

## AAEA Constitution

Adopted December 1976, amended 1977, 1980, 1984, 1997, 1999, 2001, 2008, 2012, 2016, 2018

### ARTICLE I. NAME AND LOCATION

Section 1: The American Agricultural Editors' Association (also known as AAEA) is a not-for-profit corporation, authorized by Articles of Incorporation filed with the Secretary of State of Illinois.

Section 2: The location and the address of the principal office of the Association shall be the business address of the Executive Director of the Association, or at such other location and address as may be designated by the Board of Directors.

### ARTICLE II. PURPOSES

Section 1: The purpose of the Association shall be to serve agricultural editors, writers, photographers and other communications professionals who qualify for ~~active~~ membership by ensuring an open exchange of ideas and fostering professional excellence.

### ARTICLE III. MEMBERSHIP

Section 1: Membership in the Association shall consist of five classes: (a) ~~Active~~ Editorial, (b) ~~Affiliate~~ Associate, (c) Partner Member, (d) Honorary Life, (e) ~~ed~~ Student, and (f) ~~ed~~ Retired.

~~(a) Editorial membership should be limited to individuals working for general or specialized agricultural publication or media outlet published in the United States or Canada and which either (1) has paid circulation and/or (2) accepts paid advertising. The primary source of funding for the media outlet comes from either paid circulation or paid advertising. The primary job function of the communicator is media and content creation. Active membership shall be limited to persons in editorial staff positions, or freelancers who receive payment for editorial copy and/or photos for general or specialized farm publications and/or electronic media produced in the United States, Mexico or Canada. Such publications and/or electronic media must EITHER (1) have paid circulation OR (2) accept advertising on a paid basis. Freelance writers and/or photographers will be required to provide specific verification of their editorial copy and/or photos for said media. An active editorial member who retires or partially retires after ten years of membership in good standing may retain his or her membership and continue to participate in the affairs of the Association unless a change in job description requires membership re-classification. Specifically excluded from eligibility for active membership are persons who are primarily publishers and advertising, circulation or production employees.~~

~~(b) Associate Membership shall be available to Individuals engaged in content creation, photography, video, design, digital and social media, blogging or other communications work directly related to publishing content about agriculture or food. Individuals engaged in agricultural communications work for a governmental agency, an educational institution, a non-profit institution or foundation, or an agribusiness company.~~

~~(c) Partner Membership shall be available to individuals employed by agribusiness companies, marketing and public relations agencies, commodity organizations, government agencies and others who support AAEA but whose individual role does not have an editorial or content generation function. Communicators who primarily advocate for a position or are sponsored content providers are eligible for partner membership. Affiliate membership shall be available to persons not eligible for active membership~~

~~but whose participation is judged to be in the best interests of the Association. Eligibility for such membership shall be limited to:~~

~~(1) Persons engaged in editorial, photographic or public relations work directly related to agriculture, and~~

~~(2) Persons engaged in agricultural communications and employed by government agencies, educational institutions and foundations.~~

~~(D)~~ ~~(e)~~ Honorary life membership may be granted to members who have rendered distinguished service to the Association and to agriculture. Such membership must be approved by a majority vote of the ~~active~~ membership, following investigation and recommendation by a Membership Committee. Honorary membership shall have all rights and privileges of ~~active~~ membership. Nominations for honorary membership must be submitted in writing at least 30 days prior to the Association's annual meeting.

~~(E)~~ ~~(E)~~ Student membership may be granted to persons enrolled full-time in an approved agricultural communications curriculum at a college or university. Student members can attend meetings of the Association and participate in discussions, but they have no vote in Association business matters.

~~(F)~~ ~~(e)~~ Retired membership shall be available to either ~~active editorial, associate or partner or affiliate~~ members who are retiring and are at least 62 years of age. Retired members can attend meetings of the association and participate in discussions, but they have no vote in Association business matters.

Section 2: All applications for membership must be in writing ~~or submitted electronically~~ on forms which can be obtained from the Executive Director, ~~and must carry the endorsements of one or more active members~~. Membership approval, classification and reclassification shall be the responsibility of a Membership Committee. In event of challenge, the committee's ruling can be appealed to the Board of Directors for final decision. Authority to investigate membership classification in the event that a member changes positions or places of employment is vested in a Membership Committee. Members who assume new duties or different positions are expected to notify the Executive ~~Secretary-Treasurer~~ Director and submit their resignations or request reclassification when such action appears to be in order.

Section 3: Membership dues, assessed on a calendar year basis, shall be the same for both ~~active and affiliate editorial, associate and partner~~ members. Special categories of membership dues will also be assessed on a calendar year basis and rates will be determined at the discretion of the board. Any change in membership dues must be approved by majority vote of the members.

#### ARTICLE IV. MEETINGS

Section 1: The annual business meeting of the Association shall be held at a time and place designated by the President, following notification of the membership by newsletter and/or other delivery method mailed no less than ten days prior to date of meeting.

Section 2: A special business meeting may be called at any time by a majority vote of the Board of Directors. Such meeting must be preceded by notification of the membership by newsletter and/or other delivery method mailed no less than ten days prior to date of meeting. Such notice shall specify the purpose for which the meeting is called and list an agenda for the meeting; and only subjects listed on the agenda can be considered.

Section 3: For any annual meeting or any special meeting, 20 percent of the membership or 20 members, whichever is less, shall constitute a quorum. Each member shall have one vote. Voting must be in person. A majority of the members voting shall be sufficient to carry any action.

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Section 4: All business meetings of the membership and all meetings of the Board of Directors shall be governed by Robert's Rules of Order.

Section 5: Meetings, workshops and seminars for purposes other than conduct of Association business may be scheduled by the Board of Directors.

#### **ARTICLE V. BOARD OF DIRECTORS**

Section 1: Affairs of the Association shall be governed and administered by a Board of Directors consisting of nine ~~active-current~~ members to include the following: President, Vice President/President-Elect, Past President and six Directors at Large.

Section 2: Directors at Large, including two ~~affiliate~~ partner members, shall be elected at annual meetings for terms of three years with terms rotated so that two three-year terms expire each year. In the event that a Director at Large should for any reason fail to complete his or her term of office, the unexpired term shall be filled by nomination from the nominating committee and elected by the Board at its next meeting or by mail ballot and/or other delivery method and confirmed by voting members at the next annual meeting.

Section 3: The AAEA Board shall meet at least twice each year usually at the time of the annual meeting of the Association and one other time as determined by the President. Special Board meetings may be called by the President at any time. The President, Vice President/President-Elect, and Immediate Past President shall serve as a Governing Committee of the Board to take action between Board meetings. Minutes of their actions will be kept by the Executive Director and approved by the Board at its next meeting.

#### **ARTICLE VI. OFFICERS**

Section 1: Officers of the Association shall consist of a President and a Vice President/President-Elect, ~~both elected from the active~~ who can be elected from the editorial and associate membership categories at the annual meeting for terms of one year, and an Executive ~~Secretary-Treasurer~~ Director, appointed by the Board of Directors for a term of one year. No more than one associate member can serve as president or vice president. Either the current president or vice president must be an editorial member.

Section 2: The President shall preside at all meetings of the Association and the Board of Directors. He or she shall be responsible for administering the affairs of the Association as directed or authorized by the Board of Directors. And he or she shall appoint all committees required to carry out the activities of the Association.

Section 3: The Vice President/President-Elect shall perform the duties of the President in the absence, or at the direction, of the President.

Section 4: The Executive Director shall serve at the pleasure of the Board of Directors. He or she shall be bonded and shall be responsible for:

- (a) Maintenance of the principal office of the Association.
- (b) Accurate recording and distribution of proceedings of all meetings of the Association and the Board of Directors.

- (c) Receipt, disbursement and accounting of all funds and other items of value belonging to the Association.
- (d) Presentation of an audited financial statement at each annual meeting of the Association.
- (e) Maintenance of a list of all members of the Association in good standing.
- (f) Preservation of all documents and records belonging to the Association.
- (g) Publication and distribution of the Association membership newsletter, the AAEA ByLine.
- (h) Such other projects and programs as may be authorized or prescribed by the Board of Directors.

Section 5: An Assistant Executive Director may be appointed by the Board of Directors to assist the Executive Director to handle the responsibilities of that office in the event that it should be vacated. The Assistant Executive Director, as such, shall have no vote in meetings of the Board of Directors.

**ARTICLE VII. ELECTIONS**

Section 1: A Nominating Committee shall be appointed by the President to present a slate of candidates for the offices of President and Vice President/President-Elect and Directors whose terms have expired or whose seats have been vacated. Nominations may also be made from the floor, with the advance consent of the nominees.

**ARTICLE VIII. AWARDS**

Section 1: Recognition for Distinguished Service to Agriculture may be bestowed by the Association upon a person or persons deemed worthy by a Distinguished Service to Agriculture Awards Committee. Recipients shall not be members of the Association, and, except when awards are made post-humously, they shall be expected to accept such recognition in person during the Association’s annual meeting.

Section 2: Member awards for service to agriculture and/or excellence in communications skills may be established by the Association upon recommendation of the Board of Directors and approval by the membership. Without such approval, no awards program shall carry Association endorsement specific or implied.

**ARTICLE IX. AMENDMENT**

Section 1: The Constitution of the Association may be amended by majority vote of members ~~voting in a participating in a mailed and/or emailed ballot vote-annual meeting,~~ providing the membership was notified of the proposed amendment(s) by email or newsletter or other postal service mailed no less than ~~30~~<sup>ten</sup> days prior to date ~~range of the official vote of meeting,~~ and providing the notification was accompanied by the full text of the proposal and by that part of the Constitution to be amended. Amendment may be proposed by the Board of Directors or by petition of 10 percent of the Association’s ~~active-current~~ members. Such amendment must be accepted or rejected as proposed. Revision of proposed amendment cannot be acted upon prior to ~~the next annual meeting and~~ appropriate notification of the membership. Amendment shall be effective immediately upon approval by a majority of the members ~~voting by the deadline of the voting date range established.-~~