



**Operating Procedures
of the
National Association of Extension Program &
Staff Development Professionals (NAEPSDP)**

Accepted and Approved May 2023

Article 1. Committee Charters

Each standing and/or select Committee with the Association has a set of duties and responsibilities to accomplish the work of their respective committee. The following section defines and describes the work of each committee within the association.

Section 1. Standing Committees

- Awards and Recognition
- Conference
- Finance
- Marketing
- Membership
- Nominating
- Policy and Resolutions
- Professional Development

Awards and Recognition Committee - The Awards and Recognition Committee is responsible for the Association's awards program. The Awards and Recognition Committee is made up of a Committee Chair, a Committee Co-Chair/Vice-Chair, and committee members from the paid membership of the association. The Awards and Recognition Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Conference Committee - The Conference Committee is responsible for the educational and professional development activities of the association annual conference. The Conference Committee is made up of a Committee Chair, a Committee Co-Chair/Vice-Chair, and committee members from the paid membership of the association. The Association President-Elect serves as an ex-officio member of the Conference Committee. The Conference Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Finance Committee - The Finance Committee is charged with preparing and presenting to the Board of Directors an annual budget and monitoring the expenditures of the Association during the year. The Finance Committee will also coordinate the financial aspects of fund development activities of the

Association, including fundraising activities and donations. The Finance Committee will conduct a review of the Association's financial records annually and at any change in the office of the Association Treasurer, and report to the Board of Directors and the Association membership the findings of that review at the annual meeting of the Association. The NAEPSDP Treasurer will serve as an ex officio member of the Finance Committee. The Finance Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Marketing Committee - The Marketing Committee is charged with marketing the Association and the efforts of the Association. In addition, the Marketing Committee is responsible for maintenance of the Association website and social media accounts. The Marketing Committee is made up of a Committee Chair, a Committee Co-Chair/Vice-Chair, and committee members from the paid membership of the association. The Marketing Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Membership Committee - The Membership Committee is charged with managing the membership of the association. This committee is responsible for the annual membership drive, managing the membership list, and keeping the membership communications process up to date. The Membership Committee is made up of a Committee Chair, a Committee Co-Chair/Vice-Chair, and the six regional representatives. The Association Treasurer serves as an ex-officio member of the Membership Committee. The Membership Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Nominating Committee - The mission of the Nominating Committee is to bring to the membership a slate of officers for the Board of Directors to be voted on annually and to coordinate the election process. The Nominating Committee is chaired by the immediate Past President. There are no specific number of members required. Recommendations for membership may be taken from the Regional Representatives and the incoming President. All committee members are appointed for one year. Geographic distribution of members should be considered. The Nominating Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Policy and Resolutions Committee - The Policy and Resolutions committee is charged with studying and researching on all major policy decisions to the Constitution and Bylaws, as well as the Operation Procedures. Committee members solicit, receive and review resolutions from the Association membership and develop and present resolutions to the Association membership for further action. The committee is responsible for and coordinates all necessary changes to the NAEPSDP Bylaws and Governance Policies. The Policy and Resolutions Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Professional Development Committee - The Professional Development Committee is responsible for the educational and professional development activities of the association including the webinar series. The Professional Development Committee is made up of a Committee Chair, a Committee Co-Chair/Vice-Chair, and committee members from the paid membership of the association. The Professional Development Committee must work closely with each of the other standing committees in order to accomplish their work and assist the other committees in accomplishing their efforts.

Section 2. Select Committees

Various select committees may be formed on an ad hoc basis to fulfill specific needs or address a specific project.

Section 3. Committee Plan of Work and Reporting

Each Standing or Select Committee shall be charged with developing an annual plan of work to guide the efforts of the committee. This plan is to be completed and presented to the Board of Directors by March 1st each year for a Standing Committee and at the next available Board of Directors meeting for Select Committees. Sample plan of work documents are included in Appendix A. Each committee should also be prepared to report on committee activities at each monthly Board of Directors meeting. Finally, each Standing and Select Committee will prepare an end of year summary report prior to the annual board meeting in association with the annual conference and present the report during the Board of Directors meeting. A sample end of year summary report is included in Appendix B.

Section 4. Suggested Timeline for Important Activities:

- January – Board members complete orientation and training for roles and responsibilities
- April – Board of Directors review and approve Committee Plans of Work. Approved plans are posted on the website by the Secretary.
- April – Board of Directors review and approve Budget prepared by Finance Committee and Treasurer.
- May/June – Conference Committee communicates via email and website updates the Annual Conference dates and theme, and opens the request for proposals.
- July/August – Awards Committee communicates available awards and invites nominations.
- August/September - Online survey for elections created by Past President and approved by Board.
- September/October - distribute survey for elections for 10 business days. Past President emails the request to the active membership.
- October – Conference program completed. Conference Committee opens up registration for the Annual Conference.
- October – At the close of the election, the Past President immediately shares the results with the Board and requests approval of the slate of officers. The raw data from the online survey is shared along with the summary results.
- Early November, within 30 days after the close of the election, the President or Past President announces the results to the entire membership. There may be other communications conducted but not by the Secretary.
- November – The election results and notation of approval by the Board should be presented at the November Board meeting to capture this information in the official minutes.
- November – Any changes to Constitution and Bylaws, or other items needing to be voted on during the Annual Meeting of the Membership at the Annual Conference are communicated to the membership.
- December – Annual Conference is held, including Annual Business Meeting of the Membership. Current Board members meet at the beginning of the conference. New Board members meet at the end of the conference. Secretary updates website with final meeting minutes and committee annual reports.

Article 2. Conflict of Interest Policy

This conflict of interest policy is designed to help directors, committee leadership, and members of the NAEPSDP identify situations that present potential conflicts of interest and to provide NAEPSDP with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director, committee leadership, or member has or may have a conflict of interest with respect to the

transaction.

Section 1. Conflict of Interest Defined

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- a. Outside Interests - A Contract or Transaction between NAEPSDP and a Responsible Person or Family Member. A Contract or Transaction between NAEPSDP and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.
- b. Outside Activities - A Responsible Person competing with NAEPSDP in the rendering of services or in any other Contract or Transaction with a third party. Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with NAEPSDP in the provision of services or in any other Contract or Transaction with a third party.
- c. Gifts, Gratuities and Entertainment - A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that does or is seeking to do business with, or is a competitor of NAEPSDP; or has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from NAEPSDP; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value, which are not related to any particular transaction, or activity of NAEPSDP.

Section 2. Definitions

- a. A "Conflict of Interest" is any circumstance described in this Policy.
- b. A "Responsible Person" is any person serving as an officer, employee or member of the Board of Directors of NAEPSDP.
- c. A "Family Member" is a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.
- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by NAEPSDP. The making of a gift to NAEPSDP is not a Contract or Transaction.

Section 3. Procedures

- a. Prior to the Board of Directors' action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the Board of Directors will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The

chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the Board of Directors' discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
- e. Responsible Persons who are not members of the Board of Directors of NAEPSDP, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect NAEPSDP's participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

Section 4. Confidentiality

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of NAEPSDP. Furthermore, a Responsible Person shall not disclose or use information relating to the business of NAEPSDP for the personal profit or advantage of the Responsible Person or a Family Member.

Section 5. Review of Policy

Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to NAEPSDP. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

Each member of the Board of Directors shall review this operational procedure annually. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Section 6. Sample COI Policy Document

See Appendix C.

Article 3. Conference Site Selection Procedures

This article provides guidance and division of responsibilities for the selection future annual conference

sites. Overall, it is desired that conference locations rotate through the regions and are distributed geographically to allow equitable travel distances for members over time and allow membership recruitment near conference sites.

Section 1. Responsibility

The current regional representative will lead the selection process for his or her region two years in the future. The regional representative may work individually, involve the current Conference Committee or the Board, form a regional committee, or identify other effective methodologies to complete the selection process. The result of the process will be a recommendation to the Board for its consideration and adoption. The selecting Regional Representative will serve on the Conference Committee for that conference.

Section 2. Site Negotiations

A site negotiation company will be identified by the President and will be utilized to negotiate with the conference site. They may also be able to assist in comparisons of possible sites during the selection phase.

Section 3. Site Selection Responsibility Rotation

The following rotation for site selection will be followed. Regions are not obligated to choose a site within their own region but should consider geographic distribution of recent conferences.

- a. Western Region
- b. Northeast Region
- c. Southern/1890s Regions (may alternate or collaborate as desired)
- d. Northcentral Region

Article 4. Whistleblower Policy

This article provides guidance to individuals to encourage any directors, officers, volunteers, and any employees to raise serious concerns internally so NAEPSDP can address and correct any inappropriate conduct and actions.

See Appendix D.

Appendix A

Sample Committee Plan of Work and Budget Proposal Documents

NAEPSDP ____ Committee Responsibilities

List names of current chair and members

____ Chair (add co-chair as appropriate)

____ Chair-elect

- ____ Committee shall be comprised of (refer to constitution, bylaws and policies).
- Convene committee soon after the first of the year. Review goals and develop strategies to carry out the committee responsibilities.
- Post resources and minutes for this committee on the website.
- Submit a budget to the Treasurer by March 1.
- Submit a Plan of Work to the Secretary by March 1.
- Collaborate with the ____ Committee (and any explanation to clarify the relationship).
- Ensure website is updated with current information related to this committee.
- Report on the accomplishments of this committee in Association newsletters, at each Board of Directors meeting, the annual meeting, and in the annual report.
- Annually review Committee responsibilities and update description as needed.
- Timeline for ____ Committee
 - Month
 - Month
 - Month
 - Month



Annual Plan of Work
January 1, 20## – December 31, 20##

Committee Name	
Committee Members	

Please provide a brief scope of work of the committee.	
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Specific Item to Accomplish	Responsibility (Names of people assigned to item)	Key Contact (Person who will serve as a key contact for item)	Goal Date (Anticipated completion date)	Completion Date (to be filled in when completed)

Budget Request	
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To add more lines, place cursor after the last box of the last row. Hit "tab." Another row should appear.

<p>Submission instructions:</p> <ul style="list-style-type: none"> • Rename the document with your committee name such as: 20## Membership Committee Plan of Work.doc • Post in the BOX, folder "20## Committee Work Plans" or email to the Secretary.

Committee Budget Proposal
January 1, 20## - December 31, 20##

Expense	Prior Year Budget \$	Prior Year Actual \$	Current Year Requested \$	Justification

Appendix B

Sample Committee End of Year Report Document



20## Committee End of Year Report NAEPSDP Board of Directors

Committee:

Chair/Co-Chairs:

Committee Members:

Committee Initiatives/Products:

20## Major Accomplishments:

- —
- —
- —

Appendix C

Conflict of Interest Statement

National Association of Extension Program & Staff Development Professionals

Conflict of Interest Information Form

Name: _____ Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in NAEPSDP's Policy Conflicts of Interest) arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of NAEPSDP that is currently in effect.

Signature: _____ Date: _____

Appendix D



Whistleblower Policy

Approved 4/12/2023

I) General

The National Association of Extension Program & Staff Development Professionals (NAEPSDP) requires directors, officers, and volunteers (and employees if applicable) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of NAEPSDP, we all must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

II) Reporting Responsibility

This Whistleblower Policy is intended to encourage directors, officers, volunteers, and any employees to raise serious concerns internally so that NAEPSDP can address and correct any inappropriate conduct and actions. It is the responsibility of all directors, officers, and employees to comply with the applicable law and to report violations or suspected violations in accordance with this Whistleblower Policy.

III) No Retaliation

It is contrary to the values of NAEPSDP for anyone to retaliate against any board member, officer, volunteer, or employee who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of NAEPSDP. Any NAEPSDP director, officer, volunteer, or employee who retaliates against a person who has reported any inappropriate conduct and/or action shall be subject to termination of employment or removal from office or both. This Policy is intended to encourage and enable directors, officers, volunteers, and any employees to raise serious concerns within NAEPSDP before seeking resolution outside NAEPSDP.

IV) Reporting Procedure

NAEPSDP encourages any person to share their questions, concerns, suggestions, or complaints under this policy with a representative of NAEPSDP who is in a position to address them, including in particular the President, President Elect, Secretary, Past President, or as to any financial matter, the Treasurer or the Chair of the Finance Committee. If the reporting individual is not comfortable with speaking with any of the foregoing or is not satisfied with the response given, that individual should report instead to any member of the Board. Any officer, Board member, or Committee Chair or member, or other person receiving a question, concerns, suggestion, or complaint under this Policy should promptly report the matter to the Board.

V) Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

VI) Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.