

**Joint Council of Extension Professionals
Organizational By Laws**

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BYLAWS OF JOINT COUNCIL OF EXTENSION PROFESSIONALS

Adopted, December 1991
ARTICLE I. MEMBERSHIP

1.1 General Membership. Membership of the Corporation shall consist of the members of the National Association of County Agricultural Agents, Epsilon Sigma Phi, the National Extension Association of Family and Consumer Sciences, National Association of Extension 4-H Agents, Association of Natural Resource Extension Professionals, National Association of Community Development Extension Professionals and such other organizations as may be designated by the members of the Corporation.

1.2 Certification of Membership. Certificates or other evidence of membership in the Corporation may be issued. If issued, each certificate shall be numbered, shall exhibit the member's name, and shall be signed by the JCEP president or secretary. The certificate number and the respective member's name shall be entered in the membership register of the corporation as the certificate is issued.

1.3 Status of Membership. Membership in the Corporation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means. A member may resign at any time by written notice to the Corporation.

1.4 Termination of Membership. Membership in the Corporation may be terminated for any action by a member organization which is detrimental to the best interests of the Corporation, or for failure to actively support corporate purposes, or to actively participate in corporate activities, and removal shall require the affirmative vote of seventy-five (75%) percent of the JCEP Board of Directors.

1.5 Annual Meetings. The Annual meeting of JCEP, for the purpose of election of officers and for such other matters as may come before it, shall be held in June of each year, or at such other time as JCEP Directors deem appropriate. A notice setting forth the date, time and location of the Annual Meeting shall be sent ten days prior to the meeting, however, failure or irregularity of notice of any meeting shall not invalidate the meeting or any action taken at the meeting.

1.6 Quorum. At all JCEP meetings those represented in person or by written proxy shall constitute a quorum; for the purposes only of adjournment a quorum shall not be necessary. Any member shall be considered present in person who participates by means of a conference telephone or similar means of communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time.

1.7 Voting

1.7.1 At every meeting of JCEP, each regular director shall have the right to vote or to abstain from voting. JCEP Directors may vote either in person or by proxy appointed by an instrument in writing, signed by such member and filed with the secretary of the Corporation at or before the meeting. Said proxy so appointed need not be a member.

1.7.1.1 Proxies may be appointed to fill an absence of a member of the Board of Directors for a single meeting or to fill in for a board member who has vacated his/her position.

Anyone in good standing of the association/fraternity they represent is an acceptable proxy, given that they have informed the secretary of the JCEP board in writing prior to serving as a proxy. The written notification must be provided and signed by the absentee board member and must clearly state who will be serving as the proxy.

1.7.2 Every director of record shall have the right at every JCEP meeting to one (1) vote, and the affirmative vote of the majority of the directors represented at a meeting shall be necessary for the adoption of a motion or resolution and for the determination of all questions and matters which shall come before the meeting.

1.7.3 Electronic voting: To conduct business between corporation meetings, electronic voting shall be used.

ARTICLE 2. BOARD OF DIRECTORS

2.1 General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, which shall exercise all the powers of the Corporation.

2.2 Number and Qualifications. The Board of Directors shall be composed of not less than three (3) Directors, none of whom need to be a resident of the State of Washington.

2.3 Term of Office.

2.3.1 JCEP Directors shall be designated by extension professionals of the participating organizations, set forth in paragraph 1.1 above.

2.4 Vacancies. In case of any vacancy in the Board of Directors, a replacement director shall be selected as set forth in Paragraph 2.3.1 above, for the unexpired portion of the term.

2.5 Resignation. Any Director may resign at any time, by delivering written notice to the secretary, to be effective at or after the next meeting of the Board of Directors.

2.6 Removal.

2.6.1 Any JCEP Director may be removed from office for cause by a majority vote of the membership of the Corporation or membership of the individual association.

2.7 Quorum and Voting.

2.7.1 A majority of the JCEP Directors presently in office shall constitute a quorum for all purposes; provided, however, at any meeting, whether a quorum be present or otherwise, a majority of the Directors present may adjourn from time to time and from place to place, without notice other than by announcement at the meeting. Any JCEP Director shall be considered present in person who participates by means of a conference telephone or similar means of communication equipment by means of which any persons participating in the meeting can hear each other at the same time; or by proxy.

2.7.2 At each meeting of the Board at which a quorum is present, all questions and other matters shall be determined by a vote of a majority of the Directors present, unless a different vote is required by law.

2.8 Required Documents. The following documents are required to be sent to members of the Board of Directors:

- (a) Agenda for regular and special meetings of the Board; and,
- (b) An annual report of the activities and finances of the Corporation.

2.9 Committees. The Board of Directors may adopt a resolution appointing such committees of the Board, either standing or special, as may, from time to time, be deemed advisable.

ARTICLE 3. MEETING OF DIRECTORS

3.1 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as the Board of Directors may from time to time designate. There shall be at least one regular meeting of the Board of Directors each year in addition to the annual meeting.

3.2 Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called at the written request of at least two-thirds (2/3) of the members of the Board of Directors.

3.3 Notice. Written notice of the time, place and purpose of special meetings shall be sent to each member of the Board of Directors at least ten (10) days before the date of such special meeting; provided, however, that Notice specified in this section may be waived in accordance with the provisions hereinafter set forth pertaining to Notices.

3.4 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

3.5 Annual Meeting. The annual meeting of the Corporation shall be held in June of each year, or at such time, as the Board deems appropriate.

ARTICLE 4. ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the articles of incorporation or bylaws, or by the laws of the State of Washington to be voted upon or approved at a duly called meeting of the JCEP Directors or JCEP members.

ARTICLE 5. OFFICERS

5.1 Officers. The officers of the Corporation shall be president, president-elect, secretary and treasurer. All officers shall be selected by the Board of Directors from its members at the regular meeting prior to the beginning of the fiscal year. The president-elect shall be elected annually to serve one year as president-elect and shall serve the following year as president or until a successor has been elected. The president, secretary and treasurer shall hold office for a period of one year or until a successor shall be duly elected.

5.2 Appointive Officers. The Board of Directors may by resolution create the appointive offices of assistant secretary and/or assistant treasurer, define the duties and fill such offices, with the appointee to hold office at the pleasure of the Board of Directors. One person may fill both offices.

5.3 President. The President shall preside at all meetings of the Board of Directors, and shall have general supervision over the affairs of the corporation, shall sign or countersign all certificates, contracts and other instruments of the Corporation, as authorized by the Board of Directors, and shall make reports to the Board of Directors and shall perform all such duties as were incident to that office or as are required by the Board of Directors. The President shall be entitled to vote upon all matters coming before the Board.

5.4 President-elect. The president-elect shall perform all of the duties of the office of the president in the event of absence, disability or at the request of the president.

5.5 Secretary. The Secretary shall:

- a. Serve as secretary for all meetings of the Board of Directors and the Executive Committee.
- b. Act as clerk thereof and shall record all the proceedings of such meetings.
- c. Sign all notices required by law or these Bylaws.
- d. Perform such other duties as the Board of Directors shall prescribe.

5.6 Treasurer. The Treasurer shall:

- a. Supervise custody of the funds and securities of the Corporation.
- b. Cause full and accurate accounting of receipts and disbursements to be kept deposited in such depositories as may be designated by the Board of Directors.
- c. Cause the funds of the Corporation to be disbursed as may be ordered by the Board of Directors.
- d. Cause a report to be made at its regular meeting, or whenever the Board of Directors may require it, of all transactions and the financial condition of the Corporation.
- e. Perform such other duties as the Board of Directors from time to time prescribes.
- f. Fill all corporate documents as outlined in Paragraph 8.1 herein JCEP HANDBOOK, adopted June 2006

ARTICLE 6. INDEMNIFICATION OF OFFICERS AND DIRECTORS

6.1 Conditions for Indemnification. The Corporation shall indemnify each Director, officer and employee and each former Director, officer and employee of this Corporation, and each person who is serving or has served at its request as a Director, trustee, who is serving or has served at its request as a Director, trustee, officer or employee of another corporation, against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending or threatened action, suit or proceeding, criminal or civil, to which the individual was, is or may be made a party by reason of being or having been such Director, trustee, officer or employee, provided a determination is made by the Board of Directors of this Corporation acting at a meeting at which a quorum consisting of Directors who neither were nor are parties to or threatened with any action, suit or proceeding is present, that:

(i) such Director, trustee, officer or employee, was not, and has not been adjudicated to have been , guilty of misconduct in the performance of his/her duty to the Corporation of which he/she is or was a Director, trustee, officer or employee.

(ii) he/she acted in good faith in what the individual reasonably believed to be in the best interest of such corporation, and

(iii) in any matter the subject of a criminal action, suit or proceeding, the individual has no reasonable cause to believe that his/her conduct was unlawful.

6.2 Non-Exclusive. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such Director, trustee, officer or employee may be entitled apart from the provision of this Article 6.

ARTICLE 7. GIFTS TO THE CORPORATION

7.1 Generally. Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation. Gifts shall vest in the Corporation upon receipt and acceptance by it, whether signified by an officer, employee or agent of the Corporation.

7.2 Acceptance of Governing Documents. Each donor by making a gift to the Corporation accepts and agrees to all of the provisions of the Articles of Incorporation and these Bylaws.

7.3 Gifts. It is the intent of the Board of Directors to keep gifts substantially intact and to restrict distribution of the monies to interest income.

7.4 Remainder Gifts. If a gift is made to the Corporation or a third party in trust to make income or other payments for a period of a life or lives or other periods to any individuals or for non-charitable purposes, followed by payments to the Corporation, or in trust to make income or other payments to the Corporation, followed by payments to any individuals or for non-charitable purposes, only the payments to the Corporation shall be regarded as subject to the Corporation's Articles of Incorporation and these Bylaws, and then only when the Corporation becomes entitled to their use. The Board of Directors may take such actions as it from time to time deems necessary to protect the Corporation's rights to receive such payments.

7.5 Restricted Gifts; Acceptance. Any donor may, with respect to a gift made by such donor to the Corporation, provide at the time of the gift restrictions or conditions which are not inconsistent with the charitable purposes of the Corporation, as to (i) the manner of distribution, including amounts, times and conditions of payment, and whether from principal or income, and (ii) the name, as a memorial or otherwise, for a fund given, or addition to a fund previously held, or anonymity for the gift. Restrictions involving the naming of a fund as a memorial or otherwise may be satisfied by keeping under such name appropriate accounts reflecting the interest of such funds in a common investment. Nothing in the foregoing shall obligate the Corporation to accept any gift or perform any action, which in the opinion of the Board of Directors will not be in the best interests of the Corporation or which may jeopardize or cause it to lose its status as an exempt organization under Section 501(c)(3) and/or an organization described under Section 509(a)(3) as amended, as the case may be, of the Internal Revenue code 1954, as amended.

ARTICLE 8. BOOKS AND RECORDS

8.1 Records of Corporate Meetings and Membership Register. The Corporation shall keep, at its registered office, (1) complete records of all the proceedings of the JCEP Board of Directors and members.

8.2 Copies of Resolutions. Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or members, when

certified by the president or secretary.

8.3 Books of Accounts. The Corporation shall keep appropriate and complete books of account.

ARTICLE 9. NOTICES

9.1 General Notice. Notices required to be given to any Director or officer shall not be construed to mean a personal notice, but may be given in writing and sent by electronic mail or regular mail to such addresses as may appear on the books of the Corporation. Such notice shall be deemed to have been given when thus sent.

9.2 Waiver of Notice. Any officer or Director may waive in writing any notice, whether before or after the time stated therein. Any officer or Director present at any meeting shall be deemed conclusively to have had due notice thereof.

ARTICLE 10. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 – December 31.

ARTICLE 11. AMENDMENT

These Bylaws may be amended by the affirmative vote of not less than two-thirds (2/3) of all the duly appointed Directors of the Corporation irrespective of any quorum requirements at any annual meeting of the Board.

ARTICLE 12. RULES OF ORDER

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of members and Directors where those rules are not inconsistent with the articles of incorporation, bylaws, or special rules of order of the Corporation.

The foregoing Bylaws were adopted by the Board of Directors on the 8th day of June, 1996.

Dianne S. Lennon
Secretary