"Constitution"

Incorporated: January 14, 1975, in the State of Maine as a non-profit organization.

Ratified: July 28, 1971

Amended: December 1950; September 1952; September 1954; December 1957; July 1961; July 1964; July 1968; July 1969; July 1979; July 1980; July 1984; August 1985; August 1987, August 1999, July 2000, August 2003, August 2004, July 2006, August 2007, August 2008, August 2009, August 2010, August 18, 2011, August 16, 2012, ***August 1, 2013**

Article I. Name

The Association, founded in 1913, shall be named The Potato Association of America, hereafter referred to as The Association.

Article II. Objectives

The objectives of The Association shall be to collect and disseminate scientific information relating to all phases of the potato industry, including, but not limited to, teaching, research, outreach, breeding, certification, production, pests, transportation, processing, marketing and utilization.

Article III. Membership

Section 1. The Association consists of individual members, student members, sustaining members and emeritus members, upon payment of appropriate dues, and Honorary Life Members. A membership period shall be 12 consecutive months, excluding Honorary Life Members.

Section 2. Voting privileges shall be limited to members in good standing with each member having one vote. A member must be in good standing to participate on any Association committee or board. If the member is not in good standing within 30 days from the renewal date, the officer or board member will be replaced through appointment by the President or by an election process.

Article IV. Officers

Section 1. The officers of The Association shall be President, President-Elect, Vice-President, Secretary, and Treasurer.

Section 2. The duties of the officers shall be those customarily pertaining to these offices.

Section 3. The officers shall hold office until the expiration of the term for which elected or appointed, or until a successor is duly elected or appointed.

Article V. Executive Committee

Section 1. The governing body of The Association shall be an Executive Committee, which shall consist of the officers, the Immediate Past President, the Editor-in-Chief, Chair of Finance Committee, and the five Directors. Chairs of the Sections and the Administrator shall be ex-officio, non-voting members.

Section 2. Meetings of the Executive Committee shall be called at the President's discretion or upon written request of three of its members.

Section 3. The presence of a majority of voting members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. All actions of the Executive Committee or officers are subject to approval by The Association at the next Annual Business Meeting.

Section 5. The Executive Committee shall undertake and carry out special activities between Annual Meetings

Article VI. Elections, Appointments and Terms of Officers, and Directors and Chair of Finance Committee (08/12)

Section 1. **Election Procedures:** The Vice-President shall be elected for a one-year term more or less, no later than two weeks prior to the Annual Business Meeting of the Association. The Vice-President shall succeed for subsequent one-year terms, more or less, to the offices of President-Elect, then President. There shall be five (5) Directors who shall serve three-year terms. One Director shall be first elected in an even year (1980) and every third year thereafter. Two directors each shall be elected in each of the two intervening years. Nominations for officers and directors shall be made by the Nominating Committee. Voting for the officers shall be by electronic or paper ballot and a plurality shall elect.

Section 2. **Appointment Procedures:** The Secretary, Treasurer, and Chair of the Finance Committee shall be appointed by the Executive Committee for terms of two years. The Secretary, Treasurer, and Chair of the Finance Committee shall commence their term at the beginning of the fiscal year (calendar year) after their appointment except in the case of an unexpected emergency. The Secretary and the Treasurer shall receive an annual stipend.

Section 3. The President, President-Elect, Vice-President, and Directors shall assume office upon the final adjournment of the Annual Business Meeting of the Association following their election.

Section 4. The Executive Committee may fill by appointment any vacancy occurring within the prescribed term, such appointment to continue for the unexpired balance.

Section 5. In the event of a tie vote for any election, the President can exercise the option to either break the tie or call for a new ballot vote. If the second ballot also results in a tie, the President will cast the deciding vote.

Article VII. **Annual Meeting**

The Association shall meet annually, at such time and place as the Executive Committee shall direct. Special meetings may be arranged at the discretion of the Executive Committee.

Article VIII. **Sections, Committees, and Conduct of Association Business**

Section 1. Groups of members with common interests may request Section status through petition of the Executive Committee. Requests approved by the Executive Committee shall be submitted for ratification by the membership at the Annual Business Meeting. Sections shall elect a Chair and other leadership as necessary. Chairs shall submit a written annual report to the Executive Committee and present an oral report at the Annual Business Meeting. Any financial matters of the Sections shall be maintained separately from The Association.

Section 2. Standing Committees are those whose functions include the general policies and activities of The Association and its relations with other organizations. These Committees shall have a revolving membership and shall submit a written annual report to the Executive Committee and present an oral report at the Annual Business Meeting.

Section 3. The President shall appoint Ad Hoc Committees as may be appropriate to conduct the business of The Association.

Section 4. Minutes of the Executive Committee meetings and Annual Business Meetings, annual reports of the Sections, Committees, Officers and financial summaries shall be published following each Annual Meeting in the official publication of The Association.

Article IX. Publications

Section 1. The official publication of The Association shall be the *AMERICAN JOURNAL OF POTATO RESEARCH*. The publication shall include research articles, short communications, abstracts presented at the Annual Meeting, minutes of the Annual Business Meeting, section and committee reports, and biographical sketches and pictures of honorary life members.

Section 2. The official newsletter of The Association shall be the *PAA Insider.* The newsletter shall include business of The Association not reported in the American Journal of Potato Research, Annual Meeting items of interest, section news and announcements, committee and general news items for the members, calendar of activities, etc.

Section 3. The Executive Committee shall appoint for a term of 2 years the Editor-in-Chief, the Editorial Board of the *AMERICAN JOURNAL OF POTATO RESEARCH* and the Editor of the *PAA Insider* newsletter, all of whom serve at the discretion of the Executive Committee. The Editor-in-Chief will provide the Executive Committee with a slate of nominees for the Editorial Board.

Section 4. The Executive Committee may authorize the Administrator, Editor-in-Chief, and other members of the Executive Committee, to employ such assistants as may be necessary for the proper conduct of their work.

Section 5. The Executive Committee may authorize the publication and distribution of other publications and employ the personnel required to edit and manage the distribution of such publications.

Article X. Funds

Section 1. Control of the funds of The Association, received from any source, shall be vested in the Executive Committee to be administered through the Treasurer. An audit of the receipts and disbursements shall be made at the end of every other fiscal year by a certified public accountant. The reports of the Treasurer, or other fiscal officers, shall be published annually in the PAA Insider.

Section 2. **A.** The Potato Association of America is organized exclusively for scientific, educational, and charitable purposes under section 501(c)(3) of the Internal Revenue Code.

B. Upon the dissolution of The Association, all real property shall be sold and all monies remaining after the payment of liabilities shall be given to one or more universities or to one or more divisions of the U.S.

Department of Agriculture to be used to conduct research and/or publish the results of research on *Solanum tuberosum* or related species of plants within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Article XI. Ratification & Amendments

Section 1. This Constitution shall become effective upon its ratification at the Annual Business Meeting and shall supersede the original Constitution and all amendments thereto.

Section 2. This Constitution may be amended at any Annual Business Meeting of The Association. Proposed amendments shall be considered by the Executive Committee and then distributed to members in the PAA Insider or via e-mail not less than four weeks prior to the first Executive Committee meeting of the next Annual Meeting. The proposed amendments shall be discussed and voted on at the Annual Business Meeting. An affirmative vote of at least two-thirds of those present and entitled to vote is required for passage of the amendment.

"Bylaws"

I. Membership and Dues

1. Annual Dues for all classes of membership shall be determined by the Executive Committee and voted on by The Association at the Annual Business Meeting.

2. Individual Membership

Any person who pays annual dues may become an individual member with all rights and privileges of membership. Individual members will receive the printed *AMERICAN JOURNAL OF POTATO RESEARCH* plus electronic access to the AMERICAN JOURNAL OF POTATO RESEARCH, the *AMERICAN POTATO JOURNAL*, the *PAA Insider*, and other publications authorized by the Executive Committee.

3. Student Membership

Any person enrolled in an accredited college or university is eligible for student membership. Students must have the signature or electronic acknowledgement of their Major Professor/Advisor to certify eligibility. Upon payment of annual dues student members shall receive electronic access to the *AMERICAN JOURNAL OF POTATO RESEARCH*, the *AMERICAN POTATO JOURNAL*, the PAA Insider, and other publications authorized by the Executive Committee.

4. Sustaining Membership

Sustaining membership may be granted to any person, firm, association or organization upon payment of Sustaining Membership dues and shall receive for a period of one year the *AMERICAN JOURNAL OF POTATO RESEARCH*, with electronic access to it and the *AMERICAN POTATO JOURNAL*, the *PAA Insider*, and other publications authorized by the Executive Committee. Participation in The Association affairs requires that one individual be designated as representative for the Sustaining Membership. Sustaining members contribute their knowledge, expertise, and professional involvement to ensure the continued strength of The Potato Association of America and promote excellence in the potato. Membership benefits the individual and organization through public recognition of participation in The Potato Association of America, access to technical information through subscription to the publications, and discussions with the general membership at Annual Meetings.

5. Honorary Life Membership

Honorary Life Membership may be granted at the discretion of the Executive Committee to individuals who have made outstanding contributions to the interests of The Association or the potato industry. Not more than four new Honorary Life Members shall be elected at any Annual Meeting. Honorary Life Members are entitled to all membership rights and privileges, are not obligated to pay dues, shall receive for a period of one year the printed *AMERICAN JOURNAL OF POTATO RESEARCH* *at no cost, shall have* lifetime electronic access to the *AMERICAN JOURNAL OF POTATO RESEARCH*, *the* *AMERICAN POTATO JOURNAL,* the *PAA Insider*, and other publications authorized by the Executive Committee. In the second and subsequent years the printed AMERICAN JOURNAL OF POTATO RESEARCH will be available at cost recovery. Biographies of newly elected Honorary Life Members shall appear in the official publications of The Association following their election at the Annual Meeting.

6. Emeritus Membership

Emeritus membership status may be granted to any person who pays the appropriate dues, has previously held an individual membership, and has retired from their professional position. Emeritus members are entitled to all membership rights and privileges and shall receive the *PAA Insider,* electronic access to the *AMERICAN JOURNAL OF POTATO RESEARCH*, the *AMERICAN POTATO JOURNAL*, and other publications authorized by the Executive Committee.

II. American Journal of Potato Research and Other Publications

1. Editorial Board

The editorial policies governing publication of the *AMERICAN JOURNAL OF POTATO RESEARCH* shall be vested in an Editorial Board consisting of an Editor-in-Chief, Cover Editor, Statistical Consultant, Spanish Translation Editor, and such Senior and Associate Editors as may be nominated by the Editor- in-Chief. The Editorial Board shall have authority to accept any manuscript deemed worthy of publication.

The policies governing publication of the *PAA Insider* and the PAA web pages shall be vested in the Newsletter Editor and the Executive Committee.

2. Editor-in-Chief

The Editor-in-Chief shall serve as Chair of the Editorial Board, will be responsible for oversight of the *AMERICAN JOURNAL OF POTATO RESEARCH*, will provide to the Executive Committee at each PAA Annual Meeting a slate of nominees for the Editorial Board, and serves as Chair of the Outstanding Paper Award Committee.

3. Mailing Charges and Back Numbers

Arrangements for pricing for sale of back volumes and issues of the *AMERICAN POTATO JOURNAL* and the *AMERICAN JOURNAL OF POTATO RESEARCH* through Volume 84 (2007) shall be determined by the Treasurer, Finance Committee, and Administrator with the approval of the Executive Committee. Pricing for other publications are under no restrictions and will be determined by the Executive Committee.

III. Duties of Executive Committee

1. President

The President shall preside at the Annual Business Meeting, general sessions of The Association, and shall serve as Chair of the Executive Committee. The President shall appoint members of the Standing and Ad Hoc Committees.

2. President-Elect

The President-Elect shall assume the duties of the President in the absence or incapacity of the President and shall coordinate the activities and functions of all committees. The President-Elect shall assist the President and Secretary in developing agenda items for the Executive Committee and Annual Business Meetings, and shall prepare and present the Host recognition at the Annual Business Meeting. ***The President-Elect shall also serve as Chair of the Local Arrangements Advisory Committee.**

3. Vice-President

The Vice-President shall assume the duties of the President-Elect in the absence or incapacity of the President-Elect and shall chair the Membership Committee and oversee all membership recruitment activities. The Vice-President shall also chair and provide oversight of the Constitution and Bylaws Committee.

4. Secretary

The Secretary shall keep the records of Executive Committee meetings, Annual Business Meetings, and any special meeting of The Association, shall make necessary arrangements for the Annual Meeting or other meetings at the direction of the Executive Committee, and with the President shall prepare the agenda for the Annual Business Meeting. The Secretary shall serve as Chair of the Program Committee.

5. Treasurer

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to The Association and shall deposit all monies and other valuable effects in the name of and to the credit of The Association in such depositories as designated by the Executive Committee. The Treasurer shall disburse the funds of The Association as ordered by the Executive Committee, taking proper vouchers for such disbursements and shall render to the President and Executive Committee whenever they require it, as well as to the Annual Business Meeting, an account of all transactions.

6. Past President

The immediate Past President shall chair the Honorary Life Membership and Nominating Committees, shall solicit nominations, and shall oversee the voting for new officers at the Annual Business Meeting. The Past President acts in an advisory role to the President.

7. Directors

The Directors shall assist the President and other officers with their respective duties by providing input and opinion. The Directors may be directed to perform Association-related activities and special projects as directed by the President or other members of the Executive Committee with approval of the President. Directors are voting members of the Executive Committee and their participation in Executive Committee meetings is necessary to provide a quorum

8. Chair of the Finance Committee

The Chair of the Finance Committee monitors and projects the financial status of the PAA. Working with the Finance Committee, the Chair evaluates and recommends on The PAA's monetary matters as to their effects on the financial health of The Association. ***The Chair also oversees the financial health of the Contingency Fund.** At the request of the President, the Chair with the Finance Committee independently reviews periodic audits.

IV. Administrator

The Administrator is employed at The Association's expense and is under the supervision of the Executive Committee to facilitate the business of The Association. The Administrator shall keep current records of membership categories and dues, maintain and update The Association website, serve as Editor of the PAA Insider, and perform other duties that pertain to the position. The Administrator shall be an ex-officio, non-voting member of the Executive Committee.

The Executive Committee shall appoint the Administrator. An annual evaluation of the Administrator will be conducted by a committee chaired by the PAA President and including the Past President, President Elect, and Vice President. The evaluation will follow the format similar to the University of Maine Human Resources Department and will be completed before the second meeting session of the Executive Committee at each PAA Annual Meeting. The Secretary will maintain a record of the evaluation and pass records along to the President Elect.

V. Executive Committee

The Executive Committee shall act for The Association in the interim between Annual Meetings, shall fix the date of the Annual Meeting in agreement with the Local Arrangements Committee, shall consider matters of general policy in The Association, and shall present their recommendations at the Annual Business Meeting. The Executive Committee shall meet prior to the Annual Meeting or at other times approved in Article V, Section 2, of the Constitution.

VI. Quorum

Ten members of The Association shall constitute a quorum for the transaction of business at the Annual Business Meeting or special meeting for which at least thirty days notice shall have been given to the membership.

VII. Standing Committees

1. Program Committee

This committee, appointed by the President, shall be chaired by the Secretary of The Association. This committee shall schedule the Annual Business Meeting, meeting program including symposium, presented paper sessions, section meetings, and other functions at the Annual Meeting. The Secretary shall receive titles and abstracts of papers to be presented at the Annual Meeting, arrange the program, and prepare copies of the abstracts of papers for distribution at the Annual Meeting. The Secretary shall maintain a schedule of approved and requested symposia and periodically review symposium guidelines.

2. Nominating Committee

This committee shall consist of the five Past Presidents with the Immediate Past President as Chair. This committee shall present to the Association two (2) nominees for the office of Vice-President, and two (2) nominees for each Director position needed. This slate of nominees shall be presented with sufficient notice to allow for elections to occur prior to the Annual Business Meeting of the Association. The Nominating Committee shall solicit recommendations for nominees from the membership and no member’s name shall be placed on the ballot by the Nominating Committee without his/her written consent.

3. Membership Committee

This committee, appointed by the President, shall be chaired by the Vice-President and shall consist of the Vice-President and four members, geographically distributed throughout North America and elsewhere as needed. The Membership

Committee shall be responsible for membership recruitment and for all issues related to The Association membership.

4. Finance Committee

This committee, appointed by the President, shall work with the Treasurer on monetary matters, recommend financial policy, and submit a report including a proposed budget at the Annual Business Meeting.

5. Local Arrangements Advisory Committee

This committee, appointed by the President and chaired by the President-Elect, shall be composed of the last three Local Arrangement Committee chairs, co-chairs, or their designee. This committee will review and revise the guidelines of the Local Arrangements Committees and offer recommendations to the Executive Committee on issues pertaining to Annual Meetings of The Association.

6. Honorary Life Membership Committee

This committee shall be composed of the President, President-Elect, Vice-President, Immediate Past President, the five Directors, and the two most recent Past Presidents. The Immediate Past President shall serve as chair of the committee. This committee will receive and review the nominations submitted for Honorary Life Memberships each year.

7. **Site Selection Committee**

The Site Selection Committee shall be composed of a chair, four (4) most recent chairs of the Local Arrangements Committee, current Local Arrangements Committee chair, and two (2) future Local Arrangements Committee chairs. The chair of the committee will be appointed from the Directors of The Association by the President and will have a set term of three (3) years. The Director may be appointed Chair of the committee in their first, second or third year of their term and serve as the committee Chair for the full three (3) years. The committee shall develop and maintain guidelines, procedures and process for determining future sites of Annual Meetings of The Association. Recommended sites shall be submitted for a minimum of three (3) and a maximum of five (5) years ahead of the Annual Business Meeting for approval by the Executive Committee and acceptance at the Annual Business Meeting. This committee shall review and offer recommendations to the Executive Committee on issues pertaining to Annual Meeting Site selections.

8. Endowment Committee

The Endowment Committee, appointed by the President, shall develop guidelines, procedures, and programs for the receipt of donations and other funds for investment in the PAA Endowment accounts. This committee shall review and make recommendations to the Executive Committee on special accounts in honor of individuals or organizations within the PAA Endowment accounts.

9. Frank L. Haynes Graduate Student Research Competition Award Committee

The Frank L. Haynes Graduate Student Research Competition Award Committee Chair, appointed by the President, shall select additional committee members representing the subject matter areas of The Association. This committee shall develop the guidelines, procedures, and process for promoting graduate student participation in The Association through presentation of research papers at the Annual Meeting. Student presentations shall be evaluated by this committee and awards presented at the Annual Meeting Awards Banquet.

10. Outreach Committee

The Outreach Committee, appointed by the President, shall develop and maintain a website providing information to describe and promote The Association and the potato. This committee shall be responsible for developing other audio/visual materials, posters, display boards, etc, to advertise and promote PAA at other meetings and assemblies.

11. International Relations Committee

This committee, appointed by the President, shall be responsible for maintaining communications and working relationships with professional societies and international potato organizations, shall report to the membership on meetings and other international activities related to potatoes, and shall encompass the guidelines and activities of the current EAPR/PAA Liaison and PAA Vision Implementation Committees.

12. Constitution and Bylaws Committee

This Committee, appointed by the President, shall be chaired by the Vice-President and shall consist of the Vice-President, one current member and one previous member of the Executive Committee, and one member of the general membership. This committee shall be responsible for the periodic review of the Constitution and Bylaws of the organization and shall recommend necessary and appropriate revisions.

13. Symposium Committee

This committee, appointed by the President, shall be chaired by the Secretary of The Association. This committee shall consist of one representative from each PAA Section, one representative from the current Local Arrangements Committee, Chair of the Finance Committee, Treasurer, and the past, present and future Section Symposium Committee Representatives. The committee shall coordinate the symposium schedule and work with Sections in developing symposium proposals. This committee shall also work with symposium-sponsoring Sections to comply with the current symposium guidelines and symposium planning timeline.

VIII. Miscellaneous

1. Fiscal Year

The fiscal year of The Association shall be from January 1 to December 31.

2. Liability

The liability of an officer or member shall be no greater than the amount of the dues paid by the member for the current year.

3. Amending Bylaws

These bylaws may be amended as described in Article XI, Section 2, of the Constitution.