

# THE AMERICAN POMOLOGICAL SOCIETY

## CONSTITUTION AND BY-LAWS

Revisions - July 2005

### **CONSTITUTION**

#### **ARTICLE I. NAME.**

The name of this Association shall be the American Pomological Society (hereinafter referred to as the "Society").

#### **ARTICLE II. OBJECT.**

The object of the Society shall be the advancement of Pomology, and is devoted to the improvement the science and art of fruit production and fruit cultivar development.

#### **ARTICLE III. MEMBERSHIP.**

1. The regular membership of the Society shall consist of Annual members.
2. The special membership of the Society shall consist of Honorary members.
3. Any person with an interest in Pomology and the Society shall be eligible for annual membership in the Society on payment of the membership fee.
4. Honorary membership in the Society in recognition of eminent or distinguished services to Pomology may be conferred upon any person nominated by a majority vote of the Advisory Committee and Executive Board. Honorary members of the Society have all the rights and privileges of the Society. Honorary members of the Society may obtain the Journal of the American Pomological Society at cost, the rate to be set by the Executive Board upon recommendation of the Editor and Business Manager of the Journal of the American Pomological Society.
5. Honorary membership was granted in 1989 to members previously known as "life" members. The Society stopped taking new life memberships in December, 1962.
6. The membership list of the Society is protected and shall not be made available to any commercial venture. The Executive Board may, upon the recommendation of the Executive Board and Advisory Committee, authorize the sharing of the Society membership list with other scientific societies whose aims and objectives are consistent with those of this Society.

#### **ARTICLE IV. MEETINGS OF THE SOCIETY.**

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1. The regular meetings of the Society shall be held annually at such time and place as the Executive Board may decide.
2. Special meetings may be convened upon the call of the President or by the Executive Board on petition signed by a majority of its members.
3. Notice of the time, place and agenda for each meeting of members of the Society shall be mailed to each member at least thirty (30) days preceding the meeting date, or shall be published in an official publication of the Society mailed to each member at least thirty (30) days preceding the meeting date, or shall be published on the official web site of the Society at least thirty (30) days preceding the meeting, or shall be distributed to the membership by electronic means at least thirty (30) days preceding the meeting date.

### **ARTICLE V. DUES AND FEES.**

The annual dues for membership in the Society shall be determined as prescribed in By-Laws (By-Law 14, revised July 2000).

### **ARTICLE VI. OFFICERS OF THE SOCIETY**

1. The Officers of the Society shall be the immediate Past President, the President, the 1st Vice-President, the 2nd Vice-President, the Secretary and the Treasurer.
2. The offices of Secretary and Treasurer may be united by action of the Executive Board.
3. All Officers of the Society shall be current members of the Society.

### **ARTICLE VII. EXECUTIVE BOARD**

1. The Executive Board shall consist of the President, the 1st Vice-President, the 2nd Vice-President, the immediate Past President, the Secretary, the Treasurer (or the combined office of Secretary-Treasurer), and three (3) elected members.
2. The Executive Board shall have the power to transact all of the business of the Society between annual meetings. The Executive Board shall select the Editor and Business Manager of the Journal of the American Pomological Society. The Editor and Business Manager shall be ex-officio members of the Executive Board.
3. All elected and/or appointed members of the Executive Board shall be current members of the Society.

### **ARTICLE VIII. ADVISORY COMMITTEE**

1. An Advisory Committee of fifteen (15) members shall serve in an advisory capacity to assist the Officers and the Executive Board in transacting the business of the Society. Members of the Advisory Committee should be representative of the diversity of crops and geographical areas.
2. All elected members of the Advisory Committee shall be current members of the Society.

**ARTICLE IX. TERMS OF OFFICE**

1. Terms of office shall begin following the annual meeting of the Society.
2. The immediate past President shall hold office for a term of two (2) years commencing upon the expiration of his or her term as President of the Society, and shall be, ex officio, a member of the Executive Board of the Society.
3. The President shall hold office for a term of two (2) years commencing upon the expiration of his or her term as 1st Vice-President of the Society, and shall be, ex officio, a member of the Executive Board of the Society. Upon expiration of his or her term of office, the President shall automatically assume the office of immediate Past President of the Society.
4. The 1st Vice-President shall hold office for a term of two (2) years commencing upon the expiration of his or her term as 2nd Vice-President of the Society, and shall be, ex officio, a member of the Executive Board of the Society. Upon expiration of his or her term of office, the 1st Vice-President shall automatically assume the office of President of the Society.
5. The 2nd Vice-President shall hold office for a term of two (2) years commencing subsequent to his or her election, and shall be, ex officio, a member of the Executive Board of the Society. Upon expiration of his or her term of office, the 2nd Vice-President shall automatically assume the office of 1st Vice-President of the Society.
6. The Secretary shall be elected for a term of three (3) years. There is no restriction on the number of consecutive terms that the same individual may be elected to this office.
7. The Treasurer shall be elected for a term of three (3) years. There is no restriction on the number of consecutive terms that the same individual may be elected to this office.
8. Elected Members of the Executive Board shall serve for a term of three (3) years. Each year, the term of one member will expire. Upon expiration of his or her term of office, he or she shall be ineligible for another term as an elected Member of the Executive Board until a three-year period has elapsed between terms. This clause will not prevent a member of the Society from being elected to other positions within the Society.
9. Members of the Advisory Committee shall be elected for a term of three (3) years. Each year, the terms of five members will expire. There is no restriction on the number of consecutive terms that the same individual may be elected to this office.
10. Current membership in the Society is mandatory for all elected and appointed Officers and Committee members. The terms of office for all Officers of the Society, and members of the Executive Board and Advisory Committee of the Society shall terminate immediately if the incumbent ceases to be a member of the Society. In the event that an Officer of the Society ceases to be a member of the Society and is therefore removed from office, a successor will be appointed by the Executive Board to serve until the next annual meeting.

#### **ARTICLE X. ELECTIONS**

1. The President shall appoint a Nominations Committee, chaired by the immediate Past-President, before each annual meeting.
2. The Nominations Committee shall nominate individuals from the current membership of the Society for each office to be filled.
3. Nominations from the current membership of the Society may also be made from the floor of any annual, general, special or business meeting at which an election is held.
4. Each candidate receiving a majority of all votes cast for the office will be declared elected to that office.

#### **ARTICLE XI. QUORUMS**

1. At any Business meeting of members of the Society, twenty (20) members entitled to vote shall constitute a quorum for transaction of business.
2. At any meeting of the Executive Board, a majority shall constitute a quorum for the transaction of business.
3. The business of the Executive Board of the Society may also be conducted through electronic means. The participation of a majority of members of the Executive Board through electronic means shall constitute a quorum. The Secretary shall maintain, as Minutes, a summary record of these electronic communications and discussions.

#### **ARTICLE XII. AMENDMENTS.**

1. The Constitution and By-Laws of the Society may be altered, amended or repealed only by members of the Society. If approved, an amendment shall be effective as of the date of the next meeting of the Executive Board. The minutes of the Executive Board meeting shall show a motion ratifying any such change to the Constitution and By-Laws of the Society.
2. The Constitution and By-Laws of the Society may be altered, amended or repealed at any duly-called Annual, Special or Business Meeting of members at which a quorum is present, by a two-thirds vote of members present at the meeting, provided the members of the Society are given official notification of the proposed changes at least thirty (30) days in advance of the meeting. Official notification, in the form authorized by the Executive Board of the Society, shall be mailed to each member at least thirty (30) days preceding the meeting date, or shall be published in an official publication of the Society mailed to each member at least thirty (30) days preceding the meeting date, or shall be published on the official web site of the Society at least thirty (30) days preceding the meeting date.

#### **ARTICLE XIII. DISSOLUTION.**

1. In the event of dissolution of the Society, the Executive Board shall adopt a resolution recommending dissolution together with a plan for distribution of assets, and direct that the question of dissolution be submitted to the voting members of the Society at a Business Meeting of the Society.
2. The assets of the Society shall be applied and distributed as follows:
  1. All just liabilities and obligations of the Society shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
  2. Any remaining assets shall be transferred or conveyed, pursuant to a plan of distribution adopted by the Executive Board and approved by the voting members of the Society, to one or more organizations engaged in activities substantially similar to those of the Society, or to one or more scientific, educational or charitable organizations.
  3. Recipients of disbursements of assets of the Society shall be exempt from the payment of federal income tax.
3. No employee, member, director, officer or any private individual shall be entitled to share in the disposition of any of the corporate assets.

### **BY-LAWS**

1. The President shall arrange the order of business and preside at all meetings of the Society. The President shall exercise a general supervision and control of the business and affairs of the Society, and appoint all committees unless otherwise directed.
2. In the event that the President is temporarily unable to fulfill the duties of the President, then the 1st Vice-President shall assume these duties and act on behalf of the President. In the event that the 1st Vice-president is unable to assume the duties of the President, then these duties shall be assumed by the 2nd Vice-President or the immediate Past-President
3. In case of death, sickness or inability of the President, a successor shall be chosen by the Executive Board to serve until the next annual meeting.
4. The Treasurer shall receive all monies belonging to the Society and keep an accurate account of receipts and expenditures; make all routine expenditures on the Treasurer's own authority, but other expenditures must have the approval of the President before being made; keep a record of the transactions of the Society for publication; and furnish such bond as may be required by the Executive Board.

5. The Treasurer shall have the financial books of the Society audited annually at the close of the calendar year by a recognized, qualified auditor, and a copy of this report shall be filed with the President and each member of the Executive Board; a copy will be available for inspection at the next annual meeting. The Treasurer shall file the Annual Report and pay the fee for Incorporation in the Commonwealth of Massachusetts.
6. The Secretary shall arrange annual meetings of the Society, make announcement of the annual meeting, and assemble annual committee reports of activities. The Secretary shall record the minutes of the annual meeting, and distribute a copy of the minutes to board members, committee chairmen, and the Advisory Committee. The Secretary shall keep a file on past annual meetings, and a roster of past officers, committee chairmen and Advisory Committee members. The Secretary shall handle necessary Society correspondence and items directed by the President and Executive Board.
7. In case the offices of Secretary and Treasurer are combined into the office of Secretary-Treasurer, the duties also will be combined.
8. The Editor of the Journal of the American Pomological Society is appointed and terminated by the Executive Board. The Editor shall be responsible for all editorial matters regarding the publishing of the Journal.
9. The Business Manager of the Journal of the American Pomological Society is appointed and terminated by the Executive Board. The Business Manager shall be responsible for all business aspects in publishing and mailing issues of the Journal. The Business Manager should be the Treasurer of the Society.
10. It shall be the Society policy, on the authorization of the Executive Board, to pay travel expenses, when necessary, to the annual meeting for the President, Secretary, Treasurer, and Editor, providing funds are available in the treasury.
11. It shall be the Society policy, on the authorization of the Executive Board, to award honoraria to the Editor, Secretary and Treasurer, providing funds are available in the treasury. Honoraria amounts will be approved by a majority of members present at an annual meeting.
12. A Resident Agent is legally required by the Commonwealth of Massachusetts since the Society is incorporated in Massachusetts. The Resident Agent, who must be a resident of Massachusetts and a member of the Society, is appointed by the Executive Board.
13. Committees
  - a. The following committees are appointed by the President of the Society, and are considered Standing Committees of the Society:
    - i. Society Committees: Membership, Nominations, Registration of New Fruit and Nut Cultivars
    - ii. Journal Committees: Editorial, Advertising

- iii. Awards Committees: Shepard Award, U.P. Hedrick Award, Wilder Medal Award.
  - b. The duties of these standing committees are appended to these By-Laws (Appendix A).
  - c. The President may also appoint other committees, including ad hoc and special committees, upon the recommendation of the Executive Board, each committee to have such responsibilities, duties, assignment, composition and duration as shall from time to time be prescribed by the Executive Board.
  - d. Vacancies on committees shall be filled by the President with the advice of the Chair of the committee.
  - e. Recipients of all awards must be approved by the Executive Board, based on the recommendations of the appropriate committee.
  - f. The monetary value of Awards will be established by the Executive Board upon recommendation of the Advisory Committee.
- 14. Membership dues, subscriptions and back issues of the Journal of the American Pomological Society, back issues of Fruit Varieties Journal, page charges, and advertising charges.
  - a. Annual dues for individual memberships in the Society shall be set by the Executive Board with a two-thirds approval of the Advisory Committee, and the approval of such action at the annual meeting of the Society. The Executive Board reserves the right to set the dues for a 3-year membership in the Society. Honorary and Annual Members receive the four issues of the annual Volume of the quarterly publication, the Journal of the American Pomological Society.
  - b. The charge for an annual subscription to the Journal of the American Pomological Society shall be set by the Executive Board upon recommendation of the Editor and Business Manager of the Journal of the American Pomological Society. Subscribers receive the four issues of the annual Volume of the quarterly publication, the Journal of the American Pomological Society.
  - c. Charges for single issues and back copies of the Journal of the American Pomological Society and back copies of Fruit Varieties Journal shall be set by the Editor and Business Manager of the Journal of the American Pomological Society but the charge for a single issue shall not exceed the prorated charge for an annual subscription by more than 25%.
  - d. Page charges for manuscripts published in the Journal shall be set by the Business Manager of the Journal of the American Pomological Society after consulting with the Editor, the Executive Board and the Chair of the Editorial Committee, if such a committee is in existence.

- e. Advertising charges in the Journal of the American Pomological Society shall be set by the Business Manager of the Journal of the American Pomological Society after consulting with the Editor, the Executive Board and the Chair of the Advertising Committee, if such a committee is in existence.
- f. Annual dues, annual subscriptions, page charges, charges for single issues of the Journal of the American Pomological Society, and advertising charges may be changed by a 2/3 vote of the Society members present at an annual meeting, provided that the Executive Board has been notified of such pending action in writing at least 30 days prior to said meeting.

## **APPENDIX TO BY-LAWS - APPENDIX A**

### **DUTIES OF STANDING COMMITTEES OF THE AMERICAN POMOLOGICAL SOCIETY**

#### **SOCIETY COMMITTEES:**

##### MEMBERSHIP COMMITTEE

1. Coordinates efforts to increase membership in the Society.
2. Coordinates the maintenance and revision of the Society's web page.
3. Submits a report of committee activities to the Secretary prior to the annual meeting.

##### NOMINATIONS COMMITTEE

1. Presents a slate of nominees from the current membership of the Society for Officers, Executive Board, and Advisory Committee at the annual meeting of the Society.
2. The immediate Past President shall chair the nominations Committee.

##### REGISTRATION OF NEW FRUIT AND NUT CULTIVARS

1. Coordinates the publication of the Register of New Fruit and Nut Cultivars.
2. Submits a report of committee activities to the Secretary prior to the annual meeting.

#### **JOURNAL COMMITTEES:**

##### EDITORIAL COMMITTEE

1. Oversees editorial policies regarding the publication of the Journal of the American Pomological Society



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2. Oversees planning for Society-sponsored educational activities, such as workshops and symposia.
3. Submits a report of committee activities to the Secretary prior to the annual meeting.

### ADVERTISING COMMITTEE

1. Solicits advertising from commercial organizations serving the fruit growing industry.
2. Submits report of committee activities to the Secretary prior to the annual meeting.

### **AWARDS COMMITTEES:**

#### SHEPARD AWARD COMMITTEE

1. Selects two best Journal articles using the following criteria:
  - a. Contains new and/or unusual information
  - b. Accuracy and completeness of information
  - c. Breadth of interest or application to membership
  - d. Clear and concise presentation
  - e. Found in the most current, completed annual volume of the Journal
2. Submits a report of committee activities to Secretary prior to annual meeting.
3. Submits award recommendations to the Executive Board prior to the annual meeting.
4. The recipient(s) shall receive a suitable certificate from the Society.

#### U. P. HEDRICK AWARD COMMITTEE

1. Solicits pomology papers by student authors.
2. Selects judges to choose best paper, and present award.
3. Passes papers on to Editor for possible use in the Journal.
4. Submits a report of committee activities to Secretary prior to the annual meeting
5. Submits award recommendations to the Executive Board prior to the annual meeting.
6. First and second place winners will receive a monetary award in addition to a certificate from the Society. The paper of the first place winner will be published without charge in the Journal. All students submitting a paper will receive a subscription to the Journal for one year; this policy will be reviewed annually. A student's advisor may be an author but only a junior author.

#### WILDER MEDAL AWARD COMMITTEE

1. Selects recipients for the Wilder Medal considering the following sources:

- Individuals or organizations who have demonstrated outstanding service to the industry of fruit growing through research or leadership.
  - A relatively new fruit cultivar which has proven to be of outstanding value to the fruit growing industry.
2. Submits award recommendations to the Executive Board prior to the annual meeting
  3. Submits a report of committee activities to the Secretary prior to annual meeting
  4. The Award will be an engraved silver medal which can be presented to an individual, a cultivar, or organization.

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