

BY - LAWS

OF

KENTUCKY GUARDIANSHIP ASSOCIATION, INC.

ARTICLE I. OFFICES

The principal office of the Kentucky Guardianship Association, Inc. ("the KGA") shall be located at 100 United Drive, Suite 5A, Versailles, Kentucky 40383. The KGA may have such other offices, either within or without the Commonwealth of Kentucky, as the KGA's business may require.

ARTICLE II. CORPORATE PURPOSE

The purpose of the KGA shall be to develop improved practice in guardianship by developing educational and training programs to promote best practices in guardianship of adults with disabilities with the purpose of improving the quality of life of persons subject to guardianship. This KGA is organized exclusively for charitable and educational purposes and for making distributions solely as allowed under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the KGA shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The KGA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership in this association is available to persons and organizations professionally involved and/or interested in the purposes of this association. All such persons and organizations shall be eligible for membership without regard to race, age, religion, national origin, sex, sexual orientation, or disability. There shall be three categories of membership. The Executive Board shall have the authority to adjust membership dues.

Section 2. Types of Membership

Membership for the Association shall be composed of the following membership types:

Level 1

Open to those who serve as a guardian, conservator, or member of non-profit group providing guardianship or fiduciary services to the public, including any employee of a state guardianship program. Additionally, people who are retired from the role of guardian or conservator but wish to remain involved are also eligible to receive this rate for membership. The benefits of Level 1 membership include access to all KGA Events, excluding annual conference, and a listing of the individual member's name on the KGA Directory. The annual fee for this membership is \$25.

Level 2

Open to those who serve as professional guardians, conservators, or fiduciaries as well as to individuals who support or provide services for guardians, conservators, or fiduciaries. The benefits of Level 2 membership include access to all KGA Events, excluding annual conference, and an individual or business

listing on the KGA Directory. The annual fee for this membership is \$75.

Level 3

Open to corporate organizations who serve as Guardians or provide services for Guardians, Conservators, or Fiduciaries. This would include all financial services institutions, banks, and trust departments. The benefits of Level 3 membership include access to all KGA Events, complimentary admission to annual conference for up to two persons, an exhibition space at the KGA annual conference, and a corporate listing and website link on the KGA Directory. The annual fee for this membership is \$250.00. This membership is limited to one per corporation. Voting representatives must be employed by, owners, or members of the corporate organization.

Honorary Members

From time to time, the Board may grant honorary membership to persons who have provided service to the KGA, provided extraordinary services as guardian, or for other good reasons. Such membership is exclusively at the discretion of the board of directors and shall have no associated fee. Honorary members shall have the same rights and privileges as Level 1 members.

Section 3. Rights of Members

Level 1 and Level 2 Members shall be eligible to appoint one voting representative to cast the member's vote in association elections and matters before the membership. Each Level 3 member shall be eligible to appoint up to 4 voting representatives, subject to the conditions listed in the Section 2, to cast the member's vote in association elections and matters before the membership.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the Secretary of the Board.

Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

Section 6. Membership Fees

Membership dues are due on January 1st of each year. Members who have not paid dues by February 1st will be given notice of termination of membership on March 1st. If dues have not been paid by March 1st, then the membership shall be terminated. Members who have outstanding fees shall not be eligible to vote. Membership dues may be paid by credit card on the KGA Website, or by mailing a check payable to the KGA's principal office.

ARTICLE IV. MEMBER MEETINGS

Section 1. Regular Meetings

Regular meetings of the members shall be held annually, at a time and place designated by the KGA's President.

Section 2. Annual Meetings

An annual meeting of the members shall take place on the first Tuesday of October each year at a time designated by the KGA's Board of Directors (hereinafter the Board). At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the KGA's President, by 50% of membership of the Board, or by 20% of the voting membership.

Section 4. Location of Meetings

The location of the annual meeting and special meetings shall be the principal office of the corporation unless the Board designates a different location and gives proper notice. The Board may designate that a meeting be held solely by means of remote communication.

Section 5. Notice of Meetings

Written notice of each meeting, both annual meetings and special meetings of the membership, shall be given at least two weeks before the date of a meeting to each member's most recent email address on file with the association.

Section 6. Quorum

A quorum for a meeting of the members shall consist of at least forty percent (40)% of the voting members.

Section 7. Voting

All issues to be voted on shall be decided by a simple majority of those present and voting, combined with written proxy votes. Any member may request proxy material from the Executive Board. There shall be instructions included on the announcement of the annual business meeting explaining how to obtain these materials.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the KGA shall be managed by its Board. The KGA shall have control of and be responsible for the management of the affairs and property of the KGA.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than eleven (11) including the following officers: the President, the Secretary, and the Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board must be approved by a majority vote of the members present and voting. No vote on new members of the Board shall be held unless a quorum of the Board is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the KGA whose membership dues are paid in full and shall hold office for a one-year term as submitted by the nominations committee.

At the conclusion of the initial one-year term, members of the Board may serve additional three-year terms. Their terms shall be staggered as is reasonably practicable so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board shall expire.

Each member of the Board shall attend at least nine (9) monthly meetings of the Board per year unless excused by the executive committee.

Section 3. Regular and Annual Meetings

An annual meeting of the Board shall be held at a time and day in the month of October of each calendar year and at a location designated by the Executive Committee of the Board. The Board may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any location, as the place for holding any special meetings of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board shall be given at least two days in advance of the meeting by e-mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person or live electronic communication, of a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by January 10th, shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that the Director's seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy. Members of the Board who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting of the Board.

Section 8. Removal.

Any member of the Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board if in their judgment the best interest of the KGA would be served thereby. Unless forfeited pursuant to Section 7, each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

Members of the Board who are removed for failure to meet the minimum requirements

in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article.

Section 9. Vacancies

Whenever any vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

Section 10. Compensation

Members of the Board shall not receive any compensation for their services as Directors.

Section 11. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting by electronic consent of two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Notwithstanding the above, Trustee of the KGA Pooled Trust and the KGA Public Pooled Trust shall serve on the Advisory Council and must attend, individually or by inhouse proxy, every meeting of the Board.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE VI. OFFICERS

The officers of the Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall:

- a. Preside at and set agendas for all meetings except committee meetings.
- b. Supervise and direct all other officers of the KGA and the chairs of all committees and see that their duties are properly performed.
- c. Submit a report of the operations of the KGA for the fiscal year to the Board and members at their annual meetings, and from time to time, to report to the Board all matters that may affect KGA.
- d. Act as an ex-officio member of all standing committees.

Section 2. Vice-President

The Vice-President shall carry out duties designated by the President and shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. If this position is vacant the President may appoint a Vice-President, as needed, until a candidate is elected at the next regular meeting of the Board.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. In performance of the Secretary's duties, the Secretary shall:

- a. Record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. Aid the President in making the arrangements for all meetings of the Board, including the annual meeting of the organization.
- c. Provide notice of all meetings to the members of the Board.
- d. Perform all official correspondence from Board as may be prescribed by the Board or the President.

Section 4. Treasurer

In performance of the Treasurer's duties, the Treasurer shall:

- a. Submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the KGA, including proposed capital expenditures by the staff of the agency.
- b. Manage all accounts receivable and all accounts payable for the KGA.
- c. Perform all banking operations with financial institutions, including opening and closing of accounts, and deposits and withdraws from said accounts.
- d. Complete an accurate report of the finances raised by the KGA.
- e. Assist in direct audits of the KGA Pooled Trust and Public Pooled Trust.
- f. Perform duties as may be prescribed by the Board or the President.

Section 5. Election of Officers

Members of the Board shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of one year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two terms only.

The President shall elicit nominations from the general membership for candidates for Board membership annually.

Section 6. Removal of Officer

An officer may be removed pursuant to the terms of Article 5, Section 8, without removing the office holder from the Board.

Section 7. Vacancies

The Executive Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. The Executive Committee nominations shall be sent in writing to members of the Board of Directors at least two days prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board.

Section 2. Committee Formation

The board may create committees task forces as needed. The KGA's President appoints all committee chairs unless designated below.

Section 3. Standing Committees

The standing committees shall be comprised of one board member and at least 3 members of the KGA, each in good standing. Special advisory members can be appointed by the chair of each committee.

The standing committees of the KGA may be:

(a) Finance Committee

The treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other members of the Board. This committee shall review the adopted separate Financial Policy and recommend any changes to the Board at the annual meeting.

(b) Membership Recruitment

The members of this committee shall be responsible for developing and implementing strategies to increase and diversify the membership of the KGA and to identify potential members that will empower the association to meet its purposes under Article II of these By-Laws.

(c) Conference and Educational Resource Committee

The members of this committee shall be responsible for developing the curriculum of the annual conference of the KGA and develop monthly round table discussions and presentations to achieve the KGA's purpose as stated in Article II.

(d) Website Development and Maintenance Committee

The members of this committee shall be responsible for supervising maintenance of the website, and the contribution of educational materials specifically for the website including videos and digital print media, and for social media.

(e) Conflict of Interest and Non-Profit Purpose Compliance Committee

The members of this committee shall be responsible for monitoring and enforcing the KGA's compliance with Article II and Article VII of these by-laws.

ARTICLE VII. CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect the KGA's organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

- 1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
- 2. The President of the Board or the chair of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3. After exercising due diligence, the Board or committee shall determine whether the KGA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the KGA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

- 1. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from the KGA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the KGA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the KGA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Director and Member of a committee of the KGA shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the KGA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in this Article, the KGA may, but need not, retain and utilize the services outside advisors. If outside experts are used, their use shall not relieve Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Commonwealth of Kentucky, the KGA shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the KGA in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The KGA shall purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the KGA would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The KGA shall keep complete books and records of account and minutes of the proceedings of the Kentucky Guardianship Association at its principal office, currently 100 United Drive, Suite 5A, Versailles, Kentucky 40383.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meetings of the Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Any amendment to Articles 1 through 5 of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XI. DISSOLUTION

Voluntary dissolution of the association may only occur upon a majority vote of the members following notification. In the event of dissolution of the association, the funds and assets of the association, after payment of all obligations, shall be distributed to an organization that is qualified under sections 501 (c)(3) and 509 (A)(1) and (2) that has purposes and objectives similar to the entities being supported by the Kentucky Guardianship Association, or other entities as determined by the Executive Board.

ADOPTION OF BYLAWS

We, the undersigned, are all Directors of the Board of Kentucky Guardianship Association, Inc. and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of this and 16 preceding pages, as the By-Laws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 2021.

Dated the ____ day of _____, 2021.

Directors:

