

# National Association of Extension Program & Staff Development Professionals

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

REVISED AND APPROVED DECEMBER 3, 2020

### *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*

NAEPSDP provides an organized forum for advancing the continuous improvement of Extension professionals working in the areas of program, staff, and organizational development and the improvement of the Extension system as a whole through:

- Discussing developing, sponsoring, and promoting educational training programs and activities that advance sound program, staff, and organizational development practices.
- Improving communication and collaboration by discussing issues, needs and opportunities of mutual interest.
- Developing and sharing resources.
- Advocating for the profession by promoting its importance within the land grant system.
- Enhancing multi-state efforts.

### *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 all territories and former territories. 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.* Full-time graduate and undergraduate students in training for careers related to program and staff development in the Cooperative Extension Service.
- *Affiliate Members:* Affiliate members include: 1) professionals with strong interest in program, staff and organizational development, employed by institutions of higher education or USDA, but are not employed within the Cooperative Extension System or 2) individuals who are former NAEPSDP Active members but do not currently qualify for Active, Life, or Student membership.

A member in good standing is defined as an individual who has paid their appropriate membership fee no later than June 30 of the current year. Memberships are for the calendar year, January 1 to December 31.

Active and Life Members in good standing shall be eligible to vote or hold elected or appointed positions in the Association and are hereinafter referred to as 'eligible members.'

Student Members in good standing are allowed to vote, may not hold appointed positions, and are not eligible for elected positions.

Affiliate Members in good standing are allowed to vote and hold appointed positions but are not eligible for elected positions.

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.

### Section 2. State Affiliations

The basic unit of NAEPSDP membership is an individual who is actively engaged in, or has a strong commitment to, program, staff and/or organizational development in the Cooperative Extension System. States may form affiliate chapters to NAEPSDP. These affiliate chapters will be recognized on the NAEPSDP website. Appropriate Board members (membership committee and/or the state's NAEPSDP regional representative) will be assigned to a state affiliate to communicate electronically with them, and, when possible, to speak at annual meetings of the state affiliates, conduct affiliate workshops, or assist in other ways.

## ***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 President, President-Elect, Treasurer, Secretary, and Past President. Officers will serve a term of one year beginning at the conclusion of the annual meeting/conference or until successors are elected as set forth in Article VI, Section 3 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 and oversee the operation of all standing, select committee chairs, and liaisons 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. The President shall vote only in the case of a tie 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 be responsible for scheduling and presiding over the annual business meeting, appointing a Parliamentarian for the proceedings and notifying the membership of the date, time and location of the meeting. The President will provide leadership for the annual conference, working with the Conference Committee and Board of Directors to develop the annual conference program. The President will serve as one of the representatives of the Association on the Joint Council of Extension Professionals Board of Directors.

### 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 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 duties of the President-Elect also include: serving as chair of the Policy and Resolution Committee, and as an ex-officio member of the Association Conference Committee. The President-elect shall work with the President to organize meetings of the board of directors. The President-Elect will serve as one of the representatives of the Association on the Joint Council of Extension Professionals Board of Directors.

### Section 4. Duties of the Past President

The Past President shall sit on the Board of Directors, serve as chair of the Nominating Committee, shall be responsible for distributing, counting and reporting the results of election ballots, ensure that there is no conflict of interest in the election processes, and install newly elected officers at the annual business meeting. The Past President shall advise the current President on duties, programs, commitments, protocols and activities consistent with the goal of maintaining continuity of administration. The Past President will serve as one of the representatives of the Association on the Joint Council of Extension Professionals Board of Directors.

### Section 5. Duties of the Treasurer

The Treasurer shall serve as an ex-officio voting member of the Finance Committee, collect the annual dues, update membership lists in coordination with the Membership Committee and the Secretary, receive other funds accruing to the association and disburse funds as directed by resolution or an order of the Board of Directors. The Treasurer, with consultation from Finance Committee, shall prepare and submit an annual budget to be approved by the Board of Directors.

The Treasurer shall prepare statements for submission at board meetings and at the annual business 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 reimbursement of expenses. 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 them 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 reviewed at the change of the Treasurer, and annually by the Financial Review subcommittee of the Finance Committee.

The Treasurer may serve no more than three consecutive terms.

#### Section 5a. Supporting Expenses for Board Members

Depending on the annual budget, support for expenses incurred by Board members attending meetings as a representative of NAEPSDP may be available. The availability of support for these expenses will be determined on an annual basis by the Board of Directors according to the following guidelines.

1. The NAEPSDP Board will determine if members will be eligible to receive a stipend to offset meeting expenses. The amount of the stipend, if available, will be determined by the Board, based on the availability of funds for this purpose.
2. Board members applying for stipends will need to submit a budget request as early as possible prior to the meeting or activity to the NAEPSDP Treasurer. This should include an estimate of all travel-related expenses for the meeting in question. This will be shared with the Board and a decision will be made by the next Board meeting after the request is received.
3. If available, the travel expense stipend will be awarded as a check to the Board member to offset actual travel expenses, up to the amount of the stipend. If the total actual travel expenses incurred are less than the amount of the approved stipend, the amount of the stipend will be the lesser of the two amounts. To receive the stipend check, the board member must submit to the Treasurer, within 30 days after the travel has been completed, copies of all receipts related to the travel involved and a brief outline of the travel itinerary (i.e., date(s), locations, purpose of travel, list of expenses incurred, etc.).
4. The relative priority for considering travel stipend requests will be for required meetings that a Board member needs to attend for which they need financial support. This could include: the annual summer Board meeting, NAEPSDP annual conference, JOE Board meetings, JCEP meetings, state affiliate meetings or other meetings or activities that the NAEPSDP Board determines are necessary for a Board member to attend as a representative of NAEPSDP.

#### 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. The Secretary 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. 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 may serve no more than 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. If you do not know with which region your institution is affiliated, you can access the region information by [clicking here](#), or going to the Association of Public and Land-Grant Universities website (<http://www.aplu.org/>), navigating to Cooperative Extension Regions and select the region title for the Member Institution list. 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 liaisons 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-Extension professional associations; and particular concerns of the regional membership related to NAEPSDP policies, programs, or procedures.

### Section 8. Board of Directors

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

## ***Article V: Meetings and Attendance***

### Section 1. Annual Meeting

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

### Section 2. Special Meetings

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

### Section 3. Annual Meeting Attendance

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

### Section 4. Business and Special Meetings Attendance

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

## ***Article VI: Quorum***

### Section 1. Annual Meeting/Special Meeting

At any meeting of members of the Association, a Quorum shall be the majority of the members present at that meeting, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided the Constitution and/or By-Laws.

### Section 2. Board of Director Meetings

A majority (50% +1) of the Board of Directors shall constitute a quorum at any Board of Directors meeting.

### Section 3. Standing or Select Committee Meetings

## ***Article VII: Voting***

### Section 1. Eligible Members

Voting shall be limited to Active, Student, Life and Affiliate members in good standing with one vote for each member.

### Section 2. Decisions by Simple Majority

Any questions or issues that require a vote other than an amendment to the Constitution and/or By-Laws shall be determined by a simple majority of those voting in the manner or forum determined by the Board of Directors.

### Section 3. Procedure for Simple Majority Votes

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

### Section 4. Procedures for Voting on Constitution and By-Laws

Voting on changes to the Constitution and By-Laws of the Association will occur at the Annual Meeting. Changes shall be ratified by two-third of those eligible voting members who are present, either in-person or electronically, at the Annual Meeting. Proposed changes must be sent to the membership at least 30 days prior to the start of the annual meeting.

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

## ***Article I: Membership and Fees***

### **Section 1. Enrollment of Members**

There shall be no limit to the maximum number of members within the Association or its membership classes. Any person meeting the membership requirements stated in the Constitution may become a member by submitting an application and payment of the required membership fees. Memberships are non-transferrable. The Board of Directors will notify the applicant of approval. The period of membership in the NAEPSDP runs from January 1-December 31 of each year.

An individual is a member in good standing if their membership fee is paid no later than June 30 of the current year.

Fees will not be prorated, regardless of when they are paid during the year.

To receive the member discount, if available, for attending the Annual Conference, members must be in good standing.

Only members in good standing will be eligible for Association awards.

Active and Life members in good standing of the Association shall be eligible to vote, hold elected or appointed positions, or serve on committees in the Association, and are hereinafter referred to as 'eligible members'.

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 member's dues. Life members have all the rights and privileges of Active members. If Life members return to active employment status, they will be required to pay dues as Active members until retirement status is resumed. Life member status would be reinstated without additional payment when Extension employment returns to retirement status.

### **Section 2. Membership Fees**

Each member of the Association shall pay annual dues to the Association as established by the Board of Directors. Members who reach retirement status may be allowed lifetime membership in the Association upon payment of the current Life Member dues. **Active, Student and Affiliate members** will pay fees annually, while Life members pay a onetime membership fee equal to four times the then current annual membership fee for Active members.

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

### **Section 1. Removal**

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

## Section 2. Vacancies

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

## ***Article III: Committees***

### Section 1. Types of Committees

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

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

- Finance
- Nominating
- Policy and Resolution
- Membership
- Marketing
- Conference
- Professional Development
- Awards and Recognition
- ~~Audit~~

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

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

### Section 2. Committee Establishment

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

### Section 3. Committee Leadership and Membership

With the exception of the Membership Committee, eligible Association members will indicate each year the committees on which they have an interest in serving. Potential membership lists as compiled from this information and shall be submitted to the incoming President. Upon the election of the slate of officers, the newly elected President-Elect, in consultation with the incoming President, will recruit Vice-Chairs/Chair Elects for each of the standing committees. The Vice-Chair/Chair-Elect position is

for a two-year term, and will assume the position of Chair after one year. The committee leadership team will be announced at the annual meeting.

All committee members are appointed for a one-year term, but can be re-appointed annually with no restrictions on number of terms served. Every attempt will be made to attain geographic distribution. The Committee Chairs, as needed, will appoint subcommittees and subcommittee chairs. The Membership Committee shall be comprised of the Membership Committee Chair (appointed by the incoming President-Elect), the Regional Representatives, and the Treasurer.

#### Section 4. Charters

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

#### Section 7. Liaisons

There shall be at least one (1) liaison of the association to the following:

- Public Issues Leadership Development (PILD) Conference Planning Committee -There will be two liaisons to the committee each serving 2 years staggered terms.
- Journal of Extension Board of Directors -There shall be one liaison to the JOE Board of Directors, who will serve a three-year term.

Liaison's shall be appointed by the President. They shall participate and report to the Association Board of Directors during the regularly scheduled Board of Director's meetings, when needed.

### ***Article IV: Guiding Documents***

#### Section 1. Definitions

- **Constitution.** The Association's fundamental rules governing the conduct of the organization.
- **Bylaws.** The regulations enacted that provide 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. Operating Procedures

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 Policy and Resolution

The Committee on Policy and Resolution 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: Elections***

### Section 1. Procedure

Elections for all members of the Board of Directors shall be held annually, before the end of each calendar year, by vote of the members in good standing and conducted in the following manner:

- The Nominating Committee shall solicit nominations from the membership eligible candidates for each office to be filled. The Nominating Committee shall only accept self-nominations or nominations from members in good standing. Any member in good standing may nominate eligible candidates for President-elect, Secretary, and Treasurer. Members in good standing from their regions shall nominate eligible Regional Representatives. Candidates must be Active or Life members of the Association.
- Following the close of nominations, the Nominating Committee shall certify that all nominations received are valid, and that all nominees are willing to accept the position if elected. A nominee may be placed on the ballot for only one position. If nominated for more than one position, the nominee will be allowed to select the position for which they will run.
- The Past President shall draft an election ballot and distribute it to all members in good standing in accordance with their regional affiliation.
- Ballots shall be distributed electronically. The closing date of elections shall be 10 days after ballots are distributed. Ballots shall be reported by the Past President and certified by the Board of Directors.
- The candidate for each office receiving the largest number of affirmative votes from the ballots cast by the members in good standing shall be elected. In the event of a tie, the elected officer shall be determined by a random draw held by the President.
- Within thirty days following the close of elections, members shall be notified of election results.

### Section 2. Office of President

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

### Section 3. Assumption of Office

The term of office for the Board of Directors will begin at the conclusion of the Annual Meeting/Conference following the election and will continue through the following Annual Meeting/Conference.

### Section 4. Re-election

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

## ***Article VII: Amendments to the Constitution and By-Laws***

### 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 ninety (90) days prior to the Annual Meeting to review. Thirty (30) days prior to the Annual Meeting, a draft of the proposed amendments to the constitution and/or bylaws will be posted and provided to the membership.

### Section 2. Voting

Voting on the Constitution and By-Laws will take place at the Annual Meeting. Changes to the Constitution and By-Laws are ratified by 2/3rds of the participating, eligible voting members who are present either in-person or electronically. If a face-to-face Annual Meeting does not occur, voting on the Constitution and By-Laws may take place via an electronic vote.

## ***Article VIII: Strategic Partnerships***

The Association should seek to build strong partnerships with professional societies, government and nongovernmental 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 pursuant to a special meeting (or at another meeting) of the Association duly called for such purpose. At least two months prior written electronic 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.