



**CONSTITUTION  
OF THE  
CORNELL COOPERATIVE EXTENSION ASSOCIATION  
Franklin County - State of New York  
Effective May 16, 2019**

**ARTICLE I - NAME**

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

**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 Franklin County in cooperation with Cornell University and the United States Department of Agriculture; and in accordance with subdivision 8(b) of section 224 of the County Law as amended.
- Section 2. To extend the educational resources of Cornell University and the New York State Colleges of Agriculture and Life Sciences, Human Ecology and Veterinary Medicine, the Land Grant university system and other educational institutions, to the people of Franklin County to foster economic, social and environmental improvement of its individuals, families and communities.
- Section 3. To further the objectives of Cornell Cooperative Extension Franklin County and the State Extension System in the fields of; agriculture, community and economic vitality, environment and energy, nutrition and healthy families, and youth development.”

**ARTICLE III - AFFIRMATIVE ACTION**

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

**ARTICLE IV – ENROLLMENT & 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 list generated with respect to such programs or activities;
  - b. requesting to have their names placed on an Association mailing list that will be

- c. maintained for at least a period of 1-year; or  
serving the Association as a volunteer.

Section 2. Voting Rights: All persons, who, as of the date of a voting event, are Franklin County residents, 18 years of age or older, and who qualify as an enrollee in accordance with Article IV, Section 1 are eligible to vote at such an 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. These shall be consistent with regulations established by the Board of Directors.

## **ARTICLE V - Board of Directors**

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

Section 3. Composition of the Board:

- A. The board of directors of the association shall consist of nine (9) persons elected as directors, plus the appointed members listed in Article V, Section 3 B, below.
- B. Appointed members:
  - 1. The county governing body shall be requested annually to appoint one (1) legislator to serve as a director on the association board of directors.
  - 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 privileges.
- C. A quorum of the board of directors shall consist of a majority of the elected 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 a board member or any association staff: mother, mother-in-law, father, father-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister, sister-in-law, husband, wife, aunt, uncle, niece, nephew, step-parent and/or stepchild, or any person residing in the same household as the Association staff member:
  - 2. They currently are employed by the association, or have been employed by the

- association in the previous 18 months.
- 3. He/She is not a county resident 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 a director and the lapse since that service is less than (3) years with the exception of appointed directors as per Article V, Section 3. B.
- G. Each member of the board of directors shall abstain from voting on any issue in which such action could be construed as 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 of the Board of Directors:

- A. Establish the organizational structure, consistent with this constitution, to conduct the work of the Association.
- B. Support and maintain the Cooperative Extension Association in cooperation with CCE at Cornell University.
  - 1. Execute the memoranda of agreement and authorize the execution of other legal instruments.
  - 2. Establish policies and procedures for maintaining an effective Cooperative Extension Association including program scope and priorities.
- C. Secure resources necessary to conduct, manage and administer the Association's programs.
- D. Employ staff to conduct the work of the Association.

Section 5. Term of office for Board Members:

- A. The term of office for directors-at-large is three years, and shall not exceed a period of two consecutive elected terms (six-years total) plus the portion of a year that they may have been appointed to serve due to vacancy.
- B. Any previous elected director after a lapse of three (3) years following the end of such director's service on the board will be eligible for re-election or appointment to the board of directors.
- C. 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.
- D. The six-year limit does not apply to appointed members of the board.

Section 6. Declaring a Vacancy: A position on the board of directors or on a program committee may be declared vacant by the president of the Association when the elected member resigns or has unexcused absences from (2) consecutive regular meetings or (3) regular meetings within a 12-month period.

Section 7. Filling Vacancies on the Board of Directors:

- A. The president shall, after consultation with the board of directors (and/or executive committee) make an appointment to fill a vacancy in an elected director position. 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.

- B. An individual who has been appointed to fill a vacant position may be eligible to have their name placed on the ballot for the Association's next regular election.

Section 8. Meetings of the Board of Directors and Program Committees:

The board of directors shall meet at least five (5) times annually and more often as called by the president.

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

Section 1. Election: After the annual Association election, the Board of Directors shall meet in a reorganization meeting prior to January 15<sup>th</sup> to elect officers for the coming year. All members of the board are eligible to become officers of the association, except appointed members to the Board of Directors.

- A. The president, vice-president, secretary, and treasurer of the Association shall be elected annually by majority vote of the members of the board at the re-organizational meeting. The Board may opt to combine the role of secretary and treasurer.
- B. 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). A nominating committee of the board of directors shall prepare the slate of officers.
- C. An assistant to the secretary may be appointed annually from the association staff by the president with approval of the board of directors. The assistant secretary shall not serve as an officer nor be eligible to vote.
- D. An assistant to the treasurer may be appointed annually from the association staff by the president with the approval of the board of directors. An assistant to the treasurer shall not serve as an officer nor be eligible to vote.
- E. The terms of an officer of the board president, vice-president, secretary and treasurer shall be from the annual organizational meeting until the next organizational meeting or until their respective replacements are named. An officer shall not serve in the same office for more than three (3) consecutive years.
- F. An officer may be removed from office by a majority vote of the board of directors. 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 V, Section 5, C.

Section 2. Duties of Board Officers:

- 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.

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 un-expired 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 un-expired term. Selection will be made by a majority vote of members present at a regular Board 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 un-expired appointment.

## **ARTICLE VII - COMMITTEES OF THE BOARD OF DIRECTORS**

- Section 1. *Standing and Special Committees:* The board of directors shall establish each year at its organizational meeting standing and/or special committees as deemed necessary to carry out the work of the association. The president shall appoint all members to committees and designate the chairperson for each. All committees shall act as set forth in the association's operating guidelines. (See Article XII)

- Section 2. *Executive Committee:* An executive committee of the board of directors composed of the president, vice-president, treasurer, secretary may conduct the business of the Association in the interim between regularly scheduled board meetings. (*Membership may include other directors appointed annually by the president or as determined by the Association's operating guidelines*). Each member of the Executive committee will have one vote with the exception of the Executive Director. A quorum of three members of the Executive Committee (*excluding the Executive Director*) is needed to transact business on behalf of the Association Board.

## **ARTICLE VIII - PROGRAM / ISSUE 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(s) shall be contained in the operating guidelines of the association. (See Article XII)

## **ARTICLE IX - ASSOCIATION NOMINATION AND ELECTIONS**

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

in the interest of the Association, its enrollees and constituencies.

- A. Composition: The president of the Association shall appoint annually a nominating committee of at least three (3) people but preferable (5) people. These individuals shall represent the broad interests of the residents of the county and the work of the Association. A majority of the nominating committee shall not be currently serving on the Board and/or Program Advisory Committees. The president shall designate the chairperson of the nominating committee.
- B. Duties:
  - 1. The nominating committee shall prepare a list of nominees for all vacant or eligible elected positions. Current members of the nominating committee are not eligible as nominees.
  - 2. In addition, nominations may be made by:
    - i. A petition, delivered to the association in person or by certified mail no later than forty-five (45) days prior to the election. Thirty (30) eligible voting enrollees of the association must sign the petition.
    - ii. Nominations from the floor where the nominating and election process occurs at the annual meeting of the Association.
    - iii. By write-in on the election ballot where balloting is done by mail.
  - 3. The nominating committee will supervise the conduct of the election.

Section 2. Elections and Voting: Elections shall be held annually by a method determined by the Board of Directors. The election shall be conducted in one of the following ways:

- A. Determined at the CCE annual meeting by vote of all eligible voters present or by ballot if requested by any of the eligible voters at the meeting.
- B. By mail ballot sent to all eligible voters at least twenty-one (21) days prior to the due date of return with results being announced at the CCE annual meeting.

*(In all cases, the candidate receiving a plurality of vote for each seat shall be declared elected. In the event of a tie vote, the winner shall be decided by a special paper ballot election during the annual meeting.)*

## **ARTICLE X - ASSOCIATION MEETINGS**

Section 1. Annual Meeting: An annual meeting of the CCE Association shall take place during the last quarter of the calendar year. A public notice shall be given of the time and location of the meeting 21 days in advance of the meeting. The agenda shall include the following items, plus other business as appropriate:

- A. Annual financial and program report.
- B. Announcement of the results of the CCE Association election, conducted either by mail or by eligible voting members of the CCE Association present at the annual meeting.

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

twenty-one (21) days prior to the meeting date.

Quorum: A quorum for any annual or special meetings of the Association shall consist of twenty-five (25) eligible voters of the Association.

#### **ARTICLE XI - PARLIAMENTARY AUTHORITY**

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

#### **ARTICLE XII – OPERATING GUIDELINES**

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

#### **ARTICLE XIII – RESTRICTIONS**

- Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof.
- Section 2. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XIV - DISSOLUTION**

- Section 1. Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Franklin County, New York, in which the principal office of the association is 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.

**ARTICLE XV - AMENDMENTS**

- Section 1. The Constitution of the Association shall be reviewed every three years by the Board of Directors.
- Section 2. The Constitution of the Association may be amended, with prior approval by the board of directors of this association and by the director of Cornell Cooperative Extension at Cornell University, by an affirmative vote of at least two-thirds of the eligible voters present at an annual meeting or special association meeting or by an affirmative vote of two-thirds of the eligible voters responding in a mail ballot.

**ARTICLE XVI - REPEAL OF PREVIOUS DOCUMENTS**

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

Approved by:

Adopted by:

\_\_\_\_\_  
Director of Cornell Cooperative Extension at Cornell University

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

Date \_\_\_\_\_

Date \_\_\_\_\_