

# **Constitution**

**Agricultural & Applied Economics Association**

**Revised, July 2008**

## AGRICULTURAL & APPLIED ECONOMICS ASSOCIATION CONSTITUTION

### ARTICLE I. NAME

The name of this corporation, hereinafter referred to as the Association, shall be the Agricultural & Applied Economics Association. The Association is incorporated under the laws of the State of Iowa and will maintain a registered agent in Iowa.

### ARTICLE II. PURPOSE

**Section 1.** The purpose of the Association is to further the advancement and dissemination of systematic knowledge about agricultural, development, environmental, food and consumer, natural resource, regional, rural, and associated areas of applied economics and business. As a professional organization, the Association shall pursue this purpose by facilitating scientific research, instruction, publications, meetings, and other activities designed to advance and disseminate knowledge in agricultural and applied economics as defined by the vision statement. The Association shall encourage freedom of economic discussion and shall not commit its members to any position on economic policy issues.

**Section 2.** The operating policies manual shall include the current mission statement and goals of the Association.

### ARTICLE III. DISPOSITION OF FUNDS

**Section 1. Liquidation, dissolution, or winding-up.** In the event of liquidation, dissolution, or winding-up of the Association, whether voluntary, involuntary, or by operation of law, any disposition made of the assets of the corporation shall be such as is calculated by the executive board exclusively to carry out the education purposes for which the corporation is formed.

**Section 2. Net earnings.** No part of the net earnings of the Association may inure to the benefit of members thereof, and the corporation shall be operated as a non-profit organization.

### ARTICLE IV. MEMBERSHIP

**Section 1. Qualifications.** Any person having a professional interest in agricultural economics shall be eligible for membership in the Association and may become a member thereof by making proper application to the office and by paying dues as prescribed.

**Section 2. Classes of members.** The executive board may establish various classes of membership in the Association, each having such rights and privileges as shall be prescribed in the operating policies manual.

**Section 3. Joint application and payment of dues.** The executive board may enter into arrangements with other regional and national organizations interested primarily in

furthering the development of systematic knowledge of agricultural economics for the purpose of establishing joint applications for membership and joint payment of dues to this Association and such other organization or organizations.

**Section 4. Resignation of members.** Any member may at any time file his or her resignation in writing with the Office of the Association, which resignation shall become effective as of the date received by the office.

**Section 5. Termination of membership.** The executive board may terminate the membership of any member for nonpayment of dues.

**Section 6. Cessation of property interest.** All right, title, and interest, both legal and equitable, of any member in and to the property of the Association shall cease and determine in the event of termination of membership or resignation.

### ARTICLE V. EXECUTIVE BOARD

**Section 1. How constituted.** There shall be an executive board of the Association. The board shall consist of the president, president-elect, the most immediate past-president available, and six members who shall be hereinafter referred to as directors, all of whom shall be members in good standing of the Association and who shall be selected as hereinafter provided. Upon designation by the Executive Board, the presidents (or designees) of any national or regional associations, shall be members ex-officio (non-voting) of the Executive Board.

**Section 2. Selection of members.** The president and president-elect shall be selected as hereinafter provided for election to the respective offices. Directors shall be elected by the members of the Association at large. No members of the Association shall be eligible for election as a director after having served one full term as a director. Director positions shall be divided into three classes of two positions each. The term of the members of each such class shall be for a period of three years or until their successors shall have been chosen and qualify. The terms shall be so arranged that one class of two members is elected each year. The term of office for directors shall commence immediately following the annual meeting in the year in which elected. Four candidates shall be nominated for two director positions to be filled each year and the ballot shall provide for write-in votes. The two candidates receiving the largest number of votes shall be elected directors for three-year terms. A tie vote shall be resolved by chance, conducted under the supervision of the election tellers, and reported to the executive board.

**Section 3. Vacancies.** If any vacancy shall occur on the executive board for a member serving on such board as an officer of the Association, such vacancy shall be filled as hereinafter provided for filling officer vacancies. For vacancies of director positions existing by reason of

resignation, death, inability to serve, election as an officer of the Association, or otherwise, the executive board shall appoint a member of the Association in good standing to serve until an election may be held in connection with the next regularly scheduled election at which time the unexpired term, if any, shall be filled by election of the members of the Association. The executive board shall determine when vacancies exist on such board and shall take appropriate action to fill such vacancies as herein provided.

**Section 4. Meetings.** The executive board shall meet at least once annually with one meeting held in conjunction with the regular annual meeting of the Association. Special meetings shall be called by the executive director upon the request of five or more members of the executive board, or may be held at the call of the president of the Association.

**Section 5. Power of the executive board.** Subject in all respects to the authority and discretion of the general membership of the Association, and except as otherwise provided, the executive board shall be the administrative body of the Association and shall have the power and authority to do and perform all acts and functions necessary for operation of the Association including adopting, amending or rescinding AAEA Operating Policies by majority vote during an executive board meeting at which a quorum is present.

**Section 6. Voting.** At any meeting of the executive board, a majority of the members thereof having voting rights shall constitute a quorum. The act of a majority of the executive board present at a duly called meeting at which a quorum is present shall be the act of the executive board. Any action required or permitted to be taken by the executive board at a meeting or by resolution may be taken without a meeting if unanimous consent in writing or electronically, setting forth the action so taken, is obtained from all voting members of the executive board then in office.

## ARTICLE VI. OFFICERS

**Section 1. Elected.** The officers of the Association shall consist of a president, president-elect, and the most immediate past-president available. The president-elect shall be elected by a vote of the members of the Association having voting rights by mail or electronic ballot and shall serve for the year beginning with the adjournment of the annual meeting at which his/her election is announced and ending with his/her accession to the presidency at the adjournment of the next annual meeting. The ballot shall provide for write-in votes. In the event of death, incapacity, or inability to serve of the president-elect of the preceding year, as determined by the executive board, a president shall be elected for the forthcoming year by vote of the members of the Association having voting power by mail or electronic ballot or by vote of the members of the Association at the annual meeting and shall serve for the year beginning with the adjournment of

the annual meeting, or, in the case of a mail or electronic ballot, following his/her election and ending with the adjournment of the next annual meeting. After once serving a full term as president-elect no member shall thereafter be eligible to again serve in that office. The president shall serve for a term of one year commencing with the adjournment of the annual meeting following the period of service as president-elect and ending with the adjournment of the next annual meeting. The persons receiving a plurality of votes for elective offices to be filled shall be declared elected. A tie vote for any office shall be resolved by chance, conducted under the supervision of the election tellers, and reported to the executive board.

**Section 2. Appointed.** The executive board shall appoint an executive director, as well as any editors and editorial boards of AAEA publications.

**Section 3. Qualifications.** All nominees for the elective and appointive officer positions and all individuals serving in such positions must be members in good standing of the Association.

**Section 4. Vacancies and succession.** In the event of death, incapacity, or inability of the president to serve, as determined by the executive board, the president-elect shall become acting president and shall succeed to the office of president upon completion of the remainder of the term as acting president. If the president-elect is unable to become acting president because of death, incapacity, or inability to serve, as determined by the executive board, the executive board shall select from among the directors an acting president who shall serve in that capacity for the unexpired term.

**Section 5. Duties.** The officers of the Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by action of the executive board. The president of the Association shall preside at all meetings of the general membership and of the executive board. All elective officers of the Association shall serve without compensation. In the event of disability of the president to perform his/her duties or his/her absence from any meeting of the general membership or the executive board, the president-elect shall perform the duties of the president during the continuance of such disability or absence. In the event of disability of the president-elect or his/her absence, the duties of the president shall devolve upon a director to be selected by the executive board until and unless any vacancies may be filled as hereinbefore provided.

## ARTICLE VII. NOMINATION TO ELECTIVE OFFICE

**Section 1. Nominating committee.** The president, with the executive board concurring, shall appoint a nominating committee each year, this committee to consist of the most immediate past-president available as chair and not less than three other members of the Association. The names of the committee members shall be published in the next issue of an official publication of the Association

immediately following their appointment, together with an invitation to the general membership that suggestions of nominees for the various elective offices be sent to the chair of the committee. The nominating committee should take cognizance of the need for geographical, functional, and organizational representation on the executive board.

**Section 2. Nominees.** The nominating committee for each year shall be instructed to present to the president and to the executive director, the names of two nominees for each elective office to be filled including each director position. Candidates for director shall run at large.

## ARTICLE VIII. DUES

Changes in amounts of dues shall be initiated by or through the executive board. Changes in dues for all classes of members shall be submitted to the general membership for approval.

## ARTICLE IX. ANNUAL MEETING

**Section 1. Scheduling and notice.** There shall be held an annual meeting of the general membership of the Association at a time and place established by the executive board and such other meetings as the executive board may determine. Notice of each meeting shall be provided to each member at least four weeks in advance of said meeting as directed by the executive board.

**Section 2. Voting and quorum requirements.** Fifty members of the Association at any duly called and convened meeting of the Association shall constitute a quorum. Each member of the Association having voting power shall have one vote; voting by proxy shall not be permitted. A majority of the votes cast at any meeting of the Association at which a quorum is present shall be determinative of the issue or resolution except as otherwise specifically provided herein.

**Section 3. Resolutions.** All resolutions pertaining to policy matters or involving appropriations of monies of the association presented from the floor at annual meetings of the association for approval must be submitted at least one full week in advance to the executive board. The executive board shall report all such proposed resolutions and resolutions initiated by the executive board to the general membership for action with recommendation for or against passage.

**Section 4. Parliamentary authority.** The rules contained in Robert's' Rules of Order Newly Revised shall govern annual meetings of this association in all cases in which they are applicable and in which they are not inconsistent with the Constitution, the Articles of Incorporation, or applicable law.

## ARTICLE X. RESOLUTIONS BY MAIL OR ELECTRONIC BALLOT

**Section 1. Authorization and Purpose.** A simple majority vote of the Executive Board, or a simple majority vote of members present and voting at an annual business meeting of the Association at which a quorum is present, is required, and shall be sufficient, for sending a resolution to members for mail or electronic balloting. Each member of the Association having voting power shall have one vote; voting by proxy shall not be permitted. A majority of the votes cast by mail or electronic ballot shall be determinative of the resolution except as otherwise specifically provided herein.

**Section 2.** All resolutions authorized for mail or electronic ballot shall be provided to members no later than the next regular ballot for election of Association officers.

**Section 3. Statements Pro and Con.** Any mail or electronic ballot containing a resolution shall be accompanied by: (1) a statement of support from the resolution's sponsor(s), and (2) a contrasting view by an individual or group selected by the president. If the resolution sponsor is not the Executive Board, a third statement shall be included containing the Executive Board's views and possible recommendation for or against passage.

## ARTICLE XI. COMMITTEES AND SECTIONS

The executive board may provide for the creation of standing committees, special committees, and sections, in accordance with the needs of the Association.

## ARTICLE XII. AGRICULTURAL & APPLIED ECONOMICS ASSOCIATION FOUNDATION

**Section 1. Purpose of the Foundation.** The purpose of the AAEA Foundation is to solicit, collect, invest, and disburse funds other than membership dues and other fees collected by the AAEA for its services and products--all under the direction of the AAEA Executive Board through its designated representative AAEA Foundation Endowment Committee.

The Foundation will mobilize resources and generate initiatives to: (a) enhance the quality and usefulness of the teaching, research, and outreach education performed by agricultural and applied economists as defined by the vision statement, (b) expand the range of clientele for whom the economic intelligence produced may be useful, (c) enhance the abilities and outreach of agricultural and applied economists as defined by the vision statement, (d) raise awareness of the profession and enhance its contributions to decision makers and the public at large, and (e) broaden participation in the full range of Association activities by young and aspiring professionals, and by individuals and groups with limited resources.

**Section 2. Governance and Administration.** As a subsidiary of the Association, the Foundation shall be governed by the AAEA Executive Board. Administration of Foundation activities will be the responsibility of the AAEA Foundation Endowment Committee, a standing committee of the Association, which will make recommendations to the Executive Board regarding solicitation and use of Foundation funds. This committee will include at least one member from the general membership with a strong interest in the Foundation, such as an appreciation club honoree or a major donor.

**Section 3. Financial.** Foundation funds will be managed in a separate account but in the same fashion as the capital funds of the parent Association. Foundation funds, both endowment earnings and designated gifts, will be used only for the purposes of the Foundation, as specified above. Special purpose funds may be established and administered by the Foundation if deemed compatible with Foundation purposes by the Foundation Endowment Committee.

#### **ARTICLE XIII. AMENDMENT OF CONSTITUTION**

This Constitution may be amended by the affirmative vote of two-thirds of the members having voting rights present and voting at any annual business meeting of the Association at which a quorum is present, or by majority vote of members of the Association returning ballots by mail or electronic means.

#### **ARTICLE XIV. RATIFICATION**

This Constitution shall be effective upon ratification either by two-thirds vote of members of the Association present and voting at any annual business meeting of the Association at which a quorum as defined herein is present, or by majority vote of members returning ballots by mail or electronic means. Ratification of this Constitution shall serve to repeal all prior Constitutions and Bylaws of this Association or predecessor organizations, except as otherwise provided for a transitional period.

#### **ARTICLE XV. AUTHORITY**

Everything in this document is subject to the AAEA Articles of Incorporation and the Code of the State of Iowa.