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**CHAPTER 2
BYLAWS OF
KENTUCKY PUBLIC RETIREES, INC.**

**ARTICLE I
Name and Organization**

The name of this nonprofit corporation shall be Kentucky Public Retirees, Inc. (KPR). It is organized pursuant to Kentucky Revised Statutes Chapter 273 and filed with the Secretary of State on August 16, 1983, and shall be operated in compliance with Section 501(c)(5) of the U.S. Code.

KPR Articles of Incorporation, Bylaws, and Policies and Procedures govern KPR. To the extent that provisions of the Bylaws and Policies and Procedures may differ from provisions in the Articles of Incorporation, the Bylaws and Policies and Procedures shall prevail so long as the legal requirements pertaining to Non-Profit Corporations are met.

**ARTICLE II
Registered Agent**

The Registered Agent of KPR shall be the Treasurer or a designee of the Board.

**ARTICLE III
Members**

Section 1. Eligibility for Membership.

- A. Any person who is currently receiving, or has previously received, retirement benefits from any state-administered system or who would be eligible for immediate retirement from any state-administered retirement system is eligible for membership in KPR.
- B. A spouse of a KPR member who is not eligible for membership as provided in Article III, Section 1. A is eligible for membership in KPR. Such members shall have rights and privileges at the KPR Local level only except they shall not be eligible to serve as Chapter President or Chapter Vice President, or to represent the Chapter at State Board meetings.
- C. Membership shall be in a local chapter that serves a geographical area designated by the Board or as a member-at-large. Members may choose their affiliation.

Section 2. Dues. Annual dues, for January-December, shall be as set forth in KPR Policies and Procedures.

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ARTICLE IV
Officers; Nomination and Election Procedure

Section 1. Officers and their Duties

A. Elected Officers. The elected officers of KPR shall be a President, a Vice President, a Secretary, and a Treasurer. Their duties shall be as provided in these Bylaws and Policies and Procedures.

B. Appointed Officers. The appointed officers may include an Assistant Treasurer, a Historian, and/or a Parliamentarian. Their duties shall be as provided in these Bylaws and Policies and Procedures.

Section 2. Nomination and Election of Officers. Nomination and election of officers shall be conducted in accordance with provisions in the Policies and Procedures Manual chapter on State Officers; Nomination and Election Procedure.

Section 3. Term of Office

A. Elected Officers. The elected officers shall assume office on July 1 following the close of the Annual Meeting at which their election is declared and shall serve for a term of two years or until their successors assume office. They shall be eligible for re-election.

B. Appointed Officers. The appointed officers shall serve for a term of two years or until their successors are appointed. They shall be eligible for reappointment.

Section 4. Vacancy in Office. In the case of a vacancy in the office of President, the Vice President shall serve as President for the remainder of the term and shall be eligible for re-election. A vacancy in any office other than President shall be filled by the Board.

Section 5. Succession of Officers Because of Temporary Absence or Disability. Should the President be temporarily absent or disabled, the office shall be filled in the following order:

- 1) The Vice President.
- 2) The Secretary.
- 3) The Treasurer.
- 4) Chairs of standing committees in the order named in these Bylaws.

Section 6. Compensation. All officers shall serve without compensation. Expenses will be allowed within limits of the budget and in the manner prescribed by the Board.

ARTICLE V
Annual Meetings; Special Meetings

Section 1. Meetings

88 A. Annual Meetings. Unless otherwise ordered by the Board or the Executive Committee,
90 Annual Meetings shall be held in the month of June each year for the purpose of
92 declaring elected officers, receiving reports of officers and committees, presenting the
94 Harry Lee Waterfield Awards, declaring and installing officers, and any other business
that may arise.

96 B. Special Meetings. Special meetings may be called by the Board to consider matters of an
emergency nature that may arise between Annual Meetings and that require action before
the next Annual Meeting.

98 Section 2. Voting Body. The voting body at Annual Meetings and special meetings shall be
composed of members of the Board and Local Chapters and the members-at-large registered for
100 the meeting.

102 Section 3. Quorum. The quorum for Annual Meetings and special meetings shall be a majority
of those registered for the meeting as in attendance.

104 ARTICLE VI Board of Directors

106 Section 1. Composition of the Board

108 The Board of Directors, also designated the "Board," all with voting privileges, shall be
composed of:

- 110 A. -- The elected officers.
-- The Assistant Treasurer.
112 -- The immediate Past President of KPR.
-- One Director at Large appointed by the State KPR President.
114 -- Chairs of the following standing committees: Audit, Legislative, Membership,
and Retirement Systems.
116 -- The president of each chapter or his/her designee.
-- If at any time any of the three retirement systems (County Employees, Kentucky
118 Employees, and State Police) is not represented on the Board through the normal
process of election of officers or appointment of standing committee chairs, then the
120 President shall appoint a member of the unrepresented system to serve on the Board.

- 122 B. -- The Chair of the Foundation Awards Special Committee shall be a member of
the Board of Directors without voting privileges unless he/she serves in another
124 capacity which has voting privileges.

126 Section 2. Duties and Powers of the Board. The Board shall be responsible for establishing
128 the policies of KPR by adopting rules to govern administrative and financial activities of the
Board and of the chapters and by adopting an annual budget, in accordance with Bylaws and
130 Policies and Procedures.

132 Section 3. Meetings of the Board. The Board shall meet as provided in the Bylaws and Policies
and Procedures.

134 Section 4. Board Conduct of Business Electronically. The Board may conduct business by
E-mail or any other type of electronic media. In such events, decisions shall be reported for
136 ratification at the next Board meeting.

138 Section 5. Quorum. A majority of the Board shall constitute a quorum.

140 **ARTICLE VII**
Executive Committee

142 Section 1. Composition of the Executive Committee. The Executive Committee shall be
144 composed of the President as chair, the Vice President, the Secretary, the Treasurer, the
immediate Past President, one Director at Large appointed by the State KPR
146 President, and two Chapter Presidents designated by the President.

148 Section 2. Duties and Powers of the Executive Committee. The Executive Committee may act
for the Board in the interest of timeliness and urgency. All decisions and actions of the
150 Executive Committee shall be governed by KPR policy and within the scope of the Board's
authority to decide and act and shall be reported to the Board for ratification as soon as
152 practicable.

Section 3. Meetings of the Executive Committee. The Executive Committee shall meet as
154 provided in Policies and Procedures.

Section 4. Executive Committee Conduct of Business Electronically. The Executive Committee
156 may conduct business by E-mail or any other type of electronic media.

Section 5. Quorum. A majority of the Executive Committee members shall constitute a quorum.

158 **ARTICLE VIII**
160 Committees

162 Section 1. Standing Committees

164 A. The following committees shall be designated as standing committees:

- 166 a) Audit
- b) Legislative
- c) Membership
- 168 d) Retirement Systems

170 B. Duties of Standing Committees. Duties of the standing committees shall be as provided
in these Bylaws and Policies and Procedures.

172 Section 2. Special Committees. Special committees may be created as necessary by the
174 President with approval of the Board, the Annual Meeting, or a special meeting.

176 Section 3. Appointment of Committees. The President shall appoint all committees except as
178 otherwise provided in these Bylaws and Policies and Procedures.

180 Section 4. Committee Conduct of Business Electronically. Committees may conduct business by
E-mail or any other type of electronic media.

182 **ARTICLE IX**
184 **State Administration and Operation**

186 **Section 1. Administrative Manager**

188 A. Introduction. Administrative services for KPR shall be provided by an Administrative
190 Manager (AM) as specified in the contract covering the services and as directed by the
Board, to build strong administrative and financial procedures and maintain consistency
in administrative functions.

192 B. Choosing an Administrative Manager. The procedure for choosing an AM with whom
194 KPR shall contract to provide the administrative services shall be as provided in these
Bylaws and Policies and Procedures.

196 C. Duties of Administrative Manager. The duties of the AM shall be as provided in these
198 Bylaws, Policies and Procedures, and the employment contract.

200 Section 2. The Kentucky Public Retirees Advocacy and Defense Fund (KPR ADF). The KPR
ADF shall be under the oversight and direction of the KPR Board.

202 A. Purpose. The KPR ADF shall have as its purpose:

204 1) to provide a perpetual, dependable pool of funds for advocating on behalf of
206 public retirees;

208 2) to afford the ability to engage in advocacy litigation when it is determined by the
210 Board to be necessary to protect, defend, and advance the interests of KPR
members;

212 3) to use the principal to pay any and all advocacy costs as provided in these Bylaws
and Policies and Procedures, when authorized by the Board.

214 B. Treasurer of the ADF. The Board shall approve the Treasurer of the Fund. The State
216 KPR Treasurer may serve in this capacity.

218 C. Reimbursement of KPR ADF. The Board, in contemplation of pursuing legal action, shall
220 create a plan for reimbursing the ADF to the appropriate level to ensure a perpetual and
dependable pool of funds.

222 D. Review of Policy. The Board shall review the policy and procedures of the KPR ADF
annually and may do so at any other additional time the Board deems appropriate.

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226 Section 3. Financial Matters. Financial matters shall be managed as prescribed in Policies and
Procedures.

228 Section 4. Fiscal Year. The fiscal year shall be January 1-December 31.

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232 **ARTICLE X**
Local Chapters; Members-at-Large

234 Section 1. Local Chapters (aka "Chapters"). KPR may organize a Local Chapter to serve a
geographical area designated by the Board.

236 Section 2. Charter

238 A. Granting of Charter. The Board may grant a charter to a Local Chapter after the chapter
240 has demonstrated an ability to function by meeting the requirements set forth in Policies
and Procedures.

242 The Board may issue a provisional charter to a Local Chapter during the process of its
244 becoming organized.

246 B. Dissolution and Surrender of Charter. A chapter may dissolve and surrender its charter to
248 the State Board if the chapter determines that it is no longer feasible for it to continue to
exist. In the event that a chapter is dissolved, its charter shall be surrendered and all chapter
250 records and assets remaining after all liabilities have been paid shall become the property of
the State KPR.

252 C. Revocation of Charter. The Board may revoke a chapter's charter when the chapter fails
254 to operate in accordance with KPR's purpose, Articles of Incorporation, Bylaws, and/or
Policies and Procedures, in accordance with these Bylaws and Policies and Procedures.

256 Section 3. Chapter Officers. Chapters shall annually elect a president, a vice president, a
secretary, and a treasurer as provided in their respective bylaws.

260 Section 4. Chapter Board of Directors. Chapters shall be governed by a chapter board as
provided in the Bylaws of the respective chapters and approved by the State Board.

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264 Section 5. Chapter Meetings. Chapters shall meet at least six times in each calendar year.

266 Section 6. Chapter Bylaws. In order to carry out their activities, chapters shall adopt bylaws that conform to the KPR Bylaws and Policies and Procedures.

268 Section 7. Chapter Parliamentary Authority. Each chapter shall adopt the current edition of **ROBERT'S RULES OF ORDER NEWLY REVISED** as its parliamentary authority.

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272 Section 8. Merger of Chapters. Chapters may merge as provided in these Bylaws and Policies and Procedures.

274 Section 9. Members-at-Large. Members-at-large are those members who live in counties that are not part of an organized chapter or those who choose not to affiliate with an organized chapter.

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280 **ARTICLE XI**
Dissolution of State Organization

282 In the event the KPR organization is dissolved, all State and Chapter assets after payment of all liabilities shall become the property of the Commonwealth of Kentucky.

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286 **ARTICLE XII**
Parliamentary Authority

288 The rules contained in the current edition of **ROBERT'S RULES OF ORDER NEWLY REVISED** shall govern KPR in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, KPR Policies and Procedures, any special rules of order KPR may adopt, and any statutes applicable to this organization. The parliamentary authority of KPR shall be adopted by each chapter within KPR.

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294 **ARTICLE XIII**
Amendment of Bylaws; Amendment of Policies and Procedures

296 Section 1. State Bylaws. The KPR State Bylaws may be amended by a two-thirds (2/3) vote by the State Board at a quarterly meeting or special Board meeting, provided the proposed amendment was included in the notice of the meeting.

300 Section 2. Policies and Procedures. Policies and Procedures may be amended or suspended by a two-thirds (2/3) vote of the State Board.

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304 **ARTICLE XIII**

306 Section 3. Chapter Bylaws. Amendments to Chapter bylaws shall be submitted to, and approved by, the State Board before taking effect.

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310 Bylaws Adopted: June 19, 1991
Bylaws Revised: June 13, 2013
Bylaws Amended: June 13, 2014
312 Bylaws Amended: December 5, 2014
Bylaws Amended: March 27, 2015
314 Bylaws Amended: December 11, 2015
Bylaws Amended: September 15, 2016
316 Bylaws Amended: December 14, 2017
Bylaws Amended: June 13, 2018
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