

Central Kentucky Agritourism Association, Inc.

By-laws

Article I – Purpose

The purpose of the Association shall be the following:

1. To promote and market Central Kentucky's Agritourism Operations
2. To establish a close, working relationship with the Kentucky Office of Agritourism
3. To help educate Agritourism Operators in an effort to create World-Class Agritourism efforts within the Region
4. To encourage the highest of standards involving Hospitality and Business Operations
5. To help facilitate economic growth derived from increased Tourism and expanded farming operations in the region

Article II – Principal Office

The Association may have such other offices, either within or without the Commonwealth of Kentucky, as the business of corporation may require from time to time. Correspondence will be mailed to the Washington County Extension Office located at 211 Progress Avenue, Springfield, KY 40069.

Article III – Membership

1. The incorporation stated in the Certificate of Incorporation shall be the initial member of the Association. The incorporators' initial membership shall expire one year from the incorporation date.
2. Annual membership shall be automatically extended to any person, institution, organization, agency, or business interested in home or farm-based business (irrespective of race, color, national origin, religion, sex, age, sexual orientation, or disability) that pay dues to the Association in the appropriate category and amount.
3. No membership or interest in the Association shall be assignable or transferable to any member. No membership or interest shall pass to any legal representative of any deceased member.

Classification of Membership

Classification of membership shall include voting member (Active) and non-voting member (Associate) members as follows:

1. Active Member: Only persons with active membership currently operating or aspiring to operate an Agritourism or direct marketing operation and paying such active member dues shall have voting rights
2. Associate Member: Individuals, organizations, and/or firms whose activities or programs are pertinent to the affairs of the Association, including but not limited to: Small Business Administrations, Chambers of Commerce, Tourism Commissions, Individuals interested in Agritourism, etc.
3. Sponsor: Companies, Other Associations, Organizations, etc. interested in providing additional financial support

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The Treasurer will keep a record of membership and membership will be for a period of one year or the remainder of the calendar year in which the dues were paid. The membership year will be based on the calendar year, January-December.

Article IV – Dues

An annual membership fee of \$35 will be collected from each Active Member and an annual membership fee of \$25 will be collected from each Associate Member on a calendar year basis. Pro-rated dues on a quarterly basis for those joining mid year. Maximum of two members per business. Two-hundred fifty dollars for lifetime membership.

Article V – Meeting of Members

The minutes of all meetings shall be reported to the membership at the next regular meeting of the Association. No action or vote at a meeting of the Association shall be valid unless a quorum of 25% of the registered membership is present or represented by proxy. Meetings shall be Annual, Regular and Special.

1. Annual meetings of the membership shall be held. It shall include the installation of elected officers, reports of the affairs of the Association and any other business which may be properly brought before the meeting.
2. Regular meetings shall be held to conduct the affairs of the Association. The officers of the Association shall meet once each quarter, with the date and location to be determined by the officers.
3. Special meetings of the members for any purpose may be called by the president by a vote of the majority of the officers, or by a one-third vote of the members. Notice of such a meeting shall be given in such a manner that all members shall receive notice no less than 14 days prior to the meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice.
4. Business may also be transacted by e-mail, fax or mail, just so entire membership is notified.

Article VI – Voting

1. Requires a quorum of 25% of the registered membership to be present or represented by proxy
2. Votes may also be taken by e-mail, fax or mail.

Article VII – Executive Board

Officers, County Representatives and/or Regional Directors make up the Executive Board. They must be Active Members of the Association and will be elected at the annual meeting. The Executive Board shall manage business and affairs of the corporation. The Executive Board shall consist of Officers, County Representatives and/or Regional Directors, Committee Chairpersons, and the immediate past president. The past president will continue to serve as an Executive Board Member for a period of one year following their fulfilled term in office.

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The President shall have the following duties:

1. Preside at all meetings of the membership and at all meetings of the officers,
2. Signs or co-signs as necessary all such bills, checks and contracts,
3. Report to the members at regular meetings on items of interest or concern,
4. Submit a report of operation of the Association to the membership at the annual meeting,
5. Appoints necessary committees,
6. Such other duties as a majority of the officers shall deem necessary.

The Vice President shall have the following duties:

1. Assist the president in the management of the business of the Association,
2. In absence of the president, preside at meetings,
3. Serves as Ex-officio Officer at all committee meetings,
4. Such other duties as majority of the officers shall deem necessary.

The Treasurer shall have the following duties:

1. Keep and maintain adequate and correct accounts of the properties and business transactions of the Association,
2. Deposit all money and other valuables in the name and to the credit of the Association,
3. Sign or co-sign, as necessary, all such bills, checks, contracts associated with Association business,
4. Maintain an updated membership listing
5. Such other duties as majority of the officers shall deem necessary.

The Secretary shall have the following duties:

1. Record accurate Meeting Minutes of all Executive Board Meetings
2. Distribute the Meeting Minutes to the Executive Board with a one-month timeframe following the said meeting
3. Track and Report on all Key Actions/Deliverables arising from Executive Board Meetings to ensure project completion
4. Handle the necessary correspondence of the Association
5. Serve as Editor of the Association Newsletter – the frequency of which will be determined by the Executive Board's need to broadcast news and information to the Association

County Representatives and/or Regional Directors

1. Serve as a liaison between the Association and their county or in the case of Regional Directors, counties
2. Recruit Agritourism Operations in their county (region) for membership and participation,
3. Lead county and/or regional specific activities,
4. All counties in Central Kentucky may be accepted as members of the Association and shall be entitled to one county and/or regional director who serves on the Executive Board.

Terms of Office: Each Executive Officer and County Representative and Regional Director shall be elected for a two-year term. No Officer or County Representative or Regional Director may hold the office for more than two consecutive terms. An

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alternating schedule of rotation of officers is the preferred manner of elected terms, in an effort to prevent a complete rotation of Association Leadership. Therefore, the Executive Officers shall be elected in the odd numbered calendar years and the County Representatives and Regional Directors shall be elected in the even numbered calendar years.

If a vacancy occurs, the President shall appoint an Active Member to complete the term until regular election.

Article VIII – Contracts, Loans, Checks, Deposits

The Executive Board may authorize any officer or officers to enter into any contract or execute and deliver any initiative in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board.

All checks, drafts, or other order for the payment of money shall be signed by the President and Treasurer.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board may select.

Article IX – Rules of Order

Roberts Rules of Order, latest edition, shall be recognized as the authority governing all meetings when not in conflict with the By-Laws of the Association.

Article X – Dissolution

Upon dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the Association exclusively for the purposes of the organization in such manner, or to such organizations organized and operated exclusively for charitable, educational, or agricultural purposes as shall at the time qualify as an exempt organization under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be the disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization/s, as said court shall determine, which are organized and operated exclusively for such purposes.