

# Cooper County University of Missouri Extension Foundation

## ***Article I***

### Name

The name of the Foundation shall be Cooper County University of Missouri Extension Foundation.

## ***Article II***

### Purpose

#### Section 1.

The purpose of the Foundation is to establish a corpus to construct and support an Educational Resource and Innovation Center in Cooper County and generate sufficient interest and investment returns to provide support funding for programs and, where necessary or desirable, to assist in the funding of positions.

#### Section 2.

The activities of the Foundation shall include sponsorship of special projects; informing the public of the resources and services of the Foundation, securing materials that are beyond the command of the ordinary Cooper County Extension budget, and performing other services deemed helpful to the Cooper County Extension program.

## ***Article III***

### Membership

#### Section 1.

Foundation board membership shall be set at 12 members comprised of six University of Missouri Extension Council members and six non-members (to include at least one Cooper County commissioner designated by the presiding commissioner), two from the financial institutions and three from other businesses or agri-business.

#### Section 2.

Each member shall be entitled to one vote.

#### Section 3:

Each director of the Foundation shall serve for a term of three (3) years, with such terms staggered so that approximately one-third of the directors will be appointed each year. The Extension Council chair shall appoint representatives from current council membership at the time of their appointment. For the first board, two shall be appointed by the council chair for one year, two for two years, and two for three years. Subsequent chair appointments shall be for three years. Each such term shall coincide with the calendar year.

The commissioner who is appointed must have three or more years remaining in office as a commissioner to be eligible for appointment. The six Extension Council board members shall nominate and vote on the first five non-council members. The first non-council foundation members shall appoint two non-council members for one year, two for two years, and one for three years. Subsequent non-council appointments shall be for three years and be made by the full Foundation board membership. Each such term shall coincide with the calendar year.

#### ***Article IV***

##### Officers

###### Section 1.

The officers of this Foundation shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be elected by and from the membership of the foundation board. The officers of the Foundation, along with at least two other Foundation members, shall constitute the Executive Board. The University of Missouri Extension county program director or designee shall be an ex-officio non-voting member of the Executive Board.

###### Section 2.

The Executive Board shall meet at the call of the President. Three of the Executive Board shall constitute a quorum.

###### Section 3.

The president shall preside over Foundation meetings and the executive board.

###### Section 4.

The President may appoint chairpersons of standing and ad-hoc committees. The three standing committees shall be Publicity/Public Relations, Nominations and Finance, Gifts and Endowments. Other standing or ad-hoc committees shall be formed as deemed necessary, with the approval of the full Board.

###### Section 5.

The President is an ex-officio non-voting member of all committees, but shall not serve on the Nominating Committee.

#### Section 6.

Nominations for officers and the Executive Board shall be presented by a Nominating committee of at least two, to be appointed by the Board. At the annual meeting nominations also will be accepted from the floor.

#### Section 7.

The officers of the Executive Board shall be elected at the annual meeting. The first president shall be elected to a two-year term and future elections shall be for two year terms. The vice president shall be elected to a one-year term the first year and two year terms thereafter so that the president and vice president will then have staggered terms. Secretary and the treasurer shall be elected for two year terms initially and for two year terms thereafter

#### Section 8.

The foundation board is to be self-perpetuating and the full foundation board shall determine the mechanism for the selection of the five non-Extension council foundation board.

#### Section 9.

Vacancies arising on the Board shall be filled by appointment made by the remaining Board members.

### ***Article V***

#### Meetings

##### Section 1.

This Foundation shall hold its annual meeting on the third Thursday of March for the purpose of election of officers, to receive various reports, and to enact other business. Public notice shall be made prior to the meeting.

##### Section 2.

The Foundation Board shall set the meeting dates for the next 12 months at the annual meeting. Additional meetings shall be scheduled as recommended by any special committees and approved by the Board.

##### Section 3.

Special or unscheduled foundation meetings may be called with 72 hours notification by the president or Executive Board.

#### Section 4.

Public notice of the agenda shall be provided 24 hours in advance in accordance with the Missouri Sunshine Laws. Foundation board items may be added to the agenda at the beginning of the meeting provided that 50% of the board attending approve.

### **Article VI**

#### Funds

##### Section 1.

Adequate books of accounts shall be maintained at the Cooper County University of Missouri Extension Center by the Treasurer who shall be responsible thereof.

##### Section 2.

All checks shall be signed by the Treasurer or Treasurer Designee from the board officers plus a second board officer.

##### Section 3.

The Executive Board shall have an annual audit to review the Treasurer's books prior to the annual meeting. The future foundation board may at some point determine that an external auditing service shall be employed to review the books.

##### Section 4.

The board shall meet and maintain liability insurance on board members and provisions hereof shall neither impair nor adversely affect such rights.

No personal liability shall in any event be attached to any member in connection with any of the Foundation's undertakings.

##### Section 5.

The fiscal year of this Foundation shall be from January 1 to December 31.

### **Article VII**

#### Activities and Dissolution

##### Section 1.

Notwithstanding any other provision of these articles, the Foundation is organized exclusively for one or more of the following purposes: scientific or educational.

## Section 2.

The Foundation shall not attempt to influence legislation or participate in, or intervene in (including the publication or distribution or statements), any political campaign on behalf of any candidate for public office.

## Section 3.

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

## Section 4.

In the event of dissolution of the organization, the assets (minus liabilities) of the Foundation shall be distributed for one or more exempt purposes in Cooper County within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the county government, for a public purpose.

## ***Article VIII***

### Amendments

These Articles of the Foundation may be amended upon at least 10 days notice before any meeting of this Foundation, by a three-fourths vote of the members present, provided that notice of the proposed change was provided with all notices of the meeting.

[Approved Cooper County University Extension Council September 9, 2008](#)

[Revised December 9, 2008 \(Article 4, Section 7\)](#)