

Articles of Organization of NY State Cooperative & Experiential Education Association

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Organization under the Non-Profit Law of the Internal Revenue Service, do hereby certify:

First: The name of the Organization shall be NY State Cooperative & Experiential Education Association.

Second: The place in this state where the principal office of the Organization is to be located at will be the address of the Treasurer. The address will change as the Treasurer changes or as designated by its Board of Directors.

Third: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The name and address of the person who is the initial trustee of the organization is as follows:
Name: Brandy Pascazio Address: 100 State Farm Place, Ballston Spa, NY 1220

Fifth: No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Chapter 6 of the bylaws hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to an candidate for public office. "Notwithstanding any other provision, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization."

Sixth: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 1st day of August 1974.

**NEW YORK STATE
COOPERATIVE EXPERIENTIAL EDUCATION ASSOCIATION**

BYLAWS

CHAPTER 1 MEMBERSHIP

A. MEMBERSHIP

The New York State Cooperative and Experiential Education Association shall have three (3) classes of members.

Individual

Student

Institutional

Honorary (*See amendment*)

- 1) Individual-Any individual, active or interested in the activities of Cooperative and Experiential Education in New York State, may apply for membership. New York State residents employed in cooperative experiential education and who are individual members shall be eligible to vote and hold office. Annual dues- \$35.00
- 2) Student – Any post- secondary student interested in the activities of Cooperative and Experiential Education in New York State may apply for membership. Annual dues- \$10.00
- 3) Institutional- Educational institutions, cooperating agencies and other employing organizations with interests in Cooperative and Experiential Education may apply for membership in the Association. The organization will be eligible to appoint three of its representatives to individual membership and they will have voting and office-holding privileges. Annual dues-\$80.00

CHAPTER 2 GOVERNANCE

A. BOARD OF DIRECTORS

The Board of Directors shall be composed of eleven (11) members. These shall include four (4) administrative officers, the immediate Past President, the *Newsline* Editor and five (5) other elected Directors. Specifically the composition of the Board shall be as follows:

President

Vice President (President-Elect)

Secretary

Treasurer

Immediate Past President

Newsline Editor

Five other elected Directors- three from institutions of higher education (at least one from a two year college), one employer from a non-profit organization and one employer from the private sector.

The Board of Directors shall have final responsibility to the general membership for managing the affairs of the Association.

B. ADMINISTRATIVE OFFICERS

The Administrative Officers of the Association shall be:

- President
- Vice President (President-Elect)
- Secretary
- Treasurer

C. REGIONAL REPRESENTATIVES

The President may appoint regional representatives to serve as ex-officio board members.

CHAPTER 3 TERM OF OFFICE

A. TERM OF OFFICE

The following terms of office shall apply:

1. President- a one year term as President with a consecutive one year term as a regular Director.
2. Vice-President- a one year term as Vice-President, assuming the Presidency the second year and regular Director's responsibility during the third year.
3. Secretary- two years in office as Secretary, eligible for re-election to the same position.
4. Treasurer- two years in office as Treasurer, eligible for re-election to the same position.
5. *Newsline* Edition- two years in office.
6. Non-Administrative Directors- two years in office as Director, eligible for re-election to the same position. Terms will be staggered to ensure continuity in the Board membership.
7. Regional Representatives- one year or more at the discretion of the President.

- B. One year terms shall commence from the beginning date of the calendar year to the concluding date of that same year.

Two year terms shall commence from the beginning date of the calendar year to the concluding date of the next year.

CHAPTER 4 ELECTION OF OFFICERS

A. NOMINATIONS

The Nominations and Elections Committee shall be comprised of the immediate past-president who will serve as a chairperson and at least two other members. The Nominations Committee shall prepare a slate consisting of one (1) or more nominees for Vice-President (President-Elect), Secretary, Treasurer and four (4) Directors. Additional nominations will be solicited from the general membership. These additional nominations may be

submitted by the membership no later than September 15. The nominations shall be signatures of six (6) members.

(See amendment.)

B. ELECTION

The Nominations and Elections Committee shall conduct the election of officers by mail ballot. The ballot forms will be mailed to all eligible voting members of the Association no later than September 30, to be returned no later than October 30. Results are to be published in the next Association newsletter. Election of all officers shall be by plurality of those votes cast.

(See amendment.)

CHAPTER 5 FUNCTIONS AND DUTIES

A. PRESIDENT

It shall be the duty of the President to preside at all meetings including those of the Board of Directors. The President shall also appoint all special committees and shall be responsible for the enforcement of all rules and regulations relating to the administration of the Association. The President will also be the official representative of NYSCEEA at both National and Regional meetings to which the organization agrees to send representation.

B. VICE-PRESIDENT (PRESIDENT-ELECT)

In the absence of the President, the Vice-President shall have all the powers and prerogatives of the President's office. The Vice-President shall perform such other duties as may be assigned by the Board of Director or the President, including the organization of the Fall conference program.

C. SECRETARY

The Secretary shall keep the minutes of the membership meetings and the Board of Directors meetings. All notices should be duly given in accordance with the Constitution and Bylaws. Duties shall also include serving as membership chairperson. The Secretary shall perform all duties incidental to the office of Secretary and such other duties as the Board of Directors or President may occasionally assign, including the expenditure of funds.

D. TREASURER

The Treasurer shall maintain the accounts of the Association, maintain a record of all notes received and spent, collect and disburse all funds of the Association, and report the condition of the treasury at the annual Fall conference as well as at all Board meetings. The treasurer will also issue an annual membership directory to all members.

E. ELECTED BOARD OF DIRECTORS

Members of the Board of Directors assist the Administrative Officers in managing the affairs of the Association.

CHAPTER 6 COMPENSATION

A. COMPENSATION

Administrative Officers and regular Directors shall be permitted, with the approval of the majority of the board, to be reimbursed for expenses directly related to the activities of the Association, excluding personal expenses.

CHAPTER 7 VACANCIES

A. VACANCIES

Vacancies in any elected office (other than President) shall be filled by the affirmative vote of a majority of the remaining Board of Directors. A member so elected shall serve only through the end of that year's term of office. The individual shall be eligible for re-election at the expiration of that particular term.

B. SUCCESSION

Should the President be unable to fulfill his/her responsibilities, the Vice-President will assume his/her responsibilities for the remainder of the term of office. In the event that there is no Vice-President, the Board of Directors will appoint a successor for the remainder of the term.

In the event that any other officer cannot complete his/her term of office, the Board of Directors shall appoint a member to assume the responsibilities of the vacant position for the remainder of the term

C. DISMISSAL

At the discretion of the Board of Directors, any Board Member who absents him/herself from attending two or more consecutive board meetings is subject to removal from office. In such an event, the board will appoint a member to fulfill said term of office, through a two-thirds majority vote of the Board of Directors.

CHAPTER 9 MEETINGS

A. ANNUAL MEETING

An annual meeting of the members to be known as the Annual Conference shall be held each year for the purpose of transacting the business of the Association.

B. SPECIAL MEETING

Special meetings of the members may be called upon a majority vote of the Board of Directors or upon written petition delivered to the Secretary signed by not less than one-quarter (1/4) of the membership of the Association.

C. PLACE OF MEETING

The Board of Directors shall designate the specific time and place of the annual Association meeting. The annual Association meeting will rotate to different regions of New York State.

The President shall designate the specific time and place of the Board of Directors meetings which shall rotate to different regions of New York State

D. NOTICE OF MEETING

Written notice stating the place, date and hour or any membership meeting shall be delivered either personally or by regular mail to each member entitled to a vote at such meeting not less than thirty (30) days prior to the date of such meeting. In case of a special meeting the purpose for which the meeting is called shall be stated in the notice.

E. QUORUM

The members present in person or through duly executed statement (mail ballot) shall constitute a quorum for the conduct of business, unless otherwise provided by the constitution or Bylaws.

CHAPTER 10 SUBMISSION OF AMENDMENTS AND ADDITIONS TO CONSTITUTION AND BYLAWS

A. AMENDMENTS AND ADDITIONS

Amendments and additions may be submitted in two ways:

1. Members may submit recommendations for amendments and additions. These recommendations will be reviewed by the Board of Directors at their next meeting. An affirmative vote of two-thirds (2/3) of the Board will warrant the submission of the amendment or addition to the general membership for a vote.

2. General membership vote on amendments and additions may be brought about by a written petition delivered to the Secretary signed by not less than ten (10%) of the membership of the Association.

**NEW YORK STATE
COOPERATIVE AND EXPERIENTIAL EDUCATION ASSOCIATION**

AMENDMENTS AND ADDITIONS TO THE CONSTITUTION AND BYLAWS

1. BOARD OF DIRECTORS

(Ratified by the membership October 14, 1983)

A member of NYSCEEA, serving concurrently as a New York regional representative to national organizations, including (but not limited to) the Cooperative Education Association (CEA), the National Society for Internships and Experiential Education (NSIEE), the Cooperative Education Division (CED) of the American Society for Engineering Education (ASEE), and the Council for the Advancement of Experiential Learning (CAEL) may be appointed by the Board of Directors as an ex-officio member of the Board, and will serve at their discretion.

2. PROVISIONS FOR TAX EXEMPT STATUS

(Ratified by the membership September 4, 1987)

i. Dissolution Provision:

In the event of a dissolution, all of the remaining assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501 (C) (3) of the Internal Revenue Code, or corresponding provision of any subsequent Federal tax laws; or to the federal government, or to a state or local government, for the public purpose.

ii. Non-Inurement Provision:

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or from the organization), and no member, trustee, director, officer of the organization, or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.

iii. Restrictive Legislation Provision:

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code section 501 (h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

iv. Restrictive Purposes and Activities Provisions:

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletics facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) or corresponding provision of any subsequent Federal tax laws.

3. MEETINGS Amendment to NYSCEEA Constitution, Article IV, Section I

(Ratified by the Membership November 15, 2003)

There shall be an annual meeting of the Association, the time and place to be determined by the Board of Directors.

The Board shall have a minimum of three (3) annual meetings, the time, place and format of which shall be determined by the President with the advice and consent of the Board. The format of such meetings could be, but is not limited to, in person, videoconferencing, electronic communications, and teleconferencing.

4. **ELECTIONS** Amendment to Bylaws of the NYSCEEA Constitution, Chapter 4, Election of Officers, Section B.
Elections

(Ratified by the Membership November 15, 2003)

The Nominations and Elections Committee shall conduct the election of officers by mail ballot. The ballot forms will be mailed to all eligible voting members of the Association two (2) weeks after the annual fall conference. Members will cast their votes by returning ballots within 30 days. Results are to be published in the next Association newsletter. Election of all officers shall be plurality of those votes cast.

5. **NOMINATIONS** Amendment to Bylaws of the NYSCEEA Constitution, Chapter 4, Election of Officers, Section A.
Nominations

(Ratified by the Membership November 15, 2003)

The Nominations and Elections Committee shall be comprised of the immediate Past-President who will serve as chairperson and at least two other members. The Nominations Committee shall prepare a slate consisting of one (1) or more nominees for Vice President (President-Elect), Secretary, Treasurer, and four (4) Directors. Additional nominations will be solicited from the general membership and must be submitted by the membership to the Chairperson of the Nominations and Elections Committee no later than the last day of the conference. The nominations shall be supported by signatures of six (6) members.

6. **HONORARY MEMBERSHIP** Amendments to the Bylaws of the NYSCEEA Constitution, Chapter 1, Section A.
Membership

(Ratified by Membership September 28, 2006)

Any person who has been a member of the Association in good standing for a period of ten (10) or more years and retires from the field of Cooperative and Experiential Education and who has made outstanding contributions to the profession through the Association by active service as an officer and/or on committees may be elected to Honorary Membership in the Association by the Board of Directors. Persons in this category will be exempt from payment of dues and will neither be eligible to vote on the affairs of the organization nor hold office. Should an Honorary Member return to the profession, application may be made for membership status as described in the bylaws, Chapter 1, Section A. Membership.