

**CONSTITUTION OF THE  
KENTUCKY ASSOCIATION  
OF EDUCATIONAL OPPORTUNITY PROGRAM PERSONNEL  
(As Ratified 4/84,  
and  
Amended 6/87, 10/88, 2/94, 4/05, 2/07, 4/07 and 1/09)**

**ARTICLE I - NAME**

The name of the organization shall be the KENTUCKY ASSOCIATION OF EDUCATIONAL OPPORTUNITY PROGRAM PERSONNEL and may be abbreviated to read KAEOPP.

**ARTICLE II - PURPOSE**

The purpose of this organization shall be:

- (1) to serve as a single unit of representatives for the collective programs which meet the special criteria set by the United States Department of Education for serving disadvantaged students and persons within the Commonwealth of Kentucky;
- (2) to serve as the initial step toward furthering state, regional, and national special program objectives;
- (3) to facilitate various activities designed to advance the professional development of personnel within these programs and the continued growth of the students and persons involved with these programs;
- (4) to plan and execute inter-project activities to bring together students from various regions of the Commonwealth, Southeastern Region, and the nation; and
- (5) to coordinate and communicate among local, regional and national organizations for mutual growth and development of services to students, for timely efforts to promote programs, and for facilitation of program related activities.

### **ARTICLE III - MEMBERSHIP**

Membership in KAEOPP shall be of four types: Professional, Associate, Affiliate, and Lifetime.

(1) Professional membership in KAEOPP shall be limited to those persons, including instructional staff, actively engaged in the administration or general operation of TRIO programs located in the Commonwealth of Kentucky. Persons qualifying for Professional Membership should spend a significant and continuing portion of their professional appointments involved in the concern of the disadvantaged student. Each professional member is entitled to one vote and is eligible to hold office as delineated in ARTICLE IV of this constitution.

(2) Associate membership is generally available to clerical and support personnel working in TRIO programs located in the Commonwealth of Kentucky. Associate members are entitled to register for the annual conference at no charge, but are not entitled to hold office or vote.

(3) Affiliate membership is available to other TRIO professionals or persons who do not qualify for Professional Membership under the provisions of ARTICLE 111, SECTION 1. Affiliate members must pay conference registration fees and are not entitled to hold office or vote.

(4) Lifetime membership is conferred by action of the Executive Board of KAEOPP. Lifetime members are entitled to attend any organization function free of charge, are entitled to vote, but are not entitled to hold office.

(5) Membership dues will be required annually of all Professional, Associate, and Affiliate members.

(a) Membership dues shall cover expenses approved by the Executive Board.

(b) The membership dues are set by the recommendation of the Executive Board and approved by a two-thirds majority of the membership present at any business meeting or by mail ballot of the total membership. Notification of the recommendation to change the membership dues must be given to the full membership a minimum of ten (10) days prior to the vote.

(c) The membership year for KAEOPP shall be October 1 - September 30.

(d) There shall be no proration of membership dues.

## **ARTICLE IV - OFFICERS**

(1) Officers for KAEOPP shall be elected biannually at the regular or special called meeting, or by mail or electronic balloting on or before March 15 of each election year, shall assume responsibilities at the end of the Spring KAEOPP final business meeting, and shall be for a term of two years.

(2) The elected officers shall be a PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, AND TWO EXECUTIVE BOARD MEMBERS-AT-LARGE.

(3) Officers may serve a maximum of two full terms in the same office.

(4) Vacancies

(a) If the position of an elected officer becomes vacant during the term of office, the President can appoint a person to fill the unexpired term with a two-thirds approval vote of the Executive Board. Notice is given to each program when such appointments are made.

(b) If an elected officer fails to carry out the duties and responsibilities of his/her position, that officer may be removed from office as follows:

(1) The Executive Board, by a two-thirds majority vote, shall have the power to remove an officer. Removal of an officer may be effected, when it is in the best interest of KAEOPP to do so.

(2) Before final action may be taken with respect to the removal of an officer, a notice of intent to remove must be approved by a majority of the members of the Executive Board present. The affected officer must be notified in writing of the vote and advised of the reasons for the action in a written statement of particulars. The affected officer shall have thirty (30) days from the time of the vote to effect remedial actions or otherwise bring him/herself in compliance with the purposes, by-laws, and best interest of KAEOPP.

(3) At the time, at which the Board will make a final decision on a motion to remove, the members of the Board shall reconsider its vote, reviewing any remedial steps taken by the affected officer. A two-thirds vote of all members of the Board shall be necessary to approve a motion to remove an officer.

(4) Any officer removed from office will be replaced in accordance with ARTICLE IV, SECTION 4 a.

(5) Duties of officers are as follows:

(a) **PRESIDENT:** The President shall be the chief elected officer of KAEOPP, presiding at all meetings. The President shall, with the advice and consent of the EXECUTIVE BOARD, make all appointments to both standing and ad hoc committees, and may delegate additional duties to the officers. The President shall be an ex-officio member of all standing and ad hoc committees, and shall sign the minutes of all meetings after approval. The President has the power to appoint individuals to fill unexpired terms in accordance with ARTICLE IV, SECTION 4 of this constitution.

(b) **VICE-PRESIDENT:** The Vice President shall assist the President and perform the duties delegated by him/her. In the absence or disability of the President, he/she shall have the powers and shall perform all the duties of the President. The Vice-President shall serve as the SAEOPP Conference Committee Representative.

(c) **SECRETARY:** The Secretary shall keep a record of all meetings and conduct correspondence, letters and notices. The Secretary shall also be responsible for coordinating the KAEOPP Newsletter.

(d) **TREASURER:** The Treasurer shall collect and have custody of all dues and other funds. The Treasurer shall also make disbursements as directed by the Executive Board and make a written financial report annually. The Treasurer shall certify membership in KAEOPP and assist with conference registration. The Treasurer will be chair of the Membership Committee and ex-officio member of the Finance Committee.

(e) **MEMBERS-AT-LARGE:** The Members-at-Large shall be known as the Conference Member-at-Large, and the Service Member-at-Large.

(1) Conference Member-at-Large shall be responsible for organizing and coordinating both the annual fall conference and the spring meeting of the organization. This Member-at-Large will be chair of the Conference Committee,

(2) Service Member-at-Large shall be responsible for compiling and distributing the annual KAEOPP directory. This Member-at-Large will be chair of the Awards Committee.

(f) **PAST PRESIDENT:** The Past President shall chair those committees designated by the President. The Past President shall perform all other duties and responsibilities as requested by the President.

## **ARTICLE V - EXECUTIVE BOARD**

- (1) The Executive Board shall consist of the elected officers of the organization and the immediate Past-President.
- (2) Board meetings shall be held with time and place to be arranged at the discretion of the President. Notification of fifteen (15) or more working days must be made to Board members of any Board meeting.
- (3) To conduct business, a quorum of two-thirds of the members of the Board must be present.

## **ARTICLE VI - COMMITTEES**

- (1) All committees, with the exception of the Executive Board, will be appointed bi-annually by the President.
- (2) Standing committees for KAEOPP shall consist of Conference, Awards, Development, Membership, Archives, TRIO Alumni Society, Public Relations, Student Initiatives, Finance, Constitution, State Advocacy, and Nominating
- (3) Ad Hoc committees shall be established at the discretion of the President.
- (4) Duties and composition of the Standing and Ad Hoc committees will be detailed in the KAEOPP Policy Manual and will be distributed to Committee Chairs at the time of their appointment.

## **ARTICLE VII - VOTING RIGHTS AND PROCEDURES**

Each Professional and Lifetime member in good standing of KAEOPP shall be entitled to one vote. Voting shall be by mail or electronic ballot sent to all members or by voice vote at business meetings.

## **ARTICLE VIII - RESTRICTIONS AND STATE RIGHTS**

Nothing in the constitution shall be valid which is in conflict with mandates of regulations of the United State Department of Education or the Commonwealth of Kentucky.

## **ARTICLE IX - AMENDMENTS**

(1) This constitution may be amended or changed only if the amendment is approved by a two-thirds majority of the voting members who are present or by a two-thirds majority of the voting members responding through a mail or electronic ballot, providing the proposed amendment(s) or change is known to the membership ten (10) working days prior to the vote.

(2) The KAEOPP President, in conjunction with the KAEOPP Board, with input from the KAEOPP Constitution Committee, shall be authorized to make non-substantive changes to the KAEOPP Constitution as necessary for such purposes as name or title changes, correcting typographical errors, correcting grammatical/punctuation/spelling errors and updating citations/cross references.

## **ARTICLE X - MEETINGS**

Meetings shall be conducted in accordance with accepted parliamentary practice and a parliamentarian shall be appointed prior to all business and board meetings. The assembly shall constitute a quorum when the majority of the members who are registered as attending an event are present.

## **ARTICLE XI - DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office or the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XII – INDEMNIFICATION**

(1) KAEOPP hereby indemnifies each member of the Board and Officers, as described in Article IV hereof for the defense of civil or criminal actions or proceeding as hereinafter provided and, notwithstanding and provisions in these bylaws, in a manner to extent permitted by applicable law.

(2) KAEOPP hereby indemnifies each of its officers aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees actually or necessarily incurred or imposed upon or asserted against him or her by reason of being or having been such an officer and acting within

the scope of his or her official duties, but only when the determination shall have been made judicially that he or she reasonably believed to be acting in the best interest of KAEOPP and in the case of a criminal action or proceeding, in addition had no reasonable cause to believe that his or her conduct was unlawful. All determinations to the foregoing by the officers shall be in reliance upon the advice of independent legal council on questions asked.

(3) Every reference herein to a member of the KAEOPP Board shall include every officer thereof or former officer thereof. This indemnification shall apply to all judgments, fines, amounts paid in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any officer of KAEOPP might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such right.

### **ARTICLE XIII – LIMITATION OF ACTIVITIES**

(1) KAEOPP is organized and shall be operated exclusively for charitable and educational purposes within the meanings of Sections 170(2)(B), 501(c)(3), 2522(1)(2) of the Internal Revenue code. No part of the net earnings of KAEOPP shall inure to the benefit of or be distributable to its officers or other private individuals or organizations organized and operated for a profit (except that KAEOPP shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes hereinafter stated). No substantial part of the activities of KAEOPP shall be the conducting of propaganda or otherwise attempting to influence legislation, and KAEOPP shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions herein, KAEOPP shall not carry on any activities not permitted to be carried on by:

- (a) An organization exempt from federal income taxation under Section 505(a) of the Internal Revenue Code as an organization described in section 501 (c)(3) of such code;
- (b) An organization described in Section 509(a) (1), (2), or (3) of the Internal Revenue Code as the case may be;
- (c) An organization, contributions to which are deductible under Section 170 (c)(2) or 2552 (1) (2) of the Internal Revenue Code.

## **ARTICLE XIV – IMPLEMENTATION**

This constitution and bylaws shall be implemented and go into effect as per decision and schedule of the ratifying vote.

Ratified: 4/1984

Amended: 6/87 – Article IV(b)

Amended: 10/88 – Article III(5)(c)

Amended: 2/94 – Article IV (1) and (5)

Amended: 4/98 – Article III, Article IV(1) & (5), Article V, Article VI (2) & (3), Article X

Amended: 4/05 – Article X

Amended: 2/07 – Article IV (1) and Article VI (2)

Amended: 4/07 – Article VI (2)

Amended: 1/09 – Article I, Article II, Article III, Article IV, Article VI, Article VII, Article IX, Article XII, Article XIII, and Article XIV