

CONSTITUTION AND BYLAWS
Kentucky Alternative Livestock Association

Article 1 Name and Mission

Section 1

This association shall be known as the Kentucky Alternative Livestock Association (KALA)

Section 2 The mission of the KALA shall be:

- A. To promote the Kentucky Cervidae industry.
- B. Provide educational opportunities for others and ourselves through the sharing of information.
- C. To be a collective voice in governmental issues that affects Kentucky Cervidae. To provide a forum for discussion of problems of deer and elk farming and to keep members fully informed on all matters of interest to deer and elk farmers and potential deer and elk farmers.
- D. To promote high ethical standards in the care, handling and harvesting of Kentucky Cervidae.
- E. Insist that our membership operate in a legal, honest and forthright manner with fellow members, other Cervidae producers and the general public.

Article 2 Officers and Directors

Section 1

Officers of this association shall be President, and Vice President, Secretary and Treasurer who are elected by majority vote of association members. These officers shall perform the duties prescribed by the parliamentary authority adopted by the association and those prescribed in these bylaws. Only one member per farm shall be able to hold an office or board position per term.

Section 2

There shall be nine (9) members of the Board of Directors. There will be a rotation of three (3) board members every year. The first and second rotation will be a random drawing, as all board members were appointed at the same time. The following rotations from that point forward, will be the three (3) senior most board members every year.

Section 3

There shall be four members of the advisory board appointed by the board of directors. The advisory board works alongside the Board of Directors, but has no additional voting power aside from regular membership. Advisory members will fill vacancies by the board of directors.

Section 4

Elections will be every three years for officers and yearly for three board members.

Section 5

The board shall elect a chairman.

Section 6

- A. The election of Directors shall be held during the 1st quarter KALA meeting.
- B. Voting shall be by secret ballot. Only active Full Members in good standing present at the annual meeting may vote.
- C. Electors wishing to add their name to the ballot must do so no later than 7 days prior to the start of the first quarter meeting. Names must be submitted to an Officer or the Board of Directors.

Section 7

Any Officer or Director may be removed from office by the affirmative vote of majority of the Directors at any regular or special meeting with just cause that includes but is not limited to misfeasance, refusal to render reasonable assistance in carrying out KALA duties and obligations or misconduct. Any Officer or Director may also be removed from office at the discretion of the board of directors.

Section 8

- A. Each member of the Board shall be a Full Member in good standing of KALA and own at least one deer or elk kept in the State of Kentucky. Proof of ownership can be validated with a bill of sale.
- B. All board members will pay dues.

- C. No board members or officers shall receive salaries related to his/her capacities as a director to KALA. However, any director may be paid and compensated for services to the organization at the discretion of the board.

Article 3 Officers Responsibilities

Section 1 The President shall:

- A. Preside over all meetings of the association and the board of directors.
- B. Call regular meetings and special meetings of the association Board of Directors.
- C. Appoint the chairman and vice chairman of standing or special committees subject to Board approval.
- D. He or she shall also, at the annual meeting of the association and at other such times, as he or she deems proper, communicate to the Association, Board of Directors or to the Executive other such matters and make suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the association and shall perform such other duties as are necessarily incident to the office of President of the Association or as may be prescribed by the Board of Directors.
- E. Place the tie breaking vote, when needed, of the Board of Directors.

Section 2 the Vice President shall:

- A. The Vice President shall assume the responsibility of the President, in the absence, resignation, inability or refusal to serve of the President.
- B. Oversee and facilitate the work of all committees of the Association and report to the president and the board on all activities.
- C. Perform other such duties or special projects as may be assigned
- D. Prepare him or herself for the succession of Presidency

Section 3 The Secretary shall:

- A. The Secretary shall in general, oversee all the duties incident to the office of Secretary, review and sign all minutes and resolutions of the Board of Directors, shall be subject to the direction and control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.
- B. The secretary will record and maintain minutes of all meetings. He/she will maintain and disseminate all correspondence and tally votes.
- C. Perform such other duties or special projects as may be assigned
- D. Prepare him or herself to become Vice president

Section 4 The Treasurer shall:

- A. The Treasurer shall deposit all funds of the association in an accredited bank or banks and keep accurate records of collections and withdraws. The funds shall be deposited in the name of the association and the records will be passed along to the successor in office when elected.
- B. The Treasurer may approve all withdrawals up to \$500.00 with the approval of the president.
- C. Any expenditure exceeding \$500.00 will require prior approval of the Board of Directors.
- D. The Treasurer shall refuse to pay any expenditure incurred by any person or committee until all the required expense documentation has been properly presented.
- E. The Treasurer shall obtain a second signature on all checks written.

Article 4 Vacancies

Section 1 Board Members shall

- A. Vacancies created by an incomplete term shall be filled as required by the members of the Advisory Board. The Board shall use an alternate from the most recent election when possible to fill the vacant seat.
- B. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Directors then in office shall elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the annual election of officers of the Board of Directors.

Article 5 Committees

Section 1

- A. The board of directors shall decide which standing committees are deemed necessary and proper to fulfill the objectives and purposes of the associations.
- B. Standing committee or special committee chairmen will be Full Members in good standing.
- C. The president shall appoint the committee chairman and vice chairman. Committee membership will be appointed by the President or the chairman and all appointments of the president shall be subject to the approval of the board.

Article 6 Conduct of Meetings

Section 1

Robert's Rules of Order (Revised) shall generally govern meetings. Board meetings may be conducted by phone conference or video conference if all members in attendance can be heard by one another.

Article 7 Meetings

Section 1

- A. There shall be one meeting of the full membership at least four times per year.
- B. The board of directors shall hold four regularly scheduled meetings or as needed. The president on an as needed basis shall call additional board meetings
- C. A quorum consisting of a majority of the filled seats of board members must be present to hold a meeting.
- D. All board meeting agendas and minutes shall be made available to the general membership upon request. All regular board meetings are open to the general membership.
- E. The membership shall be given at least 2 weeks written notice of the date and location of the annual membership meeting.
- F. An emergency meeting of the Board of Directors may be called upon the signed request of the majority of the Board. The date of the emergency meeting must be given with at least 5 days notice and be held within 14 days of the notice.

Article 8 Membership

Section 1

- A. **Full membership - Single** - \$100.00 annually (due on November 30th each year) — Will be open to Cervidae Farms. Each paid membership is entitled to one vote. Spouses are only entitled to a vote, if a second membership is paid. To qualify for membership in KALA one must meet own at least one deer or elk kept in the state of Kentucky.
- B. **Out of State Associate Membership - Single Non-Voting.** Will be open to cervid farmers out of state who wish to be a non voting member of KALA
 - **The board of directors reserves the right to deny membership to producers for unethical practices.**
 - **A member must be a member of KALA for at least two consecutive years before he/she can hold an office or become a member of the board of directors.**
 - **New members may vote after 30 days.**
- C. **Honorary membership:** A person willing to sign an official KALA form which indicates that person's support of our industry. There will be no cost for this membership and no current benefits of KALA membership will accompany this membership.

1. Denial of Membership

Any individual may be denied membership in the association if in the opinion of the board that individual's past or present conduct has been undesirable. All complaints will be reviewed on a case by case basis. The Board must notify in writing by certified mail of its intent to deny membership in the association. The applicant shall have 30 days from the postmark date of the notification letter in which to respond in writing by certified mail to the office of the secretary of the association requesting a formal hearing in front of the board of directors. Such formal hearing to be held at a time and place designated by the president of the association not more than 61 days after the postmark date of the members reply letter. If the applicant fails to respond as specified above, the

membership shall be immediately denied. If a formal hearing is held, the board of directors shall recommend action and notify the applicant in writing within 10 days of the action taken. If membership is denied, dues submitted with the application shall be returned.

2. Suspension of Membership

- A. Any membership of this association who in the past or present:
- B. violates the by-laws or the rules and regulations of this association, or who
- C. shall deceive or wrong the association or member thereof or other person or who.
- D. shall conduct themselves as to make their membership undesirable, or Who
- E. practices in the sale of cervidae are such as to misrepresent information pertinent to the value of an animal (age, genetics, etc.)
- F. has been expelled or suspended by KALA shall be subject to censure, suspension, or expulsion by the board of the directors after notice and formal hearing.

3. Grievances or Complaints

Any member having a grievance or complaint that involves violation of the bylaws or the Code of Ethics against the Association or member thereof may submit such complaint in writing to the Advisory Board for review and action by the Board of Directors.

Article 9 Membership Dues

Section 1

The board of directors shall set membership dues.

Section 2

All membership dues are due by November 30th of each year or at the annual membership meeting.

Section 3

Dues, once accepted, are nonrefundable.

Section 4

Non-payment of dues shall constitute a resignation of membership.

Article 10 Non-Liability

Section 1

The directors, Officers, employees, or agents of the association shall not be held personally liable of the obligation of the KALA unless it is found proven the individual has personally received some ill-gotten gains through their actions. Although Officers and Directors are not to be held liable for obligations of the association, generally liability does exist for the principles of this association. The association may provide liability insurance as deemed necessary.

Article 11 Code of Ethics

Section 1

This code shall serve as a guide to members of the association in conducting their affairs. The code is not intended to cover all possible undesirable activities and in no way, shall restrict the right of the board of directors to expel any member whose conduct or activities, in the opinion of the board, is detrimental to the association as provided in these by-laws. Because the expulsion of a member is a serious event, the board of directors will require that any alleged violation be given in full written detail to the association's president or any other officer. If, in the opinion of a majority of the board of directors, a violation has taken place, the board will schedule a meeting to allow the member in question to respond to the allegation. If then it is the opinion of majority of the directors, that a violations of the associations Code of Ethics has taken place, one or more of the following actions may be taken.

- A. Send the violating member(s) a letter of reprimand.
- B. Suspend the violating member for a period of time. (As determined by the board of directors)
- C. Expel the violating member from the association.

In cases of an alleged violation, all information and discussions, recommendation and decisions will be kept strictly confidential among the Board of Directors. The only information that may be released publicly is that a specified (named) member has been suspended or expelled. The letter sent to the violating member would plainly state that, "The Board of Directors regrets that it must suspend or expel your membership in KALA. The Board of Directors will not publicly elaborate on any decision regarding its decision to suspend/expel a member.

If, after a proper review or hearings, the Board of Directors find a violation has not occurred, the Board will duly note its findings and will (on written request only), provide to the member in question a statement of its findings. If a member of the Board of Directors is alleged to have violated the Code of Ethics, this member must abstain from all meetings, discussions and votes regarding the alleged violation or any related issues in question.

Section 2

Code 1.

Members will always keep the welfare and safety of domesticated animals foremost in mind during their day-to-day activities.

Code 2.

Members will abide by all federal, state and local laws, which affect their activities as cervidae farmers.

Code 3.

Members will always provide adequate food, facilities and health care to ensure the wellbeing of their farmed Cervidae.

Code 4.

Members will always take precautions (often beyond the requirements of governmental regulations) to prevent the spread of parasites and disease.

Code 5.

Members who offer cervidae for sale will not misrepresent any animals and will give a complete description and provide documentation (if available) as to age, health condition and genetic background. All available records must be provided to the buyer at the time of sale.

This Code of Ethics becomes effective and enforceable immediately upon association with this association. The Board of Directors reserves the power to modify, delete, and add to this code at any time with or without full notification to the membership. Nonmember will be considered in violation of a code, if the alleged offence occurred before the formal adoption of a new code, or modification of an existing code.

Article 12 Amendments to By-Laws

Section 1

Changes or additions can be made to the bylaws by giving written notice to the membership of the proposed change or addition to at least once prior to a general membership meeting. This notice may be in any form suitable (US Mail, e-mail and or website). It may be carried by a majority vote of those in attendance at the board meeting. Rules of quorum shall apply.

Article 13 Finance

Section. 1

The fiscal year of KALA shall begin on the first day of January and end on the last day of December of each year.

Section 2

The books of the Treasurer are to be audited each year by the board.

In case of disbandment of the association any and all monies remaining in the treasury, after all debts are paid, will be distributed to one or more (Industry Related) nonprofit charities at the discretion of the board. KALA may be dissolved upon the vote of $\frac{3}{4}$ of the members voting.

Section 3

Ability to sign checks for the bank account of KALA shall be given to the Secretary/Treasurer with a second signature from a designated board member or advisory member.

Section 4

No one has the authority to sign agreements on behalf of KALA without Board approval.

Article 14 Contracts

Section 1

Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit or render it liable pecuniary for any purpose or to any amount.