

Restated Constitution and Bylaws — December 2022

The Extension Professionals' Organization

Outline — Restated Constitution & Bylaws

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Based on:

- **The most current Gamma Chapter Constitution and Bylaws**
- **The Constitution, Bylaws, Policies, and Standing Rules of national Epsilon Sigma Phi**
- **Information related to being a “membership corporation” in The Oregon Nonprofit Corporation Handbook (ONpCH)**

ARTICLE I - NAME

The name of this organization shall be the Gamma Chapter of Epsilon Sigma Phi, The Extension Professional's Organization (formally the National Honorary Extension Fraternity), at Oregon State University.

ARTICLE II - PURPOSE

The purpose of the Gamma Chapter shall be

- ✚ to maintain the standards and ideals of the Extension profession,
- ✚ to uphold and enhance morale, prestige and respect for Extension professionals,
- ✚ to develop an effective working relationship and spirit of fellowship,
- ✚ to provide for and enhance professional development for members,
- ✚ to provide opportunities for leadership development,
- ✚ to recognize the outstanding achievements of individuals,
- ✚ to give retired individuals continued affiliation with the Extension Service profession,
- ✚ to articulate and promote the interests of Extension professionals on issues related to the profession in Oregon.

ARTICLE III - MEMBERSHIP

Section 1. - Qualifications

The membership of the Gamma Chapter shall consist of professionals (faculty and staff) of Oregon State University who:

- A. Have held full or part-time Extension appointments or who are current OSU Administrators with responsibility of service to Extension.
- B. Have been Epsilon Sigma Phi members at other institutions. Transfer members are automatically eligible for membership in the Gamma Chapter of Epsilon Sigma Phi.

Section 2. - Classification

The membership of Gamma Chapter shall consist of Annual Members and Life Members. All Annual or Life members may hold office or serve on Gamma Chapter committees.

Annual Memberships:

- A. Currently employed faculty and staff who pay annual dues.
- B. Retired faculty and staff who pay annual dues.

Life Memberships:

- A. Retired members (faculty and staff) may become life members by paying a one-time fee as determined by national Epsilon Sigma Phi and the (Oregon) Gamma Chapter. These members hold equal rights and privileges to those paying annual dues.

Section 3. - Dues and Fees

Annual Member Dues:

- A. National portion is determined by national Epsilon Sigma Phi and is noted in their Standing Rules.
- B. State portion is recommended by the Executive Board, determined by a vote of the membership and is noted in the Gamma Chapter Operational Procedures.

Life Member Dues:

- A. Members who retire may obtain Life Membership by paying a one-time fee which covers both state and national dues. Fee details are noted in the Gamma Chapter Operational Procedures.

Section 4. - Fiscal Year

The fiscal year shall be October 1 through September 30.

Members will be considered delinquent if dues are not paid by January 1 of the fiscal year.

To be eligible for State and National Chapter Professional Development Scholarships and Recognition Awards dues must be paid by February 1 of the fiscal year.

Section 5. - Meetings

Annual Meeting. The annual membership meeting of the Gamma Chapter of Epsilon Sigma Phi shall be held during the OSU Extension Annual Conference, unless circumstances require the Executive Board to select an alternative date and location. The purpose of the annual meeting shall be to elect officers and conduct other business of the Chapter. If an annual meeting is not held, election of officers may be conducted by electronic ballot.

Quorum. The members present at an annual membership meeting shall constitute a quorum.

Notice of Meetings or Cancellation. Notice of all annual meetings of the members shall be delivered to each member at the last address of record, by first class mail at least seven (7) days, or by electronic mail at least thirty (30) days prior to meeting. The notice shall include the date, time, place, and purpose of the meeting. Notice of cancellation of any annual meeting may be made by telephone, printed letter, or electronic message, if the message is sent in time to be received at least 24 hours prior to the time of the meeting.

Action by Consent. Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the members using any method legal in the State of Oregon (according to the Oregon Nonprofit Corporation Handbook) at the time of the action. Signing includes an electronic signature that is executed or adopted by a member with the intent to sign.

ARTICLE IV – OFFICERS & EXECUTIVE BOARD

Section 1. Officers

The officers of the Gamma Chapter shall be President, President-elect, Secretary and Treasurer.

- A. All officers will be elected at the annual meeting.
- B. No member shall hold more than one office at a time.
- C. With the exception of the Treasurer position, no member shall be eligible to serve more than two consecutive terms in the same office.
- D. The President-elect will be elected annually and will serve one year as President-elect, assume the presidency the following year, and serve a third year on the Executive Board as the Immediate Past President.
- E. The Treasurer will be elected during even-numbered years and the Secretary during odd-numbered years; each to serve for a term of two (2) years.
- F. Elected officers will assume office January 1 following their election.
- G. Replacement of a vacant unexpired officer's term shall be by majority vote of the Executive Board until the next annual election.

Section 2 - Officers Duties

- A. President - the President shall preside at all executive board meetings and all chapter meetings; shall work with the President-elect in the appointment of all standing and special committees; and shall, with the executive board, prepare the agenda for annual and special meetings. The President, or a member who the President may designate, shall represent the Gamma Chapter at any State, Regional, or National events.
- B. President-elect - the President-elect shall perform the duties and exercise the powers of the President during the absence of the President and shall serve as Chair of the Nominating Committee. The President-elect will automatically succeed to the office of President.

- C. Secretary - the Secretary shall keep a record of all meetings of the Gamma Chapter and the Executive Board, and any other records deemed necessary by the Executive Board. Sign as secretary all certificates and documents of Epsilon Sigma Phi, Gamma Chapter and perform other duties as requested by the Executive Board.
- D. Treasurer – the Treasurer shall receive and disburse all Gamma Chapter funds, including payment of national dues; shall maintain a record of membership; and shall keep a complete financial record. In conjunction with the President, prepare an annual budget for Executive Board approval. Serve as liaison for National Epsilon Sigma Phi Resource Development and Management Committee and perform other duties as requested by the Executive Board.
- E. Past President - will provide leadership for professional development including mentorship to ESP officers.

Section 3 – Executive Board

Executive Board - The elected officers, the immediate Past President and chairs of standing committees shall serve as the Executive Board of the Gamma Chapter of Epsilon Sigma Phi.

The affairs of the Chapter shall be managed by the Executive Board. They shall:

- A. Have general supervision of the affairs of the Gamma Chapter of Epsilon Sigma Phi.
- B. Approve all payment of unbudgeted bills.
- C. Be responsible for the schedule of all regular and any special meetings.
- D. Approve recommendations of the Scholarships, Grants, and Recognition Committee.
- E. Serve as Governance Committee and shall be responsible for making recommendations for changes in the Constitution and Bylaws of Gamma Chapter.

Quorum and Action. A quorum to conduct official business at any Executive Board meeting shall consist of five members with at least two being elected officers.

Regular Meetings of the Board. Regular meetings of the Executive Board shall be held at the time and place to be determined by the Executive Board.

Special Meetings of the Board. Special meetings of the Executive Board shall be held at a time and place as determined by the Executive Board.

Notice of Meetings. The notice of any Executive Board meeting shall be delivered no less than two (2) days prior to the meeting. The notice shall include the date, time, location and purpose (agenda) of the meeting where official business will be transacted.

Meetings via Electronic Means (e.g. telecommunication, computer). Any regular or special meeting may be held by electronic means, as long as all members of the Executive Board can hear and/or read one another's communication during the meeting, or all communications during the meeting are immediately transmitted to each participating member of the Executive Board so that each participating member of the Board is able to immediately send messages to all other participating Board members. The Board may adopt other electronic methods for conducting business if approved by current Oregon Nonprofit law.

Action by Consent. Any action required or permitted by law to be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, is signed by all voting members of the Executive Board, using any method legal in the State of Oregon (according to the Oregon Nonprofit Corporation Handbook) at the time of the action. This communication may be transacted by electronic means. Signing includes an electronic signature that is executed or adopted by an Executive Board member with the intent to sign.

Compensation. Reimbursement for expenses incurred by members of the Executive Board or members of the Chapter while conducting Chapter business or acting as an official representative of the Chapter must have prior approval by the Executive Board.

ARTICLE V. - STANDING COMMITTEES

Standing committees of the Gamma Chapter of Epsilon Sigma Phi shall be Scholarships, Grants and Recognition; Member Recruitment and Retention; Global Relations; Public Issues; Retiree and Life Member; Marketing; Resource Development and Management; Professional Development; and Affinity Group. The Chairs of all standing committees will be appointed by the Executive Board. Committee duties will include:

A. Scholarship, Grants and Recognition - The role of the Scholarship, Grants and Recognition Committee is to inform membership about recognition, scholarship and grant opportunities. The committee also administers the recognitions, awards, scholarship and grants programs.

B. Member Recruitment and Retention - The role of the Member Recruitment and Retention Committee is to recruit and retain membership.

C. Global Relations – The role of the Global Relations Committee works to support international work of Epsilon Sigma Phi members and the Extension Service to build the capacity of Extension professionals to help local communities better understand their communities in a global context.

D. Retiree and Life Member - The Retiree and Life Member Committee helps collect information about activities of retirees and Life Members and encourages involvement in the chapter and activities.

E. Affinity Group - The role of the Affinity Group is to have a collaborative space that connects and supports Extension professionals serving urban communities and/or culturally diverse audiences.

F. Marketing - The role of the Marketing Committee is to advise the Executive Board on strategies for marketing Epsilon Sigma Phi to potential members while promoting the state organization and image and provides management for the Gamma Chapter Epsilon Sigma Phi website.

G. Resource Development and Management - The role of the Resource Development and Management Committee is to generate new ideas for resource development and management for professional development activities; and to increase funding for professional development opportunities.

H. Professional Development - The role of the Professional Development Committee is to promote professional excellence, personal development, and leadership development among Extension Professionals.

ARTICLE VI - OTHER COMMITTEES

Other committees may be appointed by the Executive Board to serve for a specific purpose and potentially for a designated period of time. In addition to committees such as nominations, audit, etc., the following committees may be established as deemed necessary and desirable.

- A. Newsletter Editor - The role of the Newsletter Editor is to solicit, edit and publish the Gamma Chapter Newsletter.
- B. Historian - The role of the Historian is to collect information about the chapter to be kept and archived and to work in cooperation with the OSU Archives for storage of appropriate information.

ARTICLE VII - DISSOLUTION

Section 1. *Dissolution*. This Chapter may be dissolved by a two-thirds (2/3) majority of the quorum at an annual meeting if the proposal for dissolution was sent to the membership with the notice of the meeting.

Section 2. *Distribution of Funds*. If upon dissolution of the Gamma Chapter of Epsilon Sigma Phi the funds exceed the outstanding obligations, such balance shall accrue to and be administered by the OSU Extension Professional Development Fund of the Oregon State University Foundation.

ARTICLE VIII – CHANGES TO CONSTITUTION & BYLAWS

The Constitution & Bylaws of the Gamma Chapter of Epsilon Sigma Phi may be restated or amended by a two-thirds (2/3) majority vote of Chapter members present at any annual meeting. Written notice of proposed changes must be received by the membership at least one month prior to the annual meeting. A quorum for such an election shall be the members present.

Copies of previous versions of the (Oregon)
Gamma Chapter of Epsilon Sigma Phi
Constitution and Bylaws are located on the
ESP website under the Membership section in
Historical Records.

(Oregon) Gamma Chapter Epsilon Sigma Phi Constitution and Bylaws

Restated: December 8, 2022
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