

**BY-LAWS OF THE
KENTUCKY LAWYER ASSISTANCE PROGRAM FOUNDATION, INC.
(A Kentucky Non-Profit Corporation)**

Original Registered Incorporator: Patrick J. Welsh
Registered Office: 514 West Main Street, Frankfort, KY 40602
Effective Date: Articles issued 8/7/, 2013

ARTICLE I

NAME AND PURPOSE

Section 1: NAME: The name of the organization shall be The Kentucky Lawyer Assistance Program Foundation, Inc., (hereinafter the "Foundation") or such other name that may be adopted by the Board of Trustees by amendment of the organizations articles of incorporation.

Section 2: PURPOSES: Pursuant to Supreme Court Rule 3.910(8), the objectives for which the Foundation is established are those objectives which are necessary for the purpose of carrying out its general mission including to obtain donations in order to furnish financial assistance, in the form of loans, to enable members of the legal community to obtain treatment for their impairment and to protect the interests of clients and the general public from harm caused by impaired members of the legal profession. The Kentucky Lawyer Assistance Program Foundation, Inc., is organized exclusively for charitable, scientific, educational, safety, literary and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code and also including the following:

1. To promote, sponsor and conduct programs and projects to encourage lawyer and prospective lawyer wellness, sobriety, good mental health and recovery from impairment;
2. To conduct and sponsor educational programs for members of the bar and prospective members of the bar in the areas of lawyer wellness, sobriety, good mental health and recovery from impairment;
3. To conduct and sponsor educational programs for members of the public in the areas of lawyer wellness, sobriety, good mental health and recovery from impairment;
4. To assist and encourage individuals pursuing an education in law, including scholarships;
5. To assist and encourage members and prospective members of the bar in their quest for lawyer wellness, sobriety, good mental health and recovery from impairment;
6. To foster the accumulation and exchange of knowledge about lawyer wellness, sobriety, good mental health and recovery from impairment and to publish and disseminate information pertaining to said topics;
7. To offer financial assistance to lawyers with impairments, in the form of loans, to assist in payment of continuing legal education fees, bar dues, disciplinary fees and costs, treatment costs, medication costs, rehabilitation costs, therapeutic costs and other costs attendant to wellness, sobriety, good mental health and recovery from impairment.

8. To train the staff and volunteers of the Kentucky Lawyer Assistance Program and the Kentucky Lawyer Assistance Program Commission in the areas of lawyer wellness, sobriety, good mental health and recovery from impairment;

9. To promote voluntarism with the Kentucky Lawyer Assistance Program among the members of the Kentucky Bar Association through training, continuing legal education, professional retreats and periodic gatherings for purposes of said promotion.

It is intended that the Foundation shall raise funds and develop resources by various acceptable means including federal and state governmental grants, foundation and business support and periodic fund-raising activities. It is also intended that the Foundation operate independently from and not be affiliated with the bar and judicial associations, although the Foundation may cooperate with such organizations in the furtherance of its goals. To the extent possible, the Foundation shall operate so as to meet the needs of the Kentucky Lawyer Assistance Program not met through the funding of the Kentucky Bar Association.

ARTICLE II

MEMBERS

Section 1. Eligibility. The members of the Board of Trustees of the Kentucky Lawyer Assistance Program Foundation shall be comprised of the following: a) the following officers of the Kentucky Lawyer Assistance Program Commission: the Chairperson, the Vice-Chair, two District Representatives; b) one other member of the Commission; c) the Director of the Kentucky Lawyer Assistance Program; d) two Kentucky Lawyer Assistance Program Volunteers; and e) two (2) members-at-large. The members who are Kentucky Lawyer Assistance Program Volunteers and the two members-at-large shall be recommended by the KYLAP Foundation, Inc. Board of Trustees, and approved by the Kentucky Bar Association Board of Governors (SCR 3.910(8)).

Section 2. Assignments. Membership on the Board of Trustees shall not be transferable or assignable.

Section 3. No Profit. No dividends or pecuniary profits shall be declared to the Board members during the life of the corporation or upon its dissolution.

Section 4. Terminations. Upon the termination, for any reason, of membership on the Board of Trustees, all of the rights, title and interest of such member shall cease and revert to the Foundation.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members of the Kentucky Lawyer Assistance Program Board of Trustees will be held each May, unless changed to a different date,

*Chair of Comm
Vro of Comm
2 District chairs
KYLAP Dir
2 Comm. member
2 KYLAP Vol.
2 MAL
10*

for the transaction of such business as may come before the meeting, including election of at-large members of the Board of Trustees.

Section 2. Special Meetings. At least one special meeting shall be held each year, called by the Chair or by any members of the Board of Trustees.

Section 3. Notice of Meetings. Written notice of meetings of the members of the Foundation shall be given at least ten (10) days prior to the date of the meeting. Written notice shall be defined to include notice by electronic mail.

Section 4. Quorum. Board members holding a majority of the votes entitled to be represented in person or by proxy shall constitute a quorum. ⁶

Section 5. Voting. At each meeting of the Trustees, every member in good standing shall be entitled to vote. No proxy shall be valid unless specifically authorized by the missing trustee.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. General Powers: The affairs and business of the Foundation shall be managed by its Board of Trustees, which shall only conduct its business by duly called and noticed meetings where a quorum is constituted, and by a majority vote of the total number of Board Members.

Section 2. Number and Term of Office. Each member of the Board of Trustees shall continue as a member until his or her term with Kentucky Lawyer Assistance Program or Commission terminates, with the exception of the Kentucky Lawyer Assistance Program member representative and the members-at-large. Members-at-large shall serve three-year terms; however, initially, the Kentucky Lawyer Assistance Program members shall serve terms as follows: one shall serve a one year term; and one shall serve a two-year term; one member-at-large shall serve a two year term and one member shall serve a three-year term. Members-at-large may be reappointed to additional terms.

Section 3. Compensation. Members of the Board of Trustees of the Foundation shall not receive compensation in any form for their services, but members may, by resolution, authorize reimbursement for expenses incurred in connection with the transaction of business for the corporation.

Section 4. Consultants: The members of the Board of Trustees may select consultants who by reason of interest, experience, or training are qualified to assist the Board of Trustees. Such consultants may advise the Board of Trustees but shall not be entitled to vote as directors, and shall serve at the pleasure of the Board of Trustees.

ARTICLE V

OFFICERS

Section 1. Number of Officers The officers of the foundation shall consist of a Chair, Vice-Chair, and a Secretary / Treasurer. In the first year, the position of Chair shall be filled by the Chairman of the KYLAP Commission; the position of vice-chair shall be filled by the vice-chairman of the KYLAP Commission; the position of secretary / treasurer shall be filled by the Director of KYLAP. For the second year, the positions shall rotate so that the position of Chair shall be filled by the vice-chairman of the KYLAP Commission; the position of vice-chairman shall be filled by the Director of KYLAP, and the position of secretary / treasurer shall be filled by the Chair of the KYLAP Commission, and so on. No party shall hold said office for longer than one year at a time.

Section 2. Chair: The Chair shall be subject to the instructions of the Board of Trustees. The Chair shall have general charge of the business affairs and property of the corporation and control over its other officers, agents and employees, subject to the instructions of the Board of Trustees. The Chair shall preside at all meetings of the Board of Trustees, and perform such other duties as from time to time may be assigned the Chair by the Board of Trustees.

Section 3. Vice-Chair: The Vice-Chair shall preside over meetings in the absence of the Chair.

Section 4. Secretary / Treasurer: The secretary / treasurer shall have supervision over the funds, securities, receipts and disbursements of the corporation and shall in general perform all duties and have all authority incident to the office of treasurer and shall perform such other duties as may be assigned by the Board of Trustees. The treasurer / secretary shall also see that minutes of the meetings are kept and shall perform such other duties and have such other authority as from time to time may be assigned by the Board of Trustees.

Section 5. Duties of Officers May be Delegated. In the case of the absence of any officer of the foundation, or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may temporarily delegate the powers or duties of such officers to any other officer, or to any Board Member, provided a majority of the Trustees present concur therein.

ARTICLE VI

COMMITTEES

Section 1. General: The Board of Trustees may establish such committees as it deems desirable. Members of such committees shall be appointed by the Board of Trustees.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Trustees may authorize the Chair of the foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the foundation, and such authority may be general or confined to specific instances.

Section 2. Checks: All checks, drafts and orders of payment of money issued in the name of the foundation shall be signed by the secretary / treasurer of the foundation and a bookkeeper appointed by the Board of Trustees, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits: All funds of the foundation shall be deposited from time to time to the credit of the foundation in such institution as the Board of Trustees may select.

Section 4. Gifts: The Board of Trustees may accept on behalf of the corporation any contribution, gift, public or community funds and donations, bequests or devise for any purpose of the corporation.

Section 5. Records: The Foundation shall keep complete minutes, books and records. All books and records may be inspected at any time by any member of the Board having authority of the Board of Trustees.

ARTICLE VIII

FISCAL YEAR

1. Section 1. General: The fiscal year of the Kentucky Lawyer Assistance Program Foundation, Inc., shall begin on the first day of July of each year and end on the last day of June of the following year.

ARTICLE IX

AMENDMENTS

Section 1. General: These By-laws may be altered, amended or repealed and new By-laws may be adopted by the Board of Trustees.

Adopted by the Trustees
(Date): _____

Signed: _____,
_____, Foundation President

Date: _____