

# By-Laws of Kentucky County Attorneys Association, Inc.



## Article I Name and Purpose

**Section 1.** Name. This organization shall be known as the Kentucky County Attorneys Association, Inc., and may be referred to as KCAA, a non-profit corporation duly incorporated and existing under and by virtue of the laws of the Commonwealth of Kentucky.

**Section 2.** Purpose. The purpose of this organization shall be: To establish and promote cooperation between county attorneys from throughout the Commonwealth of Kentucky in order to ensure strong effective prosecution in the courts of the Commonwealth, and to provide sound advice and counsel to all county agencies and organizations served by the county attorney, and to ensure that the mutual interests of the county attorneys of the Commonwealth are promoted in all matters.

## Article II Membership

**Section 1.** Eligibility. All duly elected, dues paying county attorneys and their assistants are eligible for membership in the Association. The Board of Directors (hereinafter BOARD) may permit associate memberships, without voting rights, at their discretion. Only the county attorney may vote or hold office in the Association. The county attorney may grant his/her written proxy to his/her assistant county attorney for purposes of voting on issues at the Association meetings. In the event a county attorney does not have an assistant, he/she may grant his written proxy to another county attorney to vote on his/her behalf.

**Section 2.** Dues. The Board shall establish yearly dues for the membership (regular and associate) necessary to accomplish the goals of the Association.

**Section 3.** Removal. A member may be removed from membership by vote of the Board for nonpayment of dues or other actions which two-thirds (2/3) of the Board believes to be just cause, e.g. bringing the Association into disrepute. The President shall give to said member reasonable notice, by certified mail, of any such action, and shall afford said member the opportunity to be heard before any vote. The President shall take all reasonable steps to afford a fair hearing. A member may be removed as an officer or Board member by a similar vote of the Board with the President providing for the voting procedure and with the member having an opportunity to be heard before any vote.

**Section 4.** Meetings. A vote of a majority of the membership present at any duly called meeting shall constitute final action by that body.

### **Article III Governing Body**

**Section 1. Board of Directors.** There shall be a Board of Directors elected from the membership. It shall be the policy-making body of the Association.

**Section 2. Organization.** The Board shall consist of the officers of the Association, a representative of the National District Attorney's Association (as specified in Article IV, Section 6, below), plus three (3) members elected at-large.

**Section 3. Nomination.** The members of the Board shall be elected for a term of two (2) years, which term shall commence on October 1 following their election as set out in Section 4. The President shall, every other year, at the Board meeting held during the winter conference, appoint a Nominating Committee. The committee shall be comprised of the President, or his/her designee, and such other members as he/she sees fit, but no less than three (3), to make nominations for officers and at-large members. The Nominating Committee shall, no later than thirty (30) days prior to the annual PAC conference, finalize its nominations for officers and at-large Board of Director members.

**Section 4. Election.** The nominees for the Board shall be presented to the full membership during its regular meeting at the PAC Conference in even numbered years. The membership may make nominations from the floor, in addition to those recommended by the Nominating Committee. The President shall determine the method of voting by the membership. Each county attorney member shall be entitled to one (1) vote; only dues paying county attorney members or their proxy in attendance shall be entitled to vote. The President shall, in his/her sole discretion, determine the validity of the proxy.

**Section 5. Duties of Board.**

- A. Proposes By-Laws and Amendments of the Association to be adopted by the general membership.
- B. Establish meeting dates and locations of all general membership and Board Meetings. Prepare a program of interest and education for the membership. The general membership shall meet at least two (2) times a year.
- C. Adopt an Operating Budget for an annual period of July 1 to June 30 of each year, which shall be prepared by the President and the Treasurer. The budget shall be available to the membership at all regular meetings.

**Section 6. Membership Roster.** The Secretary shall maintain for the Board an up-to-date roster of all members, and the Board shall endeavor to maintain a full and active participation of all members. A vacancy on the Board shall be filled by appointment of the President. Such appointment shall be valid only until the next regular nominating procedure as set forth above.

**Section 7. Meetings.** The Board shall hold meetings at least at the PAC conference and winter meetings. The President may give notice for a Special Meeting of the Board as he/she sees fit or at the call of any Officer with written Petition presented to the Board by at least one-half (1/2) of the membership of the Board. Notice of the date, time and place of all meetings shall be e-mailed to each member at least seven (7) days prior to the meeting by the President or the Officer calling the Special Meeting.

**Section 8. Voting.** Any matter presented to the Board or the general membership shall be decided by vote of a simple majority of those present, except a change of these By-Laws which shall require an affirmative two-thirds (2/3) vote of the membership present. The President shall give written notice of any proposed change in these By-Laws to the membership at least thirty (30) days in advance of any vote.

**Section 9. Quorum.** One (1) more than half of the sitting Board shall constitute a quorum for all meetings of the Board. In the event of the absence of a quorum, the only action that may be taken is to adjourn.

**Section 10. Minutes.** Minutes of the meetings of the Board and its committees and sub-committees shall be maintained by the Secretary and be made available to members upon request.

#### **Article IV Officers and Their Duties**

**Section 1. President.** There shall be elected every two (2) years in the even numbered years at the PAC conference meeting of the general membership a President of the Association. The President shall be the chief executive officer of the Board. He/she shall preside at all meetings at which he/she is present, and shall have general and active management of the business of the Board and the general membership.

**Section 2. Vice-President.** There shall be elected at the same time as the President a Vice-President, who will serve as presiding officer in the absence of the President. He/she shall also assume all responsibilities of the President in the event of his/her illness or incapacitation. He/she shall also perform duties as may from time to time be delegated to him by the Board or the President.

**Section 3. Secretary.** There shall be elected at the same time as the President a Secretary, who shall keep minutes of the Board meetings. The Secretary shall keep the membership roster. The Secretary shall see to it that the President notifies the Board and membership of all meetings.

**Section 4. Treasurer.** There shall be elected at the same time as the President a Treasurer, who shall oversee disbursements of all funds of the Association and provide a Treasurer's Report at regular meetings of the Board and at Association meetings. The records of the Treasurer shall be reviewed by an outside accounting firm, designated by the Board, upon the election of a new individual to the office of Treasurer.

**Section 5. At-Large Members.** There shall be elected at the same time as the President three (3) At-Large members. At-Large members shall help set the policy and direction of the Board and help oversee the financial management of the financial resources of the Association.

**Section 6. NDAA Representative.**

Whereas, the National District Attorney's Association (hereinafter NDAA) is the oldest and largest association in the country representing state and local prosecutors; and,

Whereas, the Commonwealth of Kentucky holds a "State Director's" seat on the Board of Directors of the NDAA, which is shared, by agreement, between the KCAA and the Kentucky Commonwealth Attorney's Association on a two (2) years on two (2) years off basis; and,

Whereas, the KCAA is supportive of the work done by the NDAA on our behalf and on behalf of all state and local prosecutors.

A representative of the NDAA shall have a seat on the Board of the KCAA. Said representative shall be a member of the KCAA and if more than one (1) member of the KCAA is on the Board of the NDAA then the senior member of the NDAA Board shall hold the seat on the KCAA Board.

**Section 7. Past-President.** The immediate past-president of the Association shall serve as a voting member of the Board of Directors.

**Section 8. Eligibility.** Any duly elected county attorney member shall be eligible to hold office as an officer or as an at-large member of the Board.

**Section 9. Compensation.** Officers, members of the Board of Directors and appointed committee members shall serve without pay, however, they may receive reimbursement for expenses incurred on behalf of the Association at the discretion of the Board of Directors.

**Section 10. Term of Office.** Board members shall serve two (2) year terms and may succeed themselves.

## **ARTICLE V Executive Director**

The Executive Director is responsible to the Board of Directors and shall exercise control and supervision over the administrative and day to day operation of the Association as the representative of the Board of Directors when they are not in session and shall generally perform such other duties as may be assigned by the President, by the Board of Directors, or as otherwise provided in these Bylaws.

The Executive Director shall have the authority to manage the Association under the direction of the Board of Directors, including the authority to execute contracts on behalf of the Association according to policies and procedures approved by the Board of Directors.

## **Article VI Committees**

**Section 1. Legislative Committee.** There shall be a Legislative Committee which shall be appointed by the President. It shall seek out from the Association membership and all other sources it deems fit, matters which are worthy of legislative review and modification by the General Assembly in order to provide for the more efficient and effective operation of the Office of County Attorney. It shall also recommend, to the Association for endorsement, matters which will provide for more effective prosecution of crimes.

**Section 2. Program Committee.** There shall be a Program Committee which shall organize effective and informative programs for all general Association meetings and make recommendations for the presentation of same to the Board.

**Section 3. Board Nominating Committee.** There shall be a Nominating Committee which shall carry out the duties as identified in Article III, Section 3.

**Section 4. Prosecutor's Advisory Council Nominating Committee.** In accordance with House Bill 773 adopted during the 2022 legislative session, there is hereby created a Prosecutor's Advisory Council Nominating Committee. The committee shall be comprised of the President, or his/her designee should he/she chose to pick an alternate chair, and such other Association members as he/she sees fit, but no less than three (3) to make



nominations to fill the PAC positions. If desired, the president may combine the Board Nominating Committee and the PAC Nominating Committee and appoint the same members for each. The PAC Nominating Committee shall, no later than thirty (30) days prior to the annual PAC conference, finalize its nominations and submit to the Board for approval or modification and submission to PAC. Preference shall be given to members who have demonstrated a commitment to fellow prosecutors through service to the Association, the Prosecutor's Advisory Council, or other efforts relating to the work of county attorneys. The PAC appointees shall serve terms in accordance with the statute, and can be removed by unanimous vote of the Board. In the event of a vacancy the Board shall appoint a replacement and such appointment shall be valid only until the next regular nominating procedure as outlined in this section.

**Section 5.** Ad Hoc Committees. The President may appoint, with the approval of the Board, Ad Hoc Committees as he/she deems necessary in order to carry out the goals of the Association.

### **Article VII Amendments**

**Section 1.** Procedure for Amendment. A motion to amend the By-Laws may be made by any member, including Board member, at any general Association membership meeting, however, no vote shall be taken by the membership until such time as at least thirty (30) days written notice of the proposed change has been given to the membership by the Secretary. Any vote on an amendment shall be at a regular Association meeting or a special meeting called for that purpose. Such amendment shall require passage by a two-thirds (2/3) vote of the Association members present in order to become effective. Any member wishing to have the membership consider an amendment at a future meeting shall so advise the President in writing, together with the proposed language, who shall instruct the Secretary to duly advise the membership.

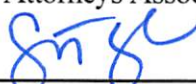
**Section 2.** Notice Requirement. A proposed change shall be distributed by the Secretary to the entire membership of the Association by email to the email address of record with the KCAA. Members must notify the Executive Director of any change in email address.

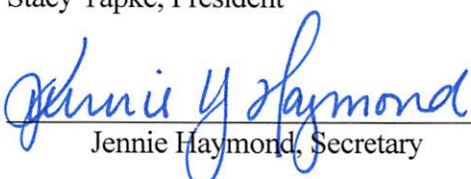
**Section 3.** Time of Effectiveness. Amendments to these By-Laws shall become effective immediately upon adoption by the Association membership.

### **Article VIII Adoption**

These Amended By-Laws shall take effect on August 25, 2022 as approved by a majority of the members present at the regular meeting on August 25, 2022.

Approved: August 25, 2022.  
Kentucky County Attorneys Association, Inc.

By:   
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Stacy Tapke, President

Attest:   
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Jennie Haymond, Secretary