

## AAEA Constitution

Adopted December 1976, amended 1977, 1980, 1984, 1997, 1999, 2001, 2008, 2012, 2016, 2017

### 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.

**Commented [SK1]:** Remove category 'Active' from this sentence since our mission is to serve all membership, regardless of category.

### ARTICLE III. MEMBERSHIP

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

(a) 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 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) 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.

(c) 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.

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(d) 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.

(e) Retired membership shall be available to either active 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 ~~submitted to the in writing 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 ~~Director Secretary Treasurer~~ and submit their resignations or request reclassification when such action appears to be in order.

**Commented [SK2]:** Large majority of memberships processed online; this gives us more leeway

**Commented [SK3]:** Memberships do not need endorsement, but membership committee still has responsibility and authority to approve memberships and classifications.

**Commented [SK4]:** For consistency

Section 3: Membership dues, assessed on a calendar year basis, shall be the same for both active and affiliate 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. Honorary life members shall have no dues obligation. Student membership dues shall be assessed on a calendar year basis, and be at the rate of 20 percent of active and affiliate member dues. Retired membership dues shall either be a one-time life membership rate of 3.5 times the annual active and affiliate membership dues rate, or an annual rate one-half that of the annual active and affiliate membership dues rate. Dues for retired members requesting the annual rate shall be assessed on a calendar year basis. The one-time life membership rate shall be a donation to the AAEEA Foundation. Any change in membership dues must be approved by majority vote of the members at an annual meeting of the Association.~~

**Commented [SK5]:** This section of constitution amended in 7/2016.

#### 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.

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 8 Directors at Large including 6 Active members and 2 affiliates, and the Governing Committee including Past President, President, and President Elect. ~~nine active members to include the following: President, Vice President/President Elect, Past President and six Directors at Large.~~

**Commented [SK6]:** Reword here

Section 2: Directors at Large, ~~including two affiliate 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.

**Commented [SK7]:** All directors at large (active and affiliate) are elected at 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.~~

Section 4: 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. There shall be no more than one affiliate member on the governing committee.

**Commented [SK8]:** There should be no more than one affiliate member on the governing committee. This means that roughly one affiliate can come on and serve in leadership every 3 years. For example, the rotation would look like this:

~~2017 –~~  
Past Pres – Active  
Pres- Active  
**VP – Affiliate A**  
~~2018 –~~  
Past Pres Active  
**Pres. Affiliate A**  
VP – Active  
~~2019 –~~  
**Past Pres- Affiliate A**  
Pres- Active  
Pres Elect- Active  
~~2020-~~  
Past Pres- Active  
Pres – Active  
**VP - Affiliate B**

**Commented [SK9]:** Officers elected by all members who qualify for voting rights.

## ARTICLE VI. OFFICERS

Section 1: Officers of the Association shall consist of a President and a Vice President/President-Elect, ~~both elected at the from the active membership at the~~ annual meeting for terms of one year, and an ~~Executive Secretary~~ ~~Treasurer~~ Executive Director, appointed by the Board of Directors for a term of one year.

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 an annual meeting, providing the membership was notified of the proposed amendment(s) by email or newsletter or other postal service mailed no less than ten days prior to date 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 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.