

# Kentucky Association of County Agricultural Agents



Last Updated  
June 28, 2018

## **BY-LAWS**

### **ARTICLE I**

#### Purposes and Powers

The purposes for which this association is formed and the powers it may exercise are set forth in the Articles of Incorporation of the Association.

### **ARTICLE II**

#### Membership

Section 1. Qualifications. Any Full-time Cooperative Extension Agent whose primary responsibility is in an agriculture or horticulture field (hereafter referred to as ANR/HORT agent) employed in Kentucky, may become a regular member of this association by payment of the annual membership dues.

Section 2. Annual Membership Dues. KACAA annual membership dues will be recommended by the Board of Directors and approved by the membership, and will include the dues contribution required for membership in the national association.

Section 3. Payment of Annual Membership Dues. Annual membership dues, adjusted to comply with the requirements for membership in the National Association of County Agriculture Agents, shall be due on or before January 1 each year to the association treasurer, and shall be for the ensuing year.

Section 4. Duty to Announce and Collect Membership Dues. Annually it shall be the duty of the treasurer of the Kentucky Association of County Agricultural Agents to announce to the area directors and to all eligible for membership in this association the amount of the membership dues for the forthcoming year. Such announcement shall be made by not later than the first day of October of the prior year. Dues may be sent directly to the treasurer; or area directors may collect dues from members and forward them to the treasurer before January 1.

Section 5. Memberships in the Association for Eligible Agents Employed During the Year. Any new ANR or HORT agents shall be eligible for membership in the Kentucky Association of County Agricultural Agents upon employment by the Kentucky Cooperative Extension Service.

It shall be the duty of the treasurer of the Kentucky Association of County Agricultural Agents to maintain contact with the Associate Director of the Kentucky Cooperative Extension Service, and secure from him/her the list of names and addresses of ANR and HORT agents as they are employed. It further shall be the duty of the treasurer to contact each such individual (directly or through the area director) to explain the membership provisions as applicable to him/her, and solicit his/her membership in the association.

Section 6. Termination of Membership in the Association. Withdrawal of membership in the Kentucky Association of County Agricultural Agents, for any reason shall be accompanied by a forfeiture of the entire amount of the paid in membership dues of the individual for the calendar year in which the withdrawal occurs.

Section 7. Life Membership. Any county agent retiring as an active member of KACAA can become a life member of NACAA. Upon application and payment of life member dues to NACAA, said member will be automatically considered a life member of KACAA. Unless other arrangements are specifically made, it shall be the responsibility of a retired agent to pay his/her life member dues to NACAA. Life members are to be invited to KACAA annual meetings and may participate in KACAA activities, but shall be non-voting members and cannot serve as a committee member or officer of KACAA or NACAA.

### **ARTICLE III**

#### **Meetings of Members**

Section 1. Annual Meeting. The annual meeting of the members of this association shall be announced by the host area.

Section 2. Notice of Meetings. Written, printed, or electronic notice of the annual meeting of members shall be prepared and sent to the last known address of each member not less than thirty (30) days before such meeting. Such notice shall state the object or objects thereof and the date, time, and place of the meeting.

Section 3. Voting. Any regular member present at the meeting shall be entitled to one vote.

Section 4. Quorum. Those regular members present shall constitute a quorum for the transaction of business at any annual meeting of the association.

Section 5. Order of Business. The order of business at the annual meeting shall be:

1. Roll Call
2. Proof of due notice of meeting
3. Reading and disposal of minutes
4. Annual reports of officers and committees

5. Unfinished business
6. New business
7. Election of officers
8. Adjournment

Section 6: Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notice of a special meeting shall be emailed to all members at their email address of record with the association at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. Special membership meetings may also be called at the request of 51% of the members of the Board of Directors or 60% of the members of the organization, with email notice provided to members at least ten (10) days before the scheduled meeting date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## ARTICLE IV

### Board of Directors

Section 1. Number and Qualifications. The association shall have a board of directors consisting of one director for each Kentucky Cooperative Extension Area, plus four directors at large, plus the president and president-elect, 2nd vice president, 3rd vice president, treasurer, secretary, and the immediate past president. Should there be a change made in the number of Areas of the Kentucky Cooperative Extension Service, the number of directors of this association shall be adjusted so as to provide one director for each Area. Each director shall be a regular member of this association in good standing in the Extension Area which he/she is elected to represent. The immediate past president shall be a full member of the board for the year following his term as president.

### Section 2. Election of Directors

A. Area Directors. Areas shall conduct director elections before the annual state meeting in either even- or odd-numbered years, as defined in the table in this sub-section. Upon election at the sub-district level, area directors shall begin their term of office at the conclusion of that year's K.A.C.A.A. annual meeting. All terms shall be for two years.

### Description of Regions and Areas:

- East Region
  - E-1: Taylor, Green, Adair, Russell, Cumberland, Clinton (elected in odd-numbered years)

- E-2: Casey, Rockcastle, Pulaski, Wayne, McCreary (elected in even-numbered years)
- E-3: Laurel, Clay, Knox, Whitley, Bell (elected in odd-numbered years)
- E-4: Knott, Perry, Leslie, Letcher, Harlan (elected in even-numbered years)
- E-5: Morgan, Wolfe, Lee, Breathitt, Owsley, Jackson (elected in odd-numbered years)
- E-6: Lawrence, Johnson, Magoffin, Floyd, Martin, Pike (elected in even-numbered years)
- E-7: Bath, Menifee, Rowan, Carter, Elliott, Boyd (elected in odd-numbered years)
- E-8: Bracken, Robertson, Mason, Fleming, Lewis, Greenup (elected in even-numbered years)
- Central Region:
  - C-1: Clark, Powell, Madison, Estill (elected in odd-numbered years)
  - C-2: Fayette, Bourbon, Nicholas, Montgomery (elected in even-numbered years)
  - C-3: Mercer, Jessamine, Garrard, Boyle, Lincoln (elected in odd-numbered years)
  - C-4: Anderson, Franklin, Woodford, Scott, Harrison (elected in even-numbered years)
  - C-5: Bullitt, Spencer, Nelson, Washington, Marion (elected in odd-numbered years)
  - C-6: Jefferson, Oldham, Trimble, Henry, Shelby (elected in even-numbered years)
  - C-7: Carroll, Gallatin, Boone, Owen (elected in odd-numbered years)
  - C-8: Kenton, Campbell, Grant, Pendleton (elected in even-numbered years)
- West Region:
  - W-1: Ballard, Carlisle, Hickman, Fulton, Graves, Calloway (elected in odd-numbered years)
  - W-2: McCracken, Marshall, Livingston, Crittenden, Lyon (elected in even-numbered years)
  - W-3: Caldwell, Trigg, Christian, Todd, Muhlenberg, (elected in odd-numbered years)
  - W-4: Union, Henderson, Webster, Hopkins (elected in even-numbered years)
  - W-5: McLean, Daviess, Ohio, Hancock, Breckinridge (elected in odd-numbered years)
  - W-6: Meade, Hardin, Grayson, Larue (elected in even-numbered years)
  - W-7: Butler, Logan, Simpson, Warren, Edmonson (elected in odd-numbered years)
  - W-8: Hart, Barren, Allen, Metcalfe, Monroe (elected in even-numbered years)

B. Directors at Large. K.A.C.A.A.'s four directors at large shall be those individuals elected to serve as the public relations director, the farm organization director, the philanthropy director and the salary and fringe benefits director. At large directors shall be elected by the association's general membership during K.A.C.A.A. annual meetings, and shall begin their term of office at the close of the annual meeting at which they are elected. They shall be elected for a two-year term which will continue until a new term begins at the close of the Association's annual meeting in the second calendar year after their election.

The public relations director and the farm organizations director shall be limited to two (2) consecutive two-year terms in their positions. The positions of salary and fringe benefits director and philanthropy director are not subject to a term limit.

An individual who has completed his/her elected service as public relations director, farm organizations director, philanthropy director or salary and fringe benefits director may be elected to one of the other director at large positions at any time; or he/she may be re-elected to a previously-held at large director position after a two-year break in term of office.

Full-term elections for the public relations director position shall be held in odd-numbered calendar years; and full-term elections for the farm organizations director, philanthropy director and the salary and fringe benefits director shall occur in even-numbered calendar years.

### Section 3. Vacancies.

A. Area vacancies. Whenever an area vacancy occurs in the board of directors other than from the expiration of a term of office, the members in the area represented by the director shall elect a director to fill the unexpired term.

B. Director at large vacancies. Whenever a director at large vacancy occurs in the board of directors other than from the expiration of a term of office, the following procedures shall be utilized to fill the vacancy.

I. If there is less than a year remaining in the term of the vacated director at large position, the K.A.C.A.A. Executive Committee may appoint a regular member to fill out the remaining portion of the term.

II. If there is more than one year remaining in the term of the vacated director at large position, the K.A.C.A.A. Executive Committee may appoint a regular member to serve in the position until the next annual membership meeting. At this next annual meeting, the membership shall elect a regular member to serve out the remaining term year of the vacant director at large position.

III. A K.A.C.A.A. member who fills out an unexpired term as a director at large shall remain eligible to be elected and serve two (2) consecutive two-year terms in that director at large position (as described in Article IV, Section 2, B)

Section 4. Board Meeting. The annual meeting of the board of directors shall be held in conjunction with the annual KACAA meeting prior to the general membership session. Other meetings of the board of directors shall be held at such times and at such places as the board may determine.

Section 5. Quorum for Board Meetings. Those members of the board of directors present shall constitute a quorum at any meeting of the board.

Section 6. Notice of Board Meeting. Written or electronic notice of each meeting of the board of directors shall be given each director by or under the supervision of the secretary of the association not less than ten (10) days prior to the time of meeting but such notice may be waived by all of the directors, and appearance at a meeting shall constitute a waiver of notice thereof.

## ARTICLE V

### Duties of Directors

Section 1. Management of Business. The board of directors shall have general supervision and control of the affairs of the association and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the affairs of the association and the guidance of the members, and officers of the association.

Section 2. Accounting. The board of directors shall have installed an accounting system which shall be adequate to the requirements of the business of the association, and it shall be its duty to require proper records to be kept of all business transactions. The federal fiscal year shall be the fiscal year of the association (10/1 to 9/30).

Section 3. Audits. The board of directors shall appoint each year an auditing committee which shall make a careful audit of the books and accounts of the association and render a report in writing thereon, which report shall be submitted to the members of the association at the time of the annual meeting of members, and any such time as the treasurer changes.

Section 4. Agreements with Members. The board of directors shall have the power to carry out all agreements of the association with its members in every way advantageous to the association representing the members collectively.

Section 5. Depository. The board of directors shall have power to select one or more banks or holding entities to act as depositories of the funds of the association and to determine the manner of receiving, depositing, and disbursing the funds of the association. The Board must approve the person or persons who sign checks on behalf of the Association, and the Board has the authority to change such banks and the person or persons signing such checks and the form thereof at will.

Section 6. Duties of directors at large.

A. Public Relations Director - The public relations director will work with agricultural and related organizations. They also shall take all appropriate photographs and handle all jobs associated with K.A.C.A.A. marketing items. They shall serve as webmaster for KACAA.

B. Farm Organizations Director - The farm organizations director will coordinate the programs of K.A.C.A.A. with those of major farm organizations of Kentucky. He/she or his/her designee, shall be the nominee of the K.A.C.A.A. to serve on the boards of those farm organizations that request representation from K.A.C.A.A.

C. Salary and Fringe Benefits Director- The Salary and Fringe Benefits Director shall serve as a liaison between K.A.C.A.A. and UK with regards to salary and fringe benefit issues. He/she shall monitor benefits issues and proposed salary/benefit changes being discussed at the University of Kentucky and keep K.A.C.A.A. members informed in these areas. The Salary and Fringe Benefits Director shall serve as an ex-officio K.A.C.A.A. delegate to JCEP (the Joint Council of Extension Professionals). In the event of a K.A.C.A.A. member passing

away, the Salary and Fringe Benefits Director may assist the surviving spouse and/or children in understanding the benefits they should receive from the University of Kentucky.

D. Philanthropy Director – The philanthropy director will serve as the liaison between KACAA and the agricultural community to procure/develop sponsorships for association/foundation functions. The philanthropy director will work with the public relations director and farm organizations director to identify and develop relationships with potential donors. He/she shall have the authority to solicit donations from individuals or entities on behalf of KACAA and KACAA Education Foundation.

## **Article VI**

### Elections and duties of officers

Section 1. At the annual meeting of the members of this association, and annually thereafter, the members shall elect a president, president-elect, 2<sup>nd</sup> vice president, and 3<sup>rd</sup> vice president. The offices of treasurer and secretary shall be elected for a two-year term. Office of treasurer will be elected on odd calendar years and the office of secretary will be elected on even calendar years. Each of these shall assume office at the conclusion of K.A.C.A.A. annual meeting or N.A.C.A.A. annual meeting, whichever is held last in the year in question, and shall hold office until the election and qualifications have been established of his/her successor unless earlier terminated by death, resignation, or for cause. The first vice president shall be the president-elect, and shall assume the office of president immediately following a one-year term as president-elect.

A. Any regular member of the association in good standing is eligible for election to any office.

B. Those directors representing **areas** shall constitute a nominating committee. The immediate past president shall serve as chairman. The previous past president will assume this role if the immediate past president cannot serve. The nominating committee shall obtain prospective nominees prior to the annual meeting so that a slate of officers may be prepared at the first director's meeting of the annual meeting.

C. At the annual membership meeting, the nominating committee shall submit a list consisting of one or more names for each office.

D. Further nominations from the floor shall be called for.

E. If more than one candidate for any office, election shall be by secret ballot. A majority vote shall elect.

Section 2. Duties of President. The president will (1) preside over all meetings of the association and of the board of directors, (2) call special meetings of the board of directors, (3) perform all acts and duties usually performed by an executive and presiding officer, and (4) sign all membership certificates and such other papers of the association as he/she may be authorized or directed to sign by the board of directors: Provided, however, that the board of directors may

authorize any person to sign any or all checks, and other instruments in writing in behalf of the association. The president shall perform such other duties as may be prescribed by the board of directors.

Section 3. Duties of the President-Elect. The president-elect shall perform the duties of the president in the event of his/her absence or disability.

Section 4. Duties of Vice Presidents. Vice presidents in the order of their numbering from 2nd to 3rd, shall perform the duties of the president or president-elect in event of their absence or disability.

A. The second vice president shall chair the annual by-laws review committee, whose members shall be the 3<sup>rd</sup> vice-president and the past president.

B. The 3rd vice president shall be responsible for state committees and training of committee chairpersons.

Section 5. Duties of treasurer - The treasurer shall have general charge of the financial books of the organization.

The treasurer shall keep complete membership records and forward same to secretary.

The treasurer shall make all financial and membership reports required by law and shall perform such other duties as may be required of him/her by the association or the board of directors.

The Treasurer shall collect membership dues as outlined herein and report membership rolls to the Board of Directors.

The treasurer shall perform such duties with respect to the finances of the association as may be prescribed by the board of directors. He/she shall keep a complete and accurate record of all receipts and expenditures of the association.

The KACAA treasurer will also serve as the treasurer for the KACAA Education Foundation.

Upon the election and assuming of office by their successor, the treasurer shall turn over all books and other property belonging to the association that they may have in their possession.

The treasurer is authorized to incur the necessary expenses, in the name of the association, for materials necessary to keep all records of the association in a creditable fashion, and to otherwise perform the duties of their offices office.

The treasurer is authorized to add a second signature on the KACAA checking account in case the Treasurer needed to be reimbursed for expenses, but a second signature is not required on all checks. The second check-signer should be a KACAA area director or a member of the executive committee, and must be approved by the Board of Directors.



Annually, the treasurer shall turn all the necessary records, at the direction of the board of directors, over to the auditing committee and shall provide assistance, as requested by the committee, in auditing said records.

Section 6. Duties of secretary - The secretary shall keep a complete record of all meetings of the association and of the board of directors and shall have general charge and supervision of the records of the association.

The secretary shall sign all membership certificates with the president and such other papers pertaining to the association as he/she may be authorized or matters and business pertaining to his/her office to the members at the annual meeting.

The secretary shall act as secretary of the executive committee.

Upon the election and assuming of office by their successor, the secretary shall turn over all books and other property belonging to the association that they may have in their possession.

The secretary is authorized to incur the expenses necessary, in the name of the association, to keep all records of the association in a creditable fashion, and to otherwise perform the duties of his/her office.

Annually, the secretary shall turn all the necessary records, at the direction of the board of directors, over to the auditing committee and shall provide assistance, as requested by the committee, in auditing said records.

The secretary shall keep the officers handbook and all lists therein updated annually and provide updated handbooks to all incoming officers.

Section 7. Vacancies - in the event an office is vacated before expiration of term, the remaining executive committee shall appoint a regular member to fill the office until the next annual members meeting.

## **ARTICLE VII**

### **Executive Committee and other Committees**

Section 1. Composition of Executive Committee. The executive committee shall consist of the president, president-elect, 2nd vice president, 3rd vice president, and secretary and treasurer and the immediate past president of the association, and the four directors at large.

Section 2. Powers and duties of Executive Committee. The executive committee shall have and exercise all of the powers and functions of the board of directors, subject to the general directions, approval, and control of the board. Copies of the minutes of any meeting of the executive committee shall be sent to all directors within fifteen (15) days following such

meeting.

Section 3. Quorum. A majority of the executive committee shall constitute a quorum.

Section 4. Informal Executive Committee Actions. During the time between K.A.C.A.A. Board meetings, the president and/or other officers may be faced with questions or decisions for which they need or want input from the Executive Committee, but for which they do not feel that a formal Executive Committee meeting is necessary. Said officer may then contact the members of the Executive Committee via telephone or email and seek input from them. Informal Executive Committee actions are appropriate when making relatively minor decisions on behalf of K.A.C.A.A. Actions taken as a result of these informal communications of the Executive Committee shall be reported at the next meeting of the K.A.C.A.A. directors.

Section 5. Other Committees. The board of directors may, in their discretion, appoint such other committees as may be necessary or direct the president to make such appointments.

## ARTICLE VIII

### Area Groups

Section 1. Designation of Areas. The membership of the association shall be divided into areas, which shall be consistent with the Areas of the Kentucky Cooperative Extension Service.

Section 2. Purposes of Areas. Establishment of Areas K.A.C.A.A. membership groups, consistent with the areas of the Kentucky Cooperative Extension Service, is done to facilitate and promote professional improvement among the members in each such area.

These area groups shall provide opportunities for the members in each such area to arrange meetings and programs needed to discuss problems and opportunities relative to their own local situations and needs; and to discuss other matters to be brought before the annual meeting of the association for consideration.

Section 3. Area Organization. Area K.A.C.A.A. member groups may operate on an informal basis without officers or bylaws, etc.; or they may be formally organized with bylaws and/or elected officers, which may include a chairman, a vice-chairman, and a secretary-treasurer.

Every area group of K.A.C.A.A. members, whether formal or informal in its organization, shall elect a director to the K.A.C.A.A. Board of Directors. The area group shall meet in the spring of each odd- or even-numbered year, as prescribed by K.A.C.A.A.'s bylaws (Article IV, Section 2, Subsection A), and elect a director to the K.A.C.A.A. Board. The active director should inform the president who the new director shall be after that year's K.A.C.A.A. Annual Meeting.

## **ARTICLE IX**

### Affiliation with the National Association of County Agriculture Agents

Section 1. Membership and Dues. This association shall be affiliated with the National Association of the County Agricultural Agents, and members shall pay the required dues each year. Membership dues of regular members of this association shall be established by vote of the membership at a KACAA annual meeting. If the membership does not act to adjust membership dues at an annual meeting, the dues for the next year will remain the same as the current year. KACAA annual membership dues will be recommended by the Board of Directors and approved by the membership, and will include the dues contribution required for membership in the national association.

Section 2. Official Delegates to the National Convention. Delegates who are to represent this association at the National Convention shall be the president, the president elect, the 2<sup>nd</sup> vice president, and the 3<sup>rd</sup> vice president. In the event one or more of the aforementioned cannot attend, the treasurer and secretary, in that order, will be asked to represent us at the N.A.C.A.A. annual meeting. In the event more than two of the above listed officers cannot attend, the president shall appoint the additional needed voting delegates.

## **ARTICLE X**

### Amendments

The by-laws of the K.A.C.A.A. may be amended, revised or repealed at any K.A.C.A.A. annual meeting by an affirmative vote of a simple majority of members present and voting provided that proper and sufficient notice of proposed changes, revisions or repeals has been mailed or e-mailed by the secretary to the membership not less than 30 days prior to the opening date of said annual meeting. Amendments must originate at a previous annual meeting or with the Board of Directors. Any changes made in the by-laws will become effective immediately.

#### Changes

*July 26, 2001*

*July 28, 2004*

*July 7, 2005*

*July 21, 2006*

*July 11, 2007*

*July 2, 2008*

*July 29, 2009*

*July 15, 2011*

*June 30, 2012*

*June 28, 2018*