



Kentucky Association for Adult and Continuing Education

January 2012
Revision

BY-LAWS
Of the
KENTUCKY ASSOCIATION FOR ADULT AND CONTINUING EDUCATION

ARTICLE I

NAME

The name of this organization shall be the *Kentucky Association for Adult and Continuing Education (KAACE)*.

ARTICLE II

PURPOSES

1. The organization is organized and shall be operated exclusively for charitable, scientific, and educational purposes within Section 501 (h) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.
2. Mission. The mission of KAACE is: To promote, elevate, and advocate for adult education in Kentucky
3. The strategic goals of KAACE are to:
 - a. Promote the field of adult education to those who could support it and be improved by its services.
 - b. Elevate the field of adult education and its educators by supporting/providing professional learning opportunities, sharing resources and by promotion of its essential services.
 - c. Advocate for the advancement of the adult education system to federal, state, and local policy makers as appropriate.

ARTICLE III

MEMBERSHIP

Section I – Members

1. KAACE will offer individual, group, and student memberships to those who: are interested in the mission of the organization as stated in Article II. Active members, who have paid fees for the current year, are extended the privileges of the Association, including the right to vote and an annual membership in COABE (as a result of KAACE's affiliate membership with COABE).

2. Honorary membership may be extended by the KAACE Board to individuals who have supported the organization in a way that is considered by the Board to be above and beyond the “call of duty”. They shall be considered lifetime members including voting privileges and will not be assessed a membership fee.
3. Memberships are non-transferable.
4. Members shall declare a Special Interest Group when applying for membership, defined as: ABE/GED/ASE, corrections, workforce education, ESL, transition to postsecondary education or family literacy.

Section II – Membership fees

1. Membership fees necessary to support the vision, mission and goals of the organization will be recommended by a majority vote of the KAACE Board. An affirmative vote of a majority of the active members submitting a vote will be required for adoption of membership fees.

ARTICLE IV

THE KAACE BOARD

Section I – KAACE Board

1. The KAACE Board (hereafter referred to as the Board) shall be composed of the president, vice-president, secretary, treasurer, the immediate past president, the chairperson of each elected Special Interest Group, and an elected Regional Representative for each of the Kentucky Adult Education regions (see Article IV, Section II.3) as voting members. Each of the standing committee chairs, all past presidents and the Vice-President for Kentucky Adult Education, Council on Postsecondary Education (or designee) will serve as non-voting members.
2. The KAACE Executive Committee (hereafter referred to as the Executive Committee) shall be composed of the president, vice-president, secretary, treasurer, and the immediate past president.

Section II – Board Membership

1. The officers of the Association shall be president, vice-president, secretary, and treasurer (see Article V).
2. Special Interest Areas. Members will elect a representative to serve a two-year term as a voting member on the Board for the Special Interest they declared upon membership renewal. Association duties and responsibilities of Special Interest Groups shall be determined by the Board.

The Special Interest Groups are as follows:

- a. ABE/GED/ASE
 - b. Corrections
 - c. Workforce Education
 - d. ESL (English as a Second Language)
 - e. Transition to Postsecondary Education
 - f. Family Literacy
3. Regional Representatives. These representatives shall be elected by a body of their peers (from within the same region as determined by the KYAE regional divisions). In the event that KYAE regions are eliminated, Kentucky Workforce Investment Board (WIB) regions will be used. Association duties and responsibilities of Regional Representatives are as follows:
- a. Represent the needs and best interests of the teachers/students in their region.
 - b. Disseminate information regarding regional initiatives/events and special PD opportunities/resources to KAACE members in their region
 - c. Encourage KAACE membership
 - d. Arrange for regional events or report at regional events on news of interest
4. Standing Committee Chairs. These committee chairs will be appointed by the president of the Association from among the active members in good standing
- a. Membership
 - b. Research and Professional Growth
 - c. Communication
 - d. Scholarships and Awards

Section III - Meetings

1. The Board shall meet, at a minimum, quarterly.
2. The Board shall have a quorum, defined as a majority, present to transact business. Approval of any action items shall be by a majority vote of the Board members present.
3. Meetings of the Board will be open to the public.

Section IV - Absence

If a member of the Board is absent from two (2) consecutive meetings without notifying the President and without otherwise communicating with the President regarding their Board activities and responsibilities, or for reasons which the Board declares to be insufficient, the Board member's resignation shall be considered offered and accepted.

ARTICLE V

OFFICERS

Section I - Terms of Office

1. The officers of the Association (president, vice-president, secretary, and treasurer), shall be elected at large from among the active membership for a two (2) year term and shall take office on the following July 1st.
2. The vice-president shall become president upon the vacation of the office and shall serve the full unexpired term. The office of the president shall then be filled by the regular election process.
3. A mid-term vacancy in the office of vice-president, secretary, treasurer, special interest group chairperson or regional representative shall be filled by a affirmative vote of a majority of the Board. The appointee shall serve the unexpired term.
4. A mid-term change in the number of KYAE or WIB regions will require KAACE to re-organize its Regional Representatives accordingly at the next KAACE quarterly Board meeting. This will then allow for the displaced representative to serve out his/her term of office on one of the Standing Committees.

Section II - Duties of the Officers

1. President. The president shall be the chief executive officer of the Association, preside at all meetings of the Association, and be chairperson and preside at meetings of the Board. The president shall appoint the chairperson of all committees and shall be an ex-officio member of all committees of the Association. The president (or designee) shall represent KAACE at the annual COABE convention.
2. Vice-President. The vice-president shall perform the duties of the president in the absence of the president and have duties determined to advance the goals of the organization.
3. Secretary. The secretary shall keep the current records of the activities of the Association and its Board, shall issue all notices of meetings of the Association, and shall be responsible for current correspondence and minutes of the Association.
4. Treasurer. The treasurer shall oversee all financial activities under approval of the Board. The treasurer shall draft an annual budget for review and approval by the Board. The treasurer shall provide quarterly financial statements and updates. The treasurer shall present audit options for the Board's review and approval.

5. All officers, upon their completion of term of office, shall transfer records/correspondence to their successor.

Section III - Election of Officers and KAACE Board Members

1. The election of officers and Board members shall take place biennially.
2. The Nomination Chair, appointed by the Board President, shall:
 - a. Seek nominations from the Association members for each vacancy, either by mail or electronically, at least two weeks prior to the election.
 - b. Confirm agreement to run for office from each nominee.
 - c. Place all accepting nominee names on the ballot for election.
 - d. Construct two ballots – one for officers and regional representatives and another for Special Interest Areas. Each member will have the opportunity to vote once per office on each ballot they receive which will be aligned with their region and their Special Interest Areas.
 - e. Notify members the names of nominees at least one week prior to the election. Nominations from the floor will be accepted upon assurance that the person being nominated agrees to serve.
 - f. New officers and elected Board members shall be determined by an affirmative vote of a majority of the members submitting a vote.
3. The officer terms will begin on July 1st and continue for two years.

Section IV - Compensation

Board members shall not receive any compensation for their services as such, but the Board may authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association.

Board members will be reimbursed for mileage and expenses while conducting KAACE Board business. If a board member is using his/her private vehicle, the mileage rate will be the current state rate. If a Board member is using an agency vehicle, the rate of that agency will be paid provided a letter from the school is submitted with the reimbursement form.

The Association shall pay the travel and registration expenses of the president (or designee) to attend COABE.

ARTICLE VI

COMMITTEES

Section I

The committees of the Association shall be:

1. Standing Committees. (See Article IV, Section II)
2. Ad hoc committees. Ad hoc committees may be created by the president, Executive Committee or by resolution of the members of the Association. The authority creating ad hoc committees shall define their purpose, powers, duration, and duties.

Section II - Chairpersons

Appointment of chairpersons of committees shall be made by the president of the Association, from among the active members in good standing.

Section III - Term of Service

The members of all standing committees shall serve for a period of two (2) years. Committee chair vacancies shall be filled by appointment by the president of the Association.

Section IV - Membership

Each standing committee shall consist of at least four (4) members including its chairperson. Each ad hoc committee shall consist of at least three (3) members including its chairperson. Members of all committees shall be active members in good standing.

Section V - Meetings

Meetings of each committee shall be held upon call of its chairperson unless otherwise specified by the president of the Association or by the Board.

Section VI - Reports

Each committee shall submit written progress reports quarterly or as requested by the Board at least two (2) weeks in advance of each meeting of the Board.

ARTICLE VII

MEETINGS OF THE ASSOCIATION

Section I - Frequency

There shall be a meeting of the Association at least once every two years either as a group or electronically with the date and location determined by the Board. The purpose of the meeting shall be to approve the budget and vote on officers. Special meetings of the Association shall be held at the discretion of the Board.

Section II - Notice

Written notices shall be sent to all active members of the Association at least two weeks in advance of the meeting date.

Section III - Quorum

The active members present at the Association meetings shall constitute a quorum for the transaction of business.

ARTICLE VIII

FINANCES

Section I - Appropriations

All appropriations and expenditures of the Association shall be authorized by an annual budget which is approved by the Board. Any expenditure 10% over a budget line item shall be approved by the Executive Committee.

Section II – Financial Review

An audit or review shall be procured of the Association's financial records aligned with the fiscal year of the Association.

Section III – Fiscal Year

The fiscal year of the Association shall be from July 1st to June 30th.

Section IV – IRS Considerations

1. The Association shall distribute its income for each taxable year in such a manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code.
2. The Association shall not engage in self-dealing under the Internal Revenue Code.
3. The Association shall not retain excess business holdings under the Internal Revenue Code.
4. The Association shall not make any investments taxable under the Internal Revenue Code.

Section V - Dissolution

Upon dissolution of the Association, the officers shall pay or make provisions for the payment of all liabilities of the Association and dispose of the remaining assets of the Association to a national affiliate of KAACE.

ARTICLE IX

ADMENDMENTS TO THE BY-LAWS

By-law amendments may only be made once a fiscal year when proposed by the Board. Proposed amendments shall be made available to all active members of the Association at least two (2) weeks prior to the tally of the vote. These By-Laws may be amended by the affirmative vote of at least two-thirds of the active members submitting a vote.