

**BY-LAWS
NORTH CAROLINA COOPERATIVE EXTENSION
AGRICULTURE PROGRAMS
FOUNDATION**

ARTICLE I

Name

The name of this Fund shall be THE NORTH CAROLINA COOPERATIVE EXTENSION AGRICULTURE PROGRAMS FOUNDATION. The North Carolina Cooperative Extension Agriculture Programs Foundation (hereinafter referred to as the “Foundation”) shall be organized and function under the auspices of the North Carolina Agricultural Foundation, a 501©3 corporation (hereinafter referred to as the “Agricultural Foundation”).

ARTICLE II

Mission

The mission of the Foundation is to increase the effectiveness and efficiency of the North Carolina Extension Agriculture Programs by providing private funding and gifts from individuals, corporations, foundations, current and former employees and friends of the Cooperative Extension Service. The primary focus of the Foundation is to acquire funds that support NC Extension Agriculture programs on a statewide basis.

ARTICLE III

Boards

Composition of the Board of Directors

The management of the Foundation shall be vested in a NC Extension Agriculture Program Foundation Board of Directors (hereinafter referred to as the “Board”) which, unless specifically stated otherwise, refers to the Board of Directors of the Foundation, not to the Board of Directors of the Agricultural Foundation. The Board of the Foundation shall comprise fifteen (15) members elected by the Foundation who each contribute personally or raise at least \$1,000 per year in unrestricted funds in support of the Foundation programs. Members of the Board of Directors shall be elected for renewable two (2) year terms during the annual meeting of the Board.

Composition and Duties of the Board of Advisors

Supporting the work of the Board of Directors shall be a Board of Advisors comprising of representative of the North Carolina Association of Extension Agents, an Extension District Director, and the president of the NC Extension Gardeners Association (or his designee), and representatives of commodity groups (NC Small Grains Association, NC Corn Association, NC Cotton Producers Association, NC Peanut Growers Association) as well as a

representative from the County Commissioners Association. Members of the Board of Advisors will be non-voting members and shall convene once a year with the Board of Directors.

Lifetime Honorary Directors

Deserving individuals who have rendered distinguished service to the NC Extension Agriculture Program Foundation may be elected to the Board as nonvoting Lifetime Honorary Members, provided, however, the number of such lifetime members serving at any one time shall not exceed five.

Section 1. The Board shall exercise all the powers of the Foundation, including all powers that have been conferred upon it by the by-laws and the NC Agricultural Foundation.

Section 2. The main functions of the Board are to help increase the effectiveness and efficiency of the North Carolina Extension Program through increased private funding and gifts from individuals, corporations, foundations, current and former employees of NC Cooperative Extension Service, and from friends of NC CES, and to allocate unrestricted contributions and interest earnings from its accounts in the Agricultural Foundation.

ARTICLE IV Officers

Section 1. The officers of the Foundation shall consist of a Past President, President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, and the Chair of the Finance Committee.

Section 2. Each officer shall be elected by the Board at its annual meeting and shall hold office until the annual meeting of the Board held after his/her election or until his/her death or until he/she shall resign or shall have been disqualified or shall have been removed from office. All of the officers of the Board, except the Secretary and Treasurer, shall be elected from the membership of the Board. The Assistant Secretary shall be the Executive Director of the Foundation; the Treasurer shall be a volunteer or other officer. Any officer of the Foundation elected by the Board may be removed by the Board at any time.

Section 3. The President shall preside at all meetings of the Board. He/she shall have general charge of and control over the affairs of the Foundation subject to such regulations and restrictions as determined by the Board.

Section 4. The First Vice President shall perform all the duties and be vested with all the authority of the President in case of a vacancy in the office of the President, or in the absence or disqualification of the President and shall have such other duties as may be assigned to him/her by the Executive Committee or the Board.

Section 5. The Second Vice President shall perform all the duties and be vested with the authority of the First Vice President in case of a vacancy in the office of First Vice President,

or in the absence or disqualification of the First Vice President. The duties of the Second Vice President shall be assigned by the Executive Committee.

Section 6. The Secretary shall attend to the giving and serving of all notices of meetings and shall have the custody of all books, records, and papers of the Foundation, and generally shall perform all acts incident with the office of Secretary and shall have other powers and duties as may be assigned to him/her by the Board.

Section 7. The Assistant Secretary shall be charged with the signing of all official documents of the board in conjunction with the President

Section 8. The Treasurer shall secure relevant financial information from the NC Agricultural Foundation, Inc.

Section 9. The Chair of the Finance Committee, in conjunction with the Treasurer, shall provide annual financial reports to the Board and shall make recommendations on financial matters to the Executive Committee. The Finance Committee Chair, Executive Director and the Association Dean and Director for NCCES prepare a budget request, and yearly program and administrative operating expenses for action by the Board. A preliminary plan shall be submitted to the Finance Committee for preliminary review and comment prior to the approval of the full Board of the Foundation.

Section 10. In case of death, resignation, or temporary absence or disability of any officer of the Foundation, his/her duties and powers may be delegated by the Board to any officer of the NC Extension Agriculture Program Foundation or to any member of the Foundation Board at any specified time.

ARTICLE V Executive Committee

Section 1. The Board of the Foundation shall appoint an Executive Committee consisting of the elected officers and the immediate past President of the Board. The Association Dean and Director, NC CES and the Executive Director of the Foundation shall serve as ex-officio, non-voting members. These members will serve on the Executive Committee until new officers and members are appointed. The Executive Committee, so appointed, in the interim between the regular meetings of the Board, shall exercise all the powers of the Foundation, including all the powers that have been conferred upon it or upon the Board, except that the Executive Committee shall have no power to a) authorize distributions, b) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees, or c) alter, amend, or rescind the by-laws of the Foundation.

Section 2. The Executive Committee shall also reserve the right to establish or dissolve committees as they see the need arise.

Section 3. The Executive Committee shall keep minutes of their meetings and report the same to the Board and give written minutes to the Secretary.

ARTICLE VI Committees

Section 1. The chairperson of all committees must come from the Board; however members of the committees (other than voting members of the Executive Committee) are not limited to the Board.

Section 2. All committees shall report proceedings of their meetings to the Board.

ARTICLE VII Meetings

Section 1. The Board of the Foundation shall meet twice a year to review and approve any financial transactions, budget allocations, or other matters. The annual meeting of the Board shall serve as one of the two meetings. Traditionally, the long and short-term investments of funds of the Foundation within the Agricultural Foundation are reviewed in the fall; the budget for the upcoming fiscal year is reviewed and approved in the spring.

Section 2. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3. Action taken without a meeting is nevertheless Board action if written consent to the action in question, describing the action taken, is signed by a majority of Directors and filed with the minutes of the proceedings of the Board or filed with the Foundation's records, whether done before or after the action so taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies effective date. Consent may be given in writing or by electronic communication.

Section 4. Except as otherwise provided by law or these By-Laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VIII Notices

Section 1. Notice of any regular or special meeting of the Board, Executive Committee, or any other Committee shall be given by written or electronic notice of the time, date, place, and purpose of such meeting to each Director or member of the Executive Committee at his/her last known address at least ten days before the time of such meeting or by contacting

each member by telephone or personal contact at least (48) hours before the time of such meeting.

ARTICLE IX Quorums

Section 1. One third (1/3) of the current members of the Board in office immediately before the meeting shall constitute a quorum of any regular or special meeting of the Board.

Section 2. One third (1/3) of the current members of the Executive Committee shall constitute a quorum of any regular or special meeting of the Executive Committee.

ARTICLE X Budget

An annual budget, based on the projected income from unrestricted contributions, the Foundation Endowment Accounts, and contributions directed into the Foundation Income Accounts within the Agricultural Foundation, shall be submitted in the spring of each year to the Finance Committee of the Foundation. Programmatic requests will be submitted by the Associate Dean and Director for NCCES or his/her designee and administrative requests will be submitted by the Executive Director of the Foundation in the form of proposals to the Finance Committee. At the fall meeting of the Board of the Foundation, a list of Board priorities will be prepared in preparation for the spring budget process. The Executive Director of the Foundation and the Associate Dean and Director for NC CES shall report annually on the use and expenditures of the annual budget.

ARTICLE XI Compensation

No director, officer, or committee member of the Foundation shall receive any compensation from the Foundation for or in connection with his/her services without prior written approval by the Board.

ARTICLE XII Liability

The members of the Board of the Foundation shall not be liable or responsible for debts or obligations of the Foundation. The Agricultural Foundation maintains a general liability insurance policy to cover such obligations.

ARTICLE XIII Amendments

These by-laws may be amended, enlarged, or repealed by majority vote of a quorum present at any meeting of the Board provided written notice of the proposed amendment has been give to all members of the board prior thereto.

ARTICLE XIV
Dissolution Clause

In the event the Foundation ceases to operate and/or exist, the assets of the Foundation shall become general assets of the Agricultural Foundation, unless otherwise specified in an existing Memorandum of Agreement between the Donor and the NC Extension Agricultural Program Foundation or in any future Memorandum of Agreement specified between the Donor and the Agricultural Foundation on behalf of the Foundation.

ARTICLE XIV
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation in all cases in which they are applicable and in which they are not consistent with these by-laws and any special rules of order the Foundation may adopt.

Last Revised: March 15, 2013