

## **ARTICLE I**

### **NAME OF THE ASSOCIATION**

The name of the Association shall be the Kentucky Association of Counties, Inc.

## **ARTICLE II**

### **INCORPORATION**

The Association shall be incorporated under the laws of the Commonwealth of Kentucky.

## **ARTICLE III**

### **OBJECTIVES OF THE ASSOCIATION**

The objectives of this Association shall be set forth in its Articles of Incorporation.

## **ARTICLE IV**

### **MEMBERSHIP OF THE ASSOCIATION**

The Association shall be composed of the following classes of members:

- (a) County Members. All Counties of Kentucky paying the current fiscal year membership fee as established by the Board of Directors shall be members of the Association.
- (b) Representative Members. Representative Members of the Association shall be comprised of the members of the fiscal court, sheriff, jailer, county clerk, circuit clerk, county attorney, commonwealth attorney, property valuation administrator, and coroner of each County Member, described in (a) next above; and the chief executive officer of a consolidated local government formed under the provisions of KRS 67C.101 to KRS 67C.137 or urban

county government, provided that the county in which the consolidated local government or urban-county form of government is located in a County Member of the Association.

- (c) Affiliate Members. Affiliate Members of the association shall consist of the following associations of elected county officials: the Kentucky County Judge/Executive Association, the Kentucky Magistrates and Commissioners Association, the Kentucky Sheriffs Association, the Kentucky Jailers Association, the Kentucky County Clerks Association, the Kentucky Circuit Clerks Association, the Kentucky County Attorneys Association, the Kentucky Commonwealth Attorneys Association, the Kentucky PVA Association, and the Kentucky Coroners Association. Affiliate Members shall not have voting rights in the Association except as to the extent set forth herein.
- (d) Public Agency Members. Any special district, taxing district, agency created by one or more counties, or any other political subdivision of county government shall be eligible to become a Public Agency Member of the Association by paying an annual Public Agency Member fee as set by the Board of Directors of the Association. Public Agency Members shall not have voting rights in the Association.
- (e) Associate Members. Any person, firm or organization interested in furthering the objectives of the Association is eligible to become an Associate Member of the Association by paying an annual Associate Member fee as set by the Board of Directors of the Association. An Associate Member shall not have voting rights in the Association.
- (f) Honorary Members. Honorary Members shall consist of those persons recognized by the Board of Directors of the Association as having provided distinguished service to the Association. Honorary Members shall not have voting rights in the Association.

- (g) Adjunct Members. Adjunct Members shall consist of those associations of other elected county officials, county employees and special district employees designated by the Board of Directors of the Association. Adjunct Members shall not have voting rights in the Association.

## **ARTICLE V**

### **ORGANIZATION OF THE ASSOCIATION**

- (a) The affairs of the Association shall be governed by a Board of Directors (hereinafter “the Board”). The Board shall have exclusive authority over the appointment, retention, compensation and termination of the Executive Director/CEO of the Association.
- (b) The Board shall be comprised of the Executive Committee of the Association as set forth in Section (d) of this Article; one (1) Representative Member from each Area Development District region within the Commonwealth of Kentucky with a population of 300,000 or less (within County Members) as determined by the most recent decennial census by the United States Bureau of the Census; two (2) Representative Members from each Area Development District region with a population of more than 300,000 (within County Members) as determined by the most recent decennial census by the United States Bureau of the Census; the president of each Affiliate Member or the affiliate president’s designee; the Association’s appointees to the board of the National Association of Counties; any Representative Member(s) of the association serving as executive officers of the National Association of Counties and, effective January 2, 2023, each Past President of the Association that has been a Representative Member continuously since serving as President of the Association. In the event that the president of an affiliate member is not a Representative Member of the Association or that the affiliate president otherwise occupies a seat on the Board, the affiliate president shall appoint a Representative Member from the membership of the affiliate to serve as the affiliate president’s designee on the Board. Board

members representing Area Development District regions shall be elected in accordance with the procedure set forth below. Beginning in 2020, the terms of such board members shall commence immediately upon the conclusion of the Association's annual convention in the year of their election and shall terminate at the conclusion of Association's annual convention following the next election for such board members. In the event that a Representative Member elected to serve on the board as the representative of an Area Development District region is subsequently elected as an officer of the Association, the newly elected President shall appoint another Representative Member from the Area Development District region to represent that region in accordance with Section (c) of this Article.

- (1) In even numbered years, at a meeting of the Board of Directors during the fourth quarter of the Association's fiscal year, the President of the Association shall appoint a committee to nominate candidates to stand for election to serve as Board members representing the Area Development Districts. The committee shall be comprised as follows, provided however, that no more than two (2) of the committee members shall be members of the same affiliate member:
  - (i) One (1) current Board member residing in the Green River ADD, the Pennyrile ADD or the Purchase ADD;
  - (ii) One (1) current Board member residing in the Barren River ADD, the KIPDA ADD or the Lincoln Trail ADD;
  - (iii) One (1) current Board member residing in the Bluegrass ADD, the Gateway ADD or the Lake Cumberland ADD;
  - (iv) One (1) current Board member residing in the Big Sandy ADD, the Cumberland Valley ADD or the Kentucky River ADD; and
  - (v) One (1) current Board member residing in the Buffalo Trace ADD, the Fivco ADD, or the Northern Kentucky ADD.
- (2) The nominating committee shall meet and nominate two (2) Representative Members to stand for election for each seat

representing the Area Development District regions on the Board. In the event that only one (1) Representative Member within an Area Development District region is willing to stand for election to a seat representing that region on the Board, the nominating committee shall only be required to nominate one (1) candidate to stand for election to that seat. Nominees shall be Representative Members residing in the Area Development District region that they are nominated to represent. The nominating committee shall submit its nominations to the Executive Director/CEO of the Association at least sixty (60) days prior to the scheduled date of the business meeting at which the election of officers will be conducted.

The Executive Director/CEO of the Association shall cause ballots to be prepared listing the candidates standing for election in each Area Development District region. The Executive Director/CEO shall cause such ballots along with a self-addressed return envelope marked "Board Member Ballot" to be mailed to each Representative Member within each respective Area Development District region at least forty-five (45) days prior to the scheduled date of the business meeting at which the election of officers will be conducted. Representative Members may only vote for candidates from the Area Development District region within which the Representative Member resides and may vote for the same number of candidates as that Area Development District region is entitled to seats on the Board.

- (3) Representative Members shall return their ballots in the return envelope to the office of the Executive Director/CEO of the Association at least fifteen (15) days prior to the scheduled date of the business meeting at which the election of officers will be conducted. Ballots returned to the office of the Executive Director/CEO after the deadline or other than in the return envelope shall not be counted.

- (4) At a meeting of the Board of Directors during the first quarter of the Association's fiscal year in which an election for board members representing the Area Development District regions will be held, the President of the Association, with approval of the Board, shall appoint a disinterested party to open the ballots and tabulate the votes for each seat on the Board representing the Area Development District regions. Votes shall be tabulated prior to the annual meeting of the Association. In elections for seats representing Area Development Districts regions with two (2) representatives on the Board, the two (2) candidates with the most votes shall be the winners of the election. In the event of a tie vote in the election for any seat on the Board representing the Area Development District regions, the winner of the election shall be decided upon by lot or chance, in a manner to be agreed upon by the candidates for that seat. The lot or chance shall be conducted by the same disinterested party appointed to open the ballots and tabulate the votes.
- (c) In the event of a vacancy on the Board among the Representative Members of the Area Development District regions, the President shall, with approval of the Board, appoint a Representative Member from that Area Development District region to fill the vacancy.
- (d) The Executive Committee of the Association shall consist of the officers of the Association as set forth in Section (f) of this Article and the immediate Past President of the Association, provided that the immediate Past President of the Association is still a Representative Member of the Association. In the event that the immediate Past President of the Association is no longer a Representative Member of the Association, the next most immediate Past President so qualifying shall serve on the Executive Committee. If no such eligible Past President exists, a Representative Member of the association shall be appointed by the President, with approval of the Board, to serve on the Executive Committee in lieu of a Past President. Except as caused by the death or disqualification of the immediate Past President, two (2) members

of the Executive Committee shall be members of the Kentucky County Judge/Executive Association and two (2) members shall be members of the Kentucky Magistrates and Commissioners Association. The fifth (5<sup>th</sup>) member of the Executive Committee shall be a member of one of the other remaining Affiliate Members of the Association. Except as caused by the death or disqualification of the immediate Past President, no more than one member of the Executive Committee shall be from the same county.

- (e) With the exception as to matters over which the Board of Directors is vested with exclusive authority as set forth in Section (a) of this Article, the Executive Committee shall possess the same authority as the Board and may exercise such authority between meetings of the Board.
- (f) The officers of the Association shall be a President, a President-Elect, a First Vice-President and a Second Vice-President/Secretary. The officers of the Association shall possess the powers and perform the duties attendant to offices of similar name in accordance with custom and ordinary business practices.
- (g) Each year, immediately upon the conclusion of the Association's annual convention, the prior President-Elect of the Association shall become President; the First Vice-President shall become President-Elect; the Second Vice-President shall become First Vice-President, provided that each such officer will continue to be a Representative Member of the Association after the first Monday in January of the next succeeding calendar year; and the Representative Member elected in accordance with the procedure set forth below shall assume the office of Second Vice-President. In the event that an officer that would otherwise advance to the next higher office in accordance with the progression set forth in this Section will be unable to assume such office because he or she will not continue to be a Representative Member of the association after the first Monday in January of the following year, the remaining eligible officers shall continue to advance in accordance with the progression set forth in this paragraph and a sufficient number of officers shall be elected at the preceding annual meeting to fill the offices of the

Association in accordance with the procedure set forth below for electing a Second Vice-President. Such elections shall be held in order of the rank of the office, with the election for the highest ranking office occurring first.

- (1) Each year at a meeting of the Board occurring before the annual conference of the Association, the President, with approval of the Board, shall appoint a Credentials Committee of three (3) individuals to determine the eligibility of all candidates seeking election to an office in the Association and the eligibility of voting delegates. Decisions of the Credentials Committee as to the eligibility of candidates and voting delegates shall be final.
- (2) At least thirty (30) days prior to the scheduled date of the business meeting at which the election of officers will be conducted, any Representative Member wishing to seek election to serve as an officer of the Association shall file a written Letter of Intention with the Executive Director of the Association stating the office to which the member seeks election. No candidate may file a Letter of Intention for more than one office.
- (3) Each year at a business meeting held during the Association's annual convention and presided over by the President of the Association or his designee, the county members of the Association shall elect a Second Vice-President and such other officers as may be necessary from the duly qualified candidates for that office. County Members shall be allowed a number of voting delegates according to county population, as determined by the most recent decennial census by the United States Bureau of the Census. However, only Representative Members from the county member that are registered at the annual convention at the business meeting shall be allowed to vote as the County Member's delegate. The maximum number of voting delegates to which a County Member shall be entitled shall be determined as follows:



- (i) County Members with a county population of 0-13,999 shall be entitled to two (2) voting delegates;
  - (ii) County Members with a county population of 14,000-49,999 shall be entitled to three (3) voting delegates;
  - (iii) County Members with a county population of 50,000-79,999 shall be entitled to four (4) voting delegates;
  - (iv) County Members with a county population of 80,000-139,999 shall be entitled to five (5) voting delegates;
  - (v) County Members with a county population of 140,000-299,999 shall be entitled to six (6) voting delegates;
  - (vi) County Members with a county population of 300,000-599,999 shall be entitled to seven (7) voting delegates;
  - (vii) County Members with a county population of 600,000 or more shall be entitled to eight (8) voting delegates.
- (4) In the event that one or more candidates seeking election as an officer of the Association withdraws or becomes ineligible to complete the term of the office sought prior to the election, leaving one or fewer remaining candidates for that office, one or more qualified Representative Members may be nominated to stand for election to that office upon proper motion and second during the business meeting at which the election for that office is held.
- (5) The election of officers shall be conducted by a roll call vote of all county members. The roll call for each office for which an election is being conducted shall be in alphabetical order in odd numbered years and reverse alphabetical order in even numbered years. A voting delegate representing a County Member may divide his or her vote among candidates for a single office and cast fractions of a vote for each candidate.
- (h) In the event of a vacancy in any office of the Association other than the office of Second Vice-President, the progression set forth in Section (g) of this

Article shall immediately prevail. In the event of a vacancy in the office of Second Vice-President by progression or otherwise, the office shall remain vacant for the remainder of the term of that office, however the next most immediate past president who is still a Representative Member of the Association and not otherwise serving on the Executive Committee shall serve on the Executive Committee in lieu of a Second Vice-President for the remainder of such period.

- (i) The Board of Directors shall appoint an Executive Director/CEO of the Association and said person shall serve at the pleasure of the Board of Directors. The Executive Director/CEO shall be responsible for the routine operation of the Association, including the appointment, supervision, compensation and termination of personnel employed by the Association, subject to governance by the Board of Directors and the Executive Committee.
- (j) Any officer or director may be removed from office upon the vote of at least three-fourths (3/4) of the remaining members of the Board of Directors. Proxy votes shall not be used in votes to remove an officer or director.

## **ARTICLE VI**

### **MEETINGS**

- (a) An annual convention shall be held in the last quarter of each year calendar year with the date and location of such annual convention to be determined by the Board of Directors.
- (b) The Board of Directors shall hold meetings at least quarterly or upon call of the President or majority of the Board of Directors.
- (c) The Executive Committee may meet upon the call of the President or majority of its members, in a special meeting.
- (d) The Board of Directors and the Executive Committee may meet in a special meeting by teleconference or video teleconference.

- (e) The Board of Directors and Executive Committee shall adopt a schedule of regular meetings for the upcoming calendar year prior to January 1 of each year.
- (f) Members of the Board of Directors shall be paid One Hundred Dollars (\$100.00) per meeting of the Board in which they participate. Members of the Board of Directors shall also be reimbursed for mileage expense, not otherwise reimbursed, incurred in attending the meeting. Mileage expenses shall be reimbursed at the Internal Revenue Service's prevailing standard mileage rate for business. Board fees may be adjusted, from time to time, by vote of the Board.
- (g) Members of the Executive Committee shall be paid Two Hundred Fifty Dollars (\$250.00) per meeting of the Committee in which they participate. Members of the Executive Committee shall also be reimbursed for mileage expense, not otherwise reimbursed, incurred in attending the meeting. Mileage expenses shall be reimbursed at the Internal Revenue Service's prevailing standard mileage rate for business. Executive Committee fees may be adjusted, from time to time, by vote of the Board of Directors.

## **ARTICLE VII**

### **DUES – BUDGET**

- (a) There shall be charged each County Member and each Associate Member of the Association a fee which shall be paid annually. The fee shall be determined by the Board of Directors by April 1 prior to the fiscal year to which the fee will be applicable. A member is considered in good standing when all premiums and/or dues are paid in full or are under a payment plan to pay in full and approved by the Executive Director/CEO.
- (b) The Association will operate on a July 1 – June 30 fiscal year. The Board of Directors of the Association shall adopt a budget for the Association prior to the beginning of each fiscal year. The Executive Committee shall review and approve the proposed

budget and provide copies of the budget to the members of the Board of Directors at least ten (10) days prior to the meeting at which the budget will be considered by the Board.

## **ARTICLE VIII**

### **APPOINTMENT OF PROGRAM BOARD MEMBERS**

In making appointments to the boards of the programs operated by the Association, the Board of Directors shall attempt to achieve diversity of representation from the Affiliate Members of the Association and the geographic regions of the Commonwealth. No person shall be appointed to more than one program board simultaneously.

## **ARTICLE IX**

### **AMENDMENT**

The By-Laws of the Association may be amended by a recommendation of a majority of the members of the executive committee or by a majority of the Board of Directors and presented to the Board of Directors, in writing, at least ten (10) days prior to a Directors' meeting, and passed by at least a sixty percent (60%) majority of the members of the Board of Directors present at a meeting.

## **ARTICLE X**

### **VOTING PRIVILEGES**

- (c) Each member of the Board of Directors shall be entitled to one vote upon any issue, which is properly before the Board. If any member cannot be present at a Board meeting of the Association, said person shall, in writing, appoint a proxy which shall be given to a member of the Board of Directors only, to serve instead at the pleasure of the Board members. No board member shall

vote more than two proxies to be counted towards a quorum. Proxy vote cannot be used in a personnel, discipline, hiring and/or appointment matters.

## **ARTICLE XI**

### **OFFICERS' DUTIES**

Each officer of this Association shall assume the normal duties of that office and shall be responsible to the Board of Directors.

## **ARTICLE XII**

### **QUORUM**

A majority of the Board of Directors shall constitute a quorum at any regular or special meeting of the board. A majority of the executive committee shall constitute a quorum at any regular or special meeting of the executive committee.