

**BYLAWS OF  
KENTUCKY COUNCIL ON ARCHIVES, INC.  
A KENTUCKY NONPROFIT CORPORATION**

**ARTICLE I: PURPOSE**

The purpose for which Kentucky Council on Archives, Inc., a Kentucky nonprofit corporation (“KCA”), is formed is set forth in Article II of the Articles of Incorporation as now stated and hereafter amended.

**ARTICLE II: OFFICES**

KCA’s principal office is set forth in Article IV of the Articles of Incorporation. KCA may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors may, from time to time, determine or the business of KCA may require.

**ARTICLE III: MEMBERSHIP**

3.1. *Individual Membership.* Membership shall be open to any natural person who subscribes to the purposes, objectives and policies of KCA, subject to compliance with these Bylaws.

3.2. *Membership Fee.* Membership dues shall be payable before the first day of May of each year. If any member fails to provide a payment of dues for a period of two months after the first day of May each year, the member shall be considered not in good standing.

3.3. *Change in Membership Fee.* The annual dues for membership may be altered, amended, or rescinded only by a vote of a majority of members in good standing at a regular or special meeting of KCA.

3.4. *Meeting Registration Fee.* Annual conventions, or special meetings of KCA may require additional registration fees, exclusive of annual dues for membership. If registration fees are required, the board of directors shall notify individual members in the annual or special meeting notice, pursuant to Section 3.7 in this Article III.

3.5 *Participation.* Only members in good standing shall be permitted to participate, vote, and serve in any capacity, provided that if a member has been elected as a board member, the term of such position may be completed.

3.6. *Meetings.* Annual or special meetings shall be at such place and at such day and hour as shall be set forth in the notice, pursuant to Section 3.7 of this Article III.

(a) *Annual Meetings.* The annual meeting shall be held each calendar year at a time determined by the board of directors.

(b) *Special Meetings.* Special meetings of the members may be called for any purpose or purposes by a majority of the board of directors, or at the written request of one-third (33%) of voting members in good standing.

3.7. *Notice.* Written notice stating the place, day, and hour of each members meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, either personally or by mail or email, to each voting member at his or her address as it appears in KCA's registry, not less than ten (10) nor more than thirty five (35) days before the date of the meeting. Notwithstanding any other provision of these Bylaws, the member may waive the notice requirement by executing a waiver, in writing, before or after the scheduled meeting.

3.8. *Quorum.* In order to constitute a quorum, it shall be required that a majority of voting members, in good standing, be present in person. A majority of members present at a meeting where a quorum is present shall be required in order to pass any motion or approve or ratify any action.

## ARTICLE IV: BOARD OF DIRECTORS

4.1. *Number, Designations, Term of Office, Qualifications.* The daily business and affairs of KCA shall be managed and administered by the board of directors comprised of at least seven (7) but not more than nine (9) board members. KCA membership, at its annual meeting, shall elect a President (designated as "Chair"), a Treasurer, Secretary, two (2) Members-at-Large, a Webmaster, and an Editor who shall hold office for a term of three years unless such officer resigns or shall have been removed as herein provided. Initially, all the positions described in Section 4.2 shall be filled.

Elections shall be staggered so that at least [two/one] board member[s][is/are] elected at every annual meeting. Board members shall be members, in good standing, of KCA at the time of their election.

### 4.2. *Required Board Positions.*

(a) *Chair.* The Chair shall be the chief executive officer of KCA, shall preside at all meetings of the members and directors, shall have general and active management of the business of KCA, and shall see that all orders and resolutions of the Board are carried into effect.

a. *Succession and Timing.* Normally, KCA membership will elect a Vice Chair **annually** who shall serve a term of one year, working closely with the Chair, and who will assume the role of Chair at the next annual meeting and whenever the chair is unable to perform the duties of the office with all the rights, duties and obligations as set forth in these Bylaws. Following the

termination of the Chair's term, he or she shall serve on the board of directors as the Past Chair for a term of one year until the next succeeding annual meeting. The Chair, Vice Chair, and Past Chair shall serve as the designated officers on behalf of the KCA board of directors.

- b. *Term Limits.* No person shall be a Chair Elect or Chair for more than one successive three-year term.

(b) *Treasurer.* The Treasurer shall be responsible for the collection and recording of dues levied by KCA and shall keep full and accurate accounts of receipts and disbursements in books belonging to KCA and shall cause all moneys to be deposited in the name and to the credit of KCA in such depositories as may be designated by the board. The Treasurer shall report quarterly to the board of directors and annually to the members an account of the financial condition of KCA. In accordance to Kentucky 501 (c)(3) non-profit requirements, the Treasurer shall serve as the registered agent for KCA and is responsible for submitting an annual report to the Kentucky Secretary of State on behalf of KCA. No person shall be Treasurer for more than one successive three-year term.

(c) *Secretary.* The Secretary shall attend all meetings of the board of directors and all meetings of the members, and record all votes and the minutes of all proceedings be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the members and board of directors, shall authenticate records of KCA, and shall perform such other duties as may be prescribed by the board. The Secretary shall also be responsible for transferring archival copies of appropriate records to a repository designated by the board as the archives of KCA. No person shall be Secretary for more than one successive three-year term.

(d) *Members-at-Large.* Two (2) Members-at-Large shall be elected at the annual meeting. The terms for each Member-at-Large shall be staggered. No person shall be a Member-at-Large for two successive full terms.

(e) *Webmaster.* The Webmaster shall be responsible for KCA's website. The webmaster may serve successive terms.

(f) *Editor.* The Editor shall edit *The Kentucky Archivist*. The editor may serve successive terms.

4.3. *Vacancies.* Whenever there is a vacancy on the board by reason of death, resignation or increase in the number of board members or otherwise, it shall be filled by an affirmative vote by a majority of the remaining board members. The board member appointed shall hold office until the next succeeding annual meeting of the members and until a successor has been elected and qualified.

4.4. *Removal.* Absence from more than two consecutive board meetings may be cause for dismissal.

4.5. *Meetings.* The board of directors shall hold an annual meeting for purposes of election of board members, organization, and transaction of business, immediately following the annual meeting of members. Regular meetings of the board of directors shall be held quarterly and special meetings may be called, as needed, for the transaction of any business.

4.6. *Notice.* Written notice stating the place, day, and hour of each board of directors meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, either personally or by mail or email, at least 5 calendar days before the date of the meeting. Notwithstanding any other provision of these Bylaws, a board member may waive the notice requirement by executing a waiver, in writing, before or after the scheduled meeting.

4.7. *Quorum.* A majority of board members shall constitute a quorum for the transaction of business. Board members may participate in meetings either in person or by conference or video call, provided that all directors participating in the meeting are able to hear each other simultaneously.

4.8. *Compensation.* Board members shall receive no pay for their services, but may be reimbursed for expenses incurred on behalf of KCA.

## **ARTICLE V: COMMITTEES**

5.1. *Ad Hoc Committees.* The board of directors may appoint or dissolve ad hoc committees as deemed necessary. Each committee shall be chaired or co-chaired by a board member, and shall be composed of at least three (3) KCA members. The committees may not act beyond the scope and authority granted by the board of directors.

5.2. *Committee Quorum.* A majority of any committee constitutes a quorum.

5.3. *Committee Vacancies.* The board of directors shall have the power to fill vacancies in the committees.

## **ARTICLE VI: AMENDMENT OF BYLAWS**

6.1 *Amending Bylaws.* The Bylaws may be altered, amended, or rescinded, in accordance with the terms, by a majority of voting members present and in good standing at a regular or special meeting of KCA.