

**CONSTITUTION OF THE
CORNELL COOPERATIVE EXTENSION ASSOCIATION
OF HERKIMER COUNTY
STATE OF NEW YORK
*January 1, 2016***

ARTICLE I - NAME

The name of this organization shall be the Cornell Cooperative Extension Association of Herkimer County, hereafter called the Association.

ARTICLE II - OBJECTIVES

The objectives of this Association are:

Section 1. To provide for a subordinate governmental agency consisting of an unincorporated organization of residents of Herkimer County in cooperation with Cornell University and the United States Department of Agriculture; and in accordance with subdivision 8(b) of section 224 of the County Law as amended.

Section 2. To extend the educational resources of Cornell University and the New York State Colleges of Agriculture and Life Sciences, Human Ecology and Veterinary Medicine, the Land Grant university system and other educational institutions, to the people of Herkimer County to foster economic, social and environmental improvement of its individuals, families and communities.

Section 3. To further objectives of Cornell Cooperative Extension of Herkimer County and the State Extension system in the fields of agriculture, community and economic vitality, environment and energy, nutrition and healthy families, and youth development.

ARTICLE III - AFFIRMATIVE ACTION

All actions of this Association will be in compliance with the affirmative action plan of the Association and appropriate equal program opportunity, equal employment opportunity and Americans with Disabilities Act legislation.

ARTICLE IV - ENROLLMENT & VOTING RIGHTS

Section 1. Enrollment: Enrollment is open to all persons interested in the educational work of the Association. Persons become enrollees by: (a) participation in programs or activities of the Association, as evidenced by registration or lists generated with

respect to such programs or (b) requesting the Association to place their names on an Association list that will be maintained for one calendar year, or (c) serving the Association as a volunteer.

Section 2. Voting Rights: All persons, who as of the date of a voting event, are county residents, 18 years of age or older, and who qualify as an enrollee in accordance with Article IV, Section 1 are eligible to vote at such event.

Section 3. Participation Fees: No fees shall be established as a requirement to become a voting participant. Fees may be established for participating in specific programs or activities of the Association consistent with regulations established by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body: The governing body of the Association shall be the board of directors. Each director shall have voting privileges except the ex-officio representative designated by the director of Cooperative Extension at Cornell.

Section 2. Policies: The board of directors of the Association shall, with Cornell Cooperative Extension at Cornell University outline the policies and procedures of the Association consistent with the constitution and memoranda of agreement between the Association and Cornell Cooperative Extension at Cornell University and Herkimer County.

Section 3. Composition

A. The board of directors of the Association shall consist of nine persons elected as directors; plus 2 members designated by each program committee and from members listed in Article V, Section 3 B, below. Directors from Program Committees are elected annually by their respective Program Committees.

B. Appointed members:

- 1 The county governing body shall be requested annually to appoint one legislator to serve as a director on the Association board of directors.
- 2 The Director of Extension shall designate representation from Cooperative Extension Administration to serve on the Association Board of Directors as ex-officio without voting privileges.

- C. A quorum of the board of directors shall consist of a majority of the total voting membership of the board.
- D. Elected directors shall serve until their successors are named or a vacancy is declared as provided in Article V, Section 6.
- E. Elected directors shall be selected through an election open to all persons who are eligible voting enrollees of the Association.
- F. Elected directors shall not serve concurrently on a program committee position within the Association.
- G. A person is not eligible to serve on the board of directors if:
 - i. The following relationships exist with a board member or any association staff: mother, father, son, daughter, brother, sister, husband, wife, or any person residing in the same household.
 - ii. He/She is currently employed by the Association, or has been employed by the Association in the previous 18 months.
 - iii. He/She is not a county resident, with the exception of the representative appointed by the Director of Cornell Cooperative Extension.
 - iv. He/She served one or more previous terms as an elected director or elected member of a program committee and the lapse since that service is less than three (3) years with exception of appointed directors as per Article V, Section 3, B.
- H. Members of the Board of Directors shall abstain from voting on any issue in which he/she has a conflict of interest or an appearance of a conflict of interest.
- I. The Executive Director shall serve as executive officer of the Board of Directors without voting privileges.

Section 4. **Duties:** The Board of Directors shall:

- A. Establish the organizational structure, consistent with this constitution, to conduct the work of the Association.
- B. Support and maintain the Cooperative Extension Association in cooperation

with Cornell Cooperative Extension at Cornell University.

- i. Execute the memoranda of agreement and other legal instruments.
 - ii. Establish policies and procedures for maintaining an effective Cooperative Extension Association including program scope and priorities.
- C. Secure resources necessary to conduct, manage and administer the Association's program.
- D. Employ staff to conduct the work of the Association.

Section 5. **Term of Office:** The term of office for elected directors is three years. An elected director shall serve no more than two consecutive elected terms plus the portion of an unexpired term to which he/she may have been appointed. However, an elected director may continue to serve past the end of his/her elected or appointed term, until a successor is elected or appointed.

Any previous elected director after a lapse of three (3) years following service on the board will be eligible for re-election or appointment to the board of directors.

Directors shall take office on January 1.

Directors elected from program committees shall serve for a one year term or until a successor is named. Directors from program committees may succeed themselves on the board up to a period not to exceed 6 years.

All directors that are appointed from program committees are limited to six (6) consecutive years on the Board. After a lapse of three (3) years, they are eligible for re-election or appointment to the Board of Directors.

Section 6. **Declaring a Vacancy:** A position on the Board of Directors may be declared vacant by the president of the Association when the elected member has resigned or has an unexcused absence at three (3) scheduled meetings.

Section 7. **Filling Vacancies on the Board of Directors:**

- A. The president shall, after consultation with the Board of Directors (and/or executive committee) make an appointment to fill the vacancy in a director position on the Board of Directors; such appointee to serve only until a replacement is chosen by the next regular election to fill the remaining portion of the unexpired terms.

- B. Vacancies occurring on the Board of Directors from the program committees shall be filled by appointment of the program committee chairperson with approval of the committee.

Section 8. Meetings of the Board of Directors: The Board of Directors shall meet at least five (5) times a year and more often as called by the president.

ARTICLE VI - OFFICERS OF THE ASSOCIATION

Section 1. Election: After the annual Association election, but prior to February 1 the Board of Directors shall meet to elect officers.

- A. The president, vice-president, secretary and treasurer of the Association shall be elected annually from among the members of the board by a majority vote of the continuing and new members of the Board of Directors present at the organizational meeting of the Board to be held between the Annual Association meeting and February 1. The president shall be an ex-officio member of all program and standing committees, excluding the nominating committee. (An ex-officio member is a member by virtue of his/her office and has all the privileges of membership). A nominating committee appointed by the president, shall prepare a slate of officers.
- B. An assistant to the secretary may be appointed annually from the association staff by the president with approval of the board of directors. The assistant secretary shall not serve as an officer nor be eligible to vote.
- C. An assistant to the treasurer may be appointed annually from the association staff by the president with the approval of the board of directors. An assistant to the treasurer shall not serve as an officer nor be eligible to vote.
- D. The term of office of the president, vice-president, secretary and the treasurer of the Association board of directors shall be for the calendar year or until their replacement is named. An officer shall not serve in the same office for more than three (3) consecutive years.

Section 2. Duties:

- A. The president of the Association, in addition to the powers and duties conferred on the position by law, shall perform such duties as usually pertain to the office of president. The president may call meetings of the Association, the Board of Directors, or of any of the committees or may call special meetings of the

Association (See Article X, Section 2).

- B. The vice-president of the Association shall perform the duties of the president in case of the president's absence or disability.
- C. The secretary of the Association shall be responsible for keeping in permanent form complete and accurate records of all meetings of the Association and correspondence on behalf of the Board of Directors. The secretary will receive and present to the board of directors all communications and other matters relating specifically to the Association.
- D. The treasurer of the Association in addition to the powers and duties conferred upon the position by law shall act as custodian of all funds and property, real and personal, of the Association. The treasurer shall verify the financial situation of the Association, and shall testify that the balance is current by signature on all financial reports as designated by the Board of Directors.
- E. The assistant to the treasurer of the association may be responsible for disbursements of the association funds for the expenses of the association only upon written order of the executive director or designee.

Section 3. Filling Vacancies - Officers of the Association

- A. In the event a vacancy occurs in the position of the president; the vice- president will complete the unexpired term.
- B. In the event of a vacancy in the position of vice-president or other elected office, the board of directors shall select a director to fill the unexpired term. Selection will be made by a majority vote of the board of directors present at the meeting.
- C. In the event of a vacancy in the position of an appointed office; the president shall appoint with the approval of the Board of Directors, a qualified replacement to fill the unexpired appointment.

ARTICLE VII - COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Standing and Special Committees: The Board of Directors shall establish each year at its organizational meeting those committees necessary to carry out the work of the Association. The president shall appoint all members to the standing committees annually and designate a chairperson for each. The standing committee shall act as set forth in the Association's operating guidelines. (See Article XII)

Section 2. Executive Committee: An executive committee of the board of directors composed of

the president, vice-president, treasurer, and secretary will conduct the business of the Association in the interim between scheduled board meetings.

ARTICLE VIII - PROGRAM AREAS AND ADVISORY COMMITTEES

Section 1. Establishment of Program Areas: The board of directors shall establish annually up to three (3) major program areas of the association each to be advised by a program committee. The Board shall also establish the number of members that will serve on each committee; such number shall not be less than five or more than fifteen. Committee members will be elected for terms of service by procedures and for tenure consistent with that provided for directors. Duties and responsibilities and all operating procedures shall be described in the Association's operating guidelines. (See Article XII)

ARTICLE IX - ASSOCIATION NOMINATION AND ELECTIONS

Section 1. Nominating Committee: The nominating committee is a committee of the Association and its enrollees and not a standing committee of the board of directors. It is responsible to and acts in the interest of the Association, its enrollees and constituencies.

A. Composition: The president of the Association shall annually appoint a nominating committee of at least five people, who represent the broad interests of the residents of the county and the work of the Association; a majority of whom are not current board members. The president shall designate the chairperson of the nominating committee.

B. Duties:

1. The nominating committee shall prepare a list of nominees for all vacant or eligible elected positions. Current members of the nominating committee are not eligible as nominees.

2. In addition to nominations by the committee, nominations may be made by:

a. A person submitting a nominating petition signed by 30 participants of the Association who are eligible voters. Such nominations must be received in person or by certified mail no later than 45 days prior to the election for inclusions on the ballot.

b. Nominations from the floor where the nominating and election

process occurs at the annual meeting of the Association.

c. By write-in on the election ballot where balloting is done by mail.

3. The nominating committee will supervise the conduct of the election.

Section 2. **Elections and Voting:** Elections for directors shall be held annually. Such elections, and/or voting for any other matter as determined by the board of directors shall be conducted in one of the following ways:

1. By ballot of all eligible voters present at the annual meeting; or
2. A mail ballot sent to all eligible voters, as defined in Article IV Section 2, at least twenty-one days prior to the due date of return.

In all cases, the candidate receiving a plurality of vote for each seat shall be declared elected. In the event of a tie vote, the winner shall be decided by a majority vote of the board of directors at its next meeting.

ARTICLE X - ASSOCIATION MEETINGS

Section 1. **Annual Meeting:** An annual meeting of the Association shall be held during the last quarter of the calendar year for which public notice is given at least twenty-one days in advance of the meeting. The agenda shall include the following items, plus other business as appropriate:

- A. Annual financial and program report.
- B. Either the announcement of the results of the election conducted by mail or the conduct of the election by the voting of eligible voters present at the annual meeting.

Section 2. **Special Meetings:** A special meeting of the Association may be called by the board of directors, and shall be called by the president upon written petition by twenty-five (25) eligible voters, provided the objects of such meetings are set forth in the petition. Only such business may be conducted as is set forth in the call of the special meeting. Public notice of special meetings shall be made at least twenty-one (21) days prior to the meeting date.

Section 3. **Quorum:** A quorum for any annual or special meeting of the association shall consist of twenty-five (25) eligible voters of the Association.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1. **Roberts Rules of Order:** The rules contained in the most current "Roberts Rules of Order" shall govern the Association in all cases to which they are applicable and where they are consistent with the Constitution or the regulations (including operating guidelines) of the Association as adopted by the board of directors. In the event that Roberts Rules of Order, the Constitution, and/or the regulations of the Association are not consistent, then the Constitution shall take priority, followed by the regulations of the Association.

ARTICLE XII - OPERATING GUIDELINES

Section 1. Operating guidelines of the Association, that identify operating details of the board and committees not contained in this Constitution shall be established and reviewed annually by the Board of Directors.

ARTICLE XIII – RESTRICTIONS

Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof.

Section 2. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV - DISSOLUTION

Section 1. Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Herkimer County, New York, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VX – AMENDMENTS

Section 1. The Constitution of this Association shall be reviewed every three years by the Board of Directors.

Section 2. The Constitution of this Association may be amended, with prior approval by the board of directors of this Association and the Director of Cornell Cooperative Extension at Cornell University, by an affirmative vote of at least two-thirds of the eligible voters present at any annual or special Association meeting or by an affirmative vote of two-thirds of the eligible voters responding in a mail ballot.

ARTICLE XVI - REPEAL OF PREVIOUS DOCUMENTS

This Constitution shall take effect when approved by the eligible voters and all previous documents of the Association entitled "Constitution" and "By-laws" are hereby repealed.


Approved by:



Director of Cornell Cooperative Extension
at Cornell University

12/18/15
Date

Adopted by:



President of the Association

12/7/15
Date