

BYLAWS
OF
KENTUCKY AGRICULTURAL COUNCIL

ARTICLE 1

TITLE, LOCATION, AND PURPOSE

Section 1 – Title

The organization shall be known as the Kentucky Agricultural Council.

Section 2 – Location

The location of the office and the depository of the records of the Council shall be designated by the Board of Directors annually.

Section 3 – Purpose

Exclusively for education and promotion, the purpose of the Kentucky Agricultural Council is:

1. To plan programs and disseminate information that will create an understanding and appreciation of Kentucky agriculture.
2. To enable member agencies and/or organizations to better understand available programs so that Kentucky agriculture may progress more rapidly.
3. To serve as a liaison between private and public agricultural organizations, the Commissioner of Agriculture, the Governor, and the legislature in order to develop and effectively utilize our agricultural resources to the fullest extent.
4. To receive and dispense funds for the purpose of promoting Kentucky agriculture.

ARTICLE II

MEMBERSHIP

Section 1 – Membership & Voting Rights

~~Any incorporated non-profit organization, association, state or federal agency, or institution of higher education, that is interested in the advancement and development of Kentucky agriculture shall be eligible for membership upon approval of the full Kentucky Agricultural Council.~~

A. Regular Members

Any incorporated non-profit organization or association, state or federal agency, farmer-owned cooperative, or institution of higher education, that is interested in the advancement and development of Kentucky agriculture shall be eligible for membership upon approval of the Board of Directors. Each qualifying regular member organization shall designate a single representative, duly qualified, to provide one (1) vote at all meetings of the membership. Any such appointments may be terminated and another representative and/or alternate substituted at the desire of the member's organization. It is understood that no member shall be bound by a majority vote of the member organizations.

B. Associate Members

Associate, non-voting memberships are available to any individual that is directly associated or affiliated with Kentucky agriculture and desires to support the activities of the Kentucky Agriculture Council. Applications for Associate membership may be submitted and are subject to approval by the Board of Directors.

C. Sustaining Members

Sustaining, non-voting memberships are available for for-profit state, regional, and national companies and organizations that have a direct interest in the success of the Kentucky Agriculture Council and contribute annually to support its activities. Applications for Sustaining Members may be submitted and are subject to approval by the Board of Directors.

~~Section 2 – Representation of Members –~~ Moved to Section 1 A. Regular Members

~~Each qualifying member organization shall designate a representative, duly qualified, to represent and vote for it at all meetings of the membership. Each member organization may also appoint another person as an alternate representative. Any such appointments may be terminated and another representative and/or alternate substituted at the desire of the members organization.~~

~~Section 3 – Right to Vote –~~ **Moved to Section 1 A. Regular Members**

~~Each member shall have one (1) vote. It is understood that no member shall be bound by a majority vote of the member organizations.~~

Section 24 – Annual Meetings

An annual meeting of the membership shall be held for the purpose of **the** Board of Directors election and consideration of changes to the Bylaws. The annual meeting shall be held during the **fourth first** quarter of each calendar year, with the exact time and place to be designated by the Board of Directors. ~~Notice of the meeting shall be mailed to the membership at least ten (10) days in advance.~~ **Regular members will be notified of annual meetings at least ten (10) days in advance.**

Section 35 – Quarterly and Special Meetings

Quarterly and special meetings of the Council membership may be called by the Chairman or by a majority of the members of the Board of Directors. ~~Notice of the meetings shall be mailed at least ten (10) days in advance.~~ **Regular members will be notified of special meetings at least ten (10) days in advance.**

Section 46 – Quorum

The number present at all meetings shall constitute a quorum.

Section 57 – Dues

~~Should it become necessary,~~ The establishment of dues and the amount thereof **may will** be determined by a vote of the membership. ~~However,~~ Payment of dues, **however, for regular membership** shall be voluntary, and there shall be no liability. Therefore, ~~and~~ payment of dues shall not be made a ~~requisite~~ **requirement** for **regular** membership. **Payment of annual dues will be applied to the calendar year in which they are received.**

Section 68 – Changes to the Bylaws

Proposed changes to the Council’s Bylaws must be submitted to the Board of Directors for review. Recommendations for changes will be presented to the membership for a vote at the annual meeting, as set forth in Section 24 of this Article. Changes to the Bylaws must be approved by a two-thirds majority.

ARTICLE III

BOARD OF DIRECTORS

Section 1 – Members

1. The Board of Directors shall be comprised of eleven (11) voting members. ~~Seven (7)~~ **Eight (8)** of these members shall be elected from among the full membership of the Kentucky Agricultural Council. In addition, a representative of each of the following ~~four (4)~~ **three (3)** organizations shall serve as an *ex officio* member of the Board of Directors: The Commissioner of the Kentucky Department of Agriculture or his/her designee; ~~a designee from the Kentucky Agricultural Development Board~~; a designee from the Kentucky Farm Bureau Federation; and a designee from the Kentucky Cooperative Extension Service.
2. The Officers of the Board of Directors shall be the Chairperson, the Chairperson Elect, the Immediate Past Chairperson, and the Treasurer. Officers shall be elected annually by the members of the Board of Directors from among the members of the Board of Directors and shall serve one (1) year terms. ~~A Secretary~~ **An Executive Secretary** shall be appointed at the discretion of the ~~Chairperson~~ **Board** and will serve as a non-voting member of the ~~Committee~~ **Board of Directors**.

Section 2 – Duties of the Officers

1. Chairperson – The Chairperson shall be the chief elected officer of the Council and will preside over both the Board of Directors and membership meetings. The Chairperson shall have general and active management of the business of the Council, insuring that all orders and resolutions of the Board of Directors and membership are carried out.

2. Chairperson Elect – The Chairperson Elect, in the absence of the Chairperson, shall perform the duties of the Chairperson. The Chairperson Elect shall serve as an ex-officio member of all committees.
3. Treasurer – The Treasurer shall perform such duties pertaining to the finances of the Council as described in the Bylaws. The Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer including, without limitations, the duty and power to keep and be responsible for all funds and securities of the Council, to deposit funds of the Council in depositories approved by the Board of Directors, to disburse such funds under guidelines established by the Council and shall render required statements of all transactions and the financial condition of the Council. ~~The Treasurer shall be bonded, and the Council shall pay the necessary insurance premium.~~
4. Executive Secretary – The Executive Secretary, if so appointed, will provide assistance to the Officers in their duties, communicate with members, keep meeting minutes and attendance records, manage the membership and voting-rights roster, ensure annual taxes and organizational reporting and are filed in a timely manner, and other duties as assigned by the Chairman.

Section 3 – Term of Office

Each member of the Board of Directors shall take office in the first quarter of the calendar year following the election and shall hold office for one (1) year or until a successor is elected. Any vacancy on the Board of Directors may be filled by the majority vote of the Board of Directors for the remainder of the unexpired term.

Section 4 – Powers and Duties

The Board of Directors shall have the power and duty to formulate and carry out any program or business necessary to accomplish the purpose of the Council as set forth in these Bylaws. They shall have authority to handle the affairs of the Council.

Section 5 – Meetings

The Board of Directors may meet quarterly at any time and place designated by the Chairperson. A meeting may also be called by the majority of the Board of Directors. A majority of the voting members present shall constitute a quorum.

Section 6 – Compensation

Members of the Board of Directors shall receive no compensation for their services to the Council.

ARTICLE IV

FINANCES

Section 1 – Liabilities

No debt shall be contracted or liabilities incurred by or on behalf of the Council in excess of cash on hand.

Section 2 – Deposits

All funds of the Council not otherwise committed shall be deposited to the Council's credit in such banks or other depositories as shall be determined by resolution of the Board of Directors. Such resolution may specify the officers or agents of the Council who shall have the power, and the manner in which such power shall be exercised, to endorse, assign, or to make such deposits.

Section 3 – Expenditures

- ~~1. A voucher system, established by the Treasurer, shall be used to obtain payment requests and authorizations. Such vouchers shall contain purpose of the expenditure and the signature of the project chairperson or other parties requesting funds.~~
2. The Treasurer or the Executive Secretary shall have signature authority for all checks, ~~however, dual signatures~~ and two approvals shall be required on all checks over ~~\$5,500~~

(five thousand five hundred) \$5,000 (five thousand) ~~in amount~~ from either the Chair, Treasurer, or Executive Secretary. ~~The second signature authority for such checks shall be approved by resolution of the Board of Directors.~~

3. The Treasurer shall provide financial reports at annual and special meetings of the membership and at the Board of Directors meetings.
4. The records of the Treasurer will be audited and presented at the annual meeting at which new officers will be installed. The audit will be conducted by a committee appointed by the Chairperson.

Previously approved on February 13, 2009.

~~Amended bylaws approved by the Kentucky Agricultural Council on this the _____ day of _____, 2018.~~

Amended bylaws approved by the Kentucky Agricultural Council on this the _____ day of _____, 2022.

DREW GRAHAM
Chair