

CONSTITUTION OF THE AGRICULTURE, FOOD, AND HUMAN VALUES SOCIETY
(As amended, 2005)
[Proposed revisions - 12/22/05]

Article I: Name

The name of this organization shall be the Agriculture, Food, and Human Values Society.

Article II: Purpose [The just approved capsule vision statement has been incorporated below]

The Agriculture, Food, and Human Values Society is a nonprofit, scientific, educational, and charitable organization. Through annual meetings and an international journal, AFHVS promotes interdisciplinary research and scholarship on the values, visions, and structures underlying current food systems and their agricultural, rural, and urban components - from the local to the global - as well as the exploration of alternative visions of more democratic and decentralized food systems that sustain local and regional communities, cultures, and habitats.

[Old language to be dropped: "the purpose of which is the study of all aspects of the ethical, value, and social issues arising in connection with agricultural production, rural (community) life, and the food system. This shall be interpreted to include issues of land use and management, of all phases of production, distribution and preparation of food and fiber products, of all aspects of agribusiness, and of all phases of education and research concerning such processes and practices, no matter the country concerned."]

Article III: Membership

Section 1. Membership is open to individuals concerned with any issue falling under the purpose of the Society. Professionals and nonprofessionals alike are welcome. Professionals from all pertinent areas of study and expertise are encouraged to join and take part in the activities of the Society.

Section 2. Active membership shall begin when the Executive Secretary receives the first payment of annual dues. [Drop: "which includes a subscription to the Society's journal *Agriculture and Human Values*." sine one can now be a member without a subscription] Any member whose dues are in arrears one month after the mailing of a second notice to her/his last recorded address [Add: "is no longer considered an active member and"] may be dropped from the membership roles. Those who have been thus dropped may be reinstated upon payment of one year's dues in advance. [Drop: "No retroactive payments shall be assessed unless back issues of the journal for the period missed are desired." (As I understand it, this would now be between the person and Springer)] Only active members may vote or hold office in the Society.

Section 3. The Council may by unanimous vote designate certain persons as honorary life members. Such persons shall be exempt from paying dues and shall enjoy all the privileges and benefits of active members.

[Drop: "**Section 4.** Institutional members may designate a representative who shall be accorded membership rights in the Society. This designation shall be recorded by the Executive Secretary, and is not transferrable without written notice to the Executive Secretary. The designation shall originate from the institutional officer authorizing the institutional membership dues." (this has not been used; unlikely to be used.)]

Article IV: The Officers

Section 1. The officers shall be a President, Vice-President, and Executive Secretary. The Vice-President will be elected for a one year term and will succeed to the Presidency for another one year term.

Section 2. The Council shall elect an Executive Secretary for a term of three years. The Executive Secretary may serve more than one term.

Section 3. The Executive Committee of the Society shall consist of the President, Vice-President and the Executive Secretary. The Executive Committee is empowered to act on behalf of the Council when the Council is not in session. All decisions made and actions taken by the Executive Committee shall be reported in full to the Council [Add: "at least quarterly via email or a conference call as well as at the next regular meeting of the Society"] [Drop: "no later than the next regular meeting of the society."] Special meetings, mail [Add: "or email"] ballots, or conference calls of the Council may be called by the Executive Committee should conditions warrant.

Section 4. In case of death or resignation of the President, the Vice-President shall automatically become President. The Council shall elect an interim Vice-President to serve until the next election.

Article V: The Council

Section 1. The Council shall be constituted as follows:

- a. The President, Vice-President, and Executive Secretary;
- b. Nine elected members, chosen by ballots as provided for in Article VI, Section 1. These members shall be elected for a term of three years, three to be elected each year except in the case of elections to fill expired terms or replace elected members who have resigned.
- c. The immediate past President, who will serve for one year;
- d. The past Executive Secretary, who will serve for one year following her/his term in office; and
- e. The editor(s) of *Agriculture and Human Values*, [add " appointed by the Council as provided for in the By Laws."]

Section 2. The present and past Executive Secretaries, the immediate past President, and the editor(s) of *Agriculture and Human Values* will serve as non-voting members of the Council.

Section 3. Decisions of the Council taken at meetings of the Society shall require a majority of the elected Council members in attendance. At other times, decisions made by mail [Add: "or email"] ballot or by conference calls shall be by a majority of the elected members of the Council.

Section 4. The Council shall conduct the affairs and provide for the general interests of the Society. In fulfilling its obligations, the Council may appoint such committees as it sees fit. The Council, through the Executive Secretary, shall make a complete report of its activities at each Society Business Meeting. Any change in basic policy of the Society must have prior approval of a two-thirds majority of the membership present at the Society Business Meeting. A two-thirds majority may vote at any Society Business Meeting to inaugurate or discontinue any particular activity and may make other recommendations about the business of the Society as it deems appropriate.

Article VI: Election of the Vice President, Council and Nominating Committee [This section will need changes if we have more than one VP or extend terms.]

Section 1. The Vice-President and Council shall be elected as follows: no less than six months prior to the next scheduled meeting of the Society the Nominating Committee shall invite, through publication [Add: "as well as email notification,"] all members of the Association to submit their suggestions for Vice-President and members of the Council. These suggestions must be received by the Nominating Committee within the next 45 days. Keeping in mind these suggestions and interdisciplinary character of the purpose and membership of the Society, the Nominating Committee shall prepare a ballot listing its nominees for Vice President and Council members and submit it to the Executive Secretary, in time for her/him to mail [Add: "or email"] a ballot to each member at least [Drop: "one month"] [Add: "three months " (to ensure those elected attend the Conference)] prior to the next scheduled Society Business Meeting. Provision will be made for write-in candidates. Care should be taken in making all nominations to ensure the nomination and election of a balanced representation of all those disciplines and fields concerned with the interests of the Society.

Members of the Society shall mark and return their ballots to the Executive Secretary for opening and counting by the Executive Secretary and at least two other members of the Society [Richard says this is a problem in FL, where there are few other members]. No ballot received later than two weeks prior to the Society Business Meeting shall be counted. After the tabulations are made, the ballots shall be sealed in a box and preserved by the Executive Secretary for one year. The results of the election shall be announced at the Society Business Meeting. In case of a tie, active members at the Society Business Meeting shall choose between the tied candidates by majority vote. The newly elected officers and Council members shall take office at the conclusion of the Society Business meeting.

Section 2. The Nominating Committee shall consist of three members, each serving three years. Each year, a new member will be elected by the Council at the annual business meeting, replacing the most senior member from the previous year. If vacancies on the Nominating Committee arise before the time of the annual election, the Executive Committee shall fill them by direct interim appointment until the next election. Election shall be for the unexpired portion of the term.

Section 3. The Chairperson of the Nominating Committee shall be the most senior member of the Committee.

Article VII: Amendments to Constitution and By-Laws

Section 1. Amendments to this Constitution may be proposed by a majority vote of the members present at any Society Business Meeting or by a majority of the elected members of the Council. The changes may be adopted at the next Society Business Meeting by a two-thirds majority [Add: "of the combined"] vote of the members present [Add: "and those members voting by absentee mail or email ballot, "] providing the amendments and explanations thereof shall have been circulated to the Society members at least one month before the Society Business Meeting where the final vote is to be taken. The Executive Secretary is responsible for distributing proposed amendments to the members of the Society. [Allow absentee ballots -mail and email???

Section 2. Changes in By-laws presented by the Council to the Society Business Meeting become effective when approved by a two-thirds majority vote at the Society Business Meeting.

Article VIII [Drop: "IX" - typo]: Finances

Section 1. The fiscal year shall run from January 1 to December 31.

Section 2. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private individuals, except that the Society

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in this Constitution and its accompanying By-laws. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this Constitution or the Society's By-laws, the Society shall not carry on any other activities not permitted to be carried on (a) by any corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Society, the Council shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Council shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society 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.

BY-LAWS OF THE AGRICULTURE, FOOD, AND HUMAN VALUES SOCIETY [Add: "As approved June 2006"]

Membership

Membership in the Agriculture, Food, and Human Values Society is open to all persons in several categories upon payment of [Add: "annual"] dues. [Drop: "Annual"] Membership dues include a year's subscription to the Society's journal, *Agriculture and Human Values*, [Add: "unless otherwise indicated below."] [Drop: "The intent is to have"] [Add: "The Society seeks"] as broad a membership representing as many areas of interest pertinent to the purpose of the Society as possible.

1. Student -- \$55
2. Regular -- \$75
3. Nonsubscribing student -- \$25
4. Nonsubscribing regular -- \$30

[Drop: "5. Sponsoring -- designated universities, libraries, museums, publishers, producer organizations and other institutions and groups whose contributions to the purposes of the Society are recognized by the Society shall be invited to become sponsoring nonsubscribing members with annual dues of \$100." (this item has never been used; unlikely to be used)]

[Drop: "6. Institutional and sponsoring members may designate in writing an individual as a representative." (this item has never been used; unlikely to be used)]

5. (this will become 5 if we drop 5 and 6 above) . Only active [Drop: "paid-up"] members [Add " - those whose dues are paid up -"] may vote or hold office in the Society.

Meetings

1. The Society shall meet at least once every two years. The dates and place shall be selected by the Council.
2. The Council shall name the program chairperson(s) and local arrangements chairperson(s) for regular meetings of the Society. These chairpersons may solicit whatever support they need, and they shall be responsible in their respective areas.
3. Registration fees shall be determined by the Executive Committee within guidelines established by the Council.

Transaction of Business

1. A quorum is needed to conduct the business of the Council and committees of the Society. A quorum for the Council or any committee of the Society shall be a majority of the Council or any committee, unless specified otherwise in the Constitution.
2. A quorum at Society Business Meetings shall be a majority of the active members in attendance. [Add: "Members shall be notified at least one month in advance of this meeting of its "] exact time and place. [Drop: " of this meeting shall be sent in writing to all members at least one month in advance."]

Duties of Officers

1. The President shall preside at all meetings of the Council and of the Society. In his/her absence, this duty shall pass to the Vice-President.
2. The chairpersons of the various committees shall conduct the business of those committees. The President is an ex officio, nonvoting member of each committee of the Society.
3. The Executive Secretary shall serve as the treasurer of the Society and shall be bonded to the limit of the assets of the Society. She/he shall keep the records, arrange for the agenda of the Council meetings, notify members concerned, inform persons of their appointment to committees and advise them of their duties, send minutes of meetings to members concerned, publish transactions that require publication, make arrangements for meetings of the Society, develop and put into effect programs under the direction of the Executive Committee, and perform such other duties as directed by the officers of the Society. The Executive Secretary's annual honorarium, if any, is to be set by the Council.
4. Upon incorporation, the books and accounts of the Society shall be audited annually by a certified public accountant. [We discussed maybe having a biennial audit; Richard will check out the cost each way.]
5. The Society recognizes the journal *Agriculture and Human Values* as its official publication. [Add: "The Council shall appoint editor(s) for the journal for a five year term of office. She/he/they may be reappointed for an additional term of five years or less. [Drop: "Its editor(s), and the board of directors of the journal's corporation shall be responsible for the journal's publication. The founding editor shall serve as editor until his resignation. Upon notification - preferably at least a year in advance - of the founding editor's intention to resign or retire, the Council shall establish the procedures to identify (a) new editor(s) and to handle other related transition matters. The Council shall appoint or reappoint all future editors. Newly appointed editor(s) shall serve a five year term of office, and may be reappointed once."]

The editor(s) shall sit as (an) ex officio nonvoting member(s) of the Council and report annually on the operation of *Agriculture and Human Values*. [Drop: "She/he/they shall grant permission for reprinting of materials published therein." (my understanding is that Springer does this now)] She/he/they shall be advised by an editorial board of her/his/their selection, each member serving a three year term. At least one-half of the board members will be selected from a slate approved by the Council. The board will be selected so as to represent the many and varied disciplines, fields, and groups which have a particular interest in the issues of concern to the Society.

[Drop: "The founding editor is empowered to incorporate the journal as a non-profit corporation in the state in which the editor works, and this corporation will negotiate annual contracts with the Society regarding revenues, fees, and services rendered. The journal agrees to offer, gratis, advertisements of the Society's activities and periodic reports of these activities such as upcoming meetings, calls for papers, minutes of past meetings, nominations, and so on. Monies collected by the journal as subscription fees and advertisements and as gifts and grants will be used to help pay the expense of the journal's publication. Any excess funds will be transferred to the Society's treasury."]

6. The Council by majority vote may declare that an electoral or appointed office is vacant if the incumbent is not (or no longer is) a society member or is not performing the responsibilities of the office. The Council may by majority vote fill any vacant society office [Add: either for the remaining term or the full term of that office." (if an editor or the executive secretary resigns a replacement might want a full term to take the position)]

