Constitution for Cornell Cooperative Extension Association
with a **Directly Elected Board of Directors.**

CONSTITUTION OF THE COOPERATIVE EXTENSION ASSOCIATION IN THE STATE OF NEW YORK, ORANGE COUNTY Also known as CORNELL COOPERATIVE EXTENSION, Orange COUNTY Effective January 1, 2027

ARTICLE I – NAME

The name of this organization shall be the Cooperative Extension Association in the State of New York, Orange County, hereafter called the association.

ARTICLE II – OBJECTIVES

The objectives of this association are:

Section 1 To provide for a subordinate governmental agency consisting of an unincorporated organization of residents of Orange 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 of New York State (County Law 224) 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 Orange County to foster economic, social and environmental improvement of its individuals, families and communities.

Section 3 To further the objectives of Cornell Cooperative Extension of Orange 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 – EQUAL OPPORTUNITY

All actions of this association will be in compliance with the applicable laws regarding equal program opportunity, equal employment opportunity and with Americans with Disabilities Act legislation.

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 the association to 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 Orange 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 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 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.

Section 2 Policies: The board of directors of the association shall, with Cornell Cooperative Extension at Cornell University determine 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 Orange County.

Section 3 Composition:

A. The board of directors of the association shall consist of 13 persons elected as at-large directors, plus the appointed members listed in Article V, Section 3 B, below.

B. Appointed/Designated members:

1. 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.

2. The county governing body shall be requested annually to appoint one (1) legislator to serve as an ex-officio director with voting privileges.
3. The county executive's/manager's office shall be requested annually to

designate a staff member to serve as an ex-officio director without voting privileges.

C. Consistent with New York State General Construction Law section 41, a quorum of the board of directors shall consist of a majority of the total voting membership of the board

D. Directors shall serve until their successors are named or a vacancy declared as provided in Article V, Section 6.

E. At-large 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: spouse, parent, child, sibling, domestic partner, or any person residing in the same household.
2. They are currently employed by the association or have been employed by the association in the previous eighteen (18) months.
3. They are not county residents with the exception of the representative appointed by the director of Cornell Cooperative Extension at Cornell University or the designated staff member of the county executive's/manager's office.
4. They have served two (2) previous three (3) year terms as an at-large director and the lapse since that service is less than three (3) years with the exception of appointed directors as per Article V, Section 3, B.

G. Each member of the board of directors shall recuse themselves from discussions regarding and abstain from voting on any issue in which the director has a conflict of interest or an appearance of a conflict of interest.

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. oversee and manage the affairs, activities, and property of the cooperative extension association in cooperation with Cornell Cooperative Extension at Cornell University.

1. authorize the memoranda of agreement and 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 program.

D. authorize the employment of staff to conduct the work of the association.

Section 5. Term of Office: The term of office for at-large directors is three (3) years. An at-large director shall serve no more than two (2) consecutive elected terms plus the portion of an unexpired term to which the director may have been appointed. However, an at-large director may continue to serve past the end of the elected or appointed term, until a successor is elected or appointed, but not past the first quarter of the following calendar year.

Any previous at-large director after a lapse of three (3) years following service on the board will be eligible for re-election or appointment to the board of directors.

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

Section 6. Leave of Absence: At-large directors may request a three (3) month leave of absence from the board by directing a written request to the president of the board. Granting the leave of absence is at the discretion of the president. The leave of absence may be renewable for no more than six (6) months over the course of any three (3) year term of office. Consistent with NYS General Construction Law Sec. 41, quorum for the board will continue to include the full number of voting board positions, including the board seat held by the member requesting the leave of absence.

Section 7. Declaring a Vacancy: The president of the association may declare a position vacant when the at-large director has resigned or has an unexcused absence at three (3) or more regular meetings of the board of directors.

Section 8. Filling Vacancies on the Board of Directors: The president shall, after consultation with the board of directors (and/or executive committee) make an appointment to fill the vacancy in an elected at-large director position on the board of directors. That person so appointed will serve only until a replacement is chosen at the next regular election to fill the remaining portion of the unexpired term.

Section 9. Meetings of the Board of Directors: The board of directors shall meet at least five (5) times a year and more often as called by the president.

ARTICLE VI – OFFICERS OF THE ASSOCIATION (AND ASSISTANTS)

Section 1. Election: After the annual association election but prior to the end of February of each year the board of directors shall meet to elect officers. A nominating

committee appointed by the president shall prepare a slate of officers. The outgoing board and officers shall serve until the organizational meeting of the incoming board.

A. The following shall be elected annually from among the directors of the board by a majority vote of the continuing and new directors present at the organizational meeting of the board: president; vice-president; secretary; and treasurer.

B. The president shall be an ex-officio member of all board committees, excluding the nominating committee. The president does not have voting privileges in their service on board committees, with the exception of the executive committee.

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 office of the president, vice-president, secretary and the treasurer of the association board of directors shall be for the calendar year or thereafter until their respective replacements are named. An officer shall not serve in the same office for more than three (3) consecutive years. The board may designate a president-elect who succeeds to the office of president, although the individual must still stand for election in the year they succeed to the office of the president to serve in that capacity.

F. An officer may be removed from office by a super-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.

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 and votes 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 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.

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. 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)

Section 2. Executive Committee: An executive committee of the board of directors composed of the president, vice-president, treasurer, and secretary, will 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, to include the immediate past president when the individual is still serving a regular term as a director. An immediate past president cannot be appointed if their term has expired and they are not eligible for another term.

ARTICLE VIII – (PROGRAM/ISSUE) AREAS AND (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 structure(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 annually appoint a nominating committee of at least five (5) people, who represent the broad interests of the residents of the county and the work of the association, a majority of whom are not current board or program/issue advisory committee 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. Current members of the nominating committee are not eligible as nominees.
2. The nominating committee will supervise the conduct of the election.
3. Alternate forms of nomination:
    a. 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.
    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.

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 physical or electronic 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.

C. In all cases, the candidate receiving a plurality of the vote 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.

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. Public notice shall be provided at least twenty-one (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. 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 twenty-five (25) 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.

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 the event that Roberts Rules of Order, governing legislation, the constitution, and/or the regulations of the association are not consistent, then the governing legislation followed by the constitution shall take priority, followed by Roberts Rules of Order and then the regulations of the association.

ARTICLE XII – OPERATING GUIDELINES

Section 1. Operating guidelines of the association that identify operating details, not contained in this constitution, of the board and committees 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, 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.

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 Orange County, New York, 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 this association shall be reviewed every three years by the board of directors.

Section 2. 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.

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:

_____
Print Name

_____
Director of Cornell Cooperative Extension at Cornell University

_____
Date

Adopted by:

_____
Print Name

_____
President of the Association

_____
Date

APPENDIX - ATTESTATIONS

Board President: Please initial to attest that the board has reviewed this Constitution, and the document is ready for pre-approval review by Extension Administration. This step does not replace the vote by the association by mail ballot or at an annual or special meeting. _____ (Board President)

Executive Director: Please initial to attest that this Constitution was reviewed and approved by the membership of the association by mail ballot, at the annual meeting or at a special meeting, and is ready for signature by the Board President and the Director of Extension. I have uploaded a copy of the required meeting minutes (may be draft) or outcome of the mail ballot to the CCE Business Systems. (Business Systems: Accreditation Checklist: Association Minutes.) _____ (Executive Director)