

National Association of Community Development Extension Professionals

Constitution and Bylaws

Article I: Name

This organization shall be known as the: National Association of Community Development Extension Professionals (NACDEP).

Article II: Objectives

The objectives of this Association shall be:

- To bring community and economic development extension professionals together to discuss issues, needs and opportunities of mutual interest; and to facilitate information sharing.
- To promote the importance of community and economic development through education, advocacy, and coordination within the land grant system.
- To promote cooperation on community development issues and educational training efforts between the various states and regions, and to foster partnerships between governmental agencies, private community development groups, related organizations and other community development professionals. (Amended April 2007)
- To discuss, develop, sponsor, and promote educational and training programs and activities that advance sound community development practices.
- To provide support for and promote activities and programs at the national level that advance community and economic development, education, training, and diversity in the work force.
- To advance the professional status of community and economic development extension professionals by encouraging professional self-improvement.
- To strengthen communication with Extension Administration.
- To see expanded investments in applied social science research that is critical to the generation of knowledge needed to undergird the development of timely, high priority extension community development education programs.
- To organize exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code. (Amended April 2007)

Article III: Membership and Dues

Section I. Membership.

The membership of the Association shall be comprised of the extension professionals in each state, Washington D.C./Extension Service USDA, and the territories of Guam, Puerto Rico, and the U.S. Virgin Islands who are actively engaged in, or have a strong commitment to, community development educational programs and issues. There will be three classes of membership:

- 1) Active. Active Members are currently employed as extension professionals with at least a 25% extension appointment with responsibilities or strong interests in community and economic development. (Amended February 2006)
- 2) Life. Life Members must have retired from the Cooperative Extension Service having held an appointment and/or had responsibilities in community and economic 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 be reinstated without additional payment when Extension employment returns to retirement status. (Amended February 2006)
- 3) Affiliate. Affiliate Members are not employed by Cooperative Extension Service but have an interest in community development education, outreach or research. (Amended February 2006)

There shall be no limit to the maximum number of members within the Association or either of its membership classes. Any person meeting the membership requirements stated above may become a member by submitting an application for approval by the Executive Committee and payment of the annual dues. The Executive Committee will notify the applicant of approval. The Association shall conduct an annual enrollment of members. The membership year shall be from January 1 to December 31. However, persons may be admitted to membership at any time during the membership year with approval and submission of full dues. Active and Life Members in good standing (current dues paid) of the Association shall be eligible to vote or hold elected or appointed positions in the Association and are hereinafter referred to as 'eligible members'. Membership in the Association shall be available without regard to race, color, creed, religion, gender, age, national origin, sexual orientation, disability, familial status, public assistance status, or veteran status. (Amended April 2007)

Section 2. Dues.

Each member in the Association will maintain membership by payment of annual dues to the Association as established by the Executive Committee. Members who reach retirement status may be allowed Lifetime Membership in the Association upon payment of a one-time fee equal to four times the then current annual dues for Active Members.

Section 3. Disallowed Activities.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose and objectives clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170c2 of the Internal Revenue Code, or corresponding section of any future federal tax code. (Amended April 2007)

Article IV: Officers and Executive Committee

Section 1. Officers.

The four officers of the Association must be members in good standing and shall be a President, President-Elect, a Treasurer and a Secretary. Officers are elected as set forth in Article IX Elections, and will serve a term of one year beginning at the end of the annual meeting. In the year of Galaxy, the change shall take place on May 1st. With the exception of the President, President-Elect, and the Past President, officers may succeed themselves in office. (Amended February 2006 and April 2009)

Section 2. Duties of the President.

The President shall serve as the Executive officer of the Association; preside at all Executive Committee and General Membership meetings; and appoint all standing and all select committee chairs with the advice and consent of the Executive Committee, unless otherwise directed by the motion creating the committee. In general, the President is a voting member 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 Executive Committee. (Amended February 2006 and April 2007 and April 2009)

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 not be authorized to sign documents unless the Executive Committee specifically gives written authorization to do so. 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 Executive Committee. The President-Elect will be co-chair of the conference committee in the year of a conference and be responsible for scheduling the Annual Meeting, working with the

Annual Meeting Committee to develop the Annual Meeting program, and notifying the membership of that meeting. (Amended February 2006 and April 2007)

Section 4. Duties of the Past President.

The Past President shall sit on the Executive Committee and be chair of the Nominating Committee. The Past-President shall advise the current President on duties, programs, commitments, protocols and activities consistent with the goal of maintaining continuity of administration. (Amended February 2006 and April 2007)

Section 5. Duties of the Treasurer.

The Treasurer shall collect the annual dues, receive other funds accruing to the association and shall disburse funds as directed by resolution or an order of the Executive Committee. The Treasurer shall prepare statements for submission at the Annual Meeting showing receipts and disbursements and the financial condition of the organization. The Treasurer shall prepare for approval of the Executive Committee and distribution to membership, guidelines for the reimbursement of expenses. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Executive Committee. 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. The Treasurer may succeed him/herself for no more than two terms, for a total of three consecutive terms. (Amended February 2006, April 2007 and April 2009)

Section 6. Duties of the Secretary.

The Secretary shall take, prepare, distribute and keep 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 or shall be responsible for such action. He/she shall be responsible for distributing meeting minutes to all Association members. The Secretary shall also see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the Association records; shall see that a register of the name and address of each member is kept; and shall be responsible for distributing, counting and reporting the results of election ballots. The duties of the Secretary will include completing the processing and distribution of the official business conducted at the Annual Meeting (i.e., resolutions, motions, directives, etc.), and will be completed before the incoming secretary assumes responsibilities. The Secretary shall develop an election ballot to be submitted to eligible members for voting as described in Article IX of these Bylaws. The Secretary may succeed him/herself in office no more than two terms, for a total of three consecutive terms. (Amended February 2006 and April 2007)

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. Regional representatives may serve no more than two consecutive two-year terms. 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 Representatives shall act as liaison between members of their respective regions and the Executive Committee and its officers. (Amended February 2006, April 2007 and April 2009)

Section 8. Executive Committee.

The four officers, the past president and six regional representatives elected by the membership of the Association shall constitute an Executive Committee. The Executive Committee 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. (Amended February 2006 and April 2007)

Section 9. Removal

A member of the Executive Committee may, for cause, be removed from office by a two-thirds majority vote of the Executive Committee. No Executive Committee member shall be removed unless in the notice of such meeting it has been stated that his/her removal is to be considered. An Executive Committee member shall be informed that his/her removal is to be considered and a hearing shall be given such an Executive Committee member, in person or by representation at the meeting. (Amended April 2007)

Article V: Meetings and Attendance

Section 1. Annual Meetings.

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 Executive Committee. Conducting such meetings via telecommunications is acceptable when feasible and applicable. (Amended February 2006)

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 Executive Committee, or by the Executive Committee, 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 Executive Committee. Conducting such meetings via telecommunications is acceptable when feasible and applicable. (Amended February 2006)

Section 3. Annual Meeting Attendance.

Attendance at annual meetings shall be open to the following: (1) Active and Life and Affiliate members of the Association. (2) Such persons engaged in community/economic development or related work in the employment of land grant universities, governmental agencies, or other community development organizations. (Amended February 2006 and April 2007)

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 and life members of the Association. The Executive Committee may invite others into the meeting to discuss matters of importance with the Association. (Amended February 2006)

Article VI: Quorum

One-fourth of the eligible membership shall constitute a quorum at any Association Annual, Special or Business meeting. A simple majority of the Executive Committee shall constitute a quorum at any Executive Committee meeting. Two-thirds of the eligible members of any standing or select committee shall constitute a quorum at that meeting. (Amended February 2006, April 2007 and April 2009)

Article VII: Voting

Section 1. Eligible Members.

Voting shall be limited to active and life members in good standing (paid-up dues) with one vote for each member. (Amended February 2006)

Section 2. Decisions by Simple Majority.

Any question or issue other than an amendment to the Bylaws shall be determined by a simple majority of those voting in the manner or forum determined by the Executive Committee. (Amended April 2007)

Section 3. Procedure for Simple Majority Votes.

The Executive Committee may submit any question by mail, email or fax to the eligible membership. Except for amendments to the Bylaws (Article XIII) or policy statements (Article VIII), such questions shall be returned within thirty days of the submission of the question to the entire membership. (Amended February 2006)

Article VIII: Policy Statements

Section 1. Definition.

Policy statements are those motions or resolutions passed by the Association that express the attitude and wishes of the Association. They shall supplement the Bylaws and shall serve as directives to the officers expressing the official stand or opinion of the Association. Policy statements shall in no way bind an individual when expressing the opinion of the Association (Amended February 2006, April 2007 and April 2009)

Article IX: Elections

Section 1. Procedure.

Elections for all members of the Executive Committee shall be held annually, before the end of each calendar year, by vote of the eligible membership conducted in the following manner: The Nominations Committee shall select candidates for each office to be filled. The Nominations Committee shall accept nominations only from eligible members. Candidates for President-elect, Secretary, and Treasurer shall be nominated by any eligible member. Regional representatives shall be nominated by eligible members from their regions. Candidates must be life or active members of the Association. A nominee may be placed on the ballot for only one position. The candidate for each office receiving the largest number of affirmative votes from the ballots cast by the eligible membership 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. (Amended February 2006, April 2007 and April 2009)

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 all members of the Executive Committee shall commence at the end of the annual meeting and will continue to the end of the next annual meeting. In the year of Galaxy, the term will commence on May 1st. (Amended February 2006, April 2007, and April 2009)

Section 4. Re-election.

While it is the general policy of the Association to effect a change of membership on the Executive Committee, an officer – except for the President, Past President, and President-Elect – may be re-elected for up to three terms, which may be consecutive. An individual may serve more than one term in the office of President and President-Elect, but not successive terms. No officer may serve more than three consecutive terms. (Amended February 2006 and April 2007)

Article X: Vacancies

In the event of a vacancy in the office of President, the President-Elect shall assume the duties of the President and serve the remainder of his/her term plus the full term as President. The office of the President-Elect shall be filled by appointment of the Executive Committee and shall hold that office until the installation of officers at the next election. Vacancies in any other position shall be filled by appointment of the Executive Committee. Such appointments shall hold office until the next election. If any officer or Executive Committee member is separated from CES, voluntarily submits his/her resignation for NACDEP office, or is removed for cause, the Executive Committee shall appoint a replacement for the remainder of that individual's term. The appointed

replacement shall be eligible to run for a full term in that office at the time of the next regular election. (Amended April 2007)

Article XI: Committees

Section 1. Types of Committees.

The following types of committees will be utilized by the Association in conducting its affairs. 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 Executive Committee approves it. Standing committees will have subcommittees when the topic makes such delegation appropriate. Standing committees shall include a Finance Committee, a Nominations Committee, a Committee on Resolutions and Policy, and any other committees approved by the Executive Committee. Select Committees: These are committees 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 objectives, activities and organization of committees shall be defined by their individual charters (described in Section 2, as follows). (Amended February 2006)

Section 2. Committee Establishment.

Each Standing and Select Committee can be established or abolished by the Executive Committee. 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 Executive Committee must vote on the proposal at its next regular meeting following submission of the petition. (Amended February 2006)

Section 3. Committee Membership.

All committee members are appointed for a one year term, but can be re-appointed annually with no restrictions on number of terms served. The number of persons assigned to the committees shall be at the discretion of the President with consultation from the Committee Chair. Every attempt will be made to attain geographic distribution. Subcommittees and subcommittee chairs will be appointed by the Committee Chairs as needed. (Amended February 2006 and April 2009)

Article XII: Affiliate Associations

NACDEP desires to develop strong working relationships with state and regional associations of Extension professionals who share similar organizational goals. It is our intent that these relationships be mutually beneficial and flexible enough to allow for growth in the relationship over time. Such state and regional associations may be

accepted as affiliate associations upon approval of a petition submitted to the Executive Committee. (Amended April 2007)

Such state and regional affiliate associations may collect the NACDEP annual dues for its members that are also members of NACDEP, and make a single payment to NACDEP on behalf of the individual members following procedures approved by the NACDEP Executive Committee. The membership requirements and membership classes of affiliate associations shall comply with membership requirements of NACDEP as defined in Article III of these Bylaws. (Amended April 2007)

Article XIII: Governance

Unless otherwise directed by resolution, or Bylaws, the duties of officers and the conduct of meetings shall be governed by the latest edition of Robert's Rules of Order.

Article XIV: Amendments

The Bylaws of the Association may be amended by a two-thirds majority vote of the eligible members voting at the annual meeting. Amendments may be proposed by any eligible member. Changes to the Bylaws shall be coordinated by the Resolutions and Policy Committee. The Committee shall review amendments for consistency and coordination with the existing Bylaws but may not veto any proposed amendment. After review, the Resolutions and Policy Committee shall submit proposed amendments to all eligible members by mail, email or fax at least thirty days in advance of the close of balloting. The ballot shall include a copy of the proposed amendment and the portion of the Bylaws that are affected. (Amended February 2006 and April 2007)

Article XV: 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 community 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. (Amended April 2007)

Article XVI: Dissolution of the Corporation

Section 1. Procedure for Dissolution.

If the membership of NACDEP shall drop below 50 members in good standing, the organization may be dissolved upon the consent of a majority of such members expressed

in writing (or agreed to by email, fax, etc.) pursuant to a special meeting (or at another meeting) of NACDEP duly called for such purpose. At least two months prior written (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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is hen located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. (Amended April 2007)

Section 3. Determination of Specific Recipients.

The specific recipient or recipients of assets remaining upon dissolution shall be approved by a majority of the members in good standing. (Amended April 2007)