

272.171 Board of directors -- Election -- Vacancies -- Compensation -- Executive committee -- Action taken without meeting.

- (1) The affairs of the association shall be managed by a board of not less than five (5) directors, elected by the members from their own number or from the members of any member-association except as provided in subsection (3) of this section.
- (2) The bylaws may provide that the territory in which the association has members shall be divided into districts and that the directors shall be elected according to these districts, either directly or by district delegates elected by the members in that district. In that case the bylaws shall specify the number of directors to be elected by each district, the method of apportioning the directors and of districting the territory covered by the association. The bylaws may provide that primary elections shall be held in each district to elect the directors and that the result of primary elections may be ratified by the next regular meeting of the members of the association or may be considered final as to the association.
- (3) The bylaws may provide that one or more directors may be appointed by any public official or commission or by the other directors selected by the members or their delegates. These directors shall represent primarily the interest of the general public in the association. The director appointed need not be a member of the association, but shall have the same rights as other directors. Such directors shall not number more than one-fifth ($1/5$) of the entire number of directors.
- (4) When a vacancy on the board occurs other than by expiration of term, the remaining members of the board shall fill the vacancy for the unexpired term or until the next regular or special meeting of the members, whichever occurs first, by an affirmative vote of not less than a majority of those members present and voting at a duly called regular or special meeting. If the bylaws provide for an election of directors by district, the board shall immediately call a special meeting of the members in that district to fill the vacancy.
- (5) An association may provide a fair remuneration for the time actually spent by its officers and directors in its service, and for the service of the members of its executive committee. No director, during the term of his office, shall be a party to a contract for profit with the association differing in any way from the business relations accorded regular members of the association or others, or differing from terms generally current in that district.
- (6) The bylaws may provide for an executive committee and may allot to it all the functions and powers of the board, subject to the general direction and control of the board.
- (7) Unless otherwise restricted by the articles of incorporation, or bylaws, any action required or permitted to be taken at any meeting of the board or any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.
- (8) Every director of a corporation, by acceptance of election or appointment as a director, including by service, shall be deemed to have consented to the

jurisdiction of the courts of the Commonwealth of Kentucky for any action by, in the name of, or on behalf of the corporation.

Effective: July 12, 2012

History: Amended 2012 Ky. Acts ch. 81, sec. 97, effective July 12, 2012. -- Amended 1972 Ky. Acts ch. 112, sec. 4. -- Created 1966 Ky. Acts ch. 208, sec. 11.