

National Association of Extension Program & Staff Development Professionals

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

Revised and Approved December 2014

October 30, 2015 PROPOSED Documents (Accepted Changes in Resolutions)

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./NIFA, 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.

- *Life Members.* Life Members must have retired from the Cooperative Extension Service with responsibilities or a strong interest in program and staff development.
- *Student Members.* Graduate and undergraduate students in training for careers related to program and staff development in the Cooperative Extension Service.

Active and Life Members in good standing (current membership fees paid) of the Association shall be eligible to vote or hold elected or appointed positions in the Association and are hereinafter referred to as 'eligible members.' 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, veteran status or any other legally protected status.

47 ***Article IV: Officers and Board of Directors***

48 Section 1. Officers

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

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55 Section 2. Duties of the President

56 The President shall serve as the Executive officer of the Association; preside at all Board of Directors
57 and General Membership meetings; and appoint and oversee the operation of all standing and all select
58 committee chairs with the advice and consent of the Board of Directors, unless otherwise directed by
59 the motion creating the committee. The President and the Secretary or any other officer of the
60 Association authorized by the Board of Directors, shall sign any contract or other instrument which the
61 Board of Directors has authorized to be executed, except in cases where the signing and execution
62 thereof shall be expressly delegated to some other officer or agent of the Board of Directors. The
63 President shall vote only in the case of a tie and shall perform all duties incident to the office of
64 President and such other duties that shall from time to time be assigned by the Board of Directors.
65 The President shall be responsible for scheduling and presiding over the annual business meeting,
66 appointing a Parliamentarian for the proceedings and notifying the membership of the date, time and
67 location of the meeting. The President will provide leadership for the annual conference, working
68 with the Program Committee and Board of Directors to develop the annual conference program.

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70 Section 3. Duties of the President-Elect

71 The President- Elect shall serve as President in the absence of that official and shall become President
72 in the event that official cannot continue as President for any reason. The President-Elect shall assist
73 the President in the performance of the President's duties and shall have such other duties and
74 authority as is granted from time to time by resolution of the Board of Directors. The duties of the
75 President-Elect also include: serving as chair of the Policy and Resolutions Committee, and as an ex-
76 officio member of the Association Program Committee. The President-elect shall work with the
77 president to organize meetings of the board of directors.

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79 Section 4. Duties of the Past President

80 The Past President shall sit on the Board of Directors, serve as chair of the Nominating Committee,
81 and install newly elected officers at the annual business meeting. The Past- President shall advise the
82 current President on duties, programs, commitments, protocols and activities consistent with the goal
83 of maintaining continuity of administration.

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85 Section 5. Duties of the Treasurer

86 The Treasurer shall serve as chair of the Finance Committee, collect the annual dues, update
87 membership lists in coordination with the Secretary, receive other funds accruing to the association
88 and disburse funds as directed by resolution or an order of the Board of Directors. The treasurer shall
89 prepare and submit an annual budget to the board of directors and membership for review and approval
90 at the annual business meeting each year.

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92 The Treasurer shall prepare statements for submission at board meetings and at the annual business
93 meeting showing receipts and disbursements and the financial condition of the organization. The
94 Treasurer shall prepare, for approval of the Board of Directors and distribution to membership,
95 guidelines for the reimbursement of expenses.

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All expense payments will be approved by the Treasurer and affirmed by the Board of Directors in accordance with the approved budget and these guidelines. Anticipated expenses shall be pre-approved by the Treasurer to insure sufficient funds. The Treasurer shall have charge and custody for, or appoint the President to have charge and custody for, receipts for money due and payable to the Association from any source whatsoever and assure deposit of all monies in the name of the Association. Said deposits shall be made in such bank or other financial institutions as selected by the Board of Directors. And the Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors. The duties of the Treasurer will be completed upon the submission of all financial accounts, funds and records pertaining to the office to the newly elected Treasurer. At a minimum, the accounts will be audited at the change of the treasurer, and annually by the audit committee.

The Treasurer may succeed him/herself for no more than two terms, for a total of three consecutive terms.

Section 6. Duties of the Secretary

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

Section 7. Duties of the Regional Representatives

Six Regional Representatives, one each from the Northeast, North Central, Southern, Western areas, 1890 institutions, and 1994 institutions, shall be elected by the eligible members in their respective regions as feasible. In the event that there are no candidates to serve as Regional Representatives from a particular region, at-large representatives will be appointed by the Board of Directors to fill the remaining slots on the Board. Regional representatives serve at the discretion of the association members from the respective region. Regional representatives are elected on rotating years. The North Central, Western, and 1890 Regional Representatives will be elected in even-numbered years, and the 1994, Northeast, and Southern Regional Representatives will be elected in odd-numbered years. Regional and At-Large Representatives shall act as liaison between members of their respective regions and the Board of Directors and its officers.

Regional Representatives shall serve on the Membership Committee and identify and recruit potential members from their respective regions. They shall also bring to the Board of Directors' attention and advocate for: emerging professional development needs; possibilities for national and regional conference sites and programs; networking opportunities with other Extension-affiliated and non-

144 Extension professional associations; and particular concerns of the regional membership related to
145 NAEPSPD policies, programs, or procedures.

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147 Section 8. Board of Directors

148 The five officers and six regional or at- large representatives elected by the membership of the
149 Association shall constitute the Board of Directors. Each member of the Board of Directors shall have
150 one vote. The Board of Directors shall have authority to act for the Association and to decide all
151 matters requiring attention during and between regular meetings and to ensure that arrangements for
152 annual meetings and special meetings are made. These matters include, but are not limited to,
153 approval of the annual budget, authorizing the president to sign contracts, replacing any vacancies in
154 offices, appointing select committees, and dealing with any emergency situations.

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156 ***Article V: Meetings and Attendance***

157 Section 1. Annual Meeting

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

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162 Section 2. Special Meetings

163 Special Meetings shall be held upon thirty-days notice to all eligible members, as called by the
164 President with agreement of the Board of Directors, or by the Board of Directors, or at the call of the
165 President on the written request of ten eligible members. Special Meetings shall be held at which time
166 and place as determined by the Board of Directors. Special Meetings may be conducted either face-
167 face or virtually.

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169 Section 3. Annual Meeting Attendance

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

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175 Section 4. Business and Special Meetings Attendance

176 The business meeting is that part of the Annual Meeting held to conduct the Association's business.
177 Voting at business meetings and special meetings shall be limited to Active, Student and Life members
178 of in good-standing with the Association. The Board of Directors may invite others into the meeting to
179 discuss matters of importance with the Association.

180

181 ***Article VI: Quorum***

182 One fourth of the eligible membership shall constitute a quorum at any Association Annual, Special or
183 Business meeting. Two thirds of the Board of Directors shall constitute a quorum at any Board of
184 Directors meeting. Two thirds of the eligible members of any standing or select committee's shall
185 constitute a quorum at that committee meeting.

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187 ***Article VII: Voting***

188 Section 1. Eligible Members

189 Voting shall be limited to Active, Student, and Life members in good standing (dues paid in full) with
190 one vote for each member.

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192 Section 2. Decisions by Simple Majority

193 Any question or issue other than an amendment to the Constitution and/or By- laws shall be
194 determined by a simple majority of those voting in the manner or forum determined by the Board of
195 Directors.

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197 Section 3. Procedure for Simple Majority Votes

198 The Board of Directors may submit any question by mail, email or fax to the eligible membership.

199 Except for amendments (Article VI of Bylaws) or policy statements (Article IV of Bylaws), such
200 questions shall be returned within thirty days of the submission of the question to the entire
201 membership.

202 **Bylaws of the National Association of Extension Program & Staff**
203 **Development Professionals**
204

205 ***Article I: Membership and Fees***

206 Section 1. Enrollment of Members

207 There shall be no limit to the maximum number of members within the Association or its membership
208 classes. Any person meeting the membership requirements stated in the Constitution may become a
209 member by submitting an application and payment of the required membership fees. The Board of
210 Directors will notify the applicant of approval. The period of membership in the NAEPSDP runs from
211 January 1-December 31 of each year. Dues are payable on January 1 and may be paid up until August
212 31 of each year. Dues paid after August 31 will be credited to the following year. Active and Life
213 members in good standing (current membership fees paid) of the Association shall be eligible to vote
214 or hold elected or appointed positions in the Association and are hereinafter referred to as 'eligible
215 members'.

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- 217 • Dues for Life membership are payable on a one-time basis and are set at an amount equal to
218 four times the current annual rate of Active member's dues. Life members have all the rights
219 and privileges of Active members. If a Life member returns to active employment status, he/she
220 will be required to pay dues as an Active member until retirement status is resumed. Life
221 member status would be reinstated without additional payment when Extension employment
222 returns to retirement status.
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225 Section 2. Membership Fees

226 Members in the Association will maintain membership by payment of fees to the Association as voted
227 upon by the membership for each membership category. Active and Student members will pay fees
228 annually, while Life members pay a onetime membership fee equal to four times the then current
229 annual membership fee for Active members.

230

231 ***Article II: Officers and Board of Directors***

232 Section 1. Removal

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

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239 Section 2. Vacancies

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

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242 ***Article III: Committees***

243 Section 1. Types of Committees

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

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246 *Standing Committees:* Committees appointed to consider topics of a continuous or recurring nature.

247 The services of these committees are needed year after year and the committee is deemed permanent as
248 long as the topic needs consideration and the Board of Directors approves it. Standing committees will

249 have subcommittees when the topic makes such delegation appropriate. Standing committees shall
250 include the following:

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- 252 • Finance
- 253 • Nominations
- 254 • Resolutions and Policy
- 255 • Membership
- 256 • Marketing
- 257 • Programs
- 258 • Awards and Recognition
- 259 • Audit

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

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

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- 269 • Special Projects

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271 Section 2. Committee Establishment

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

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278 Section 3. Committee Membership

279 With the exception of the Membership Committee, eligible association members will indicate each
280 year the committees on which they have an interest in serving and a potential membership list as
281 compiled from this information, shall be submitted to the incoming President. The incoming President
282 shall be responsible for providing recommendations for committee members and for appointing the
283 Chairs for each committee. Committee Chairs will select committee members based on
284 recommendations of Regional Representatives and the incoming President. All committee members
285 are appointed for a one year term, but can be re-appointed annually with no restrictions on number of
286 terms served. Every attempt will be made to attain geographic distribution. The Committee Chairs, as
287 needed, will appoint subcommittees and subcommittee chairs. The Membership Committee shall be
288 comprised of the Membership Committee Chair (appointed by the incoming President), the Regional
289 Representatives, and the Treasurer.

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291 Section 4. Charters

292 All standing and select Committees must have an approved charter. Each charter shall provide as a
293 minimum: 1) the need for and mission of the Committee; 2) the primary contacts and liaison; and 3)
294 the general goals of the committee. Committee chairs shall review each charter annually to determine
295 whether changes are needed. The President and/or Board of Directors should strive to provide specific
296 charges to Committees annually, consistent with Committee charters.

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Records of Committee charters, leadership, and annual work plan will be posted by the Secretary on the Association website.

Section 5. Annual Work Plans

Committee chairs shall prepare and submit an annual work plan for their committee based on current issues and interests by March 1 of each year to President and the Board of Directors for review and consideration. Approved work plans will be disseminated to the membership by April 1st of each year. The annual work plans shall detail specific short-term objectives and planned activities to meet those objectives.

Section 6. Committee Reports

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

Article IV: Guiding Documents

Section 1. Definitions

Constitution. The Association’s fundamental rules governing the conduct of the organization.

Bylaws. The regulations enacted that provides a framework for the operation and management for the Association.

Operating Procedures. Operational guidelines for the management of the Board of Directors and Committees.

Section 2. Procedures

See: Article VI: Amendments to the Constitution and Bylaws

Operating Procedures are reviewed at the request of the board, and/or annually to insure operational practices are documented accurately for Association management. Operating procedures can be changed with a majority vote of the board.

Section 3. Committee on Resolutions and Policy

The Committee on Resolutions and Policy shall annually review the constitution and bylaws, and present any proposed amendments for consideration at the Annual Meeting.

Article V: Governance

Section 1. Rules of Order

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised shall govern the National Association of Extension Program and Staff Development Professionals.

Article VI: Amendments to the Constitution and Bylaws

Section 1. Proposed amendments

Proposed amendments to the Constitution and Bylaws may be submitted by any member and must be submitted in writing to the Board of Directors at least 30 days prior to the Annual Meeting.

344 Thirty (30) days prior to the Annual Meeting a draft of the proposed amendments to the constitution
345 and/or bylaws will be posted and provided to the membership.
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347 An amendment to the Constitution may be adopted by a two-thirds vote of the voting membership. An
348 amendment to the bylaws shall require a two-thirds vote of the voting membership. Amendments to the
349 bylaws must not conflict with the Constitution.
350

351 ***Article VII: Elections***

352 Section 1. Procedure

353 Elections for all members of the Board of Directors shall be held annually, before the end of each
354 calendar year, by vote of the eligible membership conducted in the following manner: The
355 Nominations Committee shall solicit nominations from the membership eligible candidates for each
356 office to be filled. The Nominations Committee shall accept nominations only from eligible members
357 or self-nominated. Any eligible member shall nominate candidates for President-elect, Secretary, and
358 Treasurer. Eligible members from their regions shall nominate regional representatives. Candidates
359 must be Active or Life members of the Association. Following the close of nominations, the
360 Nominations Committee shall certify that all nominations received are valid, and that all nominees are
361 willing to accept the position if elected. A nominee may be placed on the ballot for only one position.
362 If nominated for more than one position, the nominee will be allowed to select the position for which
363 he/she will run. The Secretary shall draft an election ballot and distribute it to all eligible members in
364 accordance with their regional affiliation. Ballots shall be distributed electronically the closing date of
365 elections shall be 10 days after ballots are distributed. Ballots shall be reported by the Secretary and
366 certified by the Board of Directors. The candidate for each office receiving the largest number of
367 affirmative votes from the ballots cast by the eligible membership shall be elected. In the event of a tie,
368 the elected officer shall be determined by a random draw held by the President. Within thirty days
369 following the close of elections, members shall be notified of election results.
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371 Section 2. Office of President

372 The President-Elect will succeed to the office of President.
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374 Section 3. Assumption of Office

375 The term of office for all members of the Board of Directors shall commence on January 1 and
376 continue until December 31 of the year following the election.
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378 Section 4. Re-election

379 While it is the general policy of the Association to effect a change of membership on the Board of
380 Directors, an officer—except for the President, Past President, and President-Elect—may be re-elected,
381 OR “in accordance with the term limits outlined in the Constitution.”
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383 ***Article VIII: Strategic Partnerships***

384 The Association should seek to build strong partnerships with professional societies, government and
385 non-governmental organizations, foundations, and other appropriate entities having a shared
386 commitment to the Extension program and staff development principles embraced by the Association.
387 Such collaborative efforts could include, but not be limited to, the sharing of information,
388 communications, conference notifications, joint hosting of professional conferences and workshops,
389 and collaborations on grants that help advance the important work of the Association.
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391 ***Article IX: Dissolution of the Association***

392 Section 1. Procedure for Dissolution

393 The association may be dissolved upon the consent of 3/4 of the current membership expressed in
394 written electronic notice pursuant to a special meeting (or at another meeting) of the Association duly
395 called for such purpose. At least two months prior written electronic notice shall be given with regard
396 to such special meeting. Dissolution shall proceed according to law by such method as shall be
397 approved by 51% of such remaining members.

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399 Section 2. Distribution upon Dissolution

400 Dissolution shall not result in any pecuniary profit or distribution of assets to such remaining members
401 in good standing. Any profits resulting in the dissolution of the Association shall be donated to a
402 nonprofit charitable organization within and/or affiliated with the Cooperative Extension System that
403 supports program and staff development as approved by a majority of the remaining members in good
404 standing.