

# **Kentucky Women in Agriculture Bylaws**

## Article I Name

This organization shall be known as Kentucky Women in Agriculture, Inc.

## Article II Purpose and Objectives

### Section 1. Nonprofit Purposes

This organization is dedicated to:

1. Promoting Kentucky women in agriculture;
2. Promoting agriculture in Kentucky;
3. Creating a cooperative feeling among women in agriculture and striving for good fellowship and integrity of the membership as a whole;
4. Protecting the best interest of our members; and
5. Communicating with one another and with other consumers to promote agricultural products and services for the benefit of Kentuckians and the world.

### Section 2. Objectives

1. To provide and promote educational opportunities that advances the interests and welfare of our members regarding important issues surrounding agriculture;
2. To educate our members on policy, legislative processes and issues that are of concern to agriculture;
3. To serve as a liaison between our members and entities interested in the sustainability of agriculture; and
4. To prepare our members for leadership roles in agriculture at the county, state and national levels.

## Article III Offices

### Section A. Principal Office

The principal office of the corporation is located in Fayette County, State of Kentucky.

The designation of the county of the corporation's principal office may be changed by amendment of these Bylaws.

### Section B. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## Article IV Membership and Dues

### Section A. Membership

Any person may become a member of this organization upon acceptance of the purpose and objectives of KWIA. KWIA does not discriminate by sex, race, color, age, disability, religion or national origin.

### Section B. Types of Membership

1. Individual Member. An individual in the agricultural field or with an interest in agriculture may become an Individual Member. Individual Members are entitled to full voting privileges and may compete for an elected or appointed position in KWIA.
2. Student Member. An individual enrolled full-time in a secondary or post-secondary degree program or high school may become a Student Member entitled to all rights and privileges of Individual Membership.
3. Institutional/Corporate Membership. This membership is open to educational institutions, non-profit, or government agencies whose objectives are consistent with KWIA. For-profit organizations or businesses wishing to support KWIA are also eligible for this membership. The groups taking this type of membership must designate one individual who will transact business on behalf of the membership. This member representative is entitled to all rights and privileges of the Individual Membership. Each Institutional/Corporate Membership will receive a complimentary booth at the annual conference.
4. Life Member. Any individual may become a Life Member. Life Members are entitled to all rights and privileges of Individual Membership. Life Membership is bestowed on individuals serving in the capacity of President, without fee, upon completion of their term in office. A Lifetime Membership may be purchased by an Individual Member or an Institutional/Corporate Member for ten (10) times the yearly rate. Student Members are not eligible for Lifetime Membership at the Student Rate.

### Section C. Dues

1. Annual dues shall be determined each fall by the Board of Directors for the upcoming year. Full-time student memberships will be available at a reduced rate.
2. Dues are payable to the organization's Treasurer January 1 of each calendar year and will expire December 31 of that same calendar year.
3. All dues and donations are non-refundable.
4. Any member whose dues have expired and remains so for a period of three (3) months after the annual due date, shall cease to be a member and shall forfeit all claims they may have as a member.
5. If a check is returned for insufficient funds on any payment for membership the individual or group will be responsible for any charges associated with the returned check.

Section D. Expulsion

1. Any member who deliberately violates the provisions of the Constitution or Bylaws or who willfully attempts to injure the standing of this organization in any manner will be expelled by the Board of Directors.
2. To expel any member will require a majority vote of the Board of Directors. Such member must be notified of the charges against them at least thirty (30) days before any action is to be taken. At that time the member in question will be provided a forum for their defense.

Article V Board of Directors

Section A. Authority

The Board of Directors is authorized to conduct the business of the organization. Only dues paying members are eligible to serve on the Board.

Section B. Board Composition

The Board of Directors of this organization shall consist of the following:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer;
5. Reporter; and
6. Fourteen (14) District Delegates



District Delegates will represent the state of Kentucky beginning with District 1 in the West to District 14 in the East.

Other officers may be added by a majority vote of the membership.

The immediate Past President shall serve as an ex-officio advisor.

### Section C. Terms

All officers and delegates shall be elected for a period of two (2) years in which their term of office will begin on the first day of January following the election.

No member shall serve more than two (2) elected consecutive terms in any one position.

In order to be elected President, a candidate must have prior Board experience.

### Section D. Elections

The first elections for all Board of Directors positions shall be held at the first annual meeting of members following incorporation.

From that point forward, the following rotations shall be implemented:

1. The President, Secretary, Reporter and Delegates for Districts 2, 4, 6, 8, 10, 12, and 14 shall be elected in even-numbered years; and
2. The Vice-President, Treasurer and Delegates for Districts 1, 3, 5, 7, 9, 11, and 13 shall be elected in odd-numbered years.

### Section E. Removal of Board Member

Any member of the Board of Directors who is absent from two (2) consecutive meetings without a justified excuse may be removed from their position by the Board of Directors.

### Section F. Appointment for Unexpired Term

Any Board position vacated for any reason during the term will be filled by appointment of the Board of Directors of the organization for the length of the unexpired term.

### Section G. Ex-Officio Members

Representatives from entities approved by the Board of Directors (including but not limited to, the Kentucky Department of Agriculture, University of Kentucky, Kentucky State University, and USDA State Agencies) shall serve as non-voting ex-officio members of the Board of Directors and shall act in an advisory capacity to the Association.

## Article VI Officers and District Delegates

### Section A. Duties of the President

The President shall:

1. Preside at all general membership and Board meetings and perform the duties of the Chief Executive Officer;
2. Insure that the Constitution and Bylaws are executed by everyone concerned and that all officers of the organization properly discharge their duties;
3. Call special meetings at the request of the Board of Directors;
4. Serve as a co-signer for all accounts;
5. Appoint committees as needed;
6. Serve as the designated representative of the organization;
7. Chair the Executive Committee; and
8. Serve as an ex-officio member of all committees

#### Section B. Duties of the Vice-President

The Vice-President shall:

1. Act as the presiding officer should the President be absent or unable to act; (In the case of disability of both the President and the Vice-President, the Reporter shall preside) and
2. Serve as the Membership Chair and/or Board Development Chair.

#### Section C. Duties of the Secretary

The Secretary shall:

1. Conduct the correspondence of the organization and keeping account of the same;
2. Keep minutes of all meetings and distribute prior to the next meeting;
3. Maintain the books and papers relating to the office of Secretary; and
4. Issue all notices of meetings.

#### Section D. Duties of the Treasurer

The Treasurer shall:

1. Work with the Board of Directors to prepare and approve an annual budget;
2. Maintain all financial records;
3. Work with the President to ensure that all outstanding liabilities are paid in a timely manner;
4. Serve as a co-signer for all accounts;
5. Collect all monies due the organization and keeping a correct account of the same;
6. Prepare and present a Treasurer's report at each Board meeting;
7. Prepare and present an annual financial report at each annual member meeting;
8. Prepare and submit financial records for scheduled audits; and
9. File all financial reports and tax statements as required by law.
10. Serve as chair of the Finance Committee.

#### Section E. Duties of the Reporter

The Reporter shall:

1. Serve as editor for the KWIA quarterly newsletter;
2. Coordinate printing and mailing of quarterly newsletters;
3. Work with the website manager to update and maintain the organization's website;
4. Prepare and distribute press releases as requested by the Board of Directors; and
5. Preside over meetings in the absence of the President and Vice-President.
6. Serve as chair of the Public Relations Committee.

#### Section F. Duties of the Immediate Past President

The immediate past President shall serve as an ex-officio advisor to the Board of Directors.

### Section G. Duties of District Delegates

The District Delegates shall:

1. Represent the members from their respective districts;
2. Serve as point of contact for recruitment of new members within their given district; and
3. Serve as a member of at least one (1) KWIA committee.
4. Perform other duties outlined in the organizations Policies and Procedures.

The Board of Directors shall be responsible for updating the Policies and Procedures.

## Article VII Committees

### Section A. Executive Committee

1. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and Reporter; and
2. This committee shall be empowered to conduct the business of the organization between regularly scheduled Board meetings as defined in KRS 273.221, with the exception of:
  - a. Amending, altering or repealing the Bylaws;
  - b. Electing, appointing or removing any officer or Director;
  - c. Amending or restating the Articles of Incorporation;
  - d. Authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;
  - e. Adopting a plan for the distribution of the assets of the corporation; or
  - f. Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by this committee.

### Section B. Standing Committees

1. The Standing Committees of this organization shall be:
  - a. Membership;
  - b. Public Relations;
  - c. Fund Development;
  - d. Board Development;
  - e. Finance; and
  - f. Educational Programs; and
2. Committee members shall be appointed by the President and reviewed annually.

### Section C. Ad Hoc Committees

Ad Hoc Committees will be appointed by the President on an as needed basis.

## Article VIII Meetings

### Section A. Board Meetings

1. Board meetings shall be held quarterly. The time and location of the meetings will be determined by the majority of the Board;
2. Special meetings may be called as needed by the President, and all Board members will be notified at least two (2) weeks in advance; and
3. A simple majority shall constitute a quorum for Board meetings.

### Section B. Annual Meetings

1. The general membership shall meet annually in the fall for the purposes of electing officers and transacting other business as may come before the meeting. The time and location will be determined by the Board of Directors and communicated through the organizational newsletter; and
2. A minimum of twenty percent (20%) of current membership shall constitute a quorum to conduct business at any regular or special membership meeting.

## Article IX Interpretation

In all cases of dispute arising out of the interpretation and meaning of the Articles of Incorporation and Bylaws, and on any other matters not covered under the same, a majority vote of the Board of Directors will decide the issue which will be final.

## Article X Prohibitions

No officer or member of the Organization shall under claim of authority from the Organization, attempt to use its name or credit or make any statement, written or oral, for publication or otherwise, for any personal gain, or for any other reason of a fraudulent nature. Persons found guilty of such acts as described above will be dealt with according to the decision of the Board of Directors. Their decision could result in a reprimand, suspension or expulsion from membership of the organization, or prosecution according to law depending upon the extent of guilt.

## Article XI 501(c)(3) Tax Exemption Provisions

### Section A. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

#### Section B. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

#### Section C. Dissolution

Upon dissolution of the corporation the Board of Directors shall, after making provisions for the payment of all of the liabilities of the corporation dispose of all assets of the corporation, exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

### Article XII Parliamentary Authority

The rules contained in the latest edition of Roberts Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Kentucky Women in Agriculture Bylaws.

### Article XIII Amendments

Any proposal to amend the Articles of Incorporation or Bylaws shall be submitted in writing to the Board of Directors of the organization at least thirty (30) days prior to the next member meeting. Pending approval of the Board of Directors, the amendment(s) will be distributed to the membership at least thirty (30) days prior to the next meeting. A two-thirds (2/3) vote of those present shall be required to accept an amendment.

### Article XIV Miscellaneous

#### *Section A. Death of a Member*

*In the event of the death of a KWIA member, the Board shall donate twenty-five dollars (\$25) to the Kentucky Agricultural Heritage Center in memory of the member. A sympathy card will be sent from the Board to the deceased member's family.*

#### *Section B. Mileage Reimbursement Policy for Board Members*

*Adopted July 25, 2003. First Amendment November 5, 2004. Second Amendment November 3, 2005. Third Amendment October 29, 2010. Fourth Amendment November 2015.*