



Kentucky Coalition  
Against Domestic Violence

**KCADV**

# **Bylaws**

**Revised  
October 9, 2019**

## ARTICLE I

### Name, Office, Governing Body

- 1.01 **Name of the Corporation.** The name of the Corporation shall be the Kentucky Coalition Against Domestic Violence, Inc. (hereinafter referenced as KCADV).
- 1.02 **Principal Office.** The principal office of KCADV shall be in Frankfort, Kentucky.
- 1.03 **Governing Body.** KCADV shall be governed by a Board of Directors (hereinafter referenced as the Board).

## ARTICLE II

### Mission and Vision Statements

- 2.01 **Mission:** The Kentucky Coalition Against Domestic Violence mobilizes and supports member programs and allies to end intimate partner violence.

## ARTICLE III

### Membership<sup>1</sup>

- 3.01 **Designated Program Members.** A domestic violence program designated by the Cabinet for Health and Family Services (CHFS) as a regional service provider (as defined by the Kentucky Administrative Regulations, KARs) in each Area Development District (ADD) shall be eligible as a Designated Program Member of KCADV. The Board shall establish criteria and procedures for an eligible program to become, and to remain a Designated Program Member of KCADV.
- 3.02 **Associate Members.** The Board shall establish criteria and procedures to allow a domestic violence program located in Kentucky (that is not designated as a regional service provider in KAR) to become, and to remain an Associate Member of KCADV.
- 3.03 **Affiliate Members.** The Board shall establish criteria and procedures to allow an organization or agency located in Kentucky that provides intersecting services for domestic violence survivors to become and to remain an Affiliate Member of KCADV.
- 3.04 **Individual Members.** The Board shall establish eligibility criteria and procedures to allow an interested stakeholder to become, and to remain an Individual Member of KCADV.

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<sup>1</sup> References to Members of KCADV will use the word “Member” in which the first letter is capitalized. References to a Board member will use the word “member” with no capitalization.

- 3.05 **Withdrawal of Membership.** Any Member may withdraw its membership at any time by delivering written notification to the Board President and CEO. The acceptance of any such notification, unless required by the terms thereof, shall not be necessary to make the same effective.
- 3.06 **Termination of Membership.** Any Member may have its Membership terminated at a duly called meeting of the Board by a two-thirds (2/3) vote of the entire Board eligible to vote; the notice of which shall have specified the proposed termination. Prior to termination, the Board President shall notify the designated authorized representative (or the Individual Member) that is being terminated. Once termination of Membership has been finalized, in order to be reconsidered for Membership, a new application must be completed.
- 3.07 **Membership Meeting.** There is no annual meeting of the Membership.
- 3.08 **Special Meetings.** A special meeting of the Membership may be called at the request of the Board President, CEO, or one-third (1/3) of the entire Board eligible to vote, such request being made in writing to the Board President or CEO. Notice of each special meeting of the Membership shall be mailed, emailed or faxed to each Member not less than five (5) calendar days before the day on which the special meeting is to be held. Any Associate or Affiliate Member not currently serving on the Board shall select a representative<sup>2</sup> (must be staff focused primarily on domestic violence) to serve as the voting official for their agency and provide notice to the CEO no later than one (1) calendar day prior to the meeting date. Actions considered at special meetings shall not be in conflict with, or in violation of any actions reserved, or specified by other articles or sections of the bylaws, including but not limited to Amending the Articles of Incorporation and/or Amending the Bylaws that are actions reserved solely for the Board. Each Member may cast one vote. The Board President or their designee, will preside and present any motions; the Board Secretary will record and file the minutes.
- 3.09 **Teleconference, Video Conference, or Online Special Meetings.** Special meetings may be conducted by teleconference, video conference, or other online/digital venue.
- 3.10 **Membership Dues.** The Board shall conduct a review of the KCADV dues structure at the second calendar quarterly board meeting of every even numbered calendar year and establish the amount of dues for the upcoming biennium.
- 3.11 **Board Eligibility.** In order to serve on the Board, Designated Program, Associate, Affiliate and Individual Members must have an approved Membership in good standing.

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<sup>2</sup> For purposes of these bylaws, any Member required to designate an official representative shall also designate an alternate representative, both of which must be on file with KCADV.

- 3.12 **Funding Solicitation Prohibition.** Historically, KCADV has been committed to ensuring that Kentucky's survivors of domestic violence and their dependents have access to quality shelter and supportive services regardless of where they live in the state. Since general funds distributed through CHFS are the primary source of state support for Kentucky's designated regional domestic violence service providers, Designated Program Members shall not solicit state elected officials to request general fund dollars specifically on behalf of their individual agencies. Designated Program Members shall advocate collectively for all general fund dollars that will be distributed based on procedures established by KCADV. Designated Program Members may, however, receive gifts, such as buildings or in-kind support that are specifically designated for, or targeted at a particular ADD. Questions concerning the application of this prohibition, or possible violations, shall be directed to the Standards Review Committee of the Board.

#### **ARTICLE IV** Board of Directors

- 4.01 **Powers.** The Board is the official governing and advisory body of KCADV. The activities, affairs, and property of KCADV shall be managed, directed, and controlled, and its powers exercised by and vested in the Board's members and their designated representatives.
- 4.02 **Age Requirement.** All Individual Members serving on the Board and all designated representatives of Board members shall be no less than 21 years of age.
- 4.03 **Composition of the Board.** The Board shall be composed of no more than twenty-one (21) and no fewer than eighteen (18) members unless a vacancy occurs prior to the expiration of a term in which case the minimum number of members is waived for a period of time sufficient to fill the vacancy. All Designated Program Members and Board-approved Caucuses are granted a position on the Board. Additional Board members may be elected from Associate, Affiliate, and/or Individual Members.
- 4.04 **Selection of Designated Program Member and Caucus Representatives.** Designated Program Members and Caucuses shall each select a representative<sup>3</sup> to serve on the Board as their voting official. Written notice shall be provided to the President and the CEO annually before July 1.
- 4.05 **Election of Associate, Affiliate and Individual Members to the Board.** Prior to the Annual Meeting of the Board in a year when the terms of Board members will

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<sup>3</sup> For purposes of these bylaws, any Board member required to designate an official representative shall also designate an alternate representative, both of which must be on file with KCADV. Only one representative and one alternate may be selected whether for Membership purposes or Board member purposes.

expire, the Nominating Committee shall recommend a slate for positions on the Board, not filled by Designated Program Members and Caucuses, up to the limit of twenty-one (21) Board members. These Board positions will be elected at the Annual Meeting of the Board. Associate and Affiliate Members that are subsequently elected shall select a representative to serve on the Board as their voting official and provide written notice to the President and the CEO annually before July 1.

- 4.06 **Terms.** Board positions filled by Designated Program Members and Caucuses shall have no term limits. All other Board positions shall have an initial 2-year term with the option for an additional 2-year term upon Board approval. After rolling off for one (1) year, Associate, Affiliate, and Individual Members serving on the Board may be nominated for a new cycle of 2-year terms on the Board. All terms commence on July 1.
- 4.07 **Resignation of a Board Member and/or Representative.** Any Board member and/or their representative may resign at any time by delivering a written resignation to the President and the CEO. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.
- 4.08 **Removal of a Board Member and/or Representative.** Any Board member and/or their representative may be removed from the Board at a duly called meeting of the Board by a two-thirds (2/3) vote of the entire Board eligible to vote, the notice of which shall have specified the proposed removal. Prior to removing an Associate or Affiliate Member serving on the Board and/or their official representative, the President shall provide notice to the member's Board Chair/President.
- 4.09 **Automatic Relinquishment of Board Member Position.** If a Board member fails to attend three consecutive Board Meetings, it is grounds for automatic relinquishment of their Board position. The President shall provide written notice to the Board member.
- 4.10 **Replacement of a Representative.** If a representative is involuntarily removed, or if a Board member wants to change its current representative, the Board member shall select a new representative and provide notice in writing to the President and the CEO prior to the next Board meeting. A representative that is involuntarily removed may not serve as a representative of any Board member for a 2-year period of time from the date of removal.
- 4.11 **Replacement of an Associate, Affiliate, or Individual Member on the Board.** The Nominating Committee may recommend an Associate, Affiliate, or Individual Member to fill the remainder of the term for a Board position that was held by an Associate, Affiliate, or Individual Member and that becomes vacant for any reason. A replacement must be approved by the Board at the next meeting. Time

spent in filling the vacant position will not be considered as part of the replacement's term limit if the replacement is subsequently elected to the Board at the next Annual Meeting in which elections are conducted.

**4.12 Replacement of a Board Position Held by a Caucus.**

The Nominating Committee may recommend an Associate, Affiliate, or Individual Member to fill the remainder of the term for a Board position that was held by a Caucus and that becomes vacant for any reason. A replacement must be approved by the Board at the next meeting. Time spent in filling the vacated position will not be considered as part of the replacement's term limit if the replacement is subsequently elected to the Board at the next Annual Meeting in which elections are conducted.

**4.13 Annual Meeting.** The Annual Meeting of the Board shall be held in April. The Annual Meeting may be fixed at a date other than the above by approval of the Board at a meeting where notice has been provided of the specified proposed change in date.

**4.14 Other Meetings.** Regular meetings of the Board shall be held quarterly, of which one is the Annual Meeting. Special meetings may be called at any time at the request of the President, the CEO, or one-third (1/3) of the entire Board eligible to vote, such request being made in writing to the President or the CEO.

**4.15 Place and Time of Meetings of the Board.** Each meeting of the Board shall be held at the place and time specified in the notice thereof.

**4.16 Notice of Meetings.** Notice of regular meetings shall be made no later than the quarterly meeting prior to the upcoming meeting. Notice of each special meeting of the Board shall be mailed, emailed or faxed to each Board member's usual place of business not less than five (5) calendar days before the day on which the meeting is to be held. Each such notice shall state the general nature of the business to be transacted, the day, time, and place of such meeting, and by whose request it was called. Notice of any meeting of the Board need not be given to any Board member who shall waive such notice in writing, whether before or after such meeting if the member shall be present at the meeting.

**4.17 Quorum for the Board.** The presence at any meeting of the Board of no less than two-thirds (2/3) of the entire Board eligible to vote shall be necessary and sufficient to constitute a quorum.

**4.18 Voting by the Board.** At all meetings of the Board, except as otherwise expressly required by the bylaws, all matters shall be decided by a majority vote of the Board members present and voting at the meeting.

**4.19 Action by Board Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if two-thirds (2/3) of the

entire Board eligible to vote shall individually or collectively consent in writing or via electronic/digital means, as specified with the request for consent, to the action. The consent or consents shall be filed with the minutes of the proceedings of the following Board meeting, and the action taken shall have the same force and effect as a unanimous vote of the Board.

- 4.20 **Teleconference, Video Conference, or Online Meetings.** Board meetings and committee meetings may be conducted by teleconference, video conference, or other electronic/digital venues providing that all members must have the technology to participate and hear each other at the same time. Rules of order for obtaining the floor will be distributed to each Board member prior to the meeting as necessary.
- 4.21 **Open Records.** All records of KCADV shall be open pursuant to Chapter 61.870 through 61.884 of the Kentucky Revised Statutes.

## **ARTICLE V**

### **Officers of the Board**

- 5.01 **Titles and Qualifications.** The officers of the Board shall include a President, Vice President, Secretary, Treasurer, Immediate Past President, and other officers as may be appointed by the Board or pursuant to a delegation of power in accordance with the provisions hereof; such officers to have the authority to perform the duties prescribed by the Board. An officer of the Board must be the official voting representative of a Board member, or an Individual Member that holds a position on the Board.
- 5.02 **Election and Term of Office.** Officers shall be elected by the Board at the Annual Meeting. Prior to the Annual Meeting of the Board in a year when the terms of officers will expire, the Nominating Committee shall recommend a slate to fill the positions of officers of the Board. The term of office for newly elected officers shall be for an initial 2-year term, with the option for an additional 2-year term upon Board approval. No elected officer shall serve in the same capacity for more than two (2) consecutive term. All terms commence on July 1.
- 5.03 **Resignation of an Officer.** Any officer may resign at any time by delivering a written resignation to the President and the CEO. In the instance of the resignation of the President, the written resignation shall be submitted to the Executive Committee and the CEO. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.



- 5.04 **Removal of an Officer.** Any officer may be removed at a duly called meeting of the Board by a two-thirds (2/3) vote of the entire Board eligible to vote, the notice of which shall have specified the proposed removal.
- 5.05 **Replacement of an Officer.** The Nominating Committee shall recommend a replacement to fill the unexpired portion of an officer's term that becomes vacant for any reason. The replacement must be approved by the Board before assuming the office. Time served to fill the unexpired portion of a term of office does not count in the determination of an elected officer serving in the same capacity for more than two (2) consecutive terms.
- 5.06 **The President.** The President shall have the general powers and duties of management usually vested in the office of the President of a corporation and shall have such other powers and duties not inconsistent with these bylaws as may be assigned by the Board including but not limited to the following:
- a. The duty to preside at meetings of the Membership or the Board and the power to delegate the Vice President to preside in the President's scheduled or unscheduled absence.
  - b. The duty to sign records and documents where the President's signature is lawfully required.
  - c. The power to establish ad hoc committees and task forces as needed.
  - d. Unless otherwise stated in, or prohibited by the bylaws, the power to appoint Chairs and members of committees and task forces.

With respect to serving on committees and task forces, the President shall:

- a. not appoint or serve in any capacity on the Nominating Committee;
  - b. serve as a full member and Chair of the Executive Committee;
  - c. serve as a full member of the Standards Review Committee;
  - d. serve as a full member of the Membership Committee; and
  - e. serve as an ex officio member of all other committees and task forces. As an ex officio member, the President has the same rights as other committee members, but is not obligated to attend meetings of the committee, and is not counted in determining if a quorum is present.
- 5.07 **The Vice President.** The Vice President shall, in the absence, disability, or inability of the President, perform all duties of the President subject to the control of the Board. The Vice President shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the President or by the Board.



- 5.08 **The Immediate Past President.** The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing KCADV.
- 5.09 **The Secretary.** The Secretary shall be responsible for the recording of the officially approved and signed minutes of the meetings of the Board and the Executive Committee. The records shall be kept at or stored under the control of the principal office of KCADV. The Secretary shall perform all other duties, not inconsistent with these bylaws, as are incidental to the Office of the Secretary, or as may be assigned from time to time by the Board.
- 5.10 **The Treasurer.** The Treasurer shall enter or cause to be entered regularly in books, to be kept under direction of the CEO, a complete and correct accounting of all funds received and disbursed by KCADV. All financial records shall be kept at or stored under the control of the principal office of KCADV and shall be available for inspection, at reasonable times, to all members of KCADV. The Treasurer shall provide a statement of KCADV's accounts to the Board at quarterly meetings or at such time as requested by the Board. The Treasurer shall provide a fiscal year-end financial report to the Board at the Annual Meeting and an annual audit at the board meeting following the completion of the audit report. The Treasurer shall work with KCADV delegated staff and consultants as necessary to produce the financial reports and audits. The Treasurer, as Chair of the Finance Committee, shall oversee the development of the KCADV budget and, in conjunction with the Finance Committee, its presentation to the Board. In general, the Treasurer shall have such other powers and perform such other duties, not inconsistent with these bylaws, as are incidental to the office of the Treasurer or as may be assigned by the Board or the President.
- 5.11 **Other Officers.** The Board may appoint and/or elect such other officers or agents as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as the Board may determine.
- 5.12 **Records.** Officers of the Board shall make available to any Board member for inspection at reasonable times all official records of KCADV for which they are responsible. Upon leaving office, each officer shall transfer, in good order, such funds, books, records, documents, and other property of KCADV as have been in the officer's custody during the officer's term in office.

## ARTICLE VI Committees

- 6.01 **Quorum for Committees.** The presence at a meeting of a Board committee of no less than a majority of the committee members eligible to vote shall be necessary and sufficient to constitute a quorum.
- 6.02 **Voting by Committees.** At all Board committee meetings, all matters shall be decided by a majority vote of the committee members present and voting at the meeting. Each official committee member has one vote.
- 6.03 **Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President each of whom has one vote. The President shall serve as the Chair. The CEO shall serve as a non-voting ex officio member of the Executive Committee. As an ex officio member of the Executive Committee, the CEO does not have the right to vote in the Committee meetings, nor is counted in determining if a quorum is present. In addition to the powers delegated to it by the Board, the Executive Committee shall:
- a. have and may exercise all of the powers and authority of the Board between Board meetings except as its power may be limited by the Board.
  - b. recommend quarterly Board meeting dates, sites and agendas; review KCADV committee recommendations; and recommend bylaws amendments and revisions.
- All actions taken by the Executive Committee shall be reported to the Board at the next meeting of the Board following the taking of such action.
- 6.04 **Standing and Ad Hoc Committees.** Standing Committees of the KCADV Board shall include the Personnel Committee, Finance Committee, Legislative Committee, Certification Committee, and Standards Review Committee. The Membership Committee and the Nominating Committee shall be established on an ad hoc basis. For the purposes of establishing membership on a Standing or Ad Hoc Committee, the term “Board member” means either an Individual Member that holds a position on the Board or the designated representative of an elected Board member.
- 6.05 **Personnel Committee.** The Board shall establish a Personnel Committee. The President shall appoint a Chair and no fewer than two (2) additional Board members to serve as committee members. The duties and responsibilities of the Personnel Committee, in addition to the powers and duties delegated to the committee by the Board, shall include the following:

- a. serving as a grievance committee in disputes involving KCADV and its employees, and, in consultation with KCADV staff, making recommendations regarding personnel policies. The KCADV Board shall have final approval of Personnel policies.
- b. annually reviewing the CEO's performance.

6.06 **Finance Committee.** The Board shall establish a Finance Committee. The Treasurer shall serve as the Chair and the President shall appoint no fewer than two (2) additional Board members to serve as committee members. Additional staff of committee members are not eligible to participate. Individual members and staff of Board members, not serving on the Finance Committee, may participate; however, they do not have a vote and are not counted in the determination of a quorum. The number of non-committee members (any staff of Designated Program Members, any staff of Associate or Affiliate Members, or Individual Members) is limited to two (2) at any one time and must be approved by the Finance Committee Chair. The duties and responsibilities of the Finance Committee, in addition to the powers and duties delegated to the committee by the Board, shall include:

- a. preparing an annual KCADV budget including recommending planned reserve amounts. The KCADV budget shall require approval by the KCADV Board.
- b. developing KCADV's investment policy and procedures, and monitoring and reporting to the Board about KCADV's investments.
- c. making recommendations on accounting policies and procedures. The CEO shall have the authority to make policy changes to the accounting policies as necessary that will be reported to the Finance Committee at the next committee meeting.
- d. serving as an oversight committee for the CHFS contract and having responsibility for reviewing/revising CHFS contract documents and procedures.

6.07 **Legislative Committee.** The Board shall establish a Legislative Committee. The President shall appoint a Chair and no fewer than two (2) additional Board members to serve as committee members. Additional staff of committee members are not eligible to participate. Individual members and staff of Board members, not serving on the Legislative Committee, may participate; however, they do not have a vote and are not counted in the determination of a quorum. The number of non-committee members (any staff of Designated Program Members, any staff of Associate or Affiliate Members, or Individual Members) is limited to two (2) at any one time and must be approved by the Legislative Committee Chair. The duties and responsibilities of the Legislative Committee, in

addition to the powers and duties delegated to the Committee by the Board, shall include:

- a. developing policy and position statements on legislative issues for final approval by the KCADV Board of Directors.
- b. coordinating/overseeing KCADV's legislative efforts.

6.08 **Certification Committee.** The Board shall establish a Certification Committee. The President shall appoint a Chair and no fewer than two (2) additional Board members to serve as committee members. Additional staff of committee members are not eligible to participate. Individual members and staff of Board members that do not serve on the Certification Committee may participate; however, they do not have a vote and are not counted in the determination of a quorum. The number of non-committee members (any staff of Designated Program Members, any staff of Associate or Affiliate Members, or Individual Members) is limited to two (2) at any one time and must be approved by the Certification Committee Chair. In addition to the powers and duties delegated to the committee by the Board, the Certification Committee shall provide oversight to KCADV's Certification Program including serving as a grievance committee on certification-related issues, approving certification candidates and developing/revising certification curricula and supporting materials.

6.09 **Standards Review Committee.** The Board shall establish a Standards Review Committee. The President shall serve on the committee and appoint no fewer than two (2) additional Board members to serve on the committee. The President shall name a Chair from the appointed members. The duties and responsibilities of the Standards Review Committee, in addition to the powers and duties delegated to the committee by the Board, shall include implementation of the Standards Review Process as part of Member Program Service Standards.

In the event a member of the Standards Review Committee is also the Designated Program Member (regional domestic violence program) being reviewed, or if there is a conflict of interest (\*) and a committee member recuses them self or is asked to recuse them self by a majority of the committee, the committee Chair shall appoint another Board member to serve on the committee until the issue is resolved. If it is the committee Chair's program being reviewed or the Chair has a conflict, the President shall appoint another Board member to serve on the committee and the President shall become the Acting Chair of the committee until the issue is resolved.

- (\*) Conflict of interest is defined to mean a situation in which a committee member and/or its representative has a private or personal interest sufficient to appear to influence the objective exercise of the duties involved in the Standards Review process. This might include a familial relationship with a person directly involved with any part of the Standards

Review process for the complaint in question and/or prior knowledge of the complainant such that it would bias a committee's member ability to perform the Standards Review process fairly.

- 6.10 **Membership Committee.** The Board shall establish a Membership Committee on an ad hoc basis. The President shall serve on the committee and shall appoint no fewer than two (2) additional Board members to serve on the committee. The President shall name a Chair from the appointed members. Additional staff of committee members are not eligible to participate. Individual members and staff of Board members, not serving on the Membership Committee, may participate; however, they do not have a vote and are not counted in the determination of a quorum. The number of non-committee members (any staff of Designated Program Members, any staff of Associate or Affiliate Members, or Individual Members) is limited to two (2) at any one time and must be approved by the Membership Committee Chair. The Membership Committee, among other Membership related issues, is responsible for developing the criteria and procedures for eligibility to become and remain a Member of KCADV.
- 6.11 **Nominating Committee.** The Board shall establish a Nominating Committee on an ad hoc basis. The Vice President, Immediate Past President, and the Chair of the Certification Committee shall serve as members of the committee. In the case that one or more of these offices may be vacant, the Chair of the Personnel Committee and the Chair of the Finance Committee will temporarily serve in that order. The committee will prepare the slate of potential Board members and officers up for vote at the Annual Meeting, and make recommendations to fill vacancies as needed.
- 6.12 **Other Ad Hoc Committees and Task Forces.** The Board may establish other ad hoc committees and/or task forces that shall have duties as determined by the Board. The Rules of Procedure for other ad hoc committees and/or task forces shall be determined by the Board, or if authorized by the Board, by the respective committee and/or task force. The Board may dissolve any ad hoc committee or task force when the prescribed duties have been completed. An ad hoc committee or task force may apply to the Board through the Executive Committee to become either a Standing Committee or a Caucus as appropriate.

## ARTICLE VII

### Executive Staff

- 7.01 **The Chief Executive Officer (CEO).** The Chief Executive Officer of KCADV shall be accountable to the Board, and shall have general supervision, direction, and control of the staff, business, and offices of KCADV. The CEO shall serve as a non-voting ex officio member of all committees. As an ex officio member of

committees, the CEO does not have the right to vote in the committee meetings nor is counted in determining if a quorum is present. However, the CEO, or a designee, is obligated to attend committee meetings.

- 7.02 **Staff.** Other KCADV staff members are not considered members of any committee; however, they may serve as liaison and support to any committee as assigned by the CEO and approved by the committee chair.

## **ARTICLE VIII**

### **Caucuses**

- 8.01 **Purpose.** Caucuses shall exist to advocate and represent the interests of underserved and special subject groups. Each Caucus shall adhere to the mission, goals and objectives of KCADV, and each Caucus will be represented on the Board.
- 8.02 **Formation of Caucuses.** Formation of a Caucus requires a two-thirds (2/3) vote, at a duly called meeting, of the entire Board eligible to vote.
- 8.03 **Dissolution of Caucuses.** A Caucus may be dissolved at any time by a two-thirds (2/3) vote, at a duly called meeting, of the entire Board eligible to vote the notice of which shall have specified the proposed dissolution.
- 8.04 **Meetings of the Caucus.** Each Caucus will determine the regularity with which it will meet.
- 8.05 **Caucus Guidelines.** Each Caucus shall submit to the Board for approval, the eligibility requirements of its members and written guidelines outlining the Caucus' areas of concern, responsibilities, and relationship to KCADV. It shall be the responsibility of each Caucus to adhere to these guidelines. Any breach in the Caucus' guidelines, or KCADV bylaws or attachments will be addressed by the Membership Committee.
- 8.06 **Voting Rights.** Each Caucus of KCADV shall be entitled to one (1) authorized representative to serve on the KCADV Board. The person serving as the official representative may not be a person that currently serves as an official voting representative/member on the Board. Each Caucus shall have only one vote. Each Caucus shall annually designate in writing, its representative to serve on KCADV's Board by July 1.
- 8.07 **Caucus Authorized Representative.** Each Caucus shall determine for itself the qualifications for its representative and alternate and shall prescribe its own procedure for selection.

- 8.08 **KCADV Meeting Requirements.** Caucus representatives have the same attendance requirements as other Board members.

**ARTICLE IX**  
Parliamentary Authority

- 9.01 **Robert's Rules of Order.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern KCADV in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order KCADV may adopt.

**ARTICLE X**  
Amendment of Articles of Incorporation/Bylaws

- 10.01 **Amending Articles of Incorporation.** The Articles of Incorporation may be amended by a two-thirds (2/3) vote, at a duly called meeting, of the entire Board eligible to vote after a change is proposed by the Executive Committee. Notice of the proposed change must be given to all eligible voting members at least thirty (30) days before the meeting and may be given at the same time as the notice of the meeting.
- 10.02 **Amending the Bylaws.** The Bylaws may be amended by a two-thirds (2/3) vote, at a duly called meeting, of the entire Board eligible to vote after a change is proposed by the Executive Committee. Notice of the proposed change must be given to all eligible voting members at least two (2) weeks before the meeting and may be given at the same time as the notice of the meeting.