

# **Bylaws of the Kentucky Storytelling Association, Inc.**

As of February 17, 2024

This version supersedes all earlier versions of KSA bylaws.

## **Article 1: Mission**

The mission of the Kentucky Storytelling Association (KSA) is to promote and preserve the art of storytelling.

## **Article 2: Membership**

- A. Membership shall be open to any person interested in storytelling.
- B. No person shall be denied membership on the basis of race, age, religion, national origin, political persuasion, sex, sexual orientation, or any other unfair discriminatory criterion.
- C. Membership shall be conferred upon payment of annual dues, the amount of which shall be set by the Board of Directors. A member in good standing is a member whose dues are paid.
- D. Dues shall be paid on joining. The first renewal shall be due November 1<sup>st</sup> of the next calendar year. All subsequent renewals are due November 1. All dues are non-refundable.
- E. Every member shall have the right to participate in meetings of the membership, to cast one vote in all matters put before the entire membership for consideration, to nominate and participate in the election of Directors and Officers as provided by these Bylaws, and to serve on the Board of Directors or on committees.

## **Article 3: Membership and Meetings**

- A. There shall be a general membership meeting at the Conference or at the discretion of the Board of Directors.
- B. Special meeting of the entire membership may be called by a simple majority of the Board of Directors. Special meetings may be held virtually or in person. In person special meetings must be held within Kentucky. Notices of special general membership meetings shall state the purpose(s) of the meeting and shall be given at least thirty (30) days prior to the meeting to all members. At a special meeting, only the business stated in the notice may be transacted.
- C. All meetings are open to the public.
- D. Member Decision-making
  - 1) Meeting balloting: In matters put before the entire membership for consideration, a quorum of 10% of members in good standing is required to make decisions. A decision of the membership shall be made by a majority of the members voting. No proxy voting is allowed.
  - 2) Non-meeting balloting:
    - a. A proposal presentation must include specific wording of the ballot for vote, the vote deadline, and appropriate mail and electronic addresses for response.

- b. Ballots must be distributed to the entire membership by electronic notification or by direct mailing to members not having a current valid electronic address. Ballots will be sent to the entire membership at least four weeks prior to when results to the entire membership will be announced.
- c. Member responses must be returned within ten days. A member decision or election by ballot requires that the total number of ballots collected is at least ten percent of the current membership; no tabulation of votes may be performed unless this minimum number is reached.
- d. The Board may further solicit the return of ballots after the deadline has passed to reach this required level of response. Further solicitation may be by mail, electronic, telephone, or any other means, provided that either all members are solicited, or solicitation is performed in a neutral manner (for example, by telephoning every third name on the entire membership list) and providing that no tabulation of votes has yet been performed.
- e. A decision of the entire membership may be arrived at by majority vote of paper and electronic ballots cast.

#### **Article 4: Board of Directors**

- A. The Board of Directors shall consist of six to ten members in good standing, which include the offices of President, President-elect, Secretary, and Treasurer. Four officers and two directors are selected through election by KSA membership. An additional four directors may be appointed by a 2/3 vote of the KSA Board. These additional four directors need not be KSA members if they have specific skills needed by KSA. Any Board member who is not a KSA member serves in an advisory, non-voting role.
- B. No one may serve on the Board of Directors for more than six consecutive years. Anyone serving for six consecutive years must be off the board at least two years before returning to board service.
- C. All members of the Board of Directors will serve without compensation for their services.
- D. The power of the Board of Directors is to conduct the business of KSA in accordance with its mission, including general supervision of all finances, membership, and adherence to applicable federal, state, and local laws.
- E. Six members of the Board of Directors are elected by a simple majority of votes cast by the members by mailed or electronic ballot as specified in Article 3, Section D (2) of these Bylaws. Ballots must be provided to members at least four weeks prior to the Fall Conference and Annual Membership meeting. Member responses must be returned within ten days.
- F. Meetings
  - 1) The Board of Directors shall meet in January, March, May, July, September, and within 24 hours of the Annual Membership Meeting. A quorum shall consist of 51% of Board members.

- 2) Decisions must be made by a simple majority vote of those present.
- 3) An orientation meeting for the newly elected Board Members must be held between the Announced Election Results and the Conference Board Meeting. Outgoing officers must attend this orientation meeting to ensure smooth transition of duties.
- 4) One meeting must be scheduled at the same location, and within 24 hours or the Annual Membership Meeting. This meeting will serve as the last meeting of the outgoing Board of Directors. The incoming Board of Directors must attend as non-voting participants. At this meeting the incoming Board of Directors will vote to set the schedule for the six regular meetings for the coming year. Notice of time and location of Board meetings must be provided to all members.
- 5) Special meetings of the Board of Directors may be requested by any member of the Board of Directors. The request must be given to the president in writing through electronic and/or other means and must state the purpose(s) of the meeting. Upon receiving the request, the President must poll the members of the Board of Directors by sending them a copy of the request by electronic and/or other means. If a majority of the Board of Directors agrees a special meeting is needed, the President shall schedule the special meeting and notify Members of the Board by electronic and/or other means. At a special meeting only the business stated in the notice may be transacted. Special meetings may be done entirely electronically, such as by conference calls, emails, or other technology, without Board Members being in each others' presence. Minutes of special meetings will be presented for approval at the next regular Board meeting.

G. The Directors

- 1) Each director must be willing to serve on at least one committee.
- 2) Directors are elected for two-year terms. Directors may not serve more than two consecutive terms in the same director position with the exception of the Secretary or Treasurer.

H. Officers: The four officers shall be the President, President-elect, Treasurer, and Secretary.

- 1) The President-elect shall be elected every year. The President-elect shall serve a two-year term, the first year as President-elect and the second year at President. Beginning in 2007 the Secretary will be elected for a two year term. Beginning in 2008 the Treasurer will be elected for a two year term.
- 2) All officers must be KSA members in good standing.
- 3) Officers are limited to two consecutive terms in the same office, with the exception of the Secretary or Treasurer.

I. Vacancies: The Board of Directors will appoint by 2/3 consent any member in good standing to fill a vacated seat until the term expires. Member shall be notified of any interim appointments.

J. Duties and Responsibilities of Officers

- 1) The President is responsible for organizing meetings by setting the meeting agenda and presiding at meetings.
  - 2) The President-elect shall assist the president and shall preside at meetings in the absence of the President. The President-elect shall maintain the membership roster. The President-elect is also responsible for communicating information to the entire membership as necessary.
  - 3) The Treasurer will maintain the checking account and will disburse money as required to conduct KSA business as approved by the Board of Directors and prepare all financial records and reports.
  - 4) The Secretary is responsible for taking minutes at all meetings, sending meeting notifications as required by these bylaws, opening mail, making deposits, taking in cash, issuing receipts, and forwarding financial matters to the Treasurer.
- K. Failure of a Board member to attend two consecutive board meetings, whether or not for a good cause, may be removed at the discretion of the Board.
- L. New Board members assume their responsibilities on January 1<sup>st</sup>. New Board members must attend the orientation meeting and the Board meeting that occurs within 24 hours of the Annual Membership meeting. New Board members cannot vote at this meeting, except they do have to decide (with the continuing Board members) on the dates and locations for Board meetings in the upcoming year.
- M. Board Implemented Policies
- 1) Whistleblower and Fraud Reporting Policy: The Board shall implement a whistleblower and Fraud Reporting Policy that is in accordance with all Federal and State laws.
  - 2) Record Retention Policy: The Board shall implement a Record Retention Policy that is in accordance with all Federal and State laws.

## **Article 5: Committees**

- A. There shall be provision for both standing and ad hoc committees. All committees are committees of the Board and only have the authority specifically delegated to them by these bylaws or action of the Board of Directors.
- 1) Standing Committee appointments are for a one-year term starting January 1<sup>st</sup>. There is no limit on the number of terms a member may serve.
  - 2) Eligibility: With the exception of the Nominating Committee, committee membership is open to anyone including non-members. Non-member committee appointees must possess specific expertise needed by the committee. (Examples include, but are not limited to, a Certified Public Accountant serving on the Finance or Audit/Financial Review Committees.)
  - 3) Appointments: The President, with the advice and consent of the Board of Directors, appoints committee chairs as needed throughout the year. At the board meeting within 24 hours of the Annual Membership Meeting, the President-elect puts forth a slate of Standing Committee Chairs, unless

such chairs are specified within these bylaws, for the advice and consent of the Board of Directors.

#### B. Standing Committees

- 1) Finance Committee: The Treasurer shall chair the Finance Committee. It oversees and monitors the fiscal affairs of KSA, recommends changes in fiscal practices, and develops a proposed annual budget for presentation to the Board of Directors at the next to the last Board meeting each year.
- 2) Nominating Committee: The Nominating Committee shall consist of the immediate past-President, who may not serve as the committee chair, and two other members not planning to run for election. This committee shall identify potential candidates for annual election of members of the Board, facilitate the annual election of members of the Board, and recommend candidates to fill interim vacancies on the Board.
- 3) Audit/Financial Review Committee: The Audit/Financial Review Committee is responsible for conducting a yearly review of the KSA financial records and submitting a report of their findings to the KSA Board at the 2<sup>nd</sup> board meeting each year. Neither the Treasurer, the Secretary, nor the prior year holders of these offices may serve on the audit committee. Only one member of the Finance Committee may serve on the audit committee.
- 4) Orientation Committee: The Orientation Committee is responsible for providing a yearly orientation to new and continuing Board members as stated in Article 4, Section F, 3). The Orientation Committee is also responsible for revising Board Manual contents and alerting Board members when revisions have happened.
- 5) Inventory Committee: The Inventory Committee is responsible for conducting an annual inventory each calendar year of KSA property, identifying what is owned and where property is stored, and submitting a report of their findings at the 2<sup>nd</sup> Board meeting of the year.

C. Ad hoc Committees: The President with advice and consent of the Board of Directors may authorize the appointment of ad hoc committees to aid KSA in achieving its goals. Ad hoc committees shall serve until a task or goal is completed (for example, a specific fundraising campaign committee might work a few months; a planning committee for a specific conference might work for two or three years). An ad hoc committee with on going work (example Youth Storytelling Program) may be reauthorized by the President-elect simply determining if the Chair(s) wish to continue in the upcoming year. Such continuations should be announced to the Board of Directors at the Board meeting within 24 hours of the annual membership meeting so that appointment of the Chair(s) will be noted in KSA Minutes.

D. Committee Reporting to the Board of Directors: Unless a reporting date is otherwise specified in these bylaws, all committees must provide a written report by electronic means and by a date established by the President prior to each Board meeting. For a committee with no new action, a “no update needed” report will suffice. (For example, an Orientation Committee might not have needed to

make any revisions, while a Conference Committee would likely have a brief update every Board meeting.)

- E. Replacing Committee Chairs: Should the Board notice that any Committees are not performing their requested duties, the chair(s) may be replaced by a majority vote of the Board, and such replacement will be effective immediately.

#### **Article 6: Article 6 Hiring and Eligibility**

- A. Board Powers: The Board may hire or contract the services of individuals to carry out the mission and duties of KSA. The Board may hire, fire, or set compensation of an individual by majority vote, except as limited by law or by statement elsewhere in their Bylaws.
- B. Employees: No individual hired as an employee may simultaneously serve on the Board of Directors. An individual hired as an employee is expected to be a member of KSA and to exercise all rights and powers of membership.
- C. Contractors: An individual contracted by the Board of committee member to perform a specific task for monetary or other compensation may simultaneously serve on the Board of Directors or its committees. However no Board member of committee member may vote on his or her own contracting or compensation or on the contracting of his or her relatives and no decision on such matters may be taken if the presence of such a director is necessary to constitute a quorum. No Board member or committee member may receive monetary compensation for serving on the Board, serving as an Officer, or chairing or serving on a committee of the Board.
- D. Nondiscrimination Policy
  - 1) It is Kentucky Storytelling Association's policy to provide equal employment opportunity for all members, volunteers, applicants, and employees. Kentucky Storytelling Association does not discriminate on the basis of race, color, religion, sex, national origin, age, disability or veteran status or any of the other classifications protected by applicable law. Kentucky Storytelling Association also makes reasonable accommodations for disabled employees.
  - 2) This nondiscrimination policy applies to all volunteers in addition to all areas of employment, including recruitment, hiring, training, promotion, compensation and benefits, transfer, performance appraisal, discipline and termination, lay-off and recall from lay-off, and social and recreational programs. It is the responsibility of every chair/manager and volunteer/employee to conscientiously follow this policy. Any volunteer/employee having any questions regarding this policy should discuss them with his/her chair/manager.

#### **Article 7: Parliamentary Authority:**

The parliamentary authority shall be Simplified Roberts Rules of Order.

#### **Article 8: Amendments**

- A. These bylaws may be amended when necessary by two-thirds majority of members of the Board of Directors.

- B. Any member of KSA may propose specific changes to the bylaws through a petition signed by at least ten members and submitted to the secretary to be sent out to all members with notice of the next Fall Conference and Annual Membership meeting. The notice shall include the specific proposed change and the name of the signatories requesting the change. Voting will be conducted in accordance with non-meeting balloting provisions (Article 3, Section D (2)) with the exception that a 2/3 majority of votes cast would be required to make the change.
- C. Amendments that would jeopardize KSA tax-exempt 501(c)(3) status are forbidden.

**Article 9: Dissolution**

Any member of KSA may request dissolution of KSA by following the procedures given in Article 8, Section B, except that the petition submitted must be signed by at least ten members or 50% of the total membership, whichever number is smallest. Dissolution of KSA will follow procedures in Article XII of the Articles of Incorporation of Kentucky Storytelling Association, Inc.

**Article 10: Fiscal year**

The fiscal year of KSA shall be January through December.

End of bylaws.