

# **BY-LAWS**

## **I. FEES AND DUES**

A. The annual membership dues shall be set by the Board of Directors paid by payroll deduction: as a lump sum due July 1 of each year.

## **II. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS**

A. The Board of Directors shall consist of fifteen (15) members in accordance with the Constitution, Article V, Section 2.

B. The term of the Board of Directors shall be for three (3) years, the terms being staggered so that one third (1/3) of the board members' term expire each year.

C. One Director shall be elected from and represent each of the following groups: (1) Districts 1 and 2, (2) Districts 3 and 4, (3) District 5, (4) District 6, (5) District 7, (6) District 8, (7) Districts 9 and 12, (8) Districts 10 and 11, (9) Division of Structural Design, (10) Divisions of Construction, Materials, Construction Procurement, Equipment, and the Office of Information Technology (11) Divisions of Highway Design and Right of Way & Utilities, (12) Division of Traffic Operations, (13) Divisions of Planning and Environmental Analysis, (14) Division of Maintenance and Department of Aviation, and (15) The State Highway Engineers' Office, the Department of Governmental Relations, and the Divisions of Program Performance and Program Management. A Director shall be elected from the Retired membership classification to represent in an advisory role those who have retired in accordance with the Constitution, Article III, Section 2.

D. If, for any reason, a Board Member's employment is terminated with the Kentucky Transportation Cabinet, their position shall be declared vacant and the vacancy shall be filled by the Board in accordance with the Constitution. A member of the Board may remain a member until the next election regardless of promotion, intra-departmental transfer or Department reorganization.

E. An election for the replacement or re-election of the members of the Board whose terms expire, who resign, or who retire shall be held by their respective Districts or Divisions. The replacement Board member shall be ratified at the annual meeting. All members present in good standing shall be eligible to vote. A majority of the votes cast by the members voting for a vacant directorship shall be required to duly elect a member of the Board of Directors.

F. A nominating committee shall be appointed by the Board, consisting of a General Chairman and one election official from each representative group whose directorship is up for re-election. Each election official shall be responsible for conducting an election within his respective group, by secret ballot, and submitting the name of 1 proposed Board member to the General Chairman who, in turn, shall submit same to the Board of Directors for ratification. The slate of proposed Board Members shall be ratified at the annual meeting.

G. An opportunity for nominations from the floor prior to the election at the annual meeting shall be offered.

### **III. BOARD OF DIRECTORS MEETINGS**

- A. The frequency of meetings of the Board of Directors shall be at the discretion of the Officers.
- B. If a Director cannot attend a Board of Directors meeting, they may send a proxy who will have the power to vote for them unless the Board disapproves the proxy's power.

### **IV. DUTIES OF OFFICERS**

- A. The duties of officers of the Association shall be as directed by the Board of Directors.
- 1. President – The President of KATE shall chair the Board of Director meetings and serve as the lead representative of KATE.
- 2. Vice-President – The Vice-President shall assist the President with duties as necessary and serve as President in the President's absence. The Vice-President shall oversee and coordinate the Annual Convention
- 3. Secretary - The Secretary of KATE shall keep the minutes of the Board of Director's meetings.
- 4. Treasurer - The Treasurer of KATE is authorized to pay for secretarial supplies, services, and other materials needed by KATE.

### **V. DISTRICT COORDINATORS**

- A. District Coordinators shall be elected annually by a majority vote of the members within the respective state area offices to provide liaison between the members in the state area offices and the Board.
- B. District Coordinators shall, thirty (30) days prior to the Annual Meeting, provide for the election of a coordinator to represent their state area office. The District Coordinators shall notify the Board of Directors fifteen (15) days prior to the Annual Meeting of the results of the election.
- C. A member may not hold office as a District Coordinator and as a member of the Board of Directors simultaneously.

### **VI. COMMITTEES**

- A. The standing committees of KATE shall be as follows:
  - 1. Salary & Benefits
  - 2. Legislative
- B. The Board of Directors shall serve as the Association's Membership Committee (as provided in Article IV of the Constitution).

### **VI. CORRESPONDENCE**

The names of Directors and Officers shall be on the official letterhead of KATE.