ballot on behalf of the member. Following the conclusion of the voting, the ballots shall be counted by a three (3) member committee appointed by the President. For each office, the candidate who receives the majority of the votes cast shall be elected. In the

event of a tie vote, the winner shall be determined by drawing lots. The results of the balloting shall be announced to the membership prior to the conclusion of the annual conference.

- (c) Voting Delegate. The voting delegate for each member shall be the mayor. In the absence of the mayor, the voting delegate shall be a city official designated by the mayor, provided that the designation of an alternate voting delegate is presented in writing, signed by the mayor, to the Executive Director/CEO no later than 6:00 p.m. prevailing time on the first day of the annual conference.

Section 4. TERM OF OFFICE AND TERM LIMIT. Each elected officer's term shall begin at the conclusion of the annual conference at which the officer is elected and terminate at the conclusion of the next succeeding annual conference, or when the officer's successor is qualified. No person shall be elected to consecutive terms in the same office; however, if an officer is appointed to serve the remainder of an unexpired term in any office, that service will not disqualify the person from being elected to a full term in the same office.

Section 5. VACANCIES. All vacancies shall be filled for the remainder of the unexpired term. With the exception of the Immediate Past President, the Executive Director/CEO, and Secretary, a vacancy in President or First Vice President shall be filled by automatic succession. A vacancy in Second Vice President shall be filled by a majority vote of the Executive Board. In the event of a vacancy in the office of Immediate Past President, the Executive Board may fill the vacancy by appointment of any person who served as President within five (5) years prior to the date of the vacancy, and who currently holds an elected position within their city. If there is no one who meets these qualifications, the office shall remain vacant until the expiration of the current term. Any officer who ceases to be an elected official of a member city shall automatically vacate the KLC office held by the officer. Any officer who is an elected official of a member city that ceases to be a member in good standing of KLC shall automatically vacate the office held by the officer.

Section 6. REMOVAL FROM OFFICE. Any officer may be removed from office for good cause, including, but not limited to, neglect of office, incapacity, or misconduct, by a vote of two-thirds (2/3) of the voting membership of the Executive Board, excluding the officer whose removal is under consideration.

Section 7. DUTIES OF OFFICERS.

- a) President. The President shall have general responsibility for the management, development and effective performance of the Executive Board and the Board of Directors, providing leadership for all aspects of the work and act as an advisor to the Executive Director/Chief Executive Officer and other KLC officers in all matters concerning the interests and management of KLC and its external relationships. The President shall have the following specific duties and responsibilities:

- i. serve as the chair and presiding officer of the Executive Board, the Board of Directors, the Budget and Audit Committee and the Nominating Committee;
  - ii. develop and maintain a close ongoing working relationship with the CEO and serve as a liaison and facilitator of communications between the Executive Board, Board of Directors, the CEO and the membership;
  - iii. work with the CEO in planning and organizing meetings of the Executive Board and Board of Directors including timely delivery of information and communications relating to the creation of task forces and their work;
  - iv. work with the CEO in the evaluation of the effectiveness of the Executive Board and Board of Directors as well as the respective members of each, the implementation of improvements and recruitment;
  - v. participate in the development of KLC's strategic agenda and business plan;
  - vi. preside at the KLC Annual Conference and Annual Business Meeting;
  - vii. serve as a representative of the Kentucky League of Cities and Kentucky cities;
  - viii. serve as an ex officio non-voting member of all KLC affiliate boards;
  - ix. serve as an ex officio voting member of all standing committees and task forces; and
  - x. other duties as assigned by the Executive Board.
- (b) First Vice President. The First Vice President shall perform the duties of the President in the event of the President's absence or incapacity. In addition, the First Vice President shall have the following duties and functions:
- i. serve as an ex officio non-voting member of the Kentucky League of Cities Insurance Services Board of Trustees;
  - ii. serve as an ex officio voting member of the Kentucky League of Cities Insurance Agency Board of Trustees, and the Kentucky League of Cities Premium Finance Company Board of Trustees; and
  - iii. other duties as assigned by the president or the Executive Board.
- (c) Second Vice President. The Second Vice President shall have the following duties and functions:

- i. serve an ex officio voting member of the Kentucky Bond Corporation Board of Trustees, Kentucky Bond Development Corporation Board of Trustees, the KLC Investment Pool Board of Trustees, and the KLC Funding Trust Board of Trustees.

The Second Vice President may be assigned other duties by the President or Executive Board.

- (d) Immediate Past President. The Immediate Past President shall have the following duties and functions:

- i. provide advice and counsel to the KLC President; and
- ii. serve on the KLC Nominating Committee.

The Immediate Past President may be assigned other duties by the President or Executive Board.

- (e) Executive Director/CEO. The office of Executive Director/CEO shall be a full-time, salaried position. The Executive Director/CEO shall be the chief executive officer of KLC, and shall manage and administer the affairs of KLC under the general supervision of the Executive Board. The general responsibilities of the Executive Director/CEO shall include the following:

- (1) planning, directing, coordinating, and supervising the programs, services, activities, and operations of KLC and its subsidiaries in accordance with the policies set forth by the KLC Executive Board;
- (2) establishing all employment positions and employing all staff within the framework of the annual budget;
- (3) directing, coordinating and supervising all staff on a day-to-day basis;
- (4) implementing the policies, rules, regulations, and standards adopted by the Executive Board including those with regard to ethics and transparency;
- (5) recording and maintaining an accurate record of the proceedings of the Executive Board, Board of Directors, standing and special committees, and subsidiaries of KLC;
- (6) receiving, depositing, and disbursing KLC funds, and establishing and maintaining the financial accounts and records of KLC;

- (7) approving and executing all contracts, leases, agreements, and other legal documents necessary to carry out the functions of KLC;
  - (8) delegating to any staff member such of the Executive Director's duties, powers and functions as the Executive Director may deem necessary or appropriate; provided, however, that the Executive Director or Executive Board may revoke any such delegation at any time; and
  - (9) performing all other tasks necessary and appropriate to administer the affairs of KLC and performing other duties as may be required by the Executive Board.
- (f) Secretary. This position, appointed by the Executive Director/CEO, shall serve as the Secretary to the Executive Board and Board of Directors. The duties and responsibilities of the Secretary shall be to maintain minutes of every meeting, proceeding or act of the Executive Board and Board of Directors; to see that all notices are given in accordance with these Bylaws; to serve as the custodian of the records of the Executive Board and Board of Directors; and to perform all other duties as may be assigned from time to time by the Executive Board and Board of Directors.

Section 8. EXPENSE REIMBURSEMENT. Except for the Executive Director/CEO and Secretary, the officers shall receive no compensation for their services. All officers, including the Executive Director/CEO, may be reimbursed for expenses actually incurred in the performance of their duties on behalf of the corporation in accordance with the policies and limits established by the Executive Board.

## **ARTICLE VI: EXECUTIVE BOARD**

Section 1. COMPOSITION. The Executive Board of KLC shall consist of the following:

- (a) Officers. The following KLC officers shall serve on the Executive Board: the President, the First Vice President, the Second Vice President, the Immediate Past President, and the Executive Director/CEO.
- (b) Regional Directors. Beginning January 1, 2013, there shall be eight (8) regional directors which shall be elected as follows subject to the provisions of Section 4, below regarding terms of existing directors:
  - (1) Region 1. One (1) director shall be elected from Region 1, which shall be composed of the following counties: Ballard, Carlisle, Hickman, Fulton,

McCracken, Graves, Livingston, Marshall, Calloway, Crittenden, Lyon, Trigg, Caldwell, Union, Webster and Henderson.

- (2) Region 2. One (1) director shall be elected from Region 2, which shall be composed of the following counties: Hopkins, Christian, Daviess, McLean, Ohio, Muhlenberg, Todd, Hancock, Butler, Logan, Simpson, Allen, Breckenridge, Grayson and Edmonson.
  - (3) Region 3. One (1) director shall be elected from Region 3, which shall be composed of the following counties: Warren, Hart, Barren, Monroe, Larue, Green, Metcalfe, Nelson, Washington, Marion, Taylor, Adair, Cumberland, Casey, Russell, Clinton, Pulaski and Wayne.
  - (4) Region 4. One (1) director shall be elected from Region 4, which shall be composed of the following counties: Meade, Hardin, Jefferson, Bullitt, Oldham, Spencer, Henry, and Shelby.
  - (5) Region 5. One (1) director shall be elected from Region 5, which shall be composed of the following counties: Trimble, Carroll, Gallatin, Owen, Boone, Grant, Kenton, Campbell and Pendleton.
  - (6) Region 6. One (1) director shall be elected from Region 6, which shall be composed of the following counties: Franklin, Anderson, Mercer, Boyle, Scott, Woodford, Jessamine, Garrard, Lincoln, Harrison, Bourbon, Fayette, Clark, and Madison.
  - (7) Region 7. One (1) director shall be elected from Region 7, which shall be composed of the following counties: Rockcastle, McCreary, Estill, Jackson, Laurel, Whitley, Lee, Owsley, Clay, Knox, Bell, Breathitt, Perry, Leslie, Harlan, Knott, Letcher, Floyd and Pike.
  - (8) Region 8. One (1) director shall be elected from Region 8, which shall be composed of the following counties: Bracken, Robertson, Nicholas, Mason, Fleming, Bath, Montgomery, Powell, Lewis, Rowan, Menifee, Wolfe, Greenup, Carter, Elliott, Morgan, Magoffin, Boyd, Lawrence, Johnson and Martin.
- (c) At-Large Directors. Three (3) directors shall be elected at-large.
- (d) Appointed Officials. Two (2) appointed full-time city officers shall be elected.



Section 2. QUALIFICATIONS OF DIRECTORS. All directors shall be elected or appointed officials of cities that are members in good standing of KLC. No two (2) members of the Executive Board shall be elected or appointed officials of the same city. A person shall be serving on the KLC Board of Directors in order to be eligible for nomination and election to the Executive Board, with the following exceptions:

- a) board members first elected following the adoption of these Bylaws;
- b) officials appointed in accordance with Article VI, Section 1 (d) above;
- c) A maximum of five (5) board members other than those appointed in accordance with Article VI, Section 1 (d) above, may be elected or appointed from the general membership without having first served on the KLC Board of Directors.

Section 3. NOMINATION AND ELECTION OF DIRECTORS.

- (a) Nomination. Nominees for the director positions to be elected shall be proposed each year by the Nominating Committee. The Nominating Committee shall accept and consider suggestion for nominees from the Executive Board, the Board of Directors, and the members. On or before July 31<sup>st</sup> of each year, the Nominating Committee shall provide each member with a nomination form requesting nominations be submitted for consideration. The Nominating Committee shall nominate no more than one (1) candidate for each director position. The slate of directors nominated by the Nominating Committee shall be provided to each member, in care of the mayor or other person designated by the mayor, no later than ten (10) days before the first day of the annual conference. Additional nominations for directors may be made from the floor at the appropriate time during the annual business meeting.
- (b) Conduct of Elections. The directors shall be elected during the annual conference. The slate of directors nominated by the Nominating Committee shall be submitted to the Executive Board and the Board of Directors at their annual conference meeting which shall be held prior to the annual business meeting. The Executive Board and the Board of Directors may endorse or decline to endorse the slate proposed by the Nominating Committee, but shall have no authority to change the nominations. The slate of directors nominated by the Nominating Committee shall then be presented, with or without the endorsement of the Executive Board or the Board of Directors, to the members at the annual business meeting.

Uncontested elections. If there are no additional nominations from the floor, the slate of directors proposed by the Nominating Committee shall be elected by a voice vote of the voting delegates present and voting, or in such cases, the presiding officer may declare the candidates elected by acclamation.

Contested elections. If there are additional nominations from the floor for the position of regional director, director representing appointed city officials, or at-large director, then those positions shall be severed from the slate proposed by the Nominating Committee and the election for those positions shall be conducted separately. The remainder of the slate shall be elected by majority vote of those delegates present and voting and, in such cases, the presiding officer may declare the candidate or candidates elected by acclamation.

In the event there are two (2) or more candidates for the position of regional director or director representing appointed city officials, the election for those positions shall be conducted in the following manner: Following the conclusion of the annual business meeting, a ballot shall be issued to the voting delegate for each member represented at the annual conference. The voting delegate shall have until six o'clock (6:00) p.m. prevailing time on the day the ballots are issued to cast the ballot on behalf of the member. Following the conclusion of the voting, the ballots shall be counted by a three (3) member committee appointed by the President. For each director position, the candidate who receives the majority of the votes cast shall be elected. In the event of a tie, the winner shall be determined by drawing lots. The results of the balloting shall be announced to the membership prior to the conclusion of the annual conference.

If there are additional nominations from the floor for at-large directors so that the total number of nominees exceeds the number of available positions, the at-large directors shall be elected as stated above provided that the candidates receiving the greatest number of votes sufficient to fill the available positions shall be elected. In the event of a tie the winner shall be determined by drawing lots. The results of the balloting shall be announced to the membership prior to the conclusion of the annual conference.

- (c) Voting Delegate. The voting delegate for each member shall be the mayor. In the absence of the mayor, the voting delegate shall be a city official designated by the mayor, provided that the designation of the alternate voting delegate is presented in writing, signed by the mayor, to the Executive Director/CEO no later than 6:00 p.m. prevailing time on the first day of the annual conference.

Section 4. TERMS OF OFFICE AND TERM LIMITS. Each non-officer director shall serve a term of two (2) years on the Executive Board beginning at the conclusion of the annual conference at which the director is elected and terminating at the conclusion of the second succeeding annual conference, or when the director's successor is qualified. No director shall be elected to serve more than two (2) consecutive terms on the Executive Board, except that service on the board as a KLC officer

shall not be considered for purposes of this term limit. An appointment to fill a vacancy for an unexpired term shall not be considered for purposes of the term limit set forth in this section.

Section 5. VACANCIES. All vacancies in elected director positions shall be filled by reconvening the Nominating Committee to make recommendations for appointments. All such appointments shall be made by the Executive Board. Any director who ceases to be an elected or appointed city official shall automatically vacate the position of director. Any director who is an elected or appointed official of a member that ceases to be a member in good standing of KLC shall automatically vacate the director position.

Section 6. REMOVAL FROM OFFICE. Any director may be removed from the Executive Board for good cause, including but not limited to neglect of office, incapacity, or misconduct, by a vote of two-thirds (2/3) of the entire membership of the Executive Board, excluding the member whose removal is under consideration. The Executive Board shall consider the removal of any director after he or she has been absent from three (3) consecutive meetings.

Section 7. POWERS AND AUTHORITIES OF THE BOARD. In addition to the specific powers and authorities allowed to non-stock, nonprofit corporations under KRS 273.171, the Executive Board shall have the following general powers and authorities, and shall exercise these powers and authorities for the benefit of the members:

- (a) to establish and enforce policies, rules, regulations, standards, and procedures to govern the operation of KLC and the conduct of the members including policies related to standards for ethics, transparency, fiscal responsibility and employee conduct;
- (b) to authorize the employment of agents, service companies, persons, firms, associations, and corporations necessary and desirable for the sound and efficient operation of KLC;
- (c) to purchase and hold in its name, sell, lease, pledge, exchange, and encumber real and personal property as necessary and desirable to fulfill the purposes of KLC;
- (d) to accept gifts, grants, donations, bequests, and other contributions on behalf of KLC;
- (e) to authorize the execution of contracts, leases, agreements, deeds, and other instruments necessary and desirable to fulfill the purposes of KLC;
- (f) to employ, and establish the duties and responsibilities of, an Executive Director/CEO;

- (g) to exercise any power and undertake any activity authorized by law which is necessary and desirable in order to carry out the purposes of KLC; and
- (h) to delegate its authority, when necessary and appropriate, and when consistent with its Articles of Incorporation and these Bylaws, to the Executive Director/CEO.

Section 8. MEETINGS. The Executive Board shall meet at least four times each year upon the call of the President, or at the written request of a majority of the entire membership of the Board. One (1) of the meetings of the Executive Board shall be held during the annual conference.

Section 9. NOTICE OF MEETINGS. To the extent permitted by law, notice of all meetings of the Executive Board shall be sent to all directors and officers serving on the Executive Board via electronic mail, regular mail, or facsimile at least twenty-four (24) hours prior to the meeting date. Such notice shall include a statement of purpose for the meeting. To the extent permitted by law, notice of all special meetings of the Executive Board shall be sent to all directors and officers serving on the Executive Board and to all members of the KLC board of directors via electronic mail, regular mail, or facsimile at least twenty-four (24) hours prior to the meeting date. Such notice shall include a statement of purpose for the meeting. However, in the event of a proposed Bylaws change, fourteen (14) days notice of the meeting, including an agenda, shall be provided to all members of the Executive Board and, in the case of a special meeting, to the KLC board of directors in the manner described in this section. Attendance at a meeting shall constitute a waiver of notice, except where the attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10. QUORUM AND VOTING. A quorum shall consist of a majority of the membership of the Executive Board currently sitting, excluding the Executive Director. Except as otherwise stated in these Bylaws, a majority of a quorum shall be sufficient to take any action. Except for the Executive Director, who shall be a nonvoting member of the Executive Board, each member of the Executive Board shall be entitled to one (1) vote. A member's vote shall be cast by the member; no proxy or absentee voting shall be permitted.

Section 11. MINUTES. Minutes of each meeting of the Executive Board shall be recorded and maintained with other KLC records. The approved minutes shall be made available to any member upon request.

Section 12. RULES OF PROCEDURE. The Executive Board may establish rules governing the conduct of its meetings that are not inconsistent with the provisions of these Bylaws. The rules contained in the latest available edition of Robert's Rules of Order shall govern the decision on any matter to which they are applicable and that is not addressed in these Bylaws or by the rules of procedure adopted by the Executive Board.

Section 14. ROLES AND RESPONSIBILITIES OF THE REGIONALLY ELECTED DIRECTORS. The members of the KLC Executive Board elected from the eight (8) KLC regions shall have the following roles and responsibilities:

- (a) to maintain ongoing communications with KLC members in their region and regional representatives on the KLC Board of Directors;
- (b) to inform member cities in their region about KLC's policy positions, services and programs for members; and
- (c) to serve as liaison to KLC staff and Board.

## **ARTICLE VII: BOARD OF DIRECTORS**

Section 1. COMPOSITION. KLC shall have a Board of Directors consisting of the following:

- (a) Executive Board. All members of the KLC Executive Board.
- (b) Regional Directors. Up to twenty-four (24) regional directors elected from the eight (8) regions below. Provided that, if either a past president serving pursuant to subsection (f) or a past executive board member serving pursuant to subsection (g) represents a city within the region, then the past president or past executive board member shall automatically be deemed appointed to occupy one (1) of the three (3) regional positions within the region if the position is vacant or becomes vacant during the time that such person is serving pursuant to subsection (f) and (g) hereof, and shall remain in the position for as long as they continue to serve on the Board of Directors as a past president or past executive board member, without further appointment or election. If there is more than one individual serving pursuant to subsection (f) or (g) that represent cities located within the particular region, the person who has served in their current public office for the longest period of time shall serve in one (1) regional position within the region.
  - (1) Region 1. Three (3) directors shall be elected from Region 1, which shall be composed of the following counties: Ballard, Carlisle, Hickman, Fulton, McCracken, Graves, Livingston, Marshall, Calloway, Crittenden, Lyon, Trigg, Caldwell, Union, Webster and Henderson. .
  - (2) Region 2. Three (3) directors shall be elected from Region 2, which shall be composed of the following counties: Hopkins, Christian, Daviess, McLean, Ohio, Muhlenberg, Todd, Hancock, Butler, Logan, Simpson, Allen, Breckenridge, Grayson and Edmonson.

- (3) Region 3. Three (3) directors shall be elected from Region 3, which shall be composed of the following counties: Warren, Hart, Barren, Monroe, Larue, Green, Metcalfe, Nelson, Washington, Marion, Taylor, Adair, Cumberland, Casey, Russell, Clinton, Pulaski and Wayne.
  - (4) Region 4. Three (3) directors shall be elected from Region 4, which shall be composed of the following counties: Meade, Hardin, Jefferson, Bullitt, Oldham, Spencer, Henry, and Shelby.
  - (5) Region 5. Three (3) directors shall be elected from Region 5, which shall be composed of the following counties: Trimble, Carroll, Gallatin, Owen, Boone, Grant, Kenton, Campbell and Pendleton.
  - (6) Region 6. Three (3) directors shall be elected from Region 6, which shall be composed of the following counties: Franklin, Anderson, Mercer, Boyle, Scott, Woodford, Jessamine, Garrard, Lincoln, Harrison, Bourbon, Fayette, Clark, and Madison.
  - (7) Region 7. Three (3) directors shall be elected from Region 7, which shall be composed of the following counties: Rockcastle, McCreary, Estill, Jackson, Laurel, Whitley, Lee, Owsley, Clay, Knox, Bell, Breathitt, Perry, Leslie, Harlan, Knott, Letcher, Floyd and Pike.
  - (8) Region 8. Three (3) directors shall be elected from Region 8, which shall be composed of the following counties: Bracken, Robertson, Nicholas, Mason, Fleming, Bath, Montgomery, Powell, Lewis, Rowan, Menifee, Wolfe, Greenup, Carter, Elliott, Morgan, Magoffin, Boyd, Lawrence, Johnson and Martin.
- (c) At-Large Directors. Up to five (5) directors shall be elected at large. Provided that, if one or more individuals are serving as past president pursuant to subsection (f) or as a past executive board member pursuant to subsection (g) that are not occupying a regional position under subsection (b) of this section, then such individuals shall automatically be deemed appointed to occupy up to two (2) of the at-large positions described in this subsection if the positions are vacant or become vacant during the time that such person(s) is/are serving pursuant to subsection (f) and (g) hereof, and shall remain in the position for as long as they continue to serve on the Board of Directors as a past president or past executive board member, without further appointment or election. If more than two (2) individuals serving as past president or as a past executive board member exist which meet the qualifications of this subsection, the person(s) who has/have served in their current public office for the longest period of time shall serve in the two (2) at-large positions. If at any time, a person serving in an at-large position pursuant to this subsection, becomes eligible to serve in a regional position pursuant to subsection (b) hereof, the person shall automatically be deemed appointed to the regional

position and the at-large position shall become vacant. The at-large directors shall be nominated and elected so that at least five (5) of the directors shall be city legislative body members. This requirement shall not apply if these legislative positions are represented on the Board of Directors by a member of the KLC Executive Board, a regional director, a past executive board member or a KLC past president.

- (d) Louisville and Lexington. One (1) director representing the Louisville-Jefferson County Metro Government and one (1) director representing the Lexington-Fayette Urban County Government. This position shall be held by the mayor of the Louisville-Jefferson County Metro government and the mayor of the Lexington-Fayette Urban County Government. Provided however, the mayor may, subject to the approval of the Executive Board, appoint a designated full-time city officer or elected official to serve in their place as a voting member of the Board of Directors.
- (e) Governmental Organization Representatives. A representative of each governmental organization that has been officially recognized by the Executive Board, except those governmental organizations that are represented by a member of the Executive Board.
- (f) Past Presidents. All past presidents of KLC who, except for illness or other good cause as determined by the Executive Board, have served a full term as KLC president and who currently hold an elected city office. The Executive Board shall designate a past president to serve as a regional or at-large director for the region in which his or her city is located pursuant to subsection (b) or (c) hereof.
- (g) Past Executive Board Members. Past members of the KLC Executive Board who, except for illness or other good cause as determined by the Executive Board, served a full term as an Executive Board member shall serve during the time consecutive to his or her term on the Executive Board so long as he or she continues to hold the same elected or appointed city office held while serving on the Executive Board. An appointed official who becomes a member of the Board of Directors under this subsection shall serve no more than two (2) full terms. The Executive Board shall designate a past Executive Board member to serve as a regional or at-large director for the region in which his or her city is located pursuant to subsection (b) or (c) hereof.

Section 2. QUALIFICATIONS OF DIRECTORS AND GOVERNMENTAL ORGANIZATION REPRESENTATIVES. All regional, at-large, and Louisville and Lexington directors shall be elected or appointed officials of cities that are members in good standing of KLC. All governmental organization representatives shall be an official or employee of a city unless the organization does not have a member that meets this criteria, in which case the representatives shall be persons who, in the judgment of the President and Executive Board, adequately represent the interests of city government.

Section 3. NOMINATION AND ELECTION OF DIRECTORS AND APPOINTMENT OF GOVERNMENTAL ORGANIZATION REPRESENTATIVES.

- (a) Nomination for Regional, At-Large, Director Positions. Nominees for the positions of regional and at-large directors shall be proposed each year by the Nominating Committee. The Nominating Committee shall accept and consider suggestion for nominees from the Executive Board, the Board of Directors and the members. The Nominating Committee shall nominate no more than one (1) candidate for each director position. The slate of regional and at-large directors nominated by the Nominating Committee shall be provided to each member, in care of the mayor or other person designated by the mayor, no later than ten (10) days before the first day of the annual conference. Additional nominations for regional and at-large directors may be made from the floor at the appropriate time during the annual business meeting.
- (b) Election of Directors. The directors shall be elected during the annual conference. The slate of directors nominated by the Nominating Committee shall be submitted to the Executive Board and the Board of Directors at their annual conference meetings, which shall be held prior to the annual business meeting. The Executive Board and the Board of Directors may endorse or decline to endorse the slate proposed by the Nominating Committee, but shall have no authority to change the nominations. The slate of directors nominated by the Nominating Committee shall then be presented, with or without the endorsement of the Executive Board or the Board of Directors, to the members at the annual business meeting.

If there are no additional nominations from the floor, the slate of directors proposed by the Nominating Committee shall be elected by a majority vote of the voting delegates present and voting, and in such cases, the presiding officer may declare the candidates elected by acclamation.

If there are additional nominations from the floor, any regional director position for which there is more than one (1) candidate or if the at-large director positions have more nominations than available positions, the position or positions shall be severed from the slate proposed by the Nominating Committee and the election for that position or positions shall be conducted separately. The remainder of the slate shall be elected by majority vote of those delegates present and voting and, in such cases, the presiding officer may declare the candidate or candidates elected by acclamation.

In the event there are two (2) or more candidates for any regional director position or more nominations than available for at-large director positions, the election for that position or positions shall be conducted in the following manner: Following the conclusion of the annual business meeting, a ballot shall be issued to the voting delegate for each member represented at the annual conference. The voting delegate shall have until 6:00 p.m. prevailing time on the



day the ballots are issued to cast the ballot on behalf of the member. Following the conclusion of the voting, the ballots shall be counted by a three (3) member committee appointed by the President. For each regional director position, the candidate who receives the majority of the votes cast shall be elected. In the event of a tie, the winner shall be determined by drawing lots. If an election is required for the at-large director positions, the number of candidates equaling the number of open positions that receive the greatest number of votes shall be elected. The results of the balloting shall be announced to the membership prior to the conclusion of the annual conference.

- (c) Voting Delegate. The voting delegate for each member shall be the mayor. In the absence of the mayor, the voting delegate shall be a city official designated by the mayor, provided that the designation of the alternate voting delegate is presented in writing, signed by the mayor, to the Executive Director/CEO no later than 6:00 p.m. prevailing time on the first day of the annual conference.
- (d) Appointment of Governmental Organization Representatives. The KLC President, shall appoint a representative from each governmental organization that has been officially recognized by the Executive Board to serve as a director on the Board of Directors, subject to disapproval by the Executive Board. The appointments shall be made from a list of one (1) or more candidates submitted by the governmental organization.

Section 4. TERMS OF OFFICE. Each regional and at-large director shall serve a term of two (2) years beginning at the conclusion of the annual conference at which the director is elected and terminating at the conclusion of the second succeeding annual conference, or when the director's successor is qualified. Each Lexington and Louisville director shall serve during his or her respective term of office and each director representing a governmental organization shall serve until the governmental organization provides notice to the KLC President of its desire to nominate an alternative person to serve as representative subject to the Executive Board's exercise of discretion under Section 3(d) and Section 6 herein.

Section 5. VACANCIES. All vacancies in regional and at-large director positions shall be filled by reconvening the Nominating Committee to make recommendations for appointments. All such appointments shall be made by the Executive Board. Any director who ceases to be an elected or appointed city official shall automatically vacate the position of director. Any director who is an elected or appointed official of a member that ceases to be a member in good standing of KLC shall automatically vacate the director position.

Section 6. REMOVAL FROM OFFICE. Any director may be removed from the Board for good cause, including but not limited to neglect of office, incapacity, or misconduct, by a vote of a majority of the entire voting membership of the Executive Board. The Executive Board shall consider the removal of any director after he or she has been absent from three (3) consecutive meetings.

Section 7. RESPONSIBILITIES OF THE BOARD OF DIRECTORS. The Board of Directors shall have the following responsibilities, and shall discharge these responsibilities for the benefit of the members:

- (a) develop and approve KLC's legislative agenda for each regular session of the Kentucky General Assembly and for any special session pertaining to issues of interest to municipal governments;
- (b) examine future trends and strategic issues facing Kentucky cities;
- (c) review reports from and make reports to the Executive Board, KLC standing committees and task forces, and statewide entities studying issues of importance to Kentucky cities;
- (d) serve as a link between KLC and its members through the exchange and sharing of information;
- (e) provide members to serve on standing committees and task forces, and to serve as representatives on statewide boards, committees, and task forces;
- (f) serve as a training ground for KLC directors and officers and provide a forum to promote the development of city and state government leaders;
- (g) monitor and update, as necessary, KLC's legislative agenda and positions on other state and federal legislative proposals;
- (h) consider and approve participation in lawsuits, regulatory proceedings, or other hearings that may have an impact on Kentucky's city governments; and
- (i) develop, evaluate, and approve positions for KLC in administrative proceedings where state and federal executive branch agencies are promulgating regulations.

Section 8. MEETINGS. The Board of Directors shall meet at least two (2) times each year. One (1) of the meetings shall be held during the KLC annual conference and the other meetings shall be upon the call of the President.

Section 9. NOTICE OF MEETINGS. To the extent permitted by law, written notice of a meeting of the Board of Directors shall be sent to all members of the Board of Directors via electronic mail, regular mail, or facsimile at least twenty-four (24) hours prior to the meeting date. Such notice shall include a statement of purpose for the meeting. Attendance at a meeting shall constitute a waiver of notice, except where the attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10. QUORUM AND VOTING. A quorum shall consist of forty percent (40%) of the entire voting membership of the Board of Directors. Except as otherwise stated in these Bylaws, a majority of a quorum shall be sufficient to take any action. Excluding the Executive Director, who shall be a non-voting member of the Board of Directors, each member of the Board of Directors shall be entitled to one (1) vote. A member's vote shall be cast by the member; no proxy or absentee voting shall be permitted.

Section 11. MINUTES. Minutes of each meeting of the Board of Directors shall be recorded and maintained with other KLC records. The approved minutes shall be made available to any member upon request.

Section 12. RULES OF PROCEDURE. The Board of Directors may establish rules governing the conduct of its meetings that are not inconsistent with the provisions of these Bylaws. The rules contained in the latest available edition of Robert's Rules of Order shall govern the decision on any matter to which they are applicable and which are not addressed in these Bylaws or by the rules of procedure adopted by the Board of Directors.

## **ARTICLE VIII: STANDING COMMITTEES**

Section 1. STANDING COMMITTEES. KLC shall have the following standing committees, which shall, except as otherwise stated in this Article, serve as advisory committees to the Executive Board and the membership:

(a) Nominating Committee. The Nominating Committee shall be responsible for recommending each year a slate of nominees for KLC offices, Executive Board positions and Board of Director positions. The Nominating Committee shall consist of the following persons: the KLC President, who shall serve as chair; the KLC Immediate Past President; another past president, if there is one, who shall be appointed by the KLC President; two (2) members of the Executive Board or Board of Directors, who shall be appointed by the KLC President; and the Executive Director/CEO, who shall serve as a non-voting member. If there are no past presidents available to serve on the Nominating Committee, the KLC President shall appoint additional members from the Executive Board or Board of Directors. No member of the Nominating Committee shall be eligible for nomination to a KLC office. In the event the President is eligible for nomination to a KLC office, the President shall not serve on the committee and shall appoint a new chair from among the other members of the Nominating Committee, including a new member selected from the Executive Board or KLC Board of Directors to fill the vacancy created by the President.

(b) Budget and Audit Committee. The Budget and Audit Committee shall be responsible for meeting and consulting with the Executive Director/CEO and other senior management staff on matters related to the annual budget. The committee shall provide oversight to ensure expenses are appropriate and expense policies and procedures are properly applied. The

committee shall be responsible for meeting with the Executive Director/CEO, senior management staff, and, as necessary, with the auditors chosen to prepare the organization's annual audit concerning the scope of the annual examination, issues that arise during the conduct of the audit, and to receive the auditor's preliminary annual report. The committee shall also be responsible for reviewing the methodology and level of compensation for all KLC staff and to negotiate the terms of any contracts of employment between KLC and the Executive Director/ CEO. The Budget and Audit Committee shall be chaired by the KLC President and consist of the KLC officers.

(c) Business Development Committee. The Business Development Committee shall be responsible for providing direction to KLC staff for the formation and structure of new revenue-generating business opportunities for KLC which will benefit the membership. The committee shall meet as necessary to review, evaluate and approve any proposals created or received by staff or third parties and, if desired, to offer proposals for general discussion and consideration. The Business Development committee shall be chaired by First Vice President and shall consist of 5 members appointed by the President.

Section 2. COMMITTEE MEMBER APPOINTMENTS, VACANCIES, AND COMMITTEE BYLAWS. Subject to the limitations set forth elsewhere in this Article, the KLC President shall appoint the members of all standing committees, including the chair and other committee officers as the President deems necessary. All vacancies shall be filled by the President.

Section 3. COMMITTEE REPORTS. The chair of each standing committee shall make reports to the President and the Executive Board at such time and in such form as may be requested.

## **ARTICLE IX: TASK FORCES**

Section 1. CREATION. The Executive Board may establish task forces as necessary and appropriate to facilitate the business and work of KLC. Each task force shall be created for no more than one year and the task force shall cease to operate at the conclusion of that time period, unless the Board takes affirmative action to extend the life of the task force.

Section 2. TASK FORCE MEMBERSHIP. The President shall appoint the members of all task forces, including the chairman and other task force officers as the President deems necessary. All task force chairmen shall be appointed from among the members of the Executive Board. All vacancies shall be filled by the President.

Section 3. MISSION STATEMENT. Every task force shall operate in accordance with a written mission statement that shall be approved by the Executive Board.

Section 4. TASK FORCE REPORTS. The chairman of each task force shall make reports to the President and the Executive Board at such times and in such form as may be requested.

## **ARTICLE X: FINANCES**

Section 1. FISCAL YEAR. The fiscal year of KLC shall be July 1 of each year through June 30 of the following year.

Section 2. DUES. The Executive Board shall establish the annual membership dues. All membership dues shall be payable at the times and upon the terms established by the Executive Board.

Section 3. FEES. The Executive Board may establish, or may authorize the Executive Director/CEO to establish, fees for special services, publications, meetings, or other purposes as necessary.

Section 4. ANNUAL BUDGET. The Executive Board shall adopt a budget prior to the beginning of each fiscal year which shall serve as the financial plan for the ensuing fiscal year. The preparation of a proposed budget shall be the responsibility of the Executive Director/CEO.

Section 5. ANNUAL AUDIT. There shall be an annual audit of KLC by an independent certified public accountant. The annual audit report shall be submitted to the Executive Board and the Board of Directors for their review.

Section 6. REIMBURSEMENTS. The Executive Board shall establish a reimbursement policy for officers, Executive Board of Directors, Board of Directors, task forces, and committees which shall remain in effect until revised by the Executive Board.

## **ARTICLE XI: ANNUAL CONFERENCE**

Section 1. TIME AND PLACE. KLC shall hold an annual conference at the time and place determined by the Executive Board.

Section 2. BUSINESS MEETING. An annual business meeting of the members shall be conducted during the annual conference.

Section 3. QUORUM. Those members present at the annual business meeting shall constitute a quorum.

Section 4. VOTING. Each member represented at the annual business meeting shall have one (1) vote on all questions, including the election of officers and directors and the amendment of these Bylaws. The voting delegate for each member shall be the mayor. In the absence of the mayor, the voting delegate shall be the elected city official designated by the mayor, provided that the designation of

the alternate voting delegate is presented in writing, signed by the mayor, to the Executive Director/CEO no later than 6:00 p.m. prevailing time on the first day of the annual conference. Each voting delegate shall be properly credentialed in accordance with the requirements adopted by the Board of Directors. No member shall be permitted to vote by proxy.

## **ARTICLE XII: DISSOLUTION**

Section 1. PROCEDURE. KLC shall only be dissolved in accordance with the requirements of KRS 273.300.

Section 2. DISPOSITION OF ASSETS. In the event of a favorable vote for dissolution, the Executive Board shall proceed to settle all financial obligations pending against KLC and shall liquidate all real and personal property owned by KLC and shall otherwise follow the applicable requirements of KRS Chapter 273 regarding the dissolution of non-stock, nonprofit corporations. Any funds remaining after the settlement of all debts and the liquidation of all property shall be returned pro rata to the members which were eligible to vote on the question of dissolution based on the amount of annual membership dues paid during the year in which the dissolution occurs.

## **ARTICLE XIII: AMENDMENTS**

Section 1. DURING ANNUAL BUSINESS MEETING. These Bylaws may be amended during any annual business meeting by a majority vote of the members present and voting; provided that all proposed amendments shall have been submitted to the members in writing no later than thirty (30) days prior to the first day of the annual conference.

Section 2. BY THE EXECUTIVE BOARD. The Executive Board may amend these Bylaws by a two-thirds (2/3) vote of its voting membership.

Section 3. EFFECTIVE DATE OF AMENDMENTS. All amendments to these Bylaws shall take effect immediately upon adoption, unless otherwise specified in amendment proposal.

*Initially Approved and Adopted on November 19, 1998*

With Amendments Adopted on June 23, 1999; October 7, 1999; August 29, 2001, August 14, 2002, June 18, 2004, August 26, 2004, June 3, 2006, June 20, 2008, January 13, 2010, April 6, 2010, September 14, 2010, December 14, 2011, February 1, 2012, June 22, 2012, December 13, 2012, March 2013, June 20, 2014, October 7, 2014, December 11, 2015, February 10, 2016 and October 4, 2016.