

## EXAMPLE CONSTITUTION AND BYLAWS

( enter chapter name )

### ARTICLE I -- NAME, AFFILIATION, OBJECTIVES, MEMBERSHIP, DUES

#### **Section 1. Name.**

The name of this Association shall be the \_\_\_\_\_ ( \_\_\_\_\_ ), hereinafter referred to as the "Association." This organization is a charter of the National Association of Natural Resource Extension Professionals, a non-profit organization, hereinafter ANREP, and shall operate in a manner not inconsistent with the ANREP Constitution and Bylaws.

#### **Section 2. Dissolution.**

The Association shall continue to function until it officially is voted out of existence by a two-thirds (2/3) majority of the membership.

#### **Section 3. Objectives.**

The objectives of this Association shall be:

To bring together extension professionals who teach management of forests, range, wildlife, fisheries, watersheds, coasts, estuaries and energy to discuss natural resource issues, needs and opportunities of mutual interest; and to facilitate information sharing.

To discuss, develop, sponsor, and promote educational and training programs and activities that will advance the practice of natural resource management in Florida.

To advance the professional status, public service and interdisciplinary collaboration of Land Grant and Sea Grant extension faculty in < enter state or service region > by encouraging continuing self-improvement in their knowledge, skills and practices, and a regular sharing of their successes in natural resource education.

To strengthen communication with Extension Administration in ways that foster the maintenance and improvement of working conditions for extension professionals conducive to a beneficial evolution of the profession and of the University's efforts to recruit and retain highly-qualified faculty in the future.

#### **Section 4. Membership.**

There will be four classes of membership: 1) Active; 2) Life; 3) Honorary; and 4) Affiliate.

Extension agents and state faculty with an Extension appointment are eligible for membership and induction as Active or Life Members at the annual business meeting.

Active Members are currently employed by Cooperative Extension with an appointment, responsibilities or programming for youth or adults in natural resources extension education. They may vote, hold elected or appointed positions, and must annually pay the full current dues amount.

Life Members must have retired from the Cooperative Extension Service having held an appointment and/or had responsibilities or conducted programming in natural resources. 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 resume paying dues as an Active member until retirement is resumed.

Only those persons not eligible for Active or Life membership are to be considered for membership and induction as Honorary or Affiliate Members at the annual business meeting.

Honorary membership is conferred upon an individual by majority vote of the Board of Directors of this Association. Persons afforded Honorary member status are non-voting members of the Association, and may not hold elected office or appointed positions. Honorary membership carries no dues and once conferred, can be renewed annually for life without further Board action, unless a motion is brought that renewal of a specific Honorary membership be put to a vote.

Affiliate members are professionals in federal/national, state and local natural resource management agencies and conservation organizations who have developed a collaborative programming relationship with natural resource extension agents and state specialists employed by Cooperative Extension. Affiliate membership is available upon invitation following a written appeal to the Board of Directors from a sponsoring member in good standing, and conditioned upon payment of annual dues by the Affiliate member. Persons afforded Affiliate member status are non-voting members of the Association, and may not hold elected office or appointed positions.

Members of the Association also shall be members of ANREP, through payment by the Association of membership dues to the National Association.

The Board of Directors may revoke membership, for cause, provided the member is allowed a hearing with the Board in a regular meeting.

## **Section 5. Dues.**

The annual membership dues shall be set by the \_\_\_\_\_ Board of Directors with changes approved by the membership, collectible for each calendar year by the Treasurer on or before the date of the preceding annual business meeting.

Members may be considered for awards, recognition, scholarships, and other programs of the Association if, and only if, annual dues are received by the Treasurer by January 1. This deadline may be waived by the Board of Directors in the Association's initial year of existence.

Membership shall be revoked for failure to pay membership dues prior to March 1.

Dues shall be waived for first-year membership of new members who join during the first year of employment.

Life and Honorary members shall not pay annual dues to the Association.

#### **Section 6. Life Membership in ANREP.**

Those granted Life Membership in this Association may also become Life Members of the national Association of Natural Resource Extension Professionals (ANREP) upon payment of a fee to ANREP, as prescribed by the Bylaws of the national association.

### **ARTICLE II -- GOVERNING BODY, OFFICERS & DIRECTORS**

#### **Section 1. Governing Body.**

The Board of Directors shall be the governing body of the Association.

Board of Directors. The officers, the Immediate Past-President and four (4) non-officer Directors elected by the membership of the Association shall constitute the Board of Directors which shall have authority to act for the Association.

Executive Committee. The officers and Immediate Past-President shall constitute an Executive Committee which shall have authority to act for the Association's Board of Directors in executing all decisions of the Association and its Board requiring attention between Board meetings, to fill mid-year vacancies in elective office, and to ensure that arrangements for the annual meeting and special meetings are made.

#### **Section 2. Officers.**

The officers shall be President, President-Elect, and Secretary-Treasurer.

The President-Elect shall automatically move into the office of the President. At the Annual Meeting, the following shall be elected: President-Elect, and Secretary-Treasurer. Each shall hold office for a one-year term or until a successor is elected and installed

The President and President-Elect shall commence service on the date of their installation; the Secretary-Treasurer on July 1 of the year following election.

It shall be the policy of this Association that, to the extent that qualified and willing candidates for elective Office and Director positions are evenly distributed throughout the state, the Nominating Committee shall present a slate of candidates that consists of nominees from as many Districts as possible, in accordance with the District definitions established by Section 4 of this article.

### **Section 3. Duties of Officers.**

Unless otherwise directed by resolution, or Bylaws, the duties of officers shall be governed by the latest edition of *Roberts Rules of Order*.

Duties of the President. The President shall serve as the Executive officer of the Association; preside at all Board of Directors, Executive Committee and General Membership meetings; and appoint all standing and all select committees unless otherwise directed by the motion creating the committee. The President and the Secretary or any other officer of the Association authorized by the Board of Directors, shall sign any contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Board of Directors. The President shall perform all duties incident to the office of President and such other duties that shall from time to time be assigned by the Board of Directors.

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 Board of Directors 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 Board of Directors. The President-Elect shall be responsible for scheduling the Annual Meeting and notifying the membership of that meeting. The President-Elect may choose to work with an Annual Meeting Committee to develop the Annual Meeting program.

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 Board of Directors. The Treasurer shall prepare a statement for submission at the Annual Meeting showing receipts and disbursements. The Treasurer shall prepare for approval of the Executive Committee and distribution to the membership, guidelines for the reimbursement of expenses. All expense payments will be approved by the Treasurer

in accordance with these guidelines. Anticipated expenses shall be pre-approved by the Treasurer to ensure sufficient funds. The Treasurer shall have charge and custody for or appoint the President to have charge and custody for receipts for money due and payable to the Association from any source whatsoever and assure deposit of all moneys in the name of the Association, in such bank or other financial institution as shall be selected by the Executive Committee and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The duties of the Treasurer shall be completed upon the submission of all financial accounts, funds and records pertaining to the office to the newly elected Treasurer. The new Treasurer may request a formal audit by the Audit Committee of the financial records of the Association covering the fiscal year ending June 30.

Duties of the Secretary. The Secretary shall take, prepare, and keep records of all meetings of the general membership, Board of Directors and Executive Committee of the Association, or shall be responsible for such action. He/she shall be responsible for distributing minutes of general membership meetings 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; keep a register of the name and address of each member; and tally election results. 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 shall be completed before the incoming secretary assumes total responsibilities.

#### **Section 4. Directors.**

One (1) Director shall be elected at-large to represent extension agents and state specialists in each of the Districts of < enter state or service region>. State Specialists will be members of the District in which their office is located. Districts shall be congruent with extension administrative districts, currently numbering \_\_\_\_\_.

The <enter number> Directors shall be elected for a period of two (2) years, with staggered terms, resulting in election of either <enter number> or <enter number> of the <enter number> Directors each year. The initial slate of Directors shall draw straws to establish which two will serve a one year term to initiate the staggered election cycle.

### **ARTICLE III -- MEETINGS**

#### **Section 1. Annual Meeting.**

There shall be an annual business meeting of the Association, held at a time and place selected by the Board of Directors, and upon sixty (60) days written or electronic notice to all members of record.

Attendance at annual meetings shall be limited to the following: (1) Active, Life, Affiliate and Honorary members of the Association; (2) Such persons engaged in natural

resource work in the employment of land grant universities, governmental agencies, or other natural resources management organizations, or professionals as the Association's members may invite; and (3) Such other persons as may be invited by the President with the approval of the Executive Committee.

The business meeting is that part of the Annual Meeting held to conduct the Association's business.

### **Section 2. Special Meetings.**

Special Meetings of the general membership, other than the annual business meeting, may be held at the call of the Executive Committee for purposes designated by the Board of Directors, at the call of the Board of Directors, or at the call of the President on the written request of five (5) members. Special Meetings shall be held at a time and place as determined by the Executive Committee. The Secretary shall notify the membership of any Special Meeting of the Association at least fifteen (15) and preferably thirty (30) days prior to the meeting. Notice shall include an agenda of the meeting.

Conducting Special Meetings via e-mail, conference call or other telecommunications is acceptable when feasible and applicable.

### **Section 3. Meetings of the Board of Directors.**

The Board of Directors shall meet at least three (3) times during the year, at the call of the President. Conducting such meetings via telecommunications is acceptable when feasible and applicable.

### **Section 4. Meeting Minutes.**

The Secretary shall record and keep minutes of all Annual Meetings, Special Meetings, and Meetings of the Board of Directors and Executive Committee. The Secretary shall forward a copy of the minutes of the annual meeting to the membership within thirty (30) days after the meeting.

### **Section 5. Quorum.**

One-fourth of the membership shall constitute a quorum at any Association Annual, Special or Business meeting.

A quorum for meetings of the Board of Directors shall consist of a majority of the members of the board.

Two-thirds of the Executive Committee shall constitute a quorum at any Executive Committee meeting.

Two-thirds of the members of any standing or select committee shall constitute a quorum at that committee meeting.

### **Section 6. Voting.**

Voting at Annual, Business and Special Meetings shall be limited to Active and Life members of the Association in good standing (paid-up dues) with one vote for each member.

Any question or issue other than an amendment to the Bylaws shall be determined by a simple majority vote of the quorum present.

The Board of Directors may elect to submit any question by mail, e-mail or FAX to the membership. Except for amendments to the Bylaws (Article X) or policy statements (Article IX), votes on such questions shall be returned within thirty (30) days of the submission of the question to the entire membership.

### **Section 7. Order of Business.**

The order of this Association's annual Business Meeting shall be:

1. Call to Order by Presiding Officer
2. Invocation
3. Reading and Disposal of Minutes of Previous Meeting
4. Reports of Officers and Committees
5. Unfinished Business
6. New Business
7. Program
8. Adjournment

### **Section 8. Governance.**

Unless otherwise directed by resolution, or Bylaws, the conduct of meetings shall be governed by the latest edition of *Roberts Rules of Order*.

## **ARTICLE IV -- LIAISON WITH OTHER ASSOCIATIONS**

### **Section 1. Delegates to ANREP.**

The Association shall send delegates to meetings of the officers and state chapter representatives of ANREP. The President shall designate delegates in a manner prescribed by ANREP policy. The President shall be, or shall appoint, the chair of the delegation.

## **Section 2. Liaison with State or Regional JCEP Organization**

If accepted as a member organization of the State or Regional JCEP Organization, the Association shall participate in planning and hosting the annual meeting and administrative conference. The President shall be, or shall appoint, the Association representative to meetings of the State or Regional JCEP Organization Council of Presidents. The President shall designate a representative in a manner prescribed by the State or Regional JCEP Organization policy.

## **ARTICLE V -- MEMBER AWARDS & RECOGNITION**

The Association shall establish awards programs and grant recognition for outstanding Extension programs, and shall offer professional development opportunities. The President shall delegate responsibility for selection of members for recognition and professional improvement.

## **ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS, VACANCIES**

### **Section 1. Nomination Procedure for Officers.**

The President shall appoint a Nominating Committee, to nominate candidates for the elected officers of the Association. The Nominating Committee shall select a slate of candidates, at least one for each office to be filled, after soliciting nominations from the membership. The Nominating Committee shall report a slate of candidates at least thirty (30) days prior to the annual business meeting to the Secretary. Persons nominated for election must be members of the Association. The Committee shall certify that all nominations presented are valid, and that all nominees are willing to accept the office if elected.

Nominations shall be called for and accepted from the floor following the report of the Nominating Committee. Following the close of nominations, the Committee shall certify that all nominations received from the floor are valid, and that all nominees are willing to accept the office if elected. A nominee may be placed on the ballot for only one office. If nominated for more than one office, the nominee will be allowed to select the office for which he/she will stand for election.

The President-Elect will succeed to the office of President. Nominees for President-Elect who do not have permanent status with the Cooperative Extension if state line faculty, or



five years of service in their current position if county line faculty, must be approved for that office by the Dean for Extension before standing for election.

### **Section 2. Nomination Procedure for Directors.**

Directors whose term is up shall meet with \_\_\_\_\_ members from the Districts they represent prior to the annual business meeting to nominate at least one candidate for Director for that District. The out-going Directors shall report nominations to the Nominating Committee Chair, who shall report them to the Association membership at the annual business meeting. Additional nominations will be called for from the floor and certified in the same manner as for Association offices.

### **Section 3. Elections.**

Election of Officers and Directors shall be by vote of the entire membership during the annual business meeting, unless an annual business meeting is not held. In the event that no annual business meeting of the Association is held, then nomination and election of Officers and Directors may take place by the voting of ballots distributed by the Nominating Committee via mail, e-mail or FAX. The Committee in such instances shall present a slate of candidates, at least one for each elective Office or Director position, having solicited and received nominations from the Association membership.

Each member shall be privileged to cast one vote for each elective Office and Director position.

### **Section 4. Method of Voting.**

Voting shall be by voice, show of hands, or by written or electronic ballot. Election of Officers and Directors shall require a simple majority.

### **Section 5. Installation.**

Officers and newly elected Directors shall be installed in office at the close of the annual business meeting, or upon posted notice to the membership if elected by means of balloting conducted by mail, e-mail or FAX.

### **Section 6. Terms.**

The term of office for all members of the Executive Committee shall commence upon installation and continue until replaced, except for the Secretary-Treasurer, whose term shall commence on July 1 and continue until June 30.

### **Section 7. Vacancies.**

The President-Elect shall serve in the absence or disability of the President.

In the event of a vacancy in the office of President, the President-Elect shall assume the duties of the President and the office of the President-Elect shall be filled by appointment of the Executive Committee. Both shall hold their respective offices until the installation of officers at the next election.

Vacancies in any other Office or Director position shall be filled by appointment of the Executive Committee. Such appointees shall hold office until the next election, or in the case of Directors, until expiration of the current term of office. The appointed replacement shall be eligible to run for a full term in that office or position at the time of the next regular election for it.

### **Section 8. Re-election.**

Directors may be re-elected to succeed themselves once, and the Secretary-Treasurer may be re-elected to succeed himself/herself twice. Members serving in these offices may be elected to an unlimited number of non-successive terms in the same office. A member may serve a maximum of two non-successive terms in the offices of President and President-Elect, however.

### **Section 9. Nomination and Election of Initial Slate of Officers and Directors.**

On < enter date >, an initial slate of candidates for Officer and Director positions will be presented by the ANREP State Champion in < enter state or region > to all current ANREP members in < enter state or region >, and to all < enter state or region > extension agents and state specialists currently employed by the Cooperative Extension who pledge in good faith to join \_\_\_\_\_ by March 1, 2002. The ballot will be prepared and distributed via e-mail by the *Steering Committee to Form a State Chapter of ANREP in < enter state or region >*, which will serve as the initial Nominating Committee. The initial Nominating Committee shall be chaired by the State Champion.

Ballots electing the initial slate of Officers and Directors of \_\_\_\_\_ shall be marked and returned via e-mail not later than 24:00 < enter date > to < designated representative >. < designated representative > will tabulate the ballots and notify the State Champion of election results within five (5) working days. Those elected shall assume their Office or Director position immediately upon notice of their election, but not later than ten (10) working days following the deadline for ballot submission, and shall occupy that Office or Director position until the annual meeting following completion of their first full twelve-month term in office, except in the case of three (3) of the five (5) Directors who will serve for an additional year, having drawn straws for two-year terms.

## **ARTICLE VII -- COMMITTEES**

### **Section 1. Purpose of Committees.**

Committees and the nature and extend of their duties shall be such as the Board of Directors deems necessary to further the purpose of the Association. The objectives, activities and organization of committees shall be defined by their individual charters.

### **Section 2. Types of Committees.**

The following types of committees will be utilized by the Association in conducting its affairs.

Standing Committees: The Board of Directors may establish Standing Committees to provide functions of a continuous or recurring nature. Otherwise, functions which may be delegated to Standing Committees are performed by the Board of Directors. Standing Committees may include an Audit Committee, a Nominations Committee, and any other committees approved by the Board of Directors. Once established, Standing Committees are deemed permanent until abolished by the Board of Directors. Standing committees may have subcommittees when the topic makes such delegation appropriate.

Select Committees: The Board of Directors may establish Select Committees 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.

### **Section 3. Committee Establishment.**

Each Standing and Select Committee shall be established or abolished by the Board of Directors. The membership can request new committees. Members requesting a new committee be created must submit to the President a petition outlining the proposed need and mission for the committee, and containing the signatures of at least four (4) members in good standing. The Board of Directors must vote on the proposal at its next regular meeting following submission of the petition.

### **Section 4. Committee Membership and Leadership.**

The President shall appoint all committee chairs and members.

Using forms prepared and distributed by the Secretary, Association members will indicate each year the committees on which they have an interest in serving. The Secretary will supply a potential membership list for each committee, as compiled from this information, to the President.

The number of persons appointed to each committee, unless otherwise prescribed in these Bylaws, shall be at the discretion of the President. Every attempt will be made to attain geographic distribution from the \_\_\_\_\_ districts.

All committee members shall be appointed for a one-year term, but may be re-appointed annually with no restrictions on number of terms served.

Committee chairs shall be appointed for a one-year term. Committee chairs can be re-appointed to non-successive terms without limit or restriction, but can be re-appointed only once to a successive second term.

Subcommittees and subcommittee chairs shall be appointed by the committee chairs as needed.

### **Section 5. Committee Charters.**

Charters for Standing and Select Committees shall be developed by the Board of Directors. Each charter shall provide as a minimum: 1) the need for and mission of the committee; 2) the primary contacts and liaison; and 3) general goals. Committee chairs shall review charters annually to determine whether changes are needed. The President and/or Board of Directors shall provide specific charges to committees annually, consistent with committee charters.

### **Section 6. Committee Annual Plans of Work.**

Each committee chair shall prepare an annual work plan including a budget for his/her committee. The annual work plans shall detail specific short-term objectives and planned activities to meet those objectives. Work plans are to be submitted to the President and approved by the Board of Directors.

### **Section 7. Committee Reports.**

Each committee chair shall submit a written annual report on committee activities and accomplishments to the President for presentation at the annual meeting. Interim reports may be requested by the Board of Directors or Executive Committee.

## **ARTICLE VIII -- FINANCIAL AFFAIRS**

### **Section 1. Depositories.**

The Treasurer shall deposit all funds of the Association in a bank or banks designated by the Board of Directors as depositories for the funds of the Association.

### **Section 2. Withdrawal of Funds.**

The President and the Treasurer must approve the withdrawal of any funds from the Association's account.

### **Section 3. Payment of Expense Accounts.**

The Board of Directors may refuse to pay any expense accounts by any person or committee until all required expense accounts are properly presented to and filed with the Treasurer and have been approved by the Board of Directors. The Board of Directors may elect to delegate to the Executive Committee the task of approving disbursements according to Board guidelines.

#### **Section 4. Fiscal Year.**

The fiscal year of the Association shall begin on July 1, and end on June 30.

### **ARTICLE IX -- 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, legislation or other political activities. They shall supplement the Bylaws and shall serve as Directives to the officers in conducting the affairs and expressing the official stand or opinion of the Association.

#### **Section 2. Procedures.**

Policy statements may be proposed at any time and submitted to the President in writing. The President shall present each proposed policy statement to the Board of Directors. The Board shall submit the statement to the membership by mail, e-mail or FAX for adoption or rejection. Upon receipt of the affirmative vote of at least two-thirds of the membership, the policy statement shall be declared adopted, and the membership so notified. For policy statements received within sixty (60) days prior to the Annual Meeting, the Board may elect to discuss the statements during the Annual Meeting, prior to distributing the ballot for adoption or rejection.

#### **Section 3. Policy Statements Originated by the Board of Directors.**

The Board of Directors shall annually review existing policy statements and may themselves develop and present new policy statements for consideration at the Annual Meeting. New and/or proposed policy statements will normally be in the form of resolutions and will be documented in the minutes.

#### **Section 4. Policy Statement Presenters.**

Policy statements shall in no way bind an individual member when expressing the opinion of the Association.

### **ARTICLE X – BYLAWS ADOPTION AND AMENDMENT**

**Section 1. Adoption of Bylaws.**

The initial adoption of these Bylaws shall be by majority vote via e-mail on January 11, 2002. Proposed \_\_\_\_\_ Bylaws will be presented electronically on December 31, 2001, with e-mail notice given to all current ANREP members in <enter state or service region>, and to all <enter state or service region> extension agents and state specialists currently employed by the Cooperative Extension. Those who meet the requirements for Active Membership in \_\_\_\_\_ as defined in the Bylaws, and who pledge in good faith to join \_\_\_\_\_ by <enter date>, will be eligible to cast a vote. The ballot considering Bylaws adoption will be prepared and distributed via e-mail by the *Steering Committee to Form a State Chapter of ANREP in <enter state or service region>*, which is chaired by the State Champion.

**Section 2. Amendment of Bylaws.**

Once adopted, the Bylaws of this Association shall be amended by a two-thirds majority vote of members in attendance at the annual meeting when a quorum is present.

Alternatively, the Bylaws of this Association shall be amended by a two-thirds majority vote of members submitting a ballot distributed by mail, e-mail or FAX. This ballot shall include a copy of the proposed amendment and the portion of the Bylaws that are affected. Ballots must be mailed, e-mailed or faxed to all members at least thirty (30) days in advance of the close of balloting.

**Section 3. Notification of Membership.**

The Secretary shall notify the entire membership of any proposed amendments of the Bylaws at least thirty (30) days prior to consideration for adoption. No amendments shall be adopted without such prior notification.

**Section 4. Effective Date.**

All amendments shall include an effective date.

***-END of PROPOSED CONSTITUTION & BYLAWS-***

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***THE FORGOING PROPOSED CONSTITUTION AND BYLAWS ARE HEREBY RESPECTFULLY SUBMITTED ON <enter date> FOR CONSIDERATION FOR ADOPTION,***