

National Association of Extension Program & Staff Development Professionals

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

Approved December 2013

Revised and Approved December 2014

EDITING Document/September 17 AUGUST 2015 Amendments w NOTES
August 21 Policy & Resolution Committee Edits

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, 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~~

Commented [KB1]: With NAEPSDP now being a member of JCEP, additions and amendments related to our membership needs to be considered. May need changes due to our membership in JCEP. (no specific changes suggested).

Commented [KB2]: Consistency is needed when referring to NAEPSDP. It was indicated in Article I that NAEPSDP would herein be referred to as the Association, but there are several instances of seeing the abbreviation (NAEPSDP) and the Association's name completely spelled out.

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Commented [KB3]: Consistency in using "Extension" in the capitalized form. We are not referring to general actions, but a specific set of organizations.

Commented [KB4]:

In several locations in the Constitution (as well as in the bylaws, we refer to "Extension" in a variety of ways. In Line# 15 and other places, we use the term "extension" with a little e. In other places the word "Extension" with a capital E is used. In other places "Cooperative Extension Service is used. I think we need to be consistent throughout the constitution and the bylaws with what we call "Extension." To me using "extension" with a little e opens it up to other entities that use that term in the name of their organization, but or not associated with the Cooperative Extension Service of land-grant universities. Many universities have university extension programs that are not the same as the Cooperative Extension Service programs. I would suggest using either "Extension" or "Cooperative Extension Service" consistently throughout both the constitution and the bylaws wherever that term is used.

Commented [KB6]: Purpose: Using the same reference for "Extension" will help identify NAEPSDP as an organization meant to address the professional need of PSD individuals who are working within the Cooperative Extension Service programs of land-grant universities & USDA.

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Commented [KB5]: Capitalize Extension, but please be consistent.

Commented [KB7]: Propose to change membership enrollment year to a 365 membership year. Membership begins on day you pay and expires 365 days later. Must be a member on or before later registration date to receive membership rates for conference.

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Commented [KB8]: I don't believe that the entity known as "Extension Service USDA" exists anymore. The current reference would be "NIFA, USDA." The update is needed to reflect the correct name of our Federal Extension Partner.

Commented [KB9]: Membership also includes American Samoa and the Freely Associated States of the Republic of Palau, the Federated States for Micronesia and the Republic of the Marshall Islands

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Commented [KB10]: Proposal for decision of word use: This may sound trivial, but there are a number of inconsistencies in the way words are spelled in different places in the document (ex. "By-laws" in Line 186 and Bylaws in Line 191)and in the use of

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46 ~~be reinstated without additional payment when Extension employment returns to retirement~~
47 ~~status.~~

- 48 • *Student Members.* Graduate and undergraduate students in training for careers related to
49 program and staff development in the Cooperative Extension Service.
50

51 Active and Life Members in good standing (current membership fees paid) of the Association shall be
52 eligible to vote or hold elected or appointed positions in the Association and are hereinafter referred to
53 as 'eligible members.' Membership in the Association shall be available without regard to race, color,
54 creed, religion, gender, age, national origin, sexual orientation, disability, familial status, public
55 assistance status, ~~or~~ veteran status or any other legally protected status.

57 *Article IV: Officers and Board of Directors*

58 Section 1. Officers

59 The officers of the Association must be Active or Life members in good standing and shall be a
60 President, President- Elect, Treasurer, Secretary, and Past President. Officers will serve a term of one
61 year beginning January 1 or until successors ~~are elected and~~ are elected as set forth in Article VII of the
62 By- Laws except for the Treasurer who shall serve a 2 year term. With the exception of the President,
63 President- Elect, and the Past President, officers may succeed themselves in office.
64

65 Section 2. Duties of the President

66 The President shall serve as the Executive officer of the Association; preside at all Board of Directors
67 and General Membership meetings; and appoint and oversee the operation of all standing and all select
68 committee chairs with the advice and consent of the Board of Directors, unless otherwise directed by
69 the motion creating the committee. The President and the Secretary or any other officer of the
70 Association authorized by the Board of Directors, shall sign any contract or other instrument which the
71 Board of Directors has authorized to be executed, except in cases where the signing and execution
72 thereof shall be expressly delegated to some other officer or agent of the Board of Directors. ~~The~~
73 ~~general,~~ the President shall vote only in the case of a tie is a voting member and shall perform all
74 President and such other duties that shall from time to time be assigned by the Board of Directors.
75 The President shall be responsible for scheduling and presiding over the annual business meeting,
76 appointing a Parliamentarian for the proceedings and notifying the membership of the date, time and
77 location of the meeting. The President will provide leadership for the annual conference, working
78 with the Program Committee and Board of Directors to develop the annual conference program. The
79

80 Section 3. Duties of the President--Elect

81 The President- Elect shall serve as President in the absence of that official and shall become President
82 in the event that official cannot continue as President for any reason. ~~The President- Elect shall not be~~
83 ~~authorized to sign documents unless the Board of Directors specifically gives written authorization to~~
84 ~~do so.~~ The President--Elect shall assist the President in the performance of the President's duties and
85 shall have such other duties and authority as is granted from time to time by resolution of the Board of
86 Directors. The duties of the President--Elect will also include: serving ase chair of the Policy and
87 Resolutions Committee, and as an ex-officio member of the Association Program Committee, in the
88 year of a conference, be responsible for scheduling the Annual Meeting, Board of Directors to
89 develop the Annual Meeting program and notifying the membership of that meeting, and oversee the
90 operation of all standing committees. The President-elect shall work with the president to organize
91 meetings of the board of directors.
92

93 Section 4. Duties of the Past President

Commented [KB11]: Multiple requests for this change:
This would allow us to not have to change our inclusion statement as often, as this would automatically include any status added on the federal level.

Commented [KB13]: President-Elect does not perform all of these duties. Specifically serve as an ex-officio member of the Program Committee in the year of a conference. Responsible for scheduling the Annual Meeting, what meeting (NAEPSDP Conference, NAEPSDP business meeting, or a JCEP meeting)?

Commented [KB14]: This last section of the President-Elect's duties needs good review and revision. There are missing words (e.g. "___ Board of Directors to develop..."). Also, does the President-Elect schedule the current year's meeting, the year they are president, or what? Has the president-elect always been a part of the Program Committee as listed in this section? Also need a definitely of what you are meaning by Annual Meeting (annual conference, business meeting, etc.).

Commented [KB15]: This last section of the President-Elect's duties needs good review and revision. There are missing words (e.g. "___ Board of Directors to develop..."). Also, does the President-Elect schedule the current year's meeting, the year they are president, or what? Has the president-elect always been a part of the Program Committee as listed in this section? Also need a definitely of what you are meaning by Annual Meeting (annual conference, business meeting, etc.).

Commented [KB16]: NOTE: Rewrite required.
Two items in this section. 1) It states that the President-Elect is responsible for scheduling the Annual Meeting. I am assuming that this is referring to the annual Association business meeting and not the entire annual conference. If so, I would instead refer to the "Annual Meeting" in this document as the "annual Association business meeting" so there is no confusion about to which meeting it is referring. I would also use the "annual Association business meeting" in other places in the constitution to clarify the difference between the "annual conference" and the "annual Association business meeting." 2) In the last sentence, there appears to be some verbiage missing between "...Annual Meeting," and "Board of Directors" Should it be something like "...work with..." or some other verb phrase that describes what the president--elect is supposed to do with the Board of Directors. This is needed to clarify the difference between the Association's annual conference and the president-elect's duties related to the Association's annual business meeting.

94 The Past President shall sit on the Board of Directors, ~~serve as and be~~ chair of the Nominating
95 and install newly elected officers at the annual business meeting. The Past- President shall advise the
96 current President on duties, programs, commitments, protocols and activities consistent with the goal
97 of maintaining continuity of administration.
98

99 Section 5. Duties of the Treasurer

100 The Treasurer shall serve as chair of the Finance Committee, collect the annual dues, update
101 membership lists in coordination with the Secretary, receive other funds accruing to the association
102 and ~~shall~~ disburse funds as directed by resolution or an order of the Board of Directors. The treasurer
103 shall prepare and submit an annual budget to the board of directors and membership for review and
104 approval at the annual business meeting each year.
105

106 The Treasurer shall prepare statements for submission at board meetings and at the annual business
107 meeting showing receipts and disbursements and the financial condition of the organization. The
108 Treasurer shall prepare, for approval of the Board of Directors and distribution to membership,
109 guidelines for the reimbursement of expenses.
110

111 All expense payments will be approved by the Treasurer and affirmed by the Board of Directors in
112 accordance with the approved budget and these guidelines. Anticipated expenses shall be pre-
113 approved by the Treasurer to insure sufficient funds. The Treasurer shall have charge and custody for,
114 or appoint the President to have charge and custody for, receipts for money due and payable to the
115 Association from any source whatsoever and assure deposit of all monies in the name of the
116 Association. Said deposits shall be made in such bank or other financial institutions ~~as shall be selected~~
117 by the Board of Directors. And the Treasurer shall, in general, perform all duties incident to the office
118 of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of
119 Directors. The duties of the Treasurer will be completed upon the submission of all financial accounts,
120 funds and records pertaining to the office to the newly elected Treasurer. At a minimum, the accounts
121 will be audited at the change of the treasurer, and annually by the audit committee.
122
123

124 ~~The new Treasurer may request a formal audit by the Audit Committee or by an audit firm contracted~~
125 ~~terms.~~
126

127 Section 6. Duties of the Secretary

128 The Secretary shall take, prepare, distribute and ~~post~~keep records of all Executive and general
129 membership meetings of the Association, or shall be responsible for such action. The Secretary shall
130 maintain a list of current members in coordination with the Treasurer, or shall be responsible for such
131 action. He/she shall be responsible for distributing and/or posting meeting minutes to all Association
132 members. The Secretary shall also see that all notices are duly given in accordance with the provisions
133 of the Bylaws or as required by law; be custodian of the Association records; shall see that a register of
134 the name and address of each member is kept; and shall be responsible for distributing, counting and
135 reporting the results of election ballots. The duties of the Secretary will include completing the
136 processing and distribution of the official business conducted at the Annual Meeting (i.e., resolutions,
137 motions, directives, etc.), and will be completed before the incoming secretary assumes
138 responsibilities. The Secretary shall develop an election ballot to be submitted to eligible members for
139 voting as described in Article VII of this constitution. The Secretary may succeed him/herself in office
140 no more than two terms, for a total of three consecutive terms.
141

142 Section 7. Duties of the Regional Representatives

Commented [KB17]: Are we limited to one financial institution?

Commented [KB18]: Strike "shall be" after "institution as."
WUESTION: Are we wanting to limit the Association to a single bank/financial institution? The singular form indicates such.

Commented [KB19]: Article IV, Section 5. Question from feedback.
Do we need to include timeframes and/or deadlines for the completion of the tasks by the outgoing treasurer and incoming treasurer. Purpose of change: Clarification.

Commented [KB20]: NOTE: Clarification Requested
Need clarification of the phrase "or shall be responsible for such action" used in both sentences. Does this mean that they are responsible for delegating the task? If so, that needs to be spelled out.

143 Six Regional Representatives, one each from the Northeast, North Central, Southern, Western areas,
144 1890 institutions, and 1994 institutions, shall be elected by the eligible members in their respective
145 regions as feasible. In the event that there are no candidates to serve as Regional Representatives from
146 a particular region, at- large representatives will be appointed by the Board of Directors to fill the
147 remaining slots on the Board. Regional representatives serve at the discretion of the association
148 members from the respective region. Regional representatives are elected on rotating years. The North
149 Central, Western, and 1890 Regional Representatives will be elected in even- numbered years, and
150 the 1994, Northeast, and Southern Regional Representatives will be elected in odd- numbered years.
151 Regional and At- Large Representatives shall act as liaison between members of their respective
152 regions and the Board of Directors and its officers.

154 Regional Representatives shall serve on the Membership Committee and identify and recruit potential
155 members from their respective regions. They shall also bring to the Board of Directors' attention and
156 advocate for: emerging professional development needs; possibilities for national and regional
157 conference sites and programs; networking opportunities with other Extension- affiliated and non-
158 Extension professional associations; and particular concerns of the regional membership related to
159 NAEPSDP policies, programs, or procedures.

161 Section 8. Board of Directors

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

170 Article V: Meetings and Attendance

171 Section 1. Annual Meetings

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

176 Section 2. Special Meetings

177 Special Meetings shall be held upon thirty-~~days~~ notice to all eligible members, as called by the
178 President with agreement of the Board of Directors, or by the Board of Directors, or at the call of the
179 President on the written request of ten eligible members. Special Meetings shall be held at which time
180 and place as determined by the Board of Directors. Special Meetings may be conducted either face-
181 face or virtually.

183 Section 3. Annual Meeting Attendance

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

189 Section 4. Business and Special Meetings Attendance

190 The business meeting is that part of the Annual Meeting held to conduct the Association's business.
191 Voting at business meetings and special meetings shall be limited to Active, Student and Life members

Commented [KB21]: Do we even have regional conferences and/or programs as listed in this section?

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Commented [KB22]: PROPOSED CHANGE

Proposal to create an executive committee in addition to the BOD. The BOD would include officers, regional reps, and committee chairs/co-chairs. Each committee would get one vote. The executive committee would be comprised of the elected officers (officers and regional reps). This is the current BOD as described in the constitution. Naming could be different but the concept is for two groups.

Purpose: This proposal would provide a greater amount of legitimacy to the committee chairs as members of the BOD. An executive committee would be in place to handle specific business of the association.

Commented [KB23]: Mention of "regular meetings" which is yet another meeting mentioned without explanation.

Commented [KB24]: Suggestion:

No mention of an annual budget outside of this line. Need to have it outlined somewhere else.

Issue: Lacking information needed pertaining to a budget.

Commented [KB25]: Does the President or Board determine the time and place?

Commented [KB26]: The reference to an "Annual" meeting indicates there is only one of them.

Commented [KB27]: "eligible members"- what constitutes an "eligible member?" Is this the same as the "eligible members" as defined in Article VII? Various terms seem to be used for the same concept throughout the document (active, eligible, good standing).

Commented [KB28]: Requested application throughout doc: Many of the territorial institutions with 1862 land grant status are community colleges, similarly most for the native american serving institutions and other 1994 institutes are community colleges in the areas they serve. The term ... and colleges ... should be included wherever the term universities appears in the constitution and the by-laws

192 of in good-standing with the Association. The Board of Directors may invite others into the meeting to
193 discuss matters of importance with the Association.

194
195 **Article VI: Quorum**

196 One fourth of the eligible membership shall constitute a quorum at any Association Annual, Special or
197 Business meeting. Two thirds of the Board of Directors shall constitute a quorum at any Board of
198 Directors meeting. Two thirds of the eligible members of any standing or select committee's shall
199 constitute a quorum at that committee meeting.

200
201 **Article VII: Voting**

202 **Section 1. Eligible Members**

203 Voting shall be limited to Active, Student, and Life members in good standing (~~dues paid in full~~
204 ~~paid-up dues~~) with one vote for each member.

205
206 **Section 2. Decisions by Simple Majority**

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

210
211 **Section 3. Procedure for Simple Majority Votes**

212 The Board of Directors may submit any question by mail, email or fax to the eligible membership.
213 Except for amendments (Article VI of Bylaws) or policy statements (Article IV of Bylaws), such
214 questions shall be returned within thirty days of the submission of the question to the entire
215 membership.

Commented [KB29]: Should this be clear regarding the date dues have to be paid by in order to be considered "in good standing," and be able to serve as an officer, run for office, vote, and/or access other member benefits?

Commented [KB30]: Is there a better term than "paid up dues" Current member perhaps?

216 **Bylaws of the National Association of Extension Program & Staff**
217 **Development Professionals**

218
219 **Article I: Membership and Fees**

220 Section 1. Enrollment of Members

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

- 230
- 231 • Dues for Life membership are payable on a one-time basis and are set at an amount equal to
232 four times the current annual rate of Active member's dues. Life members have all the rights
233 and privileges of Active members. If a Life member returns to active employment status, he/she
234 will be required to pay dues as an Active member until retirement status is resumed. Life
235 member status would be reinstated without additional payment when Extension employment
236 returns to retirement status.

237
238
239 Section 2. Membership Fees

240 Members in the Association will maintain membership by payment of fees to the Association as voted
241 upon by the membership for each membership category. Active and Student members will pay fees
242 annually, while Life~~time~~ members pay a ~~one~~-time membership fee equal to four times the then current
243 annual membership fee for Active members.

244
245 **Article II: Officers and Board of Directors**

246 Section 1. Removal

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

252
253 Section 2. Vacancies

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

255
256 **Article III: Committees**

257 Section 1. Types of Committees

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

259
260 *Standing Committees:* Committees appointed to consider topics of a continuous or recurring nature.
261 The services of these committees are needed year after year and the committee is deemed permanent as
262 long as the topic needs consideration and the Board of Directors approves it. Standing committees will

Commented [KB31]: Purpose: Consistency. Everywhere else in the Constitution, we refer to Life members as Life members. This is the only place where they are referred to as "Lifetime" members.

Commented [KB32]: NAEPSDP Policies and Procedures only lists 5 Committees.

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

- 265 • Finance
- 266 • Nominations
- 267 • Resolutions and Policy
- 268 • Membership
- 269 • Marketing
- 270 • Programs
- 271 • Awards and Recognition
- 272 • Audit

273
274 Other standing committees may be formed with the approval of the Board of Directors.

275
276 *Select Committees:* Select committees are appointed to consider topics on an ad hoc basis. The life of
277 each committee shall continue until the specific assignments are completed. The topic area covered is
278 usually not one covered by a standing committee. The Board of Directors shall define the objectives,
279 activities and organization of any select committee. Example of a select committees may include, but
280 are not limited to the following:

- 281 • Special Projects

282 Section 2. Committee Establishment

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

288 Section 3. Committee Membership

289 With the exception of the Membership Committee, eligible association members will indicate each
290 year the committees on which they have an interest in serving and a potential membership list as
291 compiled from this information, shall be submitted to the incoming President. The incoming President
292 shall be responsible for providing recommendations for committee members and for appointing the
293 Chairs for each committee. Committee Chairs will select committee members based on
294 recommendations of Regional Representatives and the incoming President. All committee members
295 are appointed for a one year term, but can be re-appointed annually with no restrictions on number of
296 terms served. ~~The number of persons assigned to the committees shall be at the discretion of the
297 President with consultation from the Committee Chair.~~ Every attempt will be made to attain
298 geographic distribution. The Committee Chairs, as needed, will appoint subcommittees and
299 subcommittee chairs. The Membership Committee shall be comprised of the Membership Committee
300 Chair (appointed by the incoming President), the Regional Representatives, and the Treasurer.

301 Section 4. Charters

302 All standing and select Committees must have an approved charter. Charters for Standing and Select
303 committees provided. Each charter shall provide as a minimum: 1) the need for and mission of the
304 Committee; 2) the primary contacts and liaison; and 3) the general goals of the committee. Committee
305 chairs shall review each charter annually to determine whether changes are needed. The President

Commented [KB33]: Incomplete sentence. It says they are provided, but who provides them? This change will improve clarity and readability.

B11 and/or Board of Directors should strive to provide specific charges to Committees annually,
B12 consistent with Committee charters.

B13
B14 Records of Committee charters, leadership, and annual work plan ~~plan-of-work~~ will be posted by the
B15 Secretary on the Association website.

B16
B17 Section 5. Annual Work Plans

B18 Committee chairs shall prepare and submit an annual work plan for their committee based on current
B19 issues and interests ~~within~~ by March 1 of each year to President and the Board of Directors for review
B20 and consideration. Approved work plans will be disseminated to the membership by April 1st of each
B21 year. ~~their purview and report these work plans at the annual meeting.~~ The annual work plans shall
B22 detail specific short-term objectives and planned activities to meet those objectives. Work plans are to
B23 be submitted to the President and approved by the Board of Directors.

B24
B25 Section 6. Committee Reports

B26 Committee chairs shall present a written annual report on committee activities and accomplishments to
B27 the Board of Directors at the end of each calendar year. The Board of Directors may request interim
B28 reports.

B29
B30 Article IV: Guiding Documents ~~Policy Statements~~

B31 Section 1. Definitions

B32 Constitution. The Association's fundamental rules governing the conduct of the organization.

B33
B34 Bylaws. The regulations enacted that provides a framework for the operation and management
B35 for the Association.

B36
B37 Operating Policies and Procedures. Operational guidelines for the management of the Board of
B38 and Committees.

B39
B40 Section 2. Procedures

B41 See: Article VI: Amendments to the Constitution and Bylaws

B42
B43 Operating Policies and Procedures are reviewed at the request of the board, and/or annually to insure
B44 operational practices are documented accurately for Association management. ~~Operating Policies and~~
B45 procedures can be changed with a majority vote of the board.

B46
B47 Section 3. Committee on Resolutions and Policy

B48 The Committee on Resolutions and Policy shall annually review the constitution and bylaws, and
B49 existing policy statements and present any proposed amendments and/or new policy statements for
B50 consideration at the Annual Meeting. New and/or proposed policy statements will normally be in the
B51 form of resolutions and will be documented in the minutes.

B52
B53 Article V: Governance

B54 Section 1. Rules of Order

B55 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the
B56 National Association of Extension Program and Staff Development Professionals, in all cases to which
B57 they are applicable and in which they are not inconsistent with this constitution and bylaws, any

Commented [KB34]: Capitalize "Committees" to be consistent with the rest of the document. Strike "provided. Each charter" to create one sentence.
NOTE: This suggestion would change the current edit.

Commented [KB35]:

Commented [KB36]: The sentence saying that work plans are to be submitted to the president and approved by the Board does not indicate when those plans need to be submitted. I would suggest adding a time when the work plans need to be submitted. There needs to be some timeline given for committee chairs to know when they need to have their work plans submitted for approval.

Commented [KB37]: The steps for submitting and approving policy statements are not consistent between Sections 2 and 3. Need consistency.

Commented [KB38]: Request for rewrite. Revision needed for wording in lines 317-321. Sentence (especially last 3 lines) do not make sense as written. Needs to be rewritten.

358 ~~special rules of order this organization may adopt and any statutes applicable to this organization that~~
359 ~~do not authorize the provisions of this constitution and bylaws to take precedence.~~

360
361 **Article VI: Amendments to the Constitution and Bylaws**

362 **Section 1. Proposed amendments**

363 Proposed amendments to the Constitution and Bylaws may be submitted by any member and must be
364 submitted in writing to the Board of Directors at least ~~90~~ 30 days prior to the Annual Meeting.

365
366 Thirty (30) days prior to the Annual Meeting a draft of the proposed amendments to the constitution
367 and/or bylaws will be posted and provided to the membership.

368
369 An amendment to the Constitution may be adopted by a two-thirds vote of the voting membership. An
370 amendment to the bylaws shall require a two-thirds vote of the voting membership. Amendments to the
371 bylaws must not conflict with the Constitution.

372
373 **Article VII: Elections**

374 **Section 1. Procedure**

375 Elections for all members of the Board of Directors shall be held annually, before the end of each
376 calendar year, by vote of the eligible membership conducted in the following manner: The
377 Nominations Committee shall solicit nominations from the membership eligible ~~identify~~ candidates for
378 each office to be filled. The Nominations Committee shall accept nominations only from eligible
379 members or self-nominated. Any eligible member shall nominate candidates for President-elect,
380 Secretary, and Treasurer. Eligible members from their regions shall nominate regional representatives.
381 Candidates must be Active or Life members of the Association. Following the close of nominations,
382 the Nominations Committee shall certify that all nominations received are valid, and that all nominees
383 are willing to accept the position if elected. A nominee may be placed on the ballot for only one
384 position. If nominated for more than one position, the nominee will be allowed to select the position
385 for which he/she will run. The Secretary shall draft an election ballot and distribute it to all eligible
386 members in accordance with their regional affiliation. Ballots shall be distributed electronically via
387 email and by fax or surface mail upon request. ~~Ballots may be returned via mail, fax, or online voting.~~
388 the closing date of elections shall be 10 days after ballots are distributed. Ballots shall be reported by
389 the Secretary and certified by the Board of Directors. The candidate for each office receiving the
390 largest number of affirmative votes from the ballots cast by the eligible membership shall be elected.
391 In the event of a tie, the elected officer shall be determined by a random draw held by the President.
392 Within thirty days following the close of elections, members shall be notified of election results.

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394 **Section 2. Office of President**

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

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397 **Section 3. Assumption of Office**

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

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401 **Section 4. Re-election**

402 While it is the general policy of the Association to effect a change of membership on the Board of
403 Directors, an officer—except for the President, Past President, and President-Elect—may be re-elected.
404 SUGGESTED EDITS: “keeping within the term limits set for specific offices by the Association
405 constitution.” OR “in accordance with the term limits outlined in the Constitution.”

Commented [KB39]: Two suggested re-writes to this sentence.

Reminder that, even though they can be re-elected, there are term limitations for the offices of secretary and treasurer.

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Article VIII: Strategic Partnerships

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

Article IX: Dissolution of the Association

Section 1. Procedure for Dissolution

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

Section 2. Distribution upon Dissolution

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

~~the new Treasurer may request a formal audit by the Audit Committee or by an audit firm contracted by the Board of Directors, of the financial records of the Association covering the previous calendar year ending December 31.~~

Commented [KB40]: Purpose: Clarification as to when the new treasurer can ask for the audit to take place prior to being turned over to the new treasurer.