

Epsilon Sigma Phi

CONSTITUTION AND BYLAWS

ARTICLES OF INCORPORATION

FOR THE STATE OF ARKANSAS

EΣΦ

Revised February 2006

CONSTITUTION AND BY-LAWS

ARTICLES OF INCORPORATION

This Honorary Extension Fraternity is organized under and pursuant to the provisions of Act 176 of the General Assembly of the State of Arkansas, approved, March 7, 1963, known as "Arkansas Nonprofit Corporation Act."

Article I

NAME

The name of the Arkansas organization shall be Alpha Iota Chapter of Epsilon Sigma Phi, National Honorary Extension Fraternity, Inc.

Article II

DURATION

The life of this association shall be perpetual.

Article III

PURPOSE

The purpose of this Fraternity shall be: To maintain the standards and ideals, uphold the morale, prestige and respect of the Cooperative Extension Service, to develop an effective working relationship and a spirit of fraternal fellowship among the present and former employees of the Cooperative Extension Service, and to promote and recognize professionalism and achievement within Extension.

Article IV

MEMBERSHIP

Section 1. The membership of this Fraternity shall consist of persons duly elected who must have served three or more years in the Cooperative Extension System of the Land Grant Colleges and the United State Department of Agriculture, and who have received a favorable vote by a majority of members present at the annual meeting. Membership shall be divided into three classes (a) Member (b) Life (c) Honorary.

Section 2. Members shall be Extension professionals or retired employees of the Cooperative Extension System who are current in their payment of dues. Persons retired from the Cooperative Extension Service may continue to participate in the activities of the Alpha Iota Chapter and those with life memberships will not be required to pay annual Chapter dues. An Arkansas Cooperative Extension Service professional, on completion of three years of service, will be notified by the Chapter Secretary of eligibility for membership into Alpha Iota Chapter of Epsilon Sigma Phi.

Section 3. Life members of National Epsilon Sigma Phi shall be those who have paid a life membership fee after retirement.

Section 4. Honorary members shall be those who have performed some meritorious service in the interest of the Arkansas Cooperative Extension Service.

Section 5. Transfer of membership: It shall be the responsibility of the Chapter Secretary to contact newly employed Epsilon Sigma Phi members to insure continuity of their membership. The Chapter

secretary will contact the National Executive Director of Epsilon Sigma Phi to process the transfer of membership.

Section 6. Withdrawal from membership: Membership shall cease after non-payment of dues. A delinquent former member may be reinstated by the payment of current dues. A member may be expelled from the Fraternity for failure to observe the purpose of the organization as stated in Article III.

Article V

BUSINESS

Section 1. Place of Business: The principle place of business of Alpha Iota Chapter of Epsilon Sigma Phi shall be in Little Rock, Arkansas. The address of the state office is: P.O. Box 391, Little Rock, Arkansas 72203.

Section 2. Fiscal Year: The fiscal year shall begin the first day of January and end on the last day of December.

Section 3. Annual Meetings: The annual meetings of the Alpha Iota Chapter of Epsilon Sigma Phi shall be held at the principal place of business or at any other place in Arkansas which is reasonable assessable to the members of the Fraternity, determined by the Executive Committee. The exact date, time, and place shall be determined by the Executive Committee.

Article VI

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

The Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and District/Area Directors. The President, President-Elect, and Vice President shall serve for one-year terms. The Secretary will be elected by the membership in even years and serve a two-year term. The Treasurer will be elected by the membership in odd years and serve a two-year term. The Chapter shall be divided into Districts. These Districts shall elect Directors in even years: Ozark, 1890 Faculty, and Retirees. These districts shall elect Directors in uneven years: Delta, Ouachita, and State Office. Each district will have one Director and one Alternate Director. Directors shall serve for two-year terms.

Officers and directors will take office at the end of the annual meeting when they are elected. The Alternate Director will not serve on the Board of Directors. If the Director is transferred from his district, he automatically resigns, and the Alternate Director will complete the remaining term. The outgoing President shall serve as an ex officio member of the Board of Directors.

The Executive Committee, consisting of the elected officers of the Chapter, shall have the authority to transact necessary business in the interim between Board of Directors meetings and the annual meeting.

Article VII

DISSOLUTION

If upon dissolution of Alpha Iota Chapter of Epsilon Sigma Phi, the assets exceed the outstanding obligations, then such balance shall accrue to and be administered through the Arkansas 4-H Foundation, a corporation chartered by the State of Arkansas and organized as a nonprofit, tax-exempt, educational agency.

Article VIII

REGISTERED AGENT

The registered agent of the Alpha Iota Chapter of Epsilon Sigma Phi is: Cooperative Extension Service, P.O. Box 391, Little Rock, Arkansas 72203.

Article IX

AMENDMENTS

Amendments to this Articles of Incorporation may be made at any regular meeting of the Fraternity by a two-thirds majority of those present provided that such action has been duly announced in the notice of the meeting at least thirty (30) days before the meeting and a complete text of the proposed amendments has been given in the notice of the meeting.

Article X

NONPROFIT CORPORATION

Alpha Iota Chapter of Epsilon Sigma Phi shall be a nonprofit organization. The payer's Federal ID number for the Chapter is 710264020. The recipient's Federal ID number for the Chapter is 716053637.

BY-LAWS

Article I

POWERS AND PURPOSES

The powers and purposed of this association are set forth in the Articles of Incorporation. The mission of Epsilon Sigma Phi is to foster the standards of excellence in the Extension system and to develop the Extension profession and professionalism. The Articles of Incorporation shall control in the event of any conflict between its provision and any part of these bylaws.

Article II

MEETINGS

Section 1. Annual Meetings – The annual meetings of Alpha Iota Chapter of Epsilon Sigma Phi shall be held as specified in the Articles of Incorporation.

Section 2. Special Meetings – Special meetings may be held upon the call of the President or upon the written request of 30 percent of the members.

Section 3. Notice of Meetings – Written notice of all annual and special meetings shall be given to all members at least thirty (30) days before the date of the meeting.

Article III

VOTING RIGHTS AND QUORUM

Members present at a meeting of the Alpha Iota Chapter of Epsilon Sigma Phi shall constitute a quorum for the transaction of all business except as otherwise provided in Article IX of the Articles of Incorporation. A vote of the majority of members present at such meetings shall be sufficient to pass or reject any measure properly placed before the meeting. No member shall have more than one vote. Voting by proxy shall be prohibited.

When necessary and justified, the Board of Directors can present a vote to the membership at times other than the annual meeting using e-mail voting. Those members without e-mail must be mailed ballots that are postmarked at least thirty (30) days prior to the voting deadline. A majority of responses from such votes shall be sufficient to pass or reject any measure properly placed before the membership.

Article IV

ORDER OF BUSINESS

The order of business at the Annual Meeting and at other meetings of the association as far as practicable, shall be:

1. Registration of Voting Members
2. Proof of Notice of meeting
3. Reading and disposal of all previous unapproved minutes
4. Reports of officers and committees
5. Election of officers
6. Unfinished business
7. New Business
8. Installation of officers
9. Adjournment

Article V

BOARD OF DIRECTORS

Section 1. Requirements – The Directors of Alpha Iota Chapter of Epsilon Sigma Phi shall be members in good standing with the association. The election of Directors shall be as specified in Article VI of the Articles of Incorporation.

Section 2. Notice of Meetings – Written notice of regular and special board meetings, starting time, place and purpose thereof, shall be mailed or handed to each Director at least five (5) days prior to the time for holding the meetings; provided, however, that Directors may waive, in writing, notice of any meeting.

Section 3. Vacancies – Vacancies in the Board of Directors, other than by expiration of term, and the succession of the President Elect in event of a vacancy in the office of President, shall be filled by a majority vote of the Directors, in office. Directors to fill such vacancies shall be elected to serve until the next annual meeting.

Section 4. Removal of Directors – Any Director of Alpha Iota Chapter of Epsilon Sigma Phi may, for cause, be removed from office by a majority vote at any annual meeting, or special meeting called for that purpose, at which a majority of the members shall be present. No Director shall be removed unless in the notice for such meeting it has been stated that removal is to be considered. A Director shall be informed that removal is to be considered and an opportunity shall be given such a Director to be heard in person or by representation at the meeting where and when removal is being considered.

Section 5. Quorum – A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; and a vote of the majority of the members present at such meeting shall be sufficient to pass or reject any measure properly placed before the meeting except for the transaction of business for which a different vote is specifically provided for, by statute or by these bylaws.

Article VI

DUTIES OF DIRECTORS

Section 1. Management – The Board of Directors shall direct the business and affairs of Alpha Iota Chapter of Epsilon Sigma Phi. They shall make the necessary rules and regulations which are not inconsistent with the law under which Alpha Iota Chapter of Epsilon Sigma Phi is incorporated, nor with the Articles of Incorporation and Bylaws of Alpha Iota Chapter of Epsilon Sigma Phi. The Board of Directors shall have the power to employ personnel on a part-time basis as a means of carrying out special activities and programs of Alpha Iota Chapter of Epsilon Sigma Phi. The Board of Directors shall determine their duties and fix their wages, and have power to dismiss such employees when they are no longer needed, or if they are ineffective.

Section 2. Audits – The financial records of the Treasurer shall be subject to an annual audit by a committee of three members appointed by the President at least four weeks before the annual meeting.

Article VII

DUTIES OF OFFICERS AND DISTRICT DIRECTORS

Section 1. The officers of this organization shall consist of a President, President Elect, Vice President, Secretary, and Treasurer. The President, President Elect and Vice President shall serve for one-year or until their successors are duly elected and qualified. The terms of Secretary and Treasurer shall be for a two-year term, elected in alternate years.

Section 2. The President shall preside at all meetings of the Fraternity and shall perform the duties usually incumbent upon an executive officer.

Section 3. In the absence of the President, the President Elect shall perform the presidential duties.

Section 3a. The Vice President's specific duties will be in charge of programs of work.

Section 4. The Secretary shall keep minutes of all regular and special meetings and report all transactions at meetings.

Article VIII

COMMITTEES

Section 1. Standing Committees: Standing committees will be appointed by the President with approval of the Executive Committee to carry out certain activities of the organization. These committees shall be:

- A. Annual Meeting (e.g., Galaxy Conference)
- B. Awards and Recognition
- C. Budget and Audit
- D. Constitution and Bylaws
- E. Legislative and Resolutions
- F. Membership
- G. Memorial and Tribute

- H. Nomination
- I. Professionalism

Section 2. Special Committees: Arrangements can be made for any special committees that will further and give maximum effectiveness to the program of Alpha Iota Chapter of Epsilon Sigma Phi.

Article IX

FINANCING

Dues shall be a combination of state and national dues and shall be assessed in such a manner that the total annual dues paid by members be an amount equal to \$20 greater than the national dues. Initiation dues for new members shall be the amount assumed by the National Epsilon Sigma Phi and are paid only once. The Chapter treasurer will report and pay annual membership dues to the National by their final deadline. The number of paying memberships at that time will determine the number of the Chapter's voting delegates for awards voting and the National Council meeting. Any additional dues received after the deadline shall be paid to National within one month prior to close of the National's fiscal year. Lifetime membership dues for retirees will be assessed \$50 more than the National and are to be paid only once.

Article X

EMBLEM

The official emblem shall be that adopted by the National Honorary Extension Fraternity of Epsilon Sigma Phi at its meeting in Reno, Nevada, July 12, 1927. Only members in good standing may wear the Fraternity emblem. Each member shall be provided with membership recognition upon a form approved by the National Fraternity.

Article XI

SUPPLIES

All charters, obligations, and emblems shall be secured through the Executive-Director of the National Epsilon Sigma Phi.

Article XII

AMENDMENTS

Amendments to the bylaws may be made at any regular meeting of the organization by a two-thirds majority of those present provided that such action has been duly announced in the notice of the meeting at least (30) thirty days before the meeting and a complete text of the proposed amendments has been given in the notice of the meeting.