

Arkansas Association of Cooperative Extension Specialists Constitution and Bylaws

ARTICLE I

Name

This organization shall be known as the Arkansas Association of Cooperative Extension Service Specialists (AACES), hereinafter referred to as the Association.

ARTICLE II

Purposes

The purposes of the Association shall be:

- Section 1. To promote professional improvement, standards, and performance of its members by: improving communication among members, with Extension administration, and other organizations of Extension personnel, and provide opportunity for liaison with all disciplines of the University of Arkansas and other groups and individuals.
- Section 2. To secure benefits that may not be obtained through individual efforts.
- Section 3. To promote esprit de corps among members and throughout the Division of Agriculture.
- Section 4. To provide opportunity for recognition of outstanding contributions to the Division of Agriculture by its members and/or cooperating individuals or organizations.
- Section 5. To support and strengthen the Division of Agriculture and its programs.

ARTICLE III

Members

- Section 1. Membership in the Association is available to all non-classified Division of Agriculture professional personnel with a full or partial Extension appointment in any program area or support unit, current or retired, in state or area positions.
- Section 2. Administrators who report directly to the director are not eligible for membership unless approved by the Board of Directors.
- Section 3. Honorary membership (non-voting) shall be available to individuals approved by the Board of Directors.
- Section 4. Dues are due each calendar year. The amount of dues shall be recommended by the Board of Directors and approved by a majority in attendance at the annual meeting. Only members who have paid dues for the current year shall have full rights and privileges of the Association.

Section 5. AACES members who have paid dues for the current year shall be eligible to vote at the annual meeting of the Association and such other meetings as deemed necessary.

Section 6. In certain circumstances outside of the annual meeting, the AACES Board of Directors may request a vote from the Association’s membership utilizing e-mail voting. One-third of the current membership that returns votes either by mail or electronically constitutes a quorum. Majority of responses received from voting will constitute that the measure has “passed” or “failed” by the membership.

ARTICLE IV Officers

Section 1. The officers of the Association shall consist of president, vice president, secretary, and treasurer.

Section 2. The term of office for president and vice-president shall be for one (1) year, without succession. The term for office for secretary and treasurer shall be for two (2) years, without succession. The secretary shall be elected for service to begin in even-numbered years. The treasurer shall be elected for service to begin in odd-numbered years.

Section 3. **Vacancies.**

The Board of Directors shall be empowered to fill any unexpired term of a vacant position. Anyone appointed to fill an unexpired officer term encompassing two-thirds or more of the full term shall be considered as having served a full term and will not be eligible to be nominated for that position at the next annual meeting. Anyone appointed to serve less than two-thirds of the full term will not be considered as having served a full term and will be eligible to be nominated for that position at the next annual meeting.

Section 4. **Duties.**

- A. The president shall preside at all meetings of the Association, Executive Committee, and the Board of Directors.
- B. The vice-president shall assume the duties of president in the absence of the president and serve as program chair.
- C. The secretary shall keep accurate records of the proceedings of the Executive Committee, Board of Directors, and Annual Meetings, and carry on necessary correspondence of the Association.
- D. The treasurer shall receive and distribute funds of the Association in a bank authorized by the Board of Directors.
- E. All elected officers shall pass on relevant Association records to their successors within 30 days of their term ending.

ARTICLE V Election of Officers

- Section 1. The president shall appoint a nominating committee of at least three (3) members from different Extension program areas or support units at least 60 days prior to the annual business meeting. The function of the committee will be to present a slate of officers and directors reflective of the membership at the annual meeting.
- Section 2. Nomination for officers and directors shall be made through the nomination committee or will be accepted from the floor following the nomination committee's report at the annual meeting. No person shall be nominated who has not given consent to serve if elected.
- Section 3. All elected officers and directors shall assume office immediately following the annual meeting.

ARTICLE VI

Meetings

- Section 1. The Association will meet annually and this meeting shall be known as the Annual Meeting.
- Section 2. The Executive Committee shall set the time and place of the Annual Meeting of Association membership and such other meetings of the membership as deemed necessary. Notice shall be sent to the membership of such meetings at least 30 days in advance.
- Section 3. Association members are able to call a special meeting. Special meetings must be called by the Executive Committee within five (5) days upon delivery of a petition or e-mail to the president or vice-president signed by at least 25 percent of the membership. Notice of a called meeting shall be provided two weeks before such called meeting.
- Section 4. A quorum for annual and special meetings for the Association shall consist of the current members present provided the membership has been properly notified.
- Section 5. The Executive Committee may determine that any meeting of the members, Board of Directors, or Executive Committee shall not be held at any place, but may instead be held solely by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Participants shall receive at least seven (7) days advance notice of the change to a remote meeting and shall be provided instructions for participation and voting for such remote meeting.
- Section 6. Committee chairs may determine that any meeting of the committee shall not be held at any place, but may instead be held solely by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Participants shall receive at least seven (7) days advance notice of the change to a remote meeting and shall be provided instructions for participation and voting for such meeting.

- Section 7. Any meeting, including any meeting of the Members, Board of Directors, Executive Committee, or any other committee, may be held by remote communication as provided herein and shall be subject to the following provisions:
- (1) The technology used for the electronic meeting shall allow attendees full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
 - (2) The Association shall implement reasonable measures to authenticate the attendance and vote of each attendee.
 - (3) Participation in a remote meeting shall constitute presence for all purposes, including quorum and voting.
 - (4) Any action that could be taken at an in-person meeting may also be taken at a remote meeting held pursuant to this provision.

ARTICLE VII

Executive Committee

- Section 1. The Executive Committee shall consist of the elected officers and immediate past-president.
- Section 2. The Executive Committee shall hold meetings as deemed necessary.
- Section 3. A quorum for the Executive Committee meetings shall consist of a simple majority of its members.

ARTICLE VIII

Board of Directors

- Section 1. The Board of Directors shall be composed of the Executive Committee and six (6) directors elected by the membership. The Executive Committee shall serve on the Board of Directors for the terms of their offices. The six (6) directors at large shall serve three (3) year terms, two of which will terminate each year.
- Section 2. The Board of Directors shall meet quarterly and as deemed necessary by the Executive Committee.
- Section 3. The Board of Directors shall be empowered to act on behalf of the membership when the Association is not in session.
- Section 4. It is the responsibility of the Board of Directors to submit official records, such as officers, minutes and other pertinent information, to the web committee for online posting.
- Section 5. The Board of Directors shall be empowered to fill any unexpired term occurring on said Board. The appointee shall hold office for the remainder of the unexpired term.

- Section 6. A quorum for the Board of Directors shall consist of a simple majority of its members.
- Section 7. Board member dues must be paid in full by the first board meeting of the year. If dues are not paid by the first board meeting of the year, the board member will be removed.

ARTICLE IX Committees

- Section 1. Standing committees of the Association shall be Constitution and Audit, Recognition and Awards, Professional Improvement/Social, Budget, Website/History, Membership, Resolutions, Fundraising, and Community Service. Other standing committees shall be established as the Board of Directors and/or membership deem necessary.
- Section 2. Ad-hoc committees shall be appointed by the president as needed.
- Section 3. Each standing committee shall consist of a Chair (Co-Chairs), vice-chair and a minimum of three other members. The president appoints all committee members from those who have indicated an interest in serving on the committee. The term for chair is two years with the vice-chair automatically becoming chair upon expiration of the chair's term. A new vice-chair should be elected from the current members. Committee members will serve on year with the term expiring at the conclusion of the Annual Meeting. Members can be reappointed to additional term(s). Deviations from this committee structure shall be at the discretion of the Board of Directors. When an unexpired vacancy is filled, the term will be the remainder of the term being replaced.
- Section 4. The president shall be an ex officio member of all committees except the nominating committee.
- Section 5. Each Committee shall keep a record of its notes, minutes, and other material that will trail its progress and be a help to committees formed in the future. Committee chairs shall submit the materials to their successor within 30 days of their term ending.
- Section 6. Committee chairs shall upload digital minutes and other such materials for storage in the AACES Box folder, or a successor program adopted by the Board of Directors. Paper-based materials shall be copied to the President/Executive Committee and provided upon request during the annual business meeting. It is the responsibility of Committee chairs to keep and submit these records in a timely manner.
- Section 7. **The Constitution and Audit Committee duties are:** 1) Audit the financial records of the Association each year and present a report at the annual meeting. 2) Review the Constitution and By-laws to insure they remain true to the purpose of the Association and present a report at the annual meeting. 3) Insure membership remains aware of adoption and amendment procedures as outlined in the Constitution.

- Section 8. **Professional Improvement/Social Committee duties are:** 1) Survey membership and develop program ideas that will address the needs of the association members, including topics for speakers, workshops, and name of presenters. 2) Coordinate Professional Improvement opportunities for membership on annual basis. 3) Maintain Professional Improvement opportunities on website. 4) Develop, organize, and promote activities and events that develop spirit de corps among the membership. 5) Solicit resources to fund such events.
- Section 9. **Budget Committee duties are:** 1) Prepare an annual budget and present it to the Board of Directors for approval prior to the annual business meeting. 2) Treasurer shall serve as co-chair.
- Section 10. **Recognition and Awards Committee duties are:** 1) Inform the membership of awards available. 2) Solicit nominations at least 45 days prior to the presentation of awards. 3) Maintain a list of past recipients. 4) Select award recipients. 5) Notify award recipients and invite them to the recognition event. 6) Obtain ALL awards and plaques including the outgoing President’s plaque. 7) Present awards.
- Section 11. **Website/History Committee duties are:** 1) Manage the design, standards and maintenance of the Association Website. 2) Coordinate the updating of the website information and pictures throughout the year. 3) Update the following information after installation of new officers each year within 30 days, Committee and officer names and terms; resolutions, award winners, bylaw changes, the AACES Calendar of Events, and/or other current organizational information posted. 4) Make recommendations to the Board regarding changes to the website. 5) Assist The Association with maintaining accurate digital records of the association so as to preserve its history.
- Section 12. **Membership Committee duties are:** 1) Send notices of membership renewal. 2) Recruit new members. 3) Maintain current list of members.
- Section 13. **Resolutions Committee duties are:** 1) Solicit resolution proposals from members. 2) Present proposed resolutions to membership for a vote on whether to forward resolution to Administration. 3) Provide approved resolutions to professional association responsible for presenting all resolutions to Administration. 4) Provide administrative response to membership.
- Section 14. **Fundraising Committee duties are:** 1) Work with Budget Committee and Board of Directors to determine fundraising needs of organization. 2) Organize and conduct fundraising activities.
- Section 15. **Community Service Committee duties are:** 1) Organize annual community service projects. 2) Report results of projects to the membership.

ARTICLE X Finances

- Section 1. The treasurer shall receive and distribute funds of the Association in a bank authorized by the Board of Directors.

- Section 2. The Budget Committee shall prepare an annual budget and present it to the Board of Directors for approval at least 30 days prior to the annual business meeting.
- Section 3. The Constitution and Audit Committee shall audit the financial records of the Association each fiscal year and present a report at the annual meeting.
- Section 4. The fiscal period for the Association shall be the calendar year, January 1-December 31.

ARTICLE XI

Dissolution

Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association to another tax exempt extension association with similar purpose(s) as stated in Article II.

ARTICLE XII

Parliamentary Authority

Proceedings, rules, and parliamentary procedures shall, except as herein provided, be in accord with Robert's Rules of Order, latest edition.

ARTICLE XIII

Amendments

- Section 1. This constitution and bylaws may be amended, revised, or replaced at any annual business meeting of the Association by affirmative vote of two-thirds of the members present and voting, provided a notice of the proposed amendments, revisions, or repeal has been provided to the members no less than 30 days prior to the annual business meeting.
- Section 2. Approved amendments or revisions so made will go into effect immediately.

Adopted July 18, 1977
Amended April 15, 1986
Amended April 12, 1996
Amended December 8, 2003
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