

**CONSTITUTION OF THE  
CORNELL COOPERATIVE EXTENSION ASSOCIATION  
OF COLUMBIA AND GREENE COUNTIES  
STATE OF NEW YORK**

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**ARTICLE I - NAME**

The name of this organization shall be the Cornell Cooperative Extension Association of Columbia and Greene Counties, hereinafter called the Association.

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**ARTICLE II – OBJECTIVES**

The objectives of this Association, consistent with Section 224 of the County Law of New York State, are:

**SECTION 1.**

To provide for a subordinate governmental agency consisting of an unincorporated organization of residents of Columbia and Greene Counties 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 Columbia and Greene Counties to foster economic, social and environmental improvement for its individuals, families and communities.

**SECTION 3.**

To further the objectives of Cornell Cooperative Extension of Columbia and Greene Counties and the State Extension system in the fields of agriculture, community and economic vitality, environment and energy, nutrition and families, and youth development.

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**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.

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**ARTICLE IV – ENROLLMENT AND VOTING RIGHTS**

**SECTION 1. ENROLLMENT**

Enrollment is open to all persons interested in the work of the Association. Persons become enrollees by:

- A. participation in programs or activities of the Association, evidenced by registration or lists generated with respect to such programs or activities,
- B. requesting that the Association 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 residents of Columbia or Greene Counties 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 policies and procedures established by the Board of Directors.

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# **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 ex-officio representative designated by the director of Cornell Cooperative Extension at Cornell University.

## **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 this constitution and the memoranda of agreement between the Association and Cornell University, and Columbia and Greene Counties.

## **SECTION 3. COMPOSITION**

### **A. Board of Directors**

- 1) The Board of Directors of the Association shall consist of eighteen (18) persons elected as directors; nine of which will reside in Columbia County and nine of which will reside in Greene County, plus the appointed members listed in Article V, Section 3, Paragraph B, below.

### **B. Appointed members**

- 1) Each County's Governing Body shall be requested annually to appoint one (1) representative to the Board of Directors. The two County Government representatives will have full voting rights.
- 2) The Director of Cornell Cooperative Extension at Cornell University shall designate representation from Cooperative Extension administration to serve on the Association Board of Directors as ex-officio without voting rights.

### **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 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. A person is not eligible to serve on the Board of Directors if:**

- 1) The following relationships exist with any current Board member or Association employee: mother, father, son, daughter, brother, sister, husband, wife, or any person residing in the same household.

- 2) He/she is currently employed by the Association, or has been employed by the Association in the previous twenty-four (24) months.
  - 3) He/she is not a resident of either Columbia or Greene counties, with the exception of the representative appointed by the director of Cornell Cooperative Extension at Cornell University.
  - 4) He/she served one or more previous terms as an elected Director and the lapse since that service is less than two (2) years with the exception of appointed directors as per Article V, Section 3, Paragraph B.
- G. Each member 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.
- H. 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 Association in cooperation with Cornell Cooperative Extension at Cornell University.
  - 1) Execute the memoranda of agreement and other legal instruments.
  - 2) Establish policies and procedures for maintaining an effective 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 (3) years. An elected Director shall serve no more than two (2) 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 two (2) years following service on the board, will be eligible for re-election or appointment to the Board of Directors.

An elected director may be removed from office prior to the end of their term by majority vote at a regular or special meeting of the association as provided in Article X.

#### **SECTION 6. DECLARING A VACANCY**

The President of the Association may declare a position vacant when the elected member has resigned or has an unexcused absence of at three (3) consecutive regular meetings of the Board of Directors.

#### **SECTION 7. FILLING VACANCIES ON THE BOARD OF DIRECTORS**

The President shall, with Board approval, make an appointment to fill the vacancy in an elected Director position on the Board. That person so appointed will serve only until a replacement is chosen by the next regular election to fill the remaining portion of the unexpired term.

#### **SECTION 8. MEETINGS OF THE BOARD OF DIRECTORS**

- A. The Board of Directors shall meet at least five (5) times a year and more often as called by the President.
- B. A Special Meeting of the Board of Directors may be called by the President or any three members of the Board with (5) days' notice.

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### **ARTICLE VI – OFFICERS OF THE ASSOCIATION**

#### **SECTION 1. ELECTION**

- A. After the annual Association election, and prior to February 1, the Board of Directors shall meet to elect officers. A nominating committee appointed by the Board President with Board approval shall prepare a slate of officers. The outgoing board and officers shall serve until the organizational meeting of the incoming board.
- B. The following shall be elected annually from among the members of the Board by a majority vote of the continuing and new members present at the organizational meeting to be held between the annual association meeting and February 1: President, Vice-President, Secretary, and Treasurer.
- C. The President shall be an ex-officio member of all Board 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).
- D. 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 to the Secretary will be present at Board meetings but shall not serve as an officer nor be eligible to vote.
- E. An assistant to the Treasurer may also 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.
- F. The terms of office of the President, Vice-President, Secretary and the Treasurer of the Association Board of Directors shall be from the annual organizational meeting until the next organizational meeting or thereafter until their respective replacements are named. An officer shall not serve in the same office for more than three (3) consecutive years.
- G. An officer elected by the Board may be removed from that office by the Board with cause, by a vote of two-thirds (2/3) majority of the then seated Board. A director so removed from their Board office shall retain a seat on the Board of Directors unless removed from the Board pursuant to Article VII, Section 5.

#### **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 shall call meetings of the Board of Directors and special meetings of the Association as required by 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; receive and present to the Board of Directors all communications relating specifically to the Association; and prepare correspondence on behalf of the Board of Directors.
- 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 financial reports.
- 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 all members 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.

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## **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 it deems necessary to carry out the work of the Association. With Board approval, the President shall appoint all members to committees annually and designate a chairperson for each. Committees shall act as set forth in the Association's Operating Guidelines (see Article XII).

In addition, Special Committees can be establish by Board resolution at any time during the year and for specified lengths of time as deemed necessary by the Board of Directors (see Article XII).

### **SECTION 2. EXECUTIVE COMMITTEE**

- 1. Composed of the President, Vice-President, Treasurer, Secretary and Executive Director. The immediate Past President who remains as an elected board member shall be a member of the Executive Committee with regular voting privileges subject to Board approval at the Organizational Board Meeting each year.

If the immediate Past President is not available, the most recent Past President who remains as an elected board member available will assume the position subject to the approval of the Board at the Organizational Board Meeting-

- 2. May conduct business in the interim of the regularly scheduled board meetings.
- 3. The Executive Committee may pass resolutions only in the event that to wait until the next scheduled full Board meeting would be injurious to CCE. If a resolution is passed, other than

adjournment or to meet in Executive Session, the President or Vice-President in his/her absence shall notify the Board via e-mail of the resolution.

4. The Executive Committee shall meet with the Executive Director and any other appropriate staff prior to the regularly scheduled Board Meetings.
  - a. To discuss the upcoming agenda.
  - b. To provide feedback to the Executive Director of Board concerns.
5. Resignation, Removal, and Suspension of a Board Officer - A Board officer may be removed by the Board with cause by a vote of two-thirds (2/3) majority of the then seated Board.
  - a. The removal of an officer shall be without prejudice to any contractual rights.
  - b. The removal of an officer for cause shall require a request be made to the President requesting an Executive Session at a regular meeting of the Board meeting, or if necessary, to call a special Board meeting and then go into Executive Session.
  - c. At the Executive Session, if a consensus of the Board Members present agree with the sufficiency of the cause for removal, the BOD will come out of Executive Session. A board member will make a motion to bring the case for removal to the next full Board meeting.
  - d. If at the next full Board meeting (2/3) two-thirds of the Board Members are in favor, the Board Member or Officer shall be considered removed, but will be given the opportunity to resign.
  - e. An officer may resign by written notice to the Association. The resignation is effective upon receipt by the Association or at a subsequent time specified in the notice of resignation.
6. A Special Meeting of the Executive Committee may be called by the President or any two members of the Executive Committee.

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## **ARTICLE VIII – PROGRAM AREAS AND PROGRAM ADVISORY COMMITTEES**

### **SECTION 1. ESTABLISHMENT OF PROGRAM/ISSUE AREAS**

The Board of Directors shall establish annually the major program areas of the Association and establish the advisory structure for each area. Details of the procedures for creating and staffing the advisory structure(s) shall be contained in the operating guidelines of the Association (See Article XII).

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## **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**

- 1) The President of the Association, with Board approval, shall annually appoint a nominating committee of at least five (5) people, who represent the broad interests of the residents of the two counties 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. 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 petition, delivered to the Association in person or by certified mail no later than forty-five (45) days prior to the election. A minimum of thirty (30) eligible voting enrollees of the Association must sign the petition.
  - b. Nominations from the floor where the nominating and election process occurs at the annual meeting of the Association.
  - c. 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:

- A. By ballot of all eligible voters present at the annual meeting of the Association; or
- B. A mail ballot sent to all eligible voters at least twenty-one (21) days prior to the due date of return.

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

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**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 (21) days in advance of the meeting. The meeting shall take place in either Columbia County or Greene County at the discretion of the President of the Board. The agenda shall include the following items, in addition to 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 at least thirty (30) eligible voters, provided the objectives 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 meetings of the Association shall consist of twenty-five (25) eligible voters of the Association.

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## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

### **SECTION 1. ROBERT’S RULES OF ORDER**

The rules contained in the most current "Robert’s 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 Robert’s 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.

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## **ARTICLE XII – OPERATING GUIDELINES**

### **SECTION 1. OPERATING GUIDELINES**

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.

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## **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 II 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.

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## **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 the County in which said assets are 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.



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## ARTICLE XIII - AMENDMENTS

### SECTION 1. CONSTITUTION

The constitution of this Association shall be reviewed every three years by the Board of Directors.

### SECTION 2. AMENDMENTS

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.

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## ARTICLE XIV - REPEAL OF PREVIOUS DOCUMENTS

### SECTION 1.

This constitution shall take effect when approved by the eligible voters of Columbia and Greene Counties. All previous documents of the Association entitled "Constitution" will be repealed at the time of the adoption of this Constitution.


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## APPROVAL

Approved by:

  
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Director of Cornell Cooperative Extension at Cornell University

Date: 11/30/17

  
\_\_\_\_\_  
President of the Association

Date: 11/16/17