

KCA Constitution and By-Laws

CONSTITUTION OF KENTUCKY COMMUNICATION ASSOCIATION, INCORPORATED

Article I: NAME

The name of the organization shall be the Kentucky Communication Association, Inc.

Article II: PURPOSES

Section 1. The purposes of the Association shall be the promotion of effective teaching, research and practice in the artistic, humanistic, and scientific principles of communication.

Section 2. The Association is a non-profit organization which exists for educational purposes only. No part of the Association's income may be used for the private benefit of any individual group.

Article III: MEMBERSHIP

Section 1. Membership in the "Association shall be open, upon application, to any person interested in promoting the purposes of the association.

Section 2. There shall be four classes of membership: student, regular, life, and emeritus.

Section 3. The membership year shall begin September 1 and end August 31 of the following year.

Section 4. Any member who retires from teaching and has been a member of the Association for fifteen years shall be granted Emeritus membership. These individuals shall be entitled to all privileges of the Association.

Article IV: DUES & FEES

The Executive Council (EC) shall be empowered to set all dues and fees of the association subject to approval of the membership.

Article V: EXECUTIVE COUNCIL

Section 1. The Executive Council of the Association shall consist of elected officers which include: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and the East and West at-large members of the Association. The duties of each officer shall be as follows:

- a. President:** It shall be the duty of the President to preside at all business meetings of the Association; to appoint and coordinate committees with the approval of the Executive Council; to chair the Awards nomination committee, purchase and personalize awards, distribute awards at the annual association conference, and to supervise the annual officer nomination and election process.
- b. First Vice-President:** It shall be the First Vice-President's duty to conduct the upcoming conference site visit six months prior to the conference date, to develop and disseminate the call for conference participation, to plan the program for the annual conference (which includes

contracting a keynote speaker) and to assist the President with the total work of the Association. The First VP shall advance to the office of President at the end of his or her term and serve for the following year in that capacity.

- c. **Second Vice-President:** It shall be the Second VP's duty to recruit new members for the association and chair the graduate student caucus. The Second VP shall ascend to the office of First VP at the end of his or her term and serve in that new capacity for the following year.
- d. **Secretary:** The secretary serves both recording and corresponding functions and shall record the minutes of all proceedings of the Association and distribute these electronically to the Executive Council within thirty days after the conference. The Secretary shall archive such records and generally perform such duties as may be required. The secretary will prepare and announce the slate of nominees at the annual conference, count ballots, announce the results, and record the results of each election. The term of the Secretary is three years and is available for renewal.
- e. **Treasurer:** The treasurer shall receive and disperse funds and prepare annual reports on the financial condition of the association. The treasurer shall keep such financial accounts as may be required, and shall perform such duties as may be required by the Association. At the conclusion of the term of office, the treasurer shall turn over to the Executive Council, all property, books, papers and money of the Association. The term of the Treasurer is three years and is available for renewal.
- f. **Executive Director:** The Executive Council is responsible for nominating a member to serve as Executive Director for three years subject to approval of 2/3 of the membership. The position may be renewed for consecutive terms if approved by two thirds of the membership. The Executive Director will:
 - 1) Supervise and administer the operation of the association in accordance with the provisions of the Executive Council and the members of the association.
 - 2) Facilitate negotiations for contracts and other services as needed to operate the association
 - 3) Secure facilities to host the annual conference.
 - 4) Review, as designated by the executive council, any books, papers, minutes or other association documents.
 - 5) Enter into written agreements or compacts with one or more other states for joint conferences as approved by the membership.
 - 6) Accumulate and archive the resources necessary to maintain the institutional memory and history of the association
 - 7) Collaborate with the President to schedule an annual KCA Executive Committee meeting prior to the conference.
 - 8) Serve as the designated agent of the association, coordinating with legal and financial counsels as necessary to insure that annual Kentucky reporting requirements are fulfilled
 - 9) All of the work and decisions of the Executive Director must be approved by the Executive Council.
- g. **Immediate Past President:** It shall be the duty of the Immediate Past President to serve as an ambassador to and promote the goals of the association. Other duties may include state speaking engagements and assisting the Executive Council as necessary in the Commonwealth of Kentucky.
- h. **Journal Editor:** It shall be the duty of the Journal Editor to produce and distribute to subscribers and members two issues of the Kentucky Journal of Communication annually. The journal editor is appointed by the Executive Council and approved by the membership to serve a three-year term.

- i. **Webmaster:** It shall be the duty of the Webmaster to publish and maintain all content provided by the Executive Council, Executive Director, and the Journal Editor. In addition, the webmaster will create and maintain a database to be used for association business, conference planning, and general information.
- j. **Committee on Awards:** The committee consists of all available past presidents and is chaired by the current association president. The function of the committee is to determine award recipients at least 60 days before the annual conference.

Section 2. The second VP shall be elected by the membership, at the annual conference, having been nominated in accordance with Article VII.

Section 3. The President, first VP and second VP shall serve for a period of one year; the vice presidents shall advance as described in Article V, Section 1. The Secretary and Treasurer shall stand for re-election at the end of the second year of their term at the annual conference. Declining continuance or re-election, the Secretary or Treasurer shall be replaced by newly elected officers, nominated in accordance with Article VII.

Section 4. Should the President of the association be unable to serve, the Executive Council shall appoint an interim president from among the leadership of the association to assume the duties of President and fulfill the remainder of the term.

Section 5. Should any of the officers, other than the President, be unable to complete their term of office, the President of the Association, in consultation with the Executive Council shall appoint a replacement.

ARTICLE VI: ADMINISTRATION

Section 1. The Executive Council shall consist of: the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and two members elected by the association.

Section 2. The Executive Council, within the guidelines set by the membership, shall be the principal policy-making body of the association.

ARTICLE VII: ELECTIONS AND VOTING

Section 1. The Secretary will prepare annually a slate of nominees for the offices open to election or re-election that have been submitted electronically to the membership. Additional nominations for those offices will be taken from the floor at the business meeting of the annual conference. The Vice President shall advance as described in Article V, Section 1.

Section 2. If necessary, a Nominating Committee shall be appointed by the President and consist of three members approved by the Executive Council.

Section 3. When necessary, the Nominating Committee shall meet in early summer. Any member of the association may submit electronic nominations to the association through the official website or by contacting any member of the Executive Council or Nominating Committee before August 1. The slate of officers will be transmitted to the Secretary and membership via the webpage and electronic mail. Nominations will be read by the Secretary at the annual conference.

Section 4. Voting for officers of the Association shall take place according to the following schedule.

- a. Members attending the conference will vote for the officers of the Association at the Business

meeting of the Annual Fall Conference.

- b. Electronic ballots, as approved by the Executive Council and Nominating Committee, are permissible for any topics of member concern. Any electronic ballots must be sent to the members at least thirty (30) days prior to the vote on any topic of concern. Ballots must be received by the secretary prior to the date of the vote, as set by the Executive Council.

Section 5. A majority of those voting on any topic of concern shall be required for Adoption of the item.

Section 6. A simple majority of those voting at the annual conference shall be required to elect any officer.

ARTICLE VIII: COMMITTEES

Section 1. All committees will be nominated by the president and approved by the Executive Council.

Section 2. The President shall appoint a temporary chair from the membership of each approved committee who will convene the first meeting of that committee. At the first meeting of any committee the committee shall elect a chair who will conduct the meetings of the committee.

Section 3. The Committees shall report directly to the President and shall assume the responsibilities assigned to it by the Executive Council.

ARTICLE IX: AMENDMENTS

Section 1. Amendments to the Constitution may be initiated by a majority of the Executive Council, or by a petition of any ten (10) members of the Association submitted to the President.

Section 2. The members shall all vote on amendments.

Section 3. A two-thirds majority of those voting shall be required for adoption of the amendment.

Section 4. Amendments shall take effect immediately following their adoption.

ARTICLE X: DISSOLUTION

The Association may be dissolved at a special meeting called for that purpose and will require a two-thirds vote of the members present.

ARTICLE XI: QUORUM

Section 1. A quorum of the Executive Council shall be a majority of the membership of that group.

Section 2. A quorum at any business meeting of the Association shall be nine (9) members.

Section 3. The Executive Council shall function as the Board of Trustees for the purpose of incorporation.

The original constitution was last revised July 14, 2006. Revisions to the current document were made on May, 4, 2007, and June 19, 2007. The recommended revisions were submitted to the membership for review on June 20, 2007. The Executive Council met at the 76th Annual Conference in Carrollton, KY on September 21 at 10:00 a.m. and considered the revisions for a vote. It was approved by the membership on September 22, 2007 at 7:00 a.m. as part of the KCA Business Meeting.

**ARTICLES OF INCORPORATION
OF
KENTUCKY COMMUNICATION ASSOCIATION, INCORPORATED**

That THE undersigned do associate themselves together for the purpose of forming a Corporation under the provisions of Chapter 273, Kentucky Revised Statutes, with all the rights, privileges and immunities of a corporation organized for education and scientific purposes, without capital stock, and from which no private pecuniary profit is to be derived, and do adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation shall be Kentucky Communication Association, Incorporated.

ARTICLE II.

The registered agent, principal office and place of business shall be John Modaff, Breckinridge Hall, Morehead State University, Morehead, KY 40351 with the Corporation retaining the right to maintain offices in other places within or without this State, and with the Corporation retaining the further Right to conduct meetings of the Board of Trustees at other places, as the Board of Trustees may determine.

ARTICLE III.

The Corporation shall be a non-profit corporation, with no capital stock and from which no private pecuniary profits shall be derived by any officer or other person except such compensation as may be allowed for services rendered. The income of the Corporation shall be devoted exclusively to its educational purposes.

ARTICLE IV.

The purpose of the Association shall be the promotion of effective teaching, research, and practice in the artistic, humanistic, and scientific principles of speech communication.

ARTICLE V.

The Corporation shall have all general powers granted it by Kentucky Revised Statutes 273.171 for the purpose of carrying out its objectives.

ARTICLE VI.

The affairs and business of the Corporation shall be conducted by a Board of Trustees, which shall consist of at least seven (7) members and not more than twenty-five (25) members as determined by the constitution. All vacancies that should occur during a term of office shall be filled by the Board of Trustees as provided for in the constitution. The membership shall adopt a constitution to provide for the internal control and government of the Corporation and shall have the power to amend and repeal the same as stated in the Constitution. The terms of members of the Board of Trustees shall commence as the Board may determine.

ARTICLE VII.

The membership shall elect, in the manner provided in the Constitution, all officers as provided in the Constitution.

ARTICLE VIII.

The private property of the members of this Corporation shall be exempt from liability for any and all debts and liabilities of the Corporation.

ARTICLE IX.

These Articles of Incorporation may be altered or amended by a vote of two-thirds (2/3) of the membership, as provided in the Constitution

ARTICLE X.

This Corporation shall begin business immediately upon the issuance of a Certificate of Incorporation by the Secretary of State of the Commonwealth of Kentucky and the recording of these Articles and Certificate of Incorporation in the office of the Rowan County Clerk's Office; and its existence shall be perpetual or until dissolved as provided in the Constitution.

ARTICLE XI.

In the event of dissolution of Kentucky Communication Association, Incorporated, all its property, real, personal, and mixed, of whatever nature and wheresoever located, shall be turned over to some other college foundation, educational institution, or non-profit corporation organized for educational purposes and exempt under Section 501 {C} (3), uses by which it is held by this Corporation, at the time of its dissolution, none of the property of this Corporation shall even insure to the benefit of any officer or member of the Corporation or any other individual.

Updated 07/14/2006