



KENTUCKY EQUALITY FEDERATION
Office of the Chairman of the Board
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RESOLUTION 2011-006

A RESOLUTION outlining Presidential Succession Planning and granting the President the authority to appoint one or more Vice Presidents to assist in the duties of the Office of the President.

WHEREAS, Board Resolution 2011-005 states that an independent Chairperson provides stronger leadership for the Board of Directors to balance the power of the President on the Board of Directors, even though the President of Kentucky Equality Federation (*Kentucky for Kentucky Equality, Inc. and Kentucky Equality Coalition, Inc., collectively and individually*) cannot vote unless it is to break a deadlock (a tied vote) as described in Article III of the Bylaws.

WHEREAS, the Board of Directors and the President are directly elected by Official Membership as described in Article II - Section 1.01 of the Bylaws.

WHEREAS, the Board of Directors and specifically the Chair of the Board is responsible for Presidential Succession Planning in the event the President is incapacitated or dies in office. The Secretary of the Corporation is currently the most senior officer of the Corporation after the President and not prevue to all issues and pending issues being handled by the President, possibly making Presidential Line-of-Succession difficult.

RESOLVED, the President shall have the authority to appoint one (1) or more Vice Presidents to assist with the duties of the Office of the President and shall serve at the pleasure of the President and the Board of Directors. All Vice Presidents appointed by the President and not the Board of Directors shall be directly attached to the Office of the President and shall be an officer of the Corporation subject to Kentucky fiduciary duties.

RESOLVED, the President may voluntarily transfer full executive authority to a specific Vice President for no more than one (1) month. Said Vice President shall be known as the *Temporary President* and shall not be permitted to terminate volunteers, interns, alliances, coalitions, projects, or begin new ones for a period of seventy-two (72) hours after the Board of Directors, the Office of

Secretary of the Corporation, and Official Membership have been notified by the President, the Chair of the Board or the Office of Secretary of the Corporation.

RESOLVED, should the President appoint more than one (1) Vice President and the President is incapacitated or dies in Office, the Chair of the Board of Directors shall determine the senior Vice President with temporary Presidential powers; said Vice President shall be the *Acting President* until the President is able to resume their normal duties. Should the President not be able to resume their normal duties for a period of one (1) month or longer Official Membership must be immediately notified by the Chair of the Board or the Office of Secretary of the Corporation to appoint a new Sitting President.

RESOLVED, the same restrictions for a seventy-two (72) hour hold on full executive authority shall apply to both the Temporary President and the Acting President.

BE IT KNOWN, Official Membership holds exclusive authority to appoint, terminate, or remove the President and Board of Directors at-will as described in Article II of the Bylaws, as such Official Membership may appoint an Interim President or Acting President as they deem appropriate which will of course supersede this Resolution.

This is a true record of a joint resolution adopted by the Board of Directors of both Kentucky Equality Coalition, Inc. and Federation for Kentucky Equality, Inc. collectively, Kentucky Equality Federation, in accordance with the laws of the Commonwealth of Kentucky.

HISTORY:

August 17, 2011 – Presented to the Board of Directors

August 17, 2011 – Passed by Unanimous Vote



Richard T. Jones
Chairman of the Board

Nancy Couch
Assistant Secretary of the Corporation