BY-LAWS
OF
KENTUCKY LAWYERS FOR THE ARTS (“KyLA”)

(formed under the Kentucky Not-for-Profit Corporation Law)

ARTICLE I – Board of Directors

Section 1.1. Power of Board and Qualifications of Directors. The Corporation shall be managed by its Board of Directors. The Corporation shall have no members and all corporate powers shall vest in the Board of Directors. Each director shall be at least eighteen years of age.

Section 1.2. Number of Directors. The number of directors constituting the entire Board of Directors shall be not less than three. Subject to such limitation, the entire Board shall consist of such number as shall be determined from time to time by a majority of the entire Board. The number of directors may be increased or decreased at any time and from time to time by amendment of these By-Laws, by a majority vote of the entire Board, except that in no case may any decrease in the number of directors shorten the term of any incumbent director.

Section 1.3. Election and Term of Directors. At each annual meeting of the Board of Directors, the Board of Directors shall elect directors. Each director shall hold office for a term of one year until the next annual meeting of the Board of Directors and until his successor has been elected and qualified.

Section 1.4. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, by the Certificate of Incorporation, or by these By-Laws, two-thirds of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise provided by law or by the Certificate of Incorporation or these By-Laws, the vote of a majority of the directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

The Certificate of Incorporation or these By-Laws may be amended to provide for a greater quorum or to provide for a greater number of directors that shall be necessary for the transaction of business or any specified item of business, provided such amendment is authorized by vote of two-thirds of the entire Board.

Section 1.5. Meetings of the Board. An annual meeting of the Board of Directors shall be held for the election of directors and the transaction of such other business as may properly come before the meeting on a date to be determined annually by the Board.
Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President or other corporate officer.

Meetings of the Board of Directors may be held at such places within or without the State of Kentucky as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. Meetings of the Board may also be conducted remotely and electronically, as long as two-thirds of the Directors agree to meet remotely and electronically.

No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director by electronic mail not later than noon, eastern time, on the fifth business day prior to the meeting. Notices shall be deemed to have been given by electronic mail at the time of sending. Notices by electronic mail shall be sent to each director at the address designated by him for that purpose, or, if none has been so designated, at his last known residence or business address. Oral or telephonic notices of meetings shall not be permitted.

A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 1.6. Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Any one or more of the directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Such participation shall constitute presence in person at a meeting.

Section 1.7. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the
Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 1.8. Removal of Directors. Any one or more of the directors may be removed with cause by action of the Board of Directors, provided there is a quorum of not less than a majority of the entire Board present.

Section 1.9. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in the Board of Directors for any reason, may be filled by vote of a majority of the directors then in office provided there shall be three or more directors in office. If there shall be fewer than three directors serving at any time, the directors then in office shall promptly by unanimous vote name at least such number of directors as shall be necessary to have three directors in office. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board and until his successor is elected and qualified.

Section 1.10. Purchase, Sale, Mortgage or Lease of Real Property. No purchase of real property shall be made by the Corporation, and the Corporation shall not sell, mortgage or lease real property, unless authorized by the vote of two-thirds of the entire Board of Directors.

Section 1.11. Annual Report. The Board of Directors shall direct the President and Treasurer of the Corporation to present at the annual meeting of the Board a report, verified by the President and Treasurer, or certified by an independent or certified public accountant or a firm of such accountants selected by the Board, showing in detail the following:

(1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;

(2) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and

(4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

The annual report shall be filed with the records of the Corporation, and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.
ARTICLE II – Committees

Section 2.1. Executive Committee and Other Standing Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

(1) filling vacancies in the Board of Directors or in any committee;

(2) fixing compensation of the directors for serving on the Board or on any committee;

(3) amending or repealing the By-Laws or adopting new By-Laws;

(4) amending or repealing any resolution of the Board which by its terms cannot be amended or repealed; or

(5) removing directors.

The Board may designate one or more directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee.

Section 2.2. Special Committees. The Board of Directors may create such special committees as it deems desirable, the members thereof to be appointed from among its members by the Chairman of the Board or the President of the Corporation if there is no Chairman of the Board, with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees.

Section 2.3. Committees Other Than Standing or Special. Committees other than standing or special committees of the Board shall be committees of the Corporation. Such committees may be elected or appointed in the same manner as officers of the Corporation. Provisions of these By-Laws and the Not-for-Profit Corporation Law applicable to officers generally shall apply to members of such committees.

Section 2.4. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business.

In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a
majority of the members of a committee present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article II of these By-Laws.

Section 2.5. Informal Action by Committees. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by a committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of the proceedings of such committee.

Any one or more members of any committee may participate in a meeting of such committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Such participation shall constitute presence in person at a meeting.

Section 2.6. Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under the law to the Corporation.

ARTICLE III – Officers

Section 3.1. Officers. The Board of Directors may elect or appoint a President, a Secretary and a Treasurer, and it may, if it so decides, choose a Chairman of the Board and a Vice-Chairman of the Board from among its members. The Board may also elect or appoint one or more Vice-Presidents, Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person, except the offices of President and Secretary, or the offices corresponding thereto.

Section 3.2. Term of Office and Removal. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. All officers shall be elected or appointed annually.

Any officer elected or appointed by the Board may be removed by the Board of Directors with or without cause at any time. Removal of an officer without cause shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

Section 3.3. Powers and Duties of Officers. Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their
respective offices. The Board may require any officer to give security for the faithful performance of his duties.

**Section 3.4. Agents and Employees.** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person’s contract rights, if any, and the appointment of such person shall not itself create contract rights.

**Section 3.5. Compensation of Officers, Agents and Employees.** The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent or employee as to persons under that person’s direction or control. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

**ARTICLE IV – Indemnification and Insurance**

**Section 4.1. Indemnification.** The Corporation shall indemnify each person made, or threatened to be made, a party to any action or proceeding, other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person or such person’s testator or intestate is or was a director or officer of the Corporation, or serves or served at the request of the Corporation any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys’ fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, provided that such officer or director acted in good faith for a purpose which he or she reasonably believed to be in (or, in the case of service to any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to) the best interests of the Corporation, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful; and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation shall indemnify any person, as above provided, in connection with an action by or in right of the Corporation to procure a judgment in its favor, except that no such indemnification shall be made in respect of (i) a threatened action or a pending action which is otherwise disposed of, or (ii) any claim, issue or matter as to which such person shall have been adjudged liable to the Corporation, unless,
and only to the extent that, the court in which the action was brought or, if no action was brought, any court of competent jurisdiction determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The Corporation shall advance or promptly reimburse, upon request, any person entitled to indemnification hereunder for all expenses, including attorneys’ fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of any undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed or allowed by the court exceed the amount to which such person is entitled; provided, however, that such person shall cooperate in good faith with any request by the Corporation that common counsel be utilized by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate because of actually or potentially differing interests between or among such parties.

Nothing herein shall limit or affect any right of any person otherwise than hereunder to indemnification or expenses, including attorneys’ fees, under any statute, rule, regulation, certificate of incorporation, by-law, insurance policy, contract or otherwise.

In case any provision in this Article shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnifications and advancement of expenses to its directors and officers, acting in such capacities or in the other capacities mentioned herein, to the fullest extent permitted by law.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in the first two paragraphs of this Article shall be entitled to indemnification as authorized in such paragraphs. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this Article shall be made by the Corporation if, and only if, authorized in the specific case:

(1) By the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding (“disinterested directors”) upon a finding that the director or officer has met the standard of conduct set forth in the first, and pursuant to the second, paragraph of this Article, or,

(2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs:
(a) By the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the standard of conduct set forth in this Article has been met by such director or officer, or

(b) By the members upon a finding that the director or officer has met the applicable standard of conduct set forth in this Article.

Section 4.2. Insurance. The Corporation shall have the power to purchase and maintain insurance (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of Section 5.1, (ii) to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of Section 5.1, and (iii) to indemnify directors and officers in instances in which they may not otherwise be indemnified by the Corporation under the provisions of Section 5.1, provided that, in this latter case, all legal requirements be met with regard to the contract of insurance.

No insurance so purchased and maintained may provide for any payment, other than the cost of defense, to or on behalf of any director or officer (i) if a judgment or other final adjudication adverse to the insured director or officer establishes that his acts of active and deliberate dishonesty were material to the cause of action so adjudicated, or that the person personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) in relation to any risk the insurance of which is prohibited under Kentucky insurance law.

Section 4.3. Conditions for Indemnification and Insurance. Notwithstanding anything herein to the contrary, in no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended (the “Code”). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with Section 4958 of the Code, any other provision of the Code applicable to corporations described in Section 501(c)(3) of the Code, the Kentucky Not-for-Profit Corporation Law, or any other applicable law.

ARTICLE V – Provisions Affecting Directors and Officers

Section 5.1. Interested Directors and Officers. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a
substantial financial interest, shall be either void or voidable for this reason alone, irrespective of whether such interested director or directors or officer or officers are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract or transaction may be conclusively authorized or approved as fair and reasonable by the Board of Directors or a duly empowered committee thereof by vote sufficient for such purpose without counting the vote or votes of such interested director or officer (although he or they may be counted in determining the presence of a quorum at the meeting which authorizes or approves such contract or transaction), if the material facts as to such director’s or officer’s interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee as the case may be.

If there was no such disclosure or knowledge, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the Board of Directors or committee at which it was authorized, the Corporation may void the contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board of Directors or committee.

Section 5.2. Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest, except that the Corporation may make a loan to any corporation which is incorporated under the Not-for-Profit Corporation Law of the Commonwealth of Kentucky. A loan made in violation of this paragraph shall be a violation of the duty to the Corporation or of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

Section 5.3. Conditions for Loans or Other Transactions. This Article shall, in no event, be construed to authorize any act of self-dealing within the meaning of § 4941 of the Code, or any other act expressly prohibited by the Code, the Kentucky Not-for-Profit Corporation Law, or any other applicable law.

ARTICLE VI – Miscellaneous

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.
Section 6.2. Corporate Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.3. Books and Records to be Kept. The Corporation shall keep at its principal office in the Commonwealth of Kentucky: (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board of Directors and any committee of the Corporation, and (c) a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.4. Amendment to the Certificate of Incorporation and By-Laws. The Certificate of Incorporation may be amended or changed by vote of a majority of the entire Board pursuant to Section 273.261 of the Kentucky Not-for-Profit Corporation Law. By-Laws of the Corporation may be adopted, amended or repealed by action by two-thirds of the Board of Directors.