

**CONSTITUTION OF THE  
CORNELL COOPERATIVE EXTENSION ASSOCIATION  
OF SCHOHARIE AND OTSEGO COUNTIES  
STATE OF NEW YORK**

**Effective January 1, 2011**

**ARTICLE I - NAME**

The name of this organization shall be the Cornell Cooperative Extension Association of Schoharie and Otsego Counties, 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 Schoharie and Otsego 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 Schoharie and Otsego Counties to foster economic, social and environmental improvement of its individuals, families and communities.

Section 3 To further the objectives of Cornell Cooperative Extension of Schoharie and Otsego Counties and the State Extension system in the fields of agriculture, home economics, 4-H, and community betterment.

Section 4 Other than programs and services funded through grants and contracts, the association will fulfill the above objectives by delivery of programs and services in proportion to each county's annual appropriation to the association.

**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.

#### **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 Schoharie or Otsego 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 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 Schoharie and Otsego Counties.

Section 3      Composition:

- A. The board of directors of the association shall consist of six (6) persons elected as directors (hereinafter referred to as "at-large directors"); two (2) members from each program committee (hereinafter referred to as "program committee directors"); and the appointed members listed in Article V, Section 3 B, below. Directors from Program Committees are elected annually by their respective Program Committees.
- B. Appointed members:

1. Each county's governing body shall be requested annually to appoint one (1) legislator(s) 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. At-large 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. An at-large director shall not serve concurrently on a program committee position within the Association.
- G. 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, 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 eighteen (18) months.
  3. he/she is not a resident of either Schoharie or Otsego counties, with the exception of the representative appointed by the director of Cornell Cooperative Extension at Cornell University.
  - 4.
- H. 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.
- I. The executive director shall serve as executive officer of the board of directors without voting privileges.
- J. The board of directors shall consist of an equal number of directors from

each of Schoharie and Otsego counties. Each program committee shall elect one committee member from Schoharie County and one committee member from Otsego County to serve as directors on the board of directors,

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 cooperative extension 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 cooperative extension association including program scope and priorities.
- C. secure and protect resources necessary to conduct, manage and administer the association's program.
- D. employ staff to conduct the work of the association.
- E. jointly with the Director of Cornell Cooperative Extension at Cornell University or designee (Article V, Section 3B(2)) recruit, hire, supervise and evaluate the Executive Director.

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 he/she may have been appointed. However, an at-large director may continue to serve past the end of his/her elected or appointed term, until a successor is elected or appointed.

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.

Program committee directors (i.e. directors elected from program committees) shall serve for a one (1) year term or until a successor is named. Directors from (program/issue) committees may succeed themselves on the board for a period not to exceed six (6) years.

All directors that are appointed from program/issue committees are limited

to six (6) consecutive years on the Board. After a lapse of three (3) years, they are eligible for re-election or appointment to the board of directors.

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 at three (3) consecutive regular meetings of the board of directors.

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 the vacancy in an at-large director position on the board of directors. 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. Vacancies occurring on the board of directors from the (program/issue) committee shall be filled by appointment of the (program/issue) committee chairperson with approval of the committee.

Section 8. Meetings of the Board of Directors:

- A. The board of directors shall meet at least four (4) times a year and more often as called by the president.
- B. Any one or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- C. There shall be at least four board meetings each year where the physical presence of the board members is required to constitute a quorum.

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

Section 1. Election: After the annual association election, but prior to February 1 the board of directors shall meet to elect officers. A nominating committee appointed by the president shall prepare a slate of officers.

- A. The following shall be elected annually from among the members of the board by a majority vote of the continuing and new members of the board of directors present at the organizational meeting of the board to be held between the annual association meeting and February 1: president; vice-president; 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).
- 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.
- F. The elected vice-president shall be president-elect of the board and shall automatically assume the office of president at the completion of the then president's term of office.
- G. The office of vice-president/president-elect shall alternate between residents of Schoharie and Otsego counties from year to year.

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 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.

**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 and the immediate past president of the board, if so appointed by the president and if they are still a member of the association.

## **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 each to be advised by a program committee. The board shall also establish the number of members that will serve on each committee, such number shall not be less than six (6) or more than fourteen (14) and shall always be an even number. Committee members will be elected for terms of service by procedures and for tenure consistent with that provided for at-large directors, and shall be elected in equal numbers from each of Schoharie and Otsego counties. Duties and responsibilities and all operating procedures shall be described in the Association's operating guidelines. (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 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. 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. 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 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 for which public notice is given at least twenty-one (21) days in advance of the meeting. The meeting shall take place in either Schoharie or Otsego counties at the discretion of the President of the Board. 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, 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.

### **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 - 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 XIV - REPEAL OF PREVIOUS DOCUMENTS/ TRANSITIONAL BOARD OF DIRECTORS**

Section 1. This constitution shall take effect when approved by the eligible voters of Schoharie and Otsego counties. All previous documents of the individual associations situate in Schoharie and Otsego counties entitled

"Constitution" and "By-laws" are hereby repealed.

Secton 2. All current and newly elected board members of the individual associations in Schoharie and Otsego counties shall continue as directors on the board of the new association established in this constitution for a period of one year from the effective date hereof. At the first annual meeting of the new association a new board of directors shall be elected pursuant to Article V, Section 3 hereof. The first six at-large directors shall be elected to staggered terms of office of one, two and three years respectively, two directors to each of the three different terms. Thereafter all at-large directors shall be elected or re-elected to three year terms.

### **ARTICLE XV - DISSOLUTION**

In the event of dissolution of the merged Schoharie and Otsego Association, the real estate owned by the merged association at the time of dissolution will revert back to the respective county associations from which said real property originally came.

**Approved by:**

**Adopted by:**

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

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

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Date**