BY-LAWS

The Kentucky Association of State Extension Professionals, Inc.

Article 1

Name, Purposes and Location

Section I - Name
The name of this association shall be "The Kentucky Association of State Extension Professionals, Inc."

Section II - Purpose
The purpose of this association shall be to form a nonprofit association to:

1. Encourage, foster and promote professional improvement of its members.
2. Represent the mutual interest of its members in the development of effective programs and administrative policies designed to meet the changing needs of agriculture and home economics within the state of Kentucky.
3. Encourage and develop a better understanding between the agricultural sector of the state and the nonagricultural sectors.
4. The association shall not be used for political purposes.

Section III - Location
The principal office of this association shall be located in Lexington, Fayette County, Commonwealth of Kentucky.

Article II

Membership

Section I - Identification of Members
The membership of this association shall be limited to those persons who are regularly employed as Extension specialists and Extension associates or those professionals in positions with Extension appointments or assignments at the University of Kentucky or Kentucky State University. Membership will be open to all without regard to race, color, age, sex, religion, disability, or national origin.

Section II - Admission to Membership
Membership shall be maintained on a July 1 to June 30 basis along with the payment of the annual membership fees. Membership in this association shall be
automatically terminated on June 30 of each calendar year in the absence of payment of membership dues.

**Section III – Membership Fees**

There shall be an annual membership fee of $15.00 for each bona fide member.

**Section IV – Voting Rights and Privileges**

All members in good standing in this association:
1. Shall have a right to vote in all matters concerning the association.
2. May exercise all rights and privileges of membership.
3. One member – one vote.
4. No proxy voting shall be permitted.

**Section V – Withdrawals from Membership**

Membership may be terminated at any time voluntarily by any member upon written notice to the Secretary. Membership shall automatically be discontinued in the absence of the payment of the annual membership fee.

**Section VI – Expulsion**

Any member who willfully violates or abuses the rights and privileges of this association may be expelled from the membership by the Board of Directors, but only after the member has had a right to defend his action before the Board of Directors.

**Section VII – Membership Liability**

The property rights of the members of this association shall be exempt from any and all liability and debts of the association and no individual member shall be held responsible for any debts, liabilities or obligations of this association.

**Article III**

**Association Meetings**

**Section I – Annual Meetings**

The annual meetings of the members of this association shall be held on any date (during the month of January or February) each year at the principal place of business of the association or at such other place within the state of Kentucky as may be determined by the Board of Directors.
Section II – Notice of Meetings

Written or printed notice of every regular meeting shall be prepared and distributed by the Secretary to the official office of each member of the association at least five (5) days prior to such meeting.

Section III - Quorum

A quorum shall consist of those members present and voting.

Section IV - Voting Rights

Each member of this association shall be entitled to one (1) vote at any meeting of the membership. All questions, including the election of officers, and at which a quorum is present, shall be decided by a simple majority vote of the members present and voting unless a different majority is required in these By-Laws for a particular issue.

Section V - Order of Business at Any Regular or Other Meeting of the Members

1. Call to order
2. Reading of notice of meetings, together with proof of date thereof
3. Ascertainment of quorum
4. Reading and approval of minutes from previous meetings
5. Reports of officers and committees
6. Election of officers and directors if necessary
7. Unfinished business
8. New business
9. Adjournment

Article IV

Special Meetings

Section I - Power to Call Meetings

Special meetings may be called by:
1. The President shall have the power to call special meetings.
2. A majority of the Board of Directors petitioning may call a special meeting.
3. Not less than one-fifth (1/5) of the membership of the association signing a petition for a special meeting.

Section II - Notice of Special Meetings

All special meetings shall be held at the principal place of business of the association or at some other duly designated place within the state of Kentucky as
may be determined by the Board of Directors, the time and place of such meetings shall be indicated in the notice of special meetings. Notices of special meetings shall be mailed to the official office of each member of this association at least five (5) days prior to the special meeting. Any and all matters may come before the membership in any special meeting.

Section III - Quorum at Special Meetings

A quorum shall consist of those members present and voting.

Section IV - Order of Business at Special Meetings

The order of business shall follow that as set forth in the order of business for regular meetings.

Article V

Board of Directors

Section I

The business affairs of this association shall be managed by a Board of Directors.

Section II

The Board of Directors of this association shall consist of not less than eight (8) members. The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, and eight (8) non-officer members. The term of office for each non-officer director shall be for two (2) years. The term of office shall begin the first day of July following the election. Non-officer directors shall be elected by the direct vote of the membership. Approximately one-half (½) of these will be elected in alternate years.

Section III

A majority of the entire Board of Directors of the association shall constitute a quorum at any meeting of the Board.

Article VI

Officers

Section I

The officers of this association shall be a President, a Vice-President, a Secretary and a Treasurer. These officers shall automatically be members of the Board of Directors and they shall be elected by the direct vote of the membership. The term of office shall be two (2) years for the Secretary and Treasurer and one (1) year for the President and Vice-President with the Vice-President automatically becoming President at the end of his/her term. The term of office shall begin the first day of July following the election. The officers of this association shall (1) manage the affairs of this association in such a way as to achieve the objectives and purposes for which it was formed, and (2) render full and complete reports annually or at the
request of the membership. Members who are employed in administrative positions are not eligible to hold elected office in this association.

Section II - Duties of Officers

The President shall preside at all meetings, render reports to the membership, sign all necessary documents, and perform all other duties usually performed by the President.

The Vice-President shall act in the absence of the President and carry out all other duties as may be assigned to him and usually performed by the Vice President.

The Secretary shall issue all notices of meetings, keep all records and minutes of all meetings, and perform all other duties usually required by the Office of Secretary as directed by the President.

The Treasurer shall keep all financial records and perform all other duties usually required by the Office of Treasurer as directed by the President.

Section III - Compensation

There shall be no compensation paid to any officer of this association or to any director of this association unless specifically allowed by membership approval.

Section IV

No officer shall be elected to the same office for more than two (2) consecutive terms.

Section V

Board of Directors shall have the responsibility of filling any unexpired terms of officers or board members until the next regular election, excluding the office of President.

Article VII

Committees

It shall be the duty of the President of this association to appoint various committees composed of members of this association for the purpose of carrying out the objectives of this association. Such committees shall convene at the discretion of the President and shall terminate at the discretion of the President.

Article VIII

Miscellaneous Items

Section I - Fiscal Year

The fiscal year of this association shall begin on the first day of July of each year and end on the last day of June of the following year.
Section II - Dissolution

The association, at any regular annual meeting or at any special meeting called for the purpose, due notice of time, place and object of such meeting having been given as prescribed in these By-Laws, by vote of the majority of the entire membership, may discontinue its operation and settle its affairs.

Upon dissolution of, and winding up of, the affairs of the association, any net assets of the association after payment of all debts shall become the property of the University of Kentucky Cooperative Extension Service.

Section III - Depository

All funds of this association shall be deposited from time to time to the credit of the association in any bank or banks as designated by the Board of Directors.

Section IV - Contributions

This association may receive, at the discretion of the Board of Directors, gifts and other contributions in the support of its work or its activities.

Section V - Audits

The books and accounts of this association shall be audited annually and the reports made directly to the membership. The annual audits shall be made by a committee of the membership who will verify the books and bank accounts kept by the Treasurer.

Article IX
Amendments

Section I - Articles of Incorporation

The Articles of Incorporation of this association may be amended or altered in whole or in part of the written consent of a majority of its members or by a vote of that majority of those members who are present and voting at a duly called meeting upon notice of such purpose.

Section II - By-Laws

The By-Laws may be amended, repealed or altered in whole or in part at any regular meeting or special meeting of the Board of Directors present in quorum provided that the purpose of amending such By-Laws and a brief statement of the purpose to amend shall be included in the notice of such meeting. Also, the members of the association at any regular or any special meeting after including a brief statement of the purpose to change the By-Laws in such notice of any such meeting may do so by the affirmative vote of the majority of the members present and voting.