

**BYLAWS
OF
COALLIANCE OF BUSINESS ASSOCIATIONS, INC.**

ARTICLE I

NAME AND LOCATION

The name of the association is:COALLIANCE OF BUSINESS ASSOCIATIONS, INC.. (hereinafter Association). The principal mailing address of the Association shall be P.O. Box 683, Louisville KY 40201, but meeting of the directors may be held at such places within or without the Commonwealth of Kentucky as may be designated by the Board of Directors.

ARTICLE II

MEMBERSHIP

2.1. *Class of Members.* There shall be only one class of members. This shall consist of businesses and professional associations organized and operating in the Louisville, KY area and will be known as “Business Association Members”.

2.2. *Voting Rights.* Each Business Association Member shall have one vote on all issues submitted to the membership for a vote.

When a business association is a member, they shall only have one vote regardless of the number of officers or members the individual association has, and each such entity shall designate who shall vote for it. Different persons may represent such an entity at different times but the entity shall have only one vote. All members may vote at any membership meeting by written proxy supplied to the secretary which may grant power to an individual generally or which may cast a vote on a particular issue that is subject to membership determination.

2.3 *Membership Meetings.* There will be a minimum of one annual meeting which will be held in December of each year or at such other time as the Board of Directors of the Association shall select. Membership meeting shall be held no less than fifteen (15) days after notice of the day and time of the meeting has been given to the membership. Notice of such meeting may be given by Association newsletter mailed or e-mailed to the membership, or by any other written communication reasonably likely to apprise the membership of the day and time of the membership meeting.

2.4 *Election of Directors.* Vacancies to the Board of Directors shall be filled by election of the members at the annual meeting by a plurality of the members so voting in person or by proxy.

2.5 *Quorum of Membership Meeting.* Twenty (20%) percent of the members shall constitute a quorum at any meeting of the membership.

ARTICLE III

BOARD OF DIRECTORS

3.1 *Composition.* The Board shall consist of between five (5) and thirteen (13) members. The initial Board of Directors shall consist of 9 members elected by the membership. No such member shall receive any compensation for serving on the Board, except that such members may be reimbursed for reasonable out-of-pocket expenses.

3.2 *Term of Office.* The term of office of each director shall begin immediately after their election and shall continue for three (3) years except for the initial Board whose terms shall be adjusted to reflect staggered terms. Thirty-three (33%) percent of the Board shall be elected each year except for the election of the initial board. If the Director's successor shall not be elected on the day designated for that purpose, the Director shall hold office and discharge duties until a successor has been elected. If it shall happen at any time that an election of directors shall not be held on the day designated by the bylaws of the Association, such election shall be held on any other day, at a special meeting of the members called and held for that purpose.

3.3 *Vacancies.* Any vacancy occurring on the Board of Directors for any cause and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office at any regular or special meeting duly convened and held as provided by law and by these bylaws. Such directors as may be elected by the Board of Directors to fill vacancies shall serve until the next annual membership meeting and at such annual meeting the vacancy will be filled by vote of the membership for the unexpired portion of the term of the director or directors whose offices became vacant.

3.4 *Removal.* Any director may be removed with or without cause by a vote of two-thirds (2/3) of the directors at such meeting in person or by proxy. In no event shall a director be removed by the vote of less than four (4) directors. No vote to remove a director shall be held unless written notice of the intent to call for such a vote naming the director is sent to Board members and said director, at least five (5) days prior to that meeting.

3.5 *Powers.* The Board shall manage the operation of the Association except as set out in the Articles of Incorporation, these bylaws or as may otherwise be required by law and shall have the following enumerated powers in addition to such other powers as may be reasonably required to manage the operation of the Association.

- A. To adopt standing rules
- B. To employ individuals
- C. To procure and maintain liability insurance to protect its directors and members in the performance of their duties, and hazard insurance to protect any Association property.
- D. To procure and maintain bonds for persons having custody of funds.
- E. To authorize disbursement of funds.

- F. To adopt resolutions pertaining to the common interests of the membership.
- G. To communicate with public, private and governmental agencies about positions duly adopted by Board resolution with respect to the common business interests of the membership.
- H. To establish committees to carry out the functions of the Board of Directors as they deem reasonable and necessary in their discretion.

3.6 *Regular Meetings.* The dates and times of meetings will be established by the Board. Prior written notice of such meetings need not be given, as long as a regular time, date and location of meetings was previously adopted. Otherwise, seven (7) days written notice of Board meetings shall be given to all directors. In the event of an emergency notice of Board meetings may be given to directors by telephone or in writing not less than twenty-four (24) hours before such meeting.

3.7 *Special Meetings.* Special meetings of the Board of Directors shall be called by the Secretary or his/her designee at the request of the Chairperson or at the written request of twenty-five (25%) percent of the Board of Directors but in no event less than two (2) directors. Such notice by the Secretary or his/her designee shall include a statement of the purpose of the meeting as well as the date, time and location of the special meeting. The agenda at such special meeting shall be confined to the subjects stated in the notice and to matters germane thereto, unless all directors of the Association are present at such meeting and consent to the transaction of other business, or waive such limitation in writing.

3.8 *Quorum.* A majority of the directors shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at such a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by the Articles or Bylaws of the Association.

3.9 *No Proxy Voting.* Directors may not vote by proxy at meetings of the Board of Directors except to remove any director in accordance with these bylaws.

3.10 *Resignation.* Any director may resign by providing the Secretary with a written statement of resignation stating the effective date thereof. If by the annual meeting of the membership any director has failed to attend at least fifty (50%) percent of the Board of Director meetings in the year preceding the annual meeting that director will be deemed to have resigned and the balance of his or her term shall be filled by vote of the membership in the same manner as are any other vacancies to the Board of Directors. Written notice that a director has missed sufficient meetings to cause this item to go into effect shall be given to the subject director at least ten (10) days prior to the applicable annual meeting.

ARTICLE IV

OFFICERS AND DUTIES

4.1 *Officers.* The officers of the Association shall be a president, vice-president, a secretary and a treasurer, and such other officers as the Board may elect from time to time to carry out the affairs of the Association. All officers shall be elected from the Board of Directors.

4.2 *Election and Term.* A term of office shall be for one (1) year and shall begin at the close of the annual election meeting. Officers may serve an unlimited number of consecutive terms in the same office. Officers shall be elected by the majority vote of the Board of Directors immediately following the annual meeting, or at such other date and time as the Board or Directors determine.

4.3 *Vacancies.* A vacancy shall be filled by majority vote of the Board at a regular meeting or special meeting called for that purpose. The individual elected shall serve for the remainder of the term of the member he or she replaces.

4.4 *Duties and Powers.* The officers shall perform the duties and exercise the powers prescribed by the Articles of Incorporation, these bylaws and as otherwise determined by the Board of Directors. These duties and powers shall include, but not be limited to the following.

4.5 *Duties of the President:*

- (1) Be the principal officer of the Association.
- (2) Serve as chairperson of the Board of Directors and preside at all meetings of the Board of Directors and the Executive Committee.
- (3) Appoint committees, their chairs, and members.

4.6 *Duties of the Vice-President:*

- (1) Assume such duties as may be assigned by the president or the Board of Directors.
- (2) Serve as chairperson of the Board of Directors in the absence of the president and otherwise assume the president's duties in the president's absence as may be reasonably required.

4.7 *Duties of the Secretary:*

- (1) Record the proceedings of all meetings of the Board of Directors.

(2) Provide each member of the Board with copy of the Minutes of each Board of Directors meeting.

(3) Assume such duties as may be assigned by the president or Board of Directors.

4.8 Duties of the Treasurer:

(1) Be custodian of all funds.

(2) Make a financial report at each meeting of the Board of Directors.

(3) Have the authority to sign all checks, promissory notes, contracts with such co-signers as may be required by the Board of Directors.

(4) Be responsible for disbursing funds to individuals as authorized by the Board of Directors, after reasonably satisfying himself/herself as to the identity of the recipient.

(5) Be responsible for filing any tax returns due any governmental authority and for filing the annual report to the Kentucky Secretary of State.

(6) Assume such duties as may be assigned by the president or Board of Directors.

ARTICLE V

**INDEMNIFICATION OF DIRECTORS OFFICERS
EMPLOYEES AND AGENTS**

5.1 Every person who is or has been a director, officer, employee or agent of the Association shall be indemnified by the Association against all expenses reasonably incurred by him/her in connection with which he/she may be threatened by reason of or arising out of or in relation to his/her being or having been a director, officer, employee or agent of the Association except where such expenses have been incurred due to his intentional or grossly negligent conduct, action or inaction. The term, "expenses", includes amounts paid to the Association itself. The association shall not indemnify any director, officer, employee or agent in case of settlement unless such settlement shall be approved by a majority of the directors of the association then in office, other than those involved if possible (regardless of whether or not such majority constitutes a quorum), as being in the interests of the association that such settlements be made. The foregoing right of indemnification shall not be exclusive but shall be in addition to any and all other rights and remedies to which any such director or officer may be entitled as a matter of law.

Notwithstanding the foregoing, nothing in this item shall inure to the benefit of any insurer of any director, officer or member nor shall this item create any subrogation rights in any person or entity.

ARTICLE VI

PARLIMENTARY AUTHORITY

6.1 Robert's Rule of Order, newly revised, shall be the parliamentary authority for all matters of procedures not specifically covered by the Articles of Incorporation, these Bylaws or by special rules of procedure adopted by the Board of Directors.

ARTICLE VII

ADOPTION OF BYLAWS

7.2 These Bylaws shall be considered adopted when approved by a majority of a meeting of the membership at their annual meeting.

ARTICLE VIII

AMENDMENTS

8.1 These Bylaws may be amended by a majority vote of the Board of Directors at any regular meeting or special meeting, provided that the amendment has been submitted to the Board in writing at least thirty (30) days prior thereto.

ADOPTED _____