

National Association of Extension Program & Staff Development Professionals

Constitution of the National Association of Extension Program & Staff Development Professionals

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EDITING Document

Article I: Name

This organization shall be known as the National Association of Extension Program & Staff Development Professionals (NAEPSDP) herein referred to as the Association.

Article II: Objectives

The objectives of this Association shall be to provide an organized forum for extension program and staff development professionals who are actively engaged in, or have a strong commitment to, program and staff development in the Cooperative Extension System to come together (both physically and virtually) to:

- Improve communication and collaboration by discussing issues, needs and opportunities of mutual interest and building and sharing resources.
- Advocate for the profession by promoting its importance within the land grant system.
- Enhance multi- state efforts.
- Discuss, develop, sponsor, and promote educational training programs and activities that advance sound program and staff development practices.
- Advance the professional status of program and staff development extension professionals by encouraging continuous self- improvement.

Article III: Membership

Section 1. Membership

The membership of the Association shall be comprised of extension professionals in each state, Washington D.C./Extension Service USDA, and the territories of Guam, Puerto Rico, U.S. Virgin Islands, and Northern Marianas. Following are the recognized classes of membership:

- *Active Members.* Active Members are currently employed as extension professionals with responsibilities or strong interests in program and staff development and pay annual membership fees to the association.
- *Life Members.* Life Members must have retired from the Cooperative Extension Service with responsibilities or a strong interest in program and staff development. Dues for Life Membership are payable on a one- time basis and are set at an amount equal to four times the current annual rate of Active Members dues. Life Members have all the rights and privileges of Active Members. If a Life Member returns to active employment status, he/she will be required to pay dues as an Active Member until retirement status is resumed. Life Member status would be reinstated without additional payment when Extension employment returns to retirement status.

- *Student Members.* Graduate and undergraduate students in training for careers related to program and staff development in the Cooperative Extension Service.

Membership in the Association shall be available without regard to race, color, creed, religion, gender, age, national origin, sexual orientation, disability, familial status, public assistance status, or veteran status.

Article IV: Officers and Board of Directors

Section 1. Officers

The officers of the Association must be Active or Life members in good standing and shall be a President, President- Elect, Treasurer, Secretary, and Past President. Officers will serve a term of one year beginning January 1 or until successors are elected and are elected as set forth in Article VII of the By- Laws except for the Treasurer who shall serve a 2 year term. With the exception of the President, President- Elect, and the Past President, officers may succeed themselves in office.

Section 2. Duties of the President

The President shall serve as the Executive officer of the Association; preside at all Board of Directors and General Membership meetings; and appoint all standing and all select committee chairs with the advice and consent of the Board of Directors, unless otherwise directed by the motion creating the committee. The President and the Secretary or any other officer of the Association authorized by the Board of Directors, shall sign any contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Board of Directors. In general, the President is a voting member and shall perform all duties incident to the office of President and such other duties that shall from time to time be assigned by the Board of Directors. The President shall appoint a Parliamentarian for the proceedings of the Annual Meeting

Section 3. Duties of the President- Elect

The President- Elect shall serve as President in the absence of that official and shall become President in the event that official cannot continue as President for any reason. The President- Elect shall not be authorized to sign documents unless the Board of Directors specifically gives written authorization to do so. The President- Elect shall assist the President in the performance of the President's duties and shall have such other duties and authority as is granted from time to time by resolution of the Board of Directors. The President- Elect will also: serve as an ex-officio member of the Program Committee in the year of a conference, be responsible for scheduling the Annual Meeting, Board of Directors to develop the Annual Meeting program and notifying the membership of that meeting, and oversee the operation of all standing committees.

Section 4. Duties of the Past President

The Past President shall sit on the Board of Directors and be chair of the Nominating Committee. The Past- President shall advise the current President on duties, programs, commitments, protocols and activities consistent with the goal of maintaining continuity of administration.

Section 5. Duties of the Treasurer

The Treasurer shall serve as chair of the Finance Committee, collect the annual dues, receive other funds accruing to the association and shall disburse funds as directed by resolution or an order of the Board of Directors. The Treasurer shall prepare statements for submission at the Annual Meeting showing receipts and disbursements and the financial condition of the organization. The Treasurer shall prepare for approval of the Board of Directors and distribution to membership, guidelines for the

95 reimbursement of expenses. All expense payments will be approved by the Treasurer and affirmed by
96 the Board of Directors in accordance with these guidelines. Anticipated expenses shall be
97 pre- approved by the Treasurer to insure sufficient funds. The Treasurer shall have charge and custody
98 for or appoint the President to have charge and custody for receipts for money due and payable to the
99 Association from any source whatsoever and assure deposit of all monies in the name of the
100 Association. Said deposits shall be made in such bank or other financial institution as shall be selected
101 by the Board of Directors. And the Treasurer shall in general perform all duties incident to the office of
102 Treasurer and such other duties as from time to time may be assigned to him/her by the Board of
103 Directors. The duties of the Treasurer will be completed upon the submission of all financial accounts,
104 funds and records pertaining to the office to the newly elected Treasurer. The new Treasurer may
105 request a formal audit by the Audit Committee or by an audit firm contracted by the Board of
106 Directors, of the financial records of the Association covering the calendar year ending 31 December.
107 The Treasurer may succeed him/herself for no more than two terms, for a total of three consecutive
108 terms.

109

110 Section 6. Duties of the Secretary

111 The Secretary shall take, prepare, distribute and keep records of all Executive and general membership
112 meetings of the Association, or shall be responsible for such action. The Secretary shall maintain a list
113 of current members or shall be responsible for such action. He/she shall be responsible for distributing
114 meeting minutes to all Association members. The Secretary shall also see that all notices are duly
115 given in accordance with the provisions of the Bylaws or as required by law; be custodian of the
116 Association records; shall see that a register of the name and address of each member is kept; and shall
117 be responsible for distributing, counting and reporting the results of election ballots. The duties of the
118 Secretary will include completing the processing and distribution of the official business conducted at
119 the Annual Meeting (i.e., resolutions, motions, directives, etc.), and will be completed before the
120 incoming secretary assumes responsibilities. The Secretary shall develop an election ballot to be
121 submitted to eligible members for voting as described in Article VII of this constitution. The Secretary
122 may succeed him/herself in office no more than two terms, for a total of three consecutive terms.

123

124 Section 7. Duties of the Regional Representatives

125 Six Regional Representatives, one each from the Northeast, North Central, Southern, Western areas,
126 1890 institutions, and 1994 institutions, shall be elected by the eligible members in their respective
127 regions as feasible. In the event that there are no candidates to serve as Regional Representatives from
128 a particular region, at- large representatives will be appointed by the Board of Directors to fill the
129 remaining slots on the Board. Regional representatives serve at the discretion of the association
130 members from the respective region. Regional representatives are elected on rotating years. The North
131 Central, Western, and 1890 Regional Representatives will be elected in even- numbered years, and
132 the 1994, Northeast, and Southern Regional Representatives will be elected in odd- numbered years.
133 Regional and At- Large Representatives shall act as liaison between members of their respective
134 regions and the Board of Directors and its officers. Regional Representatives shall bring to the Board
135 of Directors' attention and advocate for: emerging professional development needs; possibilities for
136 national and regional conference sites and programs; networking opportunities with other
137 extension- affiliated and non- Extension professional associations; and particular concerns of the
138 regional membership related to NAEPSDP policies, programs, or procedures.

139

140 Section 8. Board of Directors

141 The five officers and six regional or at- large representatives elected by the membership of the
142 Association shall constitute the Board of Directors. Each member of the Board of Directors shall have
143 one vote. The Board of Directors shall have authority to act for the Association and to decide all

144 matters requiring attention during and between regular meetings and to ensure that arrangements for
145 annual meetings and special meetings are made. These matters include, but are not limited to,
146 approval of the annual budget, authorizing the president or sign contracts, replacing any vacancies in
147 offices, appointing select committees, and dealing with any emergency situations.
148

149 ***Article V: Meetings and Attendance***

150 Section 1. Annual Meetings

151 Upon sixty days written or electronic notice to all eligible members of record, the Annual Meeting of
152 the Association shall be held at such time and place as determined by the Board of Directors. Annual
153 Meetings may be conducted either face- to- face or virtually.
154

155 Section 2. Special Meetings

156 Special Meetings shall be held upon thirty days notice to all eligible members, as called by the
157 President with agreement of the Board of Directors, or by the Board of Directors, or at the call of the
158 President on the written request of ten eligible members. Special Meetings shall be held at which time
159 and place as determined by the Board of Directors. Special Meetings may be conducted either
160 face- to- face or virtually.
161

162 Section 3. Annual Meeting Attendance

163 Attendance at Annual Meetings shall be open to the following: (1) Active, Student and Life members
164 of the Association. (2) Such persons engaged in program and staff development or related work in the
165 employment of land grant universities, governmental agencies, or other program and staff development
166 organizations.
167

168 Section 4. Business and Special Meetings Attendance

169 The business meeting is that part of the Annual Meeting held to conduct the Association's business.
170 Voting at business meetings and special meetings shall be limited to Active, Student and Life members
171 of the Association. The Board of Directors may invite others into the meeting to discuss matters of
172 importance with the Association.
173

174 ***Article VI: Quorum***

175 One- fourth of the eligible membership shall constitute a quorum at any Association Annual, Special
176 or Business meeting. Two- thirds of the Board of Directors shall constitute a quorum at any Board of
177 Directors meeting. Two- thirds of the eligible members of any standing or select committee shall
178 constitute a quorum at that meeting.
179

180 ***Article VII: Voting***

181 Section 1. Eligible Members

182 Voting shall be limited to Active, Student, and Life members in good standing (paid- up dues) with
183 one vote for each member.
184

185 Section 2. Decisions by Simple Majority

186 Any question or issue other than an amendment to the By- laws shall be determined by a simple
187 majority of those voting in the manner or forum determined by the Board of Directors.
188

189 Section 3. Procedure for Simple Majority Votes

190 The Board of Directors may submit any question by mail, email or fax to the eligible membership.
191 Except for amendments (Article VI of Bylaws) or policy statements (Article IV of Bylaws), such

192 questions shall be returned within thirty days of the submission of the question to the entire
193 membership.

194 **Bylaws of the National Association of Extension Program & Staff**
195 **Development Professionals**

196
197 ***Article I: Membership and Fees***

198 Section 1. Enrollment of Members

199 There shall be no limit to the maximum number of members within the Association or its membership
200 classes. Any person meeting the membership requirements stated in the Constitution may become a
201 member by submitting an application and payment of the required membership fees. The Board of
202 Directors will notify the applicant of approval. The period of membership in the NAEPSDP runs from
203 January 1-December 31 of each year. Dues are due on January 1 and may be paid up until August 31
204 of each year. Dues paid after August 31 will be credited to the following year. Active and Life
205 Members in good standing (current membership fees paid) of the Association shall be eligible to vote
206 or hold elected or appointed positions in the Association and are hereinafter referred to as 'eligible
207 members'.

208
209 Section 2. Membership Fees

210 Members in the Association will maintain membership by payment of fees to the Association as voted
211 upon by the membership for each membership category. Active and Student members will pay fees
212 annually, while Lifetime members pay a one- time membership fee equal to four times the then current
213 annual membership fee for Active Members.

214
215 ***Article II: Officers and Board of Directors***

216 Section 1. Removal

217 A member of the Board of Directors may, for cause, be removed from office by a two- thirds majority
218 vote of the Board of Directors. No Board of Directors member shall be removed unless in the notice of
219 such meeting it has been stated that his/her removal is to be considered. A Board of Directors member
220 shall be informed that his/her removal is to be considered and a hearing shall be given such an Board
221 of Directors member, in person or by representation at the meeting.

222
223 Section 2. Vacancies

224 The Board of Directors may fill officer vacancies to complete unexpired terms of office.

225
226 ***Article III: Committees***

227 Section 1. Types of Committees

228 The Association in conducting its affairs will utilize the following types of committees:

229
230 *Standing Committees:* Committees appointed to consider topics of a continuous or recurring nature.
231 The services of these committees are needed year after year and the committee is deemed permanent as
232 long as the topic needs consideration and the Board of Directors approves it. Standing committees will
233 have subcommittees when the topic makes such delegation appropriate. Standing committees shall
234 include the following:

- 235
- 236 • Finance
- 237 • Nominations
- 238 • Resolutions and Policy
- 239 • Membership
- 240 • Marketing

- 241 • Programs
- 242 • Awards and Recognition

243

244 Other standing committees may be formed with the approval of the Board of Directors.

245

246 *Select Committees:* Select committees are appointed to consider topics on an ad hoc basis. The life of
247 each committee shall continue until the specific assignments are completed. The topic area covered is
248 usually not one covered by a standing committee. The Board of Directors shall define the objectives,
249 activities and organization of any select committee. Examples of select committees may include, but
250 are not limited to the following:

251

- 252 • Audit
- 253 • Special Projects

254

255 Section 2. Committee Establishment

256 Each Standing and Select Committee can be established or abolished by the Board of Directors. The
257 eligible membership can request new committees. Eligible members requesting a new committee be
258 created must submit a proposed charter and petition containing the signatures of at least ten members
259 in good standing to the President. The Board of Directors must vote on the proposal at its next regular
260 meeting following submission of the petition.

261

262 Section 3. Committee Membership

263 With the exception of the Membership Committee, eligible association members will indicate each
264 year the committees on which they have an interest in serving and a potential membership list as
265 compiled from this information, to the President. The President shall be responsible for providing
266 recommendations for committee members and for appointing the Chairs for each committee.
267 Committee Chairs will select committee members based on recommendations of Regional
268 Representatives and the President. All committee members are appointed for a one year term, but can
269 be re- appointed annually with no restrictions on number of terms served. The number of persons
270 assigned to the committees shall be at the discretion of the President with consultation from the
271 Committee Chair. Every attempt will be made to attain geographic distribution. The Committee Chairs,
272 as needed, will appoint subcommittees and subcommittee chairs. The Membership Committee shall be
273 comprised of the Membership Committee Chair (appointed by the incoming President), the Regional
274 Representatives, and the Treasurer.

275

276 Section 4. Charters

277 Charters for Standing and Select committees provided. Each charter shall provide as a minimum: 1) the
278 need for and mission of the committee; 2) the primary contacts and liaison; and 3) general goals.
279 Committee chairs shall review charters annually to determine whether changes are needed. The
280 President and/or Board of Directors should strive to provide specific charges to committees annually,
281 consistent with committee charters.

282

283 Section 5. Annual Work Plans

284 Committee chairs shall prepare an annual work plan for their committee based on current issues and
285 interests within their purview and report these work plans at the annual meeting. The annual work
286 plans shall detail specific short- term objectives and planned activities to meet those objectives. Work
287 plans are to be submitted to the President and approved by the Board of Directors.

288

289 Section 6. Committee Reports
290 Committee chairs shall present a written annual report on committee activities and accomplishments to
291 the Board of Directors at the end of each calendar year. The Board of Directors may request interim
292 reports.

293
294 ***Article IV: Policy Statements***

295 Section 1. Definition
296 Policy statements are those motions or resolutions passed by the Association that express the attitude
297 and wishes of the Association. They shall supplement the Bylaws and shall serve as directives to the
298 officers expressing the official stand or opinion of the Association.

299
300 Section 2. Procedures
301 Policy statements may be proposed at any time, by any Active or Life member, and submitted to the
302 President in writing. The President shall turn the statements over to the Committee on Resolutions and
303 Policy. That Committee will submit the statement to the eligible membership by mail, email, or fax for
304 adoption or rejection. Upon receipt of the affirmative vote of at least two- thirds of the eligible
305 membership, the policy statement shall be declared adopted, and the membership so notified. For
306 policy statements received within sixty days prior to the Annual Meeting, the Committee may elect to
307 discuss the statements during the Annual Meeting, prior to submitting the ballot for adoption or
308 rejection.

309
310 Section 3. Committee on Resolutions and Policy
311 The Committee on Resolutions and Policy shall annually review existing policy statements and present
312 any new policy statements for consideration at the Annual Meeting. New and/or proposed policy
313 statements will normally be in the form of resolutions and will be documented in the minutes.

314
315 ***Article V: Governance***

316 Section 1. Rules of Order
317 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the
318 National Association of Extension Program and Staff Development Professionals in all cases to which
319 they are applicable and in which they are not inconsistent with this constitution and bylaws, any
320 special rules of order this organization may adopt and any statutes applicable to this organization that
321 do not authorize the provisions of this constitution and bylaws to take precedence.

322
323 ***Article VI: Amendments***

324 Section 1. Proposed amendments
325 Proposed amendments to the Constitution and Bylaws may be submitted by any member and must be
326 submitted in writing to the Board of Directors at least 30 days prior to the Annual Meeting. An
327 amendment to the Constitution may be adopted by a two- thirds vote of the voting membership. An
328 amendment to the bylaws shall require a two- thirds vote of the voting membership. Amendments to
329 the bylaws must not conflict with the Constitution.

330
331 ***Article VII: Elections***

332 Section 1. Procedure
333 Elections for all members of the Board of Directors shall be held annually, before the end of each
334 calendar year, by vote of the eligible membership conducted in the following manner: The
335 Nominations Committee shall identify candidates for each office to be filled. The Nominations
336 Committee shall accept nominations only from eligible members or self- nominated. Any eligible

337 member shall nominate candidates for President- elect, Secretary, and Treasurer. Eligible members
338 from their regions shall nominate regional representatives. Candidates must be Active or Life members
339 of the Association. Following the close of nominations, the Nominations Committee shall certify that
340 all nominations received are valid, and that all nominees are willing to accept the position if elected. A
341 nominee may be placed on the ballot for only one position. If nominated for more than one position,
342 the nominee will be allowed to select the position for which he/she will run. The Secretary shall draft
343 an election ballot and distribute it to all eligible members in accordance with their regional affiliation.
344 Ballots shall be distributed via email and by fax or surface mail upon request. Ballots may be returned
345 via mail, fax, or online voting. The closing date of elections shall be 10 days after ballots are
346 distributed. Ballots shall be reported by the Secretary and certified by the Board of Directors. The
347 candidate for each office receiving the largest number of affirmative votes from the ballots cast by the
348 eligible membership shall be elected. In the event of a tie, the elected officer shall be determined by a
349 random draw held by the President. Within thirty days following the close of elections, members shall
350 be notified of election results.

351

352 Section 2. Office of President

353 The President- Elect will succeed to the office of President.

354

355 Section 3. Assumption of Office

356 The term of office for all members of the Board of Directors shall commence on January 1 and
357 continue until December 31 of the year following the election.

358

359 Section 4. Re- election

360 While it is the general policy of the Association to effect a change of membership on the Board of
361 Directors, an officer—except for the President, Past President, and President- Elect—may be
362 re- elected.

363

364 ***Article VIII: Strategic Partnerships***

365 The Association should seek to build strong partnerships with professional societies, government and
366 non- governmental organizations, foundations, and other appropriate entities having a shared
367 commitment to the Extension program and staff development principles embraced by the Association.
368 Such collaborative efforts could include, but not be limited to, the sharing of information,
369 communications, conference notifications, joint hosting of professional conferences and workshops,
370 and collaborations on grants that help advance the important work of the Association.

371

372 ***Article IX: Dissolution of the Association***

373 Section 1. Procedure for Dissolution

374 The association may be dissolved upon the consent of 3/4 of the current membership expressed in
375 writing (or agreed to by email, fax, etc.) pursuant to a special meeting (or at another meeting) of the
376 Association duly called for such purpose. At least two months prior written (or email, fax, etc.) notice
377 shall be given with regard to such special meeting. Dissolution shall proceed according to law by such
378 method as shall be approved by 51% of such remaining members.

379

380 Section 2. Distribution upon Dissolution

381 Dissolution shall not result in any pecuniary profit or distribution of assets to such remaining members
382 in good standing. Any profits resulting in the dissolution of the Association shall be donated to a
383 nonprofit charitable organization within and/or affiliated with the Cooperative Extension System that

384 supports program and staff development as approved by a majority of the remaining members in good
385 standing.