

**BYLAWS OF  
OFFICE OF KENTUCKY LEGAL SERVICES PROGRAMS, INC.**

**BYLAW I**

Name

SECTION 1. NAME OF THE CORPORATION. The name of the Corporation shall be Office of Kentucky Legal Services Programs, Inc.. The Corporation shall do business as Kentucky Equal Justice Center (KEJC).

**BYLAW II**

Board of Directors

SECTION 1. POWERS. The Board of Directors shall be empowered to conduct the business and affairs of KEJC, including but not limited to the acquisition and disposal of property, the hiring and firing of staff and all other rights provided by statute.

SECTION 2. QUALIFICATIONS. Only persons who are supportive of the purposes of KEJC as stated in the Articles of Incorporation and who have interest in and knowledge of the delivery of quality legal services to low income individuals and groups shall be eligible for membership on the Board of Directors. No member of the Board of Directors of KEJC may serve simultaneously as a member of the board of directors of a Legal Services Corporation-funded program.

SECTION 3. COMPOSITION. The Board of Directors shall consist of fourteen (14) to seventeen (17) members, as follows:

- (a) The four (4) directors of the Legal Services Corporation-funded programs (the Programs) in Kentucky which have allocated a percentage of their non-Legal Services Corporation funding for the operation of KEJC (the Program Directors);
- (b) An attorney, paralegal and support staff person employed by a Program, to be elected by Program employees as provided in Section 5 of this Bylaw (the Staff Representatives);
- (c) A Pro Bono Coordinator designated by his or her peers at a statewide meeting of Pro Bono Coordinators;
- (d) Two (2) to three (3) individuals nominated by the Nominating Committee from among people who have received or are eligible to receive services from KEJC or a Program (Client Members); and

- (e) Four (4) to six (6) individuals nominated by the Nominating Committee from the private bar and community groups with a shared interest in advocacy for low income Kentuckians (Community Members). A Community Member may be a person eligible to receive services from KEJC or a Program.

SECTION 4. TERM OF OFFICE. A Director shall serve for a two-year (2-year) term or until his or her successor has been elected, and may serve an unlimited number of terms. No reduction in the number of Board members shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.

SECTION 5. ELECTION OF STAFF REPRESENTATIVES. The Staff Representatives described in Section 3(b) of this Bylaw shall be elected by a vote of their fellow employees of LSC-funded Programs. To this end, the Chairperson shall ensure that nominations are solicited from staff of the Programs at least one (1) month prior to the Statewide Conference of the Programs in odd-numbered years. All nominations shall be listed on a ballot that shall be sent to all Program staff at least two (2) weeks prior to the Conference. Every employee of a Program, except a Program Director, shall be entitled to cast one (1) vote for each Staff Representative directorship. In order to be counted, completed ballots must be submitted at the Conference or, if mailed, must be post-marked no later than one (1) week after the end of the conference. The nominee for each Staff Representative position who receives the greatest number of votes shall be elected to the Board.

SECTION 6. RESIGNATION. A Director may resign at any time by delivering a written resignation to the Chairperson.

SECTION 7. REMOVAL FROM OFFICE. A Director may be removed from office only upon a showing of good cause and upon notice being duly given. Good cause shall be defined as a breach of the fiduciary duties of care, loyalty and obedience owed to the organization. Unexcused absence from three (3) consecutive meetings shall be included in the definition of good cause. Notice of intent to remove must be sent to the Director in question at least fourteen (14) days prior to the meeting at which such action is to be taken. A two-thirds (2/3) vote of the Directors in good standing, a quorum being present at a duly constituted meeting, shall be required for removal. Once the Board has voted for removal, the former Director shall immediately be relieved of his or her duties, responsibilities, privileges and any offices.

SECTION 8. VACANCIES. Vacancies in Board membership shall be filled for the unexpired portion of the term in the following manner:

- (a) Program Directors shall make every effort to arrange for a successor or for someone to act as their designee in the event of their termination as Program Director or an anticipated extended absence from their duties as a Board member of KEJC. In the event a Program Director has not arranged

for his successor or interim replacement, is unwilling or unable to serve, or has been removed from office, the Chairperson of KEJC shall notify the chairperson of the Board of the affected Program and ask that a Board member for KEJC be designated from among management employees of the Program.

- (b) A vacancy in a Staff Representative directorship that occurs at least six (6) months before the expiration of the term shall be filled by a specially called election of Program staff, with a date set by the Chairperson, and which otherwise shall follow the election procedures set forth in Section 5 of this Bylaw.
- (c) The Chairperson of the Board shall notify the Pro Bono Coordinators of a vacancy in the Pro Bono Coordinator directorship and shall request that they designate a replacement.
- (d) For a Client or Community Member vacancy that occurs at least six (6) months before the expiration of the term of office, the Chairperson shall appoint a nominating committee to propose at least one (1) nominee. The vacancy shall be filled until the next regularly scheduled election by a vote in favor of the nominee by a majority of the Directors at a duly constituted meeting, a quorum being present. If more than one (1) person is nominated for the vacancy, the nominee receiving the greatest number of votes shall fill the vacancy.

### BYLAW III

#### Meetings

SECTION 1. ANNUAL MEETING. The annual meeting of the Board of Directors for the election of Directors and for the transaction of such other business as may properly come before it shall be held during the month of October each year.

SECTION 2. REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors shall be held at approximately quarterly intervals between Annual Meetings, at the discretion of the Chairperson. Special meetings of the Board shall be held when called by the Chairperson or upon written request of the majority of the Directors in office.

SECTION 3. NOTICE. Notice of all Board of Directors meetings shall be given neither less than seven (7) nor more than thirty (30) days before the day of the meeting. Notice shall be by written notice mailed, e-mailed or delivered by facsimile transmission to each Director at such Directors' address as on record with the Corporation. Notice of any Board meeting need not be given to any Director who shall waive such notice in writing, whether before or after such meeting, or if he or she is present at the meeting.

SECTION 4. QUORUM. A quorum shall consist of seven (7) Directors in good standing. Directors may attend meetings of the Board of Directors by telephone or by videoconference.

SECTION 5. MANNER OF ACTING. Except as otherwise required in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 6. INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

SECTION 7. COMPENSATION. The Directors of the Corporation shall serve as such without compensation.

SECTION 8. REIMBURSEMENT OF EXPENSES. The Board may authorize reimbursement of reasonable expenses incurred by the Directors in performance of their duties.

SECTION 9. VOTING. Each Director shall have one (1) vote on all matters coming before the Board of Directors. In voting to fill vacancies on the Board of Directors, each Director shall be entitled to cast votes equal in number to the number of Board vacancies for which there are nominees. No member may assign another member his or her vote by proxy.

SECTION 10. ELECTION OF INITIAL CLIENT AND COMMUNITY MEMBERS. Election of all Client Members and Community Members of the Board shall occur prior to the Annual Meeting in 2001. At least six (6) weeks before the meeting, the Chairperson shall appoint a Nominating Committee of three or more Directors to nominate at least one (1) person for each Client and Community Member vacancy. If the Committee nominates only one (1) person for each vacancy, election shall be by a majority vote of the Board, with a quorum being present, to accept or reject each individual nomination presented or, upon motion of a Director, to accept or reject the entire slate of nominees. If more persons are nominated for Client Member or Community Member directorships than the number of vacancies, the nominees for each position receiving the greatest number of votes shall be elected to the Board. Voting shall be by a secret ballot unless the Board members vote, by a simple majority, a quorum being present, to dispense with a secret ballot and vote by other means. The Chairperson shall draw lots so that half of the Client and Community Board members elected in 2001 are assigned one (1) year terms and half are assigned two (2) year terms.

SECTION 11. REGULAR ELECTIONS OF CLIENT AND COMMUNITY MEMBERS. After 2001, elections of Client and Community Members shall take place at

the Annual Meeting, with one (1) Client Member and two (2) Community Members of the Board of Directors to be elected each year, plus any number necessary to fill vacancies in unexpired terms. The same procedures for nomination and voting shall be followed as provided in Section 10 of this Bylaw for the election of the initial Client and Community Members.

## BYLAW IV

### Officers of the Corporation

SECTION 1. OFFICERS. The officers of the Corporation shall be a Chairperson, Secretary and Treasurer, and the Corporation may have Assistant Secretaries, Assistant Treasurers and any other officers as determined from time to time by the Directors. The offices of Secretary and Treasurer may be held by the same person. Assistant Secretaries and Assistant Treasurers need not be members of the Board of Directors.

SECTION 2. DUTIES. The duties of the Officers shall be as follows:

- (a) Chairperson: The Chairperson shall preside at all meetings of the Board of Directors, and perform generally all duties usually incident to such office, and such additional duties as from time to time may be required of him or her by the Board of Directors. The Chairperson shall appoint the Nominating Committee for Client and Community Board members and with approval of the Board may appoint such other committees as he or she may deem appropriate.
- (b) Secretary: The Secretary shall certify the minutes of Board meetings and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In addition, the Secretary shall carry out such other duties as the Chairperson or the Board of Directors may prescribe and all other duties incident to such office or as the law may require. The Board of Directors may elect one or more Assistant Secretaries to assist the Secretary.
- (c) Treasurer: The Treasurer shall have custody of all funds and securities of the Corporation. The Treasurer shall be responsible for the full and accurate accounting of the receipts and disbursements of the Corporation, for depositing all moneys and other assets in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall render statements of the account of the Corporation to the Board of Directors at such times as may be requested and perform generally all duties usually incident to such office. The Board of Directors may elect one or more Assistant Treasurers to assist the Treasurer.

SECTION 3. TERM OF OFFICE. All Officers shall serve a one-year (1-year) term of office, or until their successors shall have been elected and installed, and may serve an unlimited number of terms.

SECTION 4. ELECTION OF OFFICERS. The Officers shall be elected by and from the Board of Directors at the next meeting following the Annual Meeting. Election shall be by a simple majority vote of the Board, a quorum being present, and may either be by a show of hands or secret ballot as the Board of Directors may choose.

SECTION 5. REMOVAL. Any Officer may be removed by majority vote of the members of the Board of Directors in office, with or without cause, whenever in their judgment the best interest of the Corporation would be served thereby.

SECTION 6. VACANCIES. The Board of Directors may fill a vacancy in any office for the unexpired portion of the term.

#### BYLAW V

##### Committees

The Board of Directors, by motion adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors and which may include other members.

#### BYLAW VI

##### Quorums

Unless otherwise provided for in these Bylaws, a quorum for all meetings of KEJC or any of its parts shall be one-third (1/3) of the membership of the body at a duly constituted meeting but shall be no less than two (2).

#### BYLAW VII

##### Employees

SECTION 1. EMPLOYEES GENERALLY. The Board of Directors shall employ an Executive Director and such other persons as it deems necessary to carry out the purposes of the Corporation and to undertake such duties as it may deem appropriate.

SECTION 2. EMPLOYMENT PROCEDURES. In the hiring of an Executive Director and other personnel, the Board shall observe the following procedures:

- (a) Hiring decisions for the position of Executive Director shall be made by majority vote at a duly convened meeting of the Board, a quorum being present, and may be made pursuant to recommendations of a Hiring Committee designated by motion approved by a majority of the Board.
- (b) Hiring decisions for positions supervised by the Executive Director may be delegated to the Executive Director by resolution approved by a majority of the Board at a duly convened meeting, a quorum being present.
- (c) Prospective applicants for employment shall be provided with an appropriate job description and salary range.
- (d) It shall be the policy of KEJC affirmatively to seek minority and women applicants and to provide equal employment opportunities to all applicants and employees.

SECTION 3. PERSONNEL POLICIES. The Board of Directors shall adopt personnel policies for its employees that are generally consistent with similar policies established by the Legal Services Corporation-funded Programs in Kentucky.

## BYLAW VIII

### Nondiscrimination

SECTION 1. NONDISCRIMINATION POLICY. The Officers, Directors, committee members, employees and persons served by KEJC shall be selected entirely on a nondiscriminatory basis with respect to age, ancestry, disability, ethnicity, familial status, gender, gender identity, limited English proficiency, national origin, political affiliation, race, religion, sexual orientation, veterans status, and all other categories provided nondiscriminatory treatment by law, statute, or ordinance.

## BYLAW IX

### Inspection of Corporate Records

SECTION 1. INSPECTION POLICY. All corporate records except personnel files, confidential client service files, or other documents protected from public inspection by action of the Board of Directors shall be open to inspection upon written request at reasonable times for any purpose reasonably related to the requester's interest in KEJC. Requests must be in writing, signed, and, if authorizing a representative, shall state the specific terms of the authorization. The right to inspect shall include the right to make extracts or photocopies, the cost to be born by the requester. A request to inspect shall be delivered to the Chairperson, Secretary or other Officer or agent designated by the Board of Directors not less than five (5) days before the date specified in the request for the inspection.

## BYLAW X

### Amendment of Bylaws

SECTION 1. AMENDMENT OF BYLAWS. The Board may amend these Bylaws upon formal notice given by any member at least fourteen (14) days in advance of a regularly scheduled meeting of the Board of his or her intention to propose a specific amendment. Adoption of such amendment or amendments shall be by affirmative vote of a majority of the Directors in office at a duly constituted meeting, a quorum being present at the time of the vote.

## BYLAW XI

### Roberts Rules of Order

Roberts Rules of Order shall apply to all situations not covered by the Articles of Incorporations, these Bylaws, or any special rules adopted by the Board.

## BYLAW XII

### Fiscal Year

The fiscal year of KEJC shall begin on 1 January and end on the following 31 December.

### CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Office of Kentucky Legal Services Programs, Inc., a Kentucky non-profit corporation doing business as Kentucky Equal Justice Center, and the foregoing are Bylaws of said corporation as amended in a meeting of the Board of Directors at a meeting held on the 16<sup>th</sup> day of October 2009.

IN WITNESS WHEREOF, I have subscribed my name the 16th day of October, 2009.

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**Scott K. Crocker, Chair**