

KENTUCKY STORMWATER ASSOCIATION

BYLAWS

KSA



Revised March 11, 2021
Effective December 2, 2009

DOCUMENT HISTORY

ORIGINAL:

APPROVED by the KSA Board this 2nd day of December 2009.

REVISION No. 1:

APPROVED by the KSA Board this 13th day of September 2011.

REVISION No. 2:

APPROVED by the KSA Board this 8th day of December 2011.

REVISION No. 3:

APPROVED by the KSA Board this 12th day of June 2013.

APPROVED by the KSA Board this 19th day of June 2013.

REVISION No. 4:

APPROVED by the KSA Board this 29th day of January

REVISION No. 5:

APPROVED by the KSA Board this 11th day of March

KENTUCKY STORMWATER ASSOCIATION, INC. (KSA)

BYLAWS DOCUMENT HISTORY

Revision No. 5, March 11, 2020

Cover Page

Proposed: "Revised March 11, 2021" and "Effective December 2, 2009"

Current: January 29, 2015

Rationale: Cover page should show effective date and revision date.

Document History

Proposed: Provide Revisions No. 5 information

Current: Includes Revision No.4 and prior

Rationale: Shows reasoning for by-law changes without having to examine multiple older versions.

Article 1

Proposed: Add “ SECTION 4. Retired Professional/Student – Retired Professional/Student (Non-Voting) memberships are available to individuals that are retired stormwater professionals or registered students that are not actively employed for stormwater-related services.”

Current: Not included

Rationale: Provides an option for an individual membership for retired professionals and students. Retired professionals include officially retired and previously employed individuals that were stormwater professionals.

Article 2, Section 1

Proposed: Representatives may be Members, Associates, or Partners or Retired Professionals.

Current: Not included

Rationale: Allows Retired Professionals to serve on the Board of Directors.

Article 3, Section 2

Proposed: Add “Retired Professional/Student”

Current: Not included

Rationale: Update to correspond with Article 1

Article 4, Section 4

Proposed: Add “Retired Professional/Student”

Current: Not included

Rationale: Update to correspond with Article 1

Revision No. 4, January 29, 2015

General

Proposed: Incorporate cover page, document history, by-laws, and signature page into one document.

Current: Separate documents.

Rationale: Combining into one document will provide ease of editing.

Cover Page

Proposed: "Revised January 29, 2015" and "Effective December 2, 2009"

Current: June 2013

Rationale: Cover page should show effective date and revision date.

Document History

Proposed: Detailed document outlining all past revisions and rationales.

Current: Lists revision number and date.

Rationale: Shows reasoning for by-law changes without having to examine multiple older versions.

Page Headers

Proposed: Effective December 2, 2009

Current: Effective November 19, 2009

Rationale: Effective date did not reflect the date that the by-laws were actually signed into acceptance.

Article I

Proposed: Add "Section 3. Partners - Partner (Non-Voting) memberships are available to individuals, stormwater management vendor companies and professional consultant companies."

Current: NIA

Rationale : KSA membership structure provides for partner members but by-laws did not reflect this.

Article II, Section 1

Proposed: Three (3) At large Kentucky representatives

Current: At large Kentucky representative

Rationale: The growth of KSA has necessitated additional at-large Board members.

Proposed: Representatives may be Members, Associates, or Partners. Current:

Representatives may be Members or Associates.

Rationale: KSA membership structure provides for partner members but by-laws did not reflect this.

Article II, Section 4

Proposed: Subsequently, all Boards shall convene and select Officers within thirty (30) days following the election...

Current: Subsequently, all Boards shall select Officers at the end of the Annual Conference...

Rationale: The Officer positions must be filled within a timely manner after the election.

Proposed: Two of the Representatives...

Current: The two Representatives...

Rationale: With the addition of more at-large Board members, there may be more than two representatives not selected as Officers.

Proposed: The Officers shall hold office until the following election cycle and selection of Officers.

Current: The Officers shall hold office for one year.

Rationale: The Annual Conference date is variable and the actual time period may be more or less than one calendar year.

Article II, Section 10

Proposed: Strike "when requested by the President or Board"

Current: N/A

Rationale: The Treasurer is tasked with presenting the financial report at each Board meeting.

Proposed: Add "The Treasurer shall provide a detailed ledger/account summary at each Board meeting outlining all transactions made since the previous meeting."

Current: N/A

Rationale: The Treasurer is tasked with presenting the financial report at each Board meeting.

Proposed: Strike "Checks issued by the Treasurer in excess of \$250 shall be co-signed by the President or their designee."

Current: N/A

Rationale: The majority of the Treasurer's checks are in excess of \$250. The logistics of the President and the Treasurer meeting and signing every check are difficult. All checks issued are shared with the Board at each monthly meeting for oversight.

Article III, Section 2

Item (c)

Proposed: Membership dues shall be paid on an annual basis.

Current: Annual dues will be due January 1.

Rationale: Expiration of membership is based on initial join date, not calendar date.

Item (d)

Proposed: Sixty (60) days

Current: Ninety (90) days

Rationale: The Board feels that sixty days are more than sufficient to respond to notices of payment due.

Item (e)

Proposed: Strike "prior to November 1".

Current: N/A

Rationale: Membership payment will be due on different dates for all members based on initial join date.

Signature Page

Proposed: Remove notations about modifications and change history. Current:

N/A

Rationale: Document history with complete revisions is being created and incorporated into by-laws, rendering this section unnecessary .

Revision No. 3, June 19, 2013

Article II, Section 4

Proposed: Annual Conference Committee

Current: Annual Conference and Training Planning Committee

Rationale: Segregate the Annual Conference and Training Planning roles.

Proposed: Add "One Representative, who may or may not also serve as an Officer, will be appointed to chair the Quarterly Meeting/Training Committee including responsibilities for related communication and participation lists."

Current: N/A

Rationale: Segregate the Annual Conference and Training Planning roles.

Article II, Section 8

Proposed: Four times per year

Current: Twice per year

Rationale: Increase the number of Board meetings per year.

Revision No. 2, December 81 2011

Article II, Section 10

Proposed: January 1

Current: July 1

Rationale: Alter Treasurer reporting times.

Article III, Section 1

Proposed: Begin January 1 and end December 31 Current:

Begin July 1 and end June 30

Rationale: Alter organization fiscal year.

Article IV, Section 2

Proposed: Strike "The meetings will be located in regions not hosting the Annual Conference."

Current: N/A

Rationale: Remove quarterly meeting restriction.

Revision No. 1, September 13, 2011

Article II, Section 1

Proposed: Add "Past-President"

Current: N/A

Rationale: Create the Board position of Past-President.

Proposed: Add "The Past-President position on the Board is to provide continuity for incoming Board members. The Past-President shall hold office for two (2) years with the Regional Representatives. The Past-President is a non-voting position on the Board."

Current: N/A

Rationale: Create the Board position of Past-President.

Article IV, Section 1

Proposed: The Annual Conference shall be held before November unless designated by the Board.

Current: The Annual Conference shall be held before June unless designated by the Board. Rationale: Change the date of the Annual Conference from spring to fall.

KENTUCKY STORMWATER ASSOCIATION, INC. (KSA)

BYLAWS

ARTICLE I – MEMBERSHIP

SECTION 1. Members – Regular (Voting) membership shall be open to entities listed as Permittees and Co-permittees issued Kentucky Division of Water (KDOW) permits for implementing Municipal Separate Storm Sewer System (MS4) regulations, located in the Commonwealth of Kentucky. Each local government/agency shall have only one (1) vote for organization matters specified in the Bylaws. A person may serve as a proxy for up to two (2) Members. Members may assign in writing a proxy representative, at their discretion, who may vote when the local government representative is absent.

SECTION 2. Associates – Associate (Non-Voting) memberships are available to agencies and organizations that support the goals and objectives of the Association including local governments not holding MS4 permits.

SECTION 3. Partners – Partner (Non-Voting) memberships are available to individuals, stormwater management vendor companies and professional consultant companies.

SECTION 4. Retired Professional/Student - Retired Professional/Student (Non-Voting) memberships are available to individuals that are retired stormwater professionals or registered students that are not actively employed for stormwater-related services.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1. The governing body of KSA shall be the Board of Directors (Board) consisting of:

- Kentucky Region 1 Representative
- Kentucky Region 2 Representative
- Kentucky Region 3 Representative
- Kentucky Region 4 Representative
- Three (3) At large Kentucky Representatives
- Past-President (Ex-officio)

Representatives may be Members, Associates, Partners or Retired Professionals. The first Regional Representatives shall serve until Regional Representative elections in the second Annual Conference in 2011. Subsequently, the Representatives shall hold office for two (2)

years. A Representative's term will begin at the conclusion of the annual conference in which they are elected and close at the conclusion of the Annual Conference in which their term expires. There are no term limits.

The Past-President position on the Board is to provide insight and continuity to incoming Board members. The Past-President shall serve at the pleasure of the new Board, or until such time as the Past-President considers historical input is no longer required. The Past-President is a non-voting position on the Board.

SECTION 2. The Board shall manage the assets of KSA for the purpose and objectives for which the KSA was formed. An affirmative majority vote, consisting of four (4) or more, of the Directors shall be required for any act of the Board. Votes may be made in person, electronically, by proxy, or through telephonic meeting.

SECTION 3. Regional representatives shall be selected by a simple majority vote of the Members from the respective regions. The regional representative shall be of a qualification determined by the respective regions' membership. The At-Large Representative shall be selected by a nomination and vote by the Members.

SECTION 4. The Officers shall be selected from the Board by vote of the Board. The Officers will include President, Vice-President/Secretary and Treasurer. The first Board shall select Officers at the end of the meeting of their election, presided over by the interim organizing committee. Subsequently, all Boards shall convene and select Officers within thirty (30) days following the election and be presided over by the outgoing President. Two of the Representatives not selected to serve as Officers shall Co-Chair the Annual Conference Committee including responsibilities for related communication and participation lists. One Representative, who may or may not also serve as an Officer will be appointed to chair the Quarterly Meeting / Training Committee including responsibilities for related communication and participation lists. The Officers shall hold office until the following election cycle and selection of Officers. An individual may hold no more than one office at a time. The Board may reselect Officers during the term if it determines it is necessary to address unusual or unforeseen circumstances of the Board members. There are no term limits.

SECTION 5. Any member of the Board may resign at any time by giving written notice to the President or the Vice-President/Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Any Board member missing three (3) or more consecutive Board meetings without cause shall be requested to appear before the full Board for explanation. If there is no

justifiable cause and/or the Board member does not appear, such member shall be asked to resign or may be removed by an affirmative vote of at least four (4) remaining Board members. Furthermore, the Board shall have authority to remove a Board member for cause through an affirmative vote at least three (3) members of the Board.

SECTION 7. In the event a Region does not elect a Representative, then the Board shall appoint a Representative. The Board shall fill a vacancy left by a Representative through a majority vote. The appointment shall be for the duration of the original term.

SECTION 8. The President shall preside at all meetings of the Board, the Annual Conference, and shall see that orders and resolutions of the Board are carried out. In addition, the President shall convene Board meetings at least four times per year. The President will prepare KSA's Annual Report and complete periodic newsletters/emails/correspondence to KSA membership. The President may appoint a Sergeant-At-Arms at their discretion. The President shall be bonded at the discretion of the Board on an annual basis. The President will act as the Public Information Officer and may delegate written authority to issue a public proclamation or policy news release regarding the matters of KSA.

SECTION 9. The Vice-President / Secretary shall act in the place and stead of the President in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board. The Vice-President / Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board. The Vice-President / Secretary will maintain a membership roster with current contact information, and shall coordinate advertising and correspondence for Special Meetings. The Vice-President / Secretary shall be responsible for sending out annual membership dues notices. The Vice-President / Secretary shall maintain records of KSA, including contracts, grants and other such documents pertaining to the operations and activities of KSA. The Vice-President / Secretary shall provide notice of meetings to KSA members, at the direction of the President, and shall communicate with KSA members as directed by the Board. The Vice-President / Secretary shall be bonded at the discretion of the Board on an annual basis.

SECTION 10. The Treasurer shall have the custody and control of the funds of KSA, subject to the action of the Board, and shall report the state of the finances of KSA at each Board meeting and Annual Conference meeting. The Treasurer shall provide a detailed ledger/account summary at each Board meeting outlining all transactions made since the previous meeting. The Treasurer shall be responsible for collecting dues and fees and communicating to the Vice-President / Secretary receipt of dues and Annual Meeting and Training Committee Co-Chairs receipt of fees.

The Treasurer may request that the Board create and appoint a Finance Committee, as needed. The Treasurer is responsible for developing fiscal procedures, a fundraising plan and compiling

and publishing the annual budget as approved by the Board. All expenditures must be within the budget or within the income generated by any particular approved activity. The Board must approve any major changes to the budget.

The Treasurer shall prepare a report attesting to the financial condition of KSA as of January 1 each year for the preceding year and submit the report to the President. The Treasurer shall be responsible for overseeing proper completion of necessary IRS filings.

At the expiration of the Treasurer's term of office, the Treasurer shall turn over to their successor all books, papers, money, securities, and other valuable effects belonging to the KSA, taking a receipt therefore from the successor. The Treasurer shall be bonded at the discretion of the Board on an annual basis.

SECTION 11. In addition to their duties as Board Members, Regional Representatives may call regional meetings in their respective regions to promote non-point source pollution prevention activities that may include training, project updates, and/or fact sharing sessions.

SECTION 12. The Regional Representatives shall disseminate information and act on behalf of KSA for their local membership. The four regions shall consist of the following counties:

Region 1 – Bath, Boone, Bourbon, Boyd, Bracken, Campbell, Carroll, Carter, Elliott, Fleming, Gallatin, Grant, Greenup, Harrison, Henry, Kenton, Lawrence, Lewis, Mason, Nicholas, Owen, Robertson, Rowan and Trimble.

Region 2 – Adair, Anderson, Bell, Boyle, Breathitt, Casey, Clark, Clay, Clinton, Cumberland, Estill, Fayette, Floyd, Franklin, Garrard, Harlan, Knott, Knox, Jackson, Jessamine, Johnson, Laurel, Lee, Leslie, Letcher, Lincoln, Madison, Martin, Magoffin, McCreary, Menifee, Mercer, Morgan, Montgomery, Owsley, Perry, Pike, Powell, Pulaski, Rockcastle, Russell, Scott, Wayne, Whitley, Wolfe and Woodford.

Region 3 – Allen, Breckenridge, Ballard, Barren, Butler, Caldwell, Calloway, Carlisle, Christian, Crittenden, Daviess, Edmonson, Fulton, Graves, Grayson, Hancock, Hart, Henderson, Hickman, Hopkins, Livingston, Logan, Lyon, Marshall, McCracken, McLean, Metcalfe, Monroe, Muhlenberg, Ohio, Simpson, Todd, Trigg, Union, Warren and Webster.

Region 4 – Bullitt, Jefferson, Green, Hardin, Larue, Marion, Meade, Nelson, Oldham, Shelby, Spencer Taylor and Washington.

ARTICLE III – FISCAL AND ADMINISTRATIVE

SECTION 1. The KSA is a non-profit corporation organized under the laws of the Commonwealth of Kentucky pursuant to KRS 273.00. The fiscal and administrative year of KSA shall begin January 1 and end December 31. The annual budget shall be prepared by the Board for delivery at the Annual Conference. The newly elected Board shall approve the Budget within thirty (30) days and make it available to the membership.

SECTION 2. The annual dues for Members of KSA shall be established or revised at the Annual Conference by an affirmative majority vote by the Members present.

- (a) Annual dues for Associates shall be established by an affirmative majority vote by the Board.
- (b) Dues pricing shall be provided on KSA membership application form and be subject to change according to the Bylaws.
- (c) Membership dues shall be paid on an annual basis.
- (d) Any Member, Associate, Partner, or Retired Professional/Student delinquent in payment of dues for more than sixty (60) days shall be dropped from membership until such time as dues are paid.
- (e) The Vice-President/Secretary will be responsible for sending out membership dues notices. The Treasurer will be responsible for collecting dues, fees, and will be assisted in this responsibility as directed by the Board.
- (f) The books of account shall be audited or reviewed, at the direction of the Board, at least every three (3) years.
- (g) The Board is responsible for developing and approving an annual budget.

SECTION 3. KSA is not organized for profit, and earnings shall not directly benefit any of the membership or Director except as compensation for services rendered or for reimbursement of necessary expenses actually incurred.

SECTION 4. The Board may engage professional services, as the budget allows, to assist with the duties of the Directors, Officers or Committees. The Board will be responsible for soliciting requests for professional services from at least three (3) applicable service providers. Professional services will be selected using applicable qualifications based criteria.

ARTICLE IV. MEETINGS OF THE GENERAL MEMBERSHIP

SECTION 1. ANNUAL CONFERENCE - The KSA Annual Conference shall be held in accordance with the Bylaws. At the Annual Conference, Members or their designated proxies shall elect a Board. The Annual Conference shall also be used to consider proposed amendments to the Bylaws and Constitution. The Annual Conference may also be used to discuss matters pertinent to the membership such as, but not limited to, regulatory issues, committee activities and related matters. The Annual Conference shall be held before November unless designated by the Board.

SECTION 2. QUARTERLY MEETINGS - The Board shall be responsible for scheduling at least three (3) meetings in addition to the Annual Conference.

SECTION 3. SPECIAL MEETINGS - All business and activities that are of an urgent or unforeseen nature that cannot wait for the regularly scheduled Annual Conference may be conducted at special meetings, except for the election of the Board. Special meetings of the KSA may be called at any time by a majority of the Board. Any member of the Board may request in writing to the Vice-President/Secretary a special meeting of the KSA.

SECTION 4. NOTICE OF MEETINGS - Notices of quarterly meetings, Annual Conference and special meetings shall be mailed or emailed to the membership, at least thirty (30) days prior to the meeting. The notice will be sent to the address last appearing on the books of KSA or supplied by such Member, Partner, Associate or Retired Professional/Student to the KSA for the purpose of notice. Such notice shall specify the place, date and hour of the meeting noticed, and, in the case of a special meeting, the purpose of the meeting. For special meetings, only topics specified in the meeting notice may be acted upon.

ARTICLE V – COMMITTEES

SECTION 1. The Board may create committees to further the purposes of KSA. The Chairman of each committee shall be appointed for the duration of the committee or until the next Officer selection cycle by affirmative majority vote of the Board.

SECTION 2. Each committee shall report to the Board its activities at least once annually or more frequently if directed by the President. No Committee Chair shall obligate KSA or issue a public proclamation or policy news release without specific written authorization from the Board President.

ARTICLE VI. SPECIAL CORPORATE ACTS

Contracts, deeds, documents and instruments shall be executed by the President with an affirmative majority vote by the Board.

ARTICLE VII. AMENDMENTS

The Bylaws may be amended as prescribed in the KSA Constitution.

These Bylaws were updated and approved at a monthly Board meeting on March 11, 2021.

##



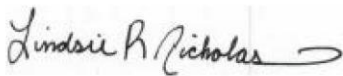
Dave Herndon, President, Region 3



Brooke Shireman, Vice-President / Secretary, Region 1



Elisabeth King, Treasurer, Region 2



Lindsie Nicholas, At-Large



Matt Powell, At-Large

Jean-Luc Dobson

Jean-Luc Dobson, At-Large

Vicki Meredith

Vicki Meredith, Region 4

03/11/2021

Date