

ACE Constitution
Updated and Ratified on October 30, 2018

Article I — Name

Section 1. The legal name of this organization will be Association for Communication Excellence in Agriculture, Natural Resources, and Life and Human Sciences (hereinafter referred to as ACE).

The association is legally registered in the State of New Hampshire with the Department of State as of 1/05/2018. The office address for incorporation is 59 College Road, Taylor Hall, Durham, NH 03824, USA. The organization is formed as a non-profit 501(c)(3) with a business ID #785510.

Offices for conducting the business of the organization will be at North Grove Corporate Park, 8120 N. Lehigh Avenue, Suite 100, Morton Grove, IL 60053.

The fiscal year of the association will be July 1 – June 30.

Article II — Organization

Section 1. Mission.

ACE develops professional skills of education, government, and research communicators and information technologists to extend knowledge about agriculture, natural resources, and life and human sciences to people worldwide. ACE derives its basic mission from the longstanding experience of land-grant universities within the United States, the U.S. Department of Agriculture, and equivalent institutions in other countries in delivering necessary information for improving the lives of all citizens.

Section 2. Objectives

To aid the delivery and use of practical ideas and services, and to increase the professionalism and ability of communicators, ACE will exist as a nonprofit organization to further the following objectives:

- a. Foster research in communication processes.
- b. Study and evaluate the effectiveness of ongoing information and education activities of public institutions.
- c. Provide forums for discussion of public issues related to the dissemination of agriculture, natural resources, life and human sciences, and related information.
- d. Provide or encourage the development of workshops, courses, and other educational activities aimed at increasing the skills of professional communicators in serving the needs of people and the institutions we represent.

- e. Stimulate and encourage innovation by members of public institutions, the various news media, and private industry in furthering a two-way flow of information with various audiences.
- f. Lead or assist in producing and distributing information in appropriate media to meet the needs of communicators and the people they serve.
- g. Establish criteria of professionalism for members and encourage universities, government agencies, and others to apply these criteria as guidelines in recruiting, employing, and promoting their communicators.
- h. Cooperate with other organizations and industries in furtherance of the ACE mission.
- i. Position members as strategic communications leaders within their institutions or organizations.
- j. Maintain and encourage a high standard of ethics among members in the practice of the profession.
- k. Archive and preserve important documents and materials in the field of agriculture, natural resources, and life and human sciences.

Section 3. Definitions

Members - A "Member" is an individual having a Membership status in the Association in accordance with the Articles of Incorporation and this constitution.

Board of Directors - The "Board of Directors" is the group of persons, including officers and directors, vested with the authority and responsibility to manage the affairs of the Association.

Article III — Membership

Section 1.

Membership in ACE will consist of:

- a. Professional Member. Any single person will be eligible for professional membership whose duties consist wholly or mostly of preparing agriculture, natural resources, life and human sciences, or related educational information in any medium or of furthering the technology of communications, and who is connected with a publicly supported university or other institution or with a unit of federal, state, or provincial government. Professional membership also includes any person with a professional interest in agriculture, natural resources, life and human sciences, or related communications.

- b. Institutional Membership. The institutional membership categories offer organizations an opportunity to engage their departments as a group while still providing each member with ACE professional membership benefits. The Institutional members must all be employed or working within the same organization. The institution may replace “members” within the year if there are new employees in their organization. Renewal will be annual for the group. An administrative member is designated to manage the group and registers each member annually. Each member is considered and receives all the benefits of professional membership directly including communications and member pricing for the annual conference. Each member of the Institutional group is eligible to vote and may serve as an officer or director. Institutional members are eligible to participate in the C&A Awards.

- c. Student/Recent Graduate Member. Any person who is a full-time undergraduate or graduate student, or has graduated within the last two years, will be eligible for student/recent graduate membership.

- d. International Chapter. The chapter membership is designated for developing countries where budgets and salaries preclude paying individual memberships. We accept a developing country as defined by the World Bank. The representative provides a list of communications and technology professionals qualified for membership (working in information and technology units of agricultural education, research, and development institutions). This group of persons have 'chapter member' status, and receive the equivalent of one individual membership (e.g., one vote in ACE elections and one set of ACE materials that can be duplicated for wider distribution in the country). Chapter members are eligible to participate in the Critique and Awards (C&A) program and meetings and conferences at the professional member rate, but cannot be officers or directors of the ACE Board. It does not imply a lesser professionalism or skill level on the part of the members from charter-status countries. Chapter status for a country does not preclude individuals in that country from applying and paying for an individual professional membership.

- e. Retired Member. Any member who has retired from employment is eligible for retired membership on the membership application form for the next membership year.

- f. Life Member. Any retired member who is eligible for retired member status and who has at least 10 years of membership in ACE may apply to become a life member. Life membership will take effect upon approval by the ACE Board.

No partial-year memberships exist.

Section 2. Rights of Members.

- a. Voting. Each member of ACE will have one vote in all organization-wide and appropriate elections and meetings of ACE. The one exception is that life members are not eligible to vote on increases in dues because they no longer pay dues.
- b. Officers. The privilege of serving as an officer will be restricted to professional members.
- c. Directors. The privilege of serving as director is restricted to professional members, with the exception of the retiree director, who must be a retired or life member.

Section 3. Membership Eligibility.

The ACE Board will have the authority to review and determine the eligibility of all applicants for membership in the various classes defined in this article. No individual may be denied membership on the basis of race, national origin, religion, sex, disability, marital status, veteran status, or sexual orientation. Each member will belong to only one membership group.

Member Ethics Policy.

Each member agrees to uphold the ethics policy of ACE as outlined in the Policy and Procedure Manual. A breach in ethics may result in suspension or revocation of membership.

Article IV — Dues

Section 1. Initiation Fee.

There will be no initiation fee.

Section 2. Member Dues

Professional Member Dues. The annual dues for professional members will be an amount defined by the ACE Board. Changes in dues must be approved by a majority of the dues-paying membership voting at any annual business meeting of ACE, or by a majority of the dues-paying members voting if the vote is carried out electronically as appropriate. The ACE Board will determine if the vote is to be at the annual meeting or conducted electronically.

Institutional Membership Dues

This membership category provides for transferrable membership, a combined fee by number of members and allows for some discounts for institutions bringing groups into the association.

Student/Recent Graduate Member Dues.

The annual dues for student/recent graduate members will be one-half of the full annual dues for professional members.

Retired Member Dues.

The annual dues for retired members should be payments towards a life membership.

Life Member Dues.

Life membership dues can be paid with three retiree annual payments or one single Life dues payment. Life members pay no annual dues.

Section 3. Termination of Membership

A member may resign at any time, but will not be entitled to receive a refund for any fees or dues paid. Resignation will become effective upon receipt by the Board of Directors and/or the ACE office.

Membership in the Association shall terminate in 60 days if the member fails to make renewal payment of dues or other obligations.

Section 4. Members on Military Leave.

Members of ACE who are on leave for active duty with the Armed Forces will be considered dues-paid members and will be carried on the rolls of ACE until the tour of duty ends.

Article V — ACE Board of Directors

Section 1. ACE Board Definition.

The ACE Board will consist of the five officers and six directors. Members of the Board of Directors must be Professional Members in good standing. The exception is the Retirees Director who is also in good standing.

Section 2. Term of Office for Officers.

The officers of ACE will consist of a president, president-elect, vice president, treasurer, and past president. Officers, except the treasurer who is appointed, will be elected by professional membership and must remain current members throughout their terms.

- a. President. The president will serve for one year, having previously served as president-elect. The president will not be eligible to serve two consecutive full terms as president.
- b. President-elect. The president-elect, having previously served as vice president, will serve for one year, following which the president-elect will automatically become president. The president-elect will not be eligible to serve two consecutive full terms as president-elect.
- c. Vice President. The vice president will serve for one year, following which the vice president will become president-elect. The vice president will have been a professional member in good standing of ACE for at least four consecutive years

immediately before assuming office. The vice president will not be eligible to serve two consecutive full terms as vice president.

- d. **Treasurer.** The Treasurer will be appointed by the president and president-elect to serve a three year term. The treasurer provides leadership for ACE financial planning and review. The treasurer must be a professional member for a minimum of four years prior to appointment. The treasurer is not eligible to serve two consecutive terms.
- e. **Past President.** Term of office for the past president normally is one year. In the case of a vacancy in that office, the current president may ask a previous past president to serve out the remainder of a term.

Except as otherwise noted, 'year' means from the close of one annual business meeting to the close of the next. An officer or director who is elected or appointed to fill an unexpired term created by a vacancy will not be considered to have served a full term.

Section 3. ACE Directors.

ACE has six directors on the Board. All must remain professional members throughout their terms of office, with the exception of the retiree director. Each director will be responsible for carrying out the following duties, leading appropriate committees, regularly communicating with members, soliciting their input, appropriately managing group funds, and helping identify nominees for director-elect.

With the exception of the retiree director, directors will be elected through a vote by all ACE members. The retiree director will be elected by vote of the retired and life members. All directors serve as director-elect for one year upon election then serve a two-year term.

- a. Member Services Director will be responsible for sustaining the membership; retaining members; organizing orientation, mentoring and other services for new members; and working with state representatives and international members on membership and services issues.
- b. Professional Development Director will be responsible for all forms of professional development, including conferences, workshops, institutes, online learning, and other professional training and development programs. The professional development director or a designee will serve on the annual conference program committee.
- c. Marketing Director will be responsible for new membership campaigns and development. This director is also responsible for working to increase positive visibility for ACE in the communications and IT professions and to seek partnerships with other organizations.

- d. Learning Communities Director will be responsible for ensuring that all Learning Communities are active and have effective leadership, and represent the needs and interests of Learning Communities before the Board.
- e. Research Director will be responsible for contributing to the advancement of ACE by conducting or commissioning research to address the organization's priorities and needs. This director also will serve as the liaison between the Academic and Research Learning Community, Journal of Applied Communications (JAC) editorial board and JAC editors, and the ACE Board.
- f. Retiree Director will be responsible for ensuring that retired and life members are kept abreast of ACE happenings and encouraged to participate in and lead ACE activities.

Section 4. Directors-elect.

Directors-elect will be elected to serve during the second year of a director's term to aid in program development and continuity. Directors-elect are expected to join in deliberations of the ACE Board as soon as they are elected. Directors-elect are encouraged to attend meetings and serve on Board task forces and subcommittees, they have a voice but will not have voting privileges. The director-elect will assume the duties of director should the director be unable to fulfill the duties of that office.

Article VI. ACE Board of Directors: Duties

Section 1. ACE Board of Directors.

The ACE Board will direct the policies of ACE in accordance with the ACE mission. The ACE Board will be the authority on interpreting the ACE Constitution and will maintain a policy and procedure manual for the daily management of the association.

The Board of Directors does not receive compensation for their services but may be reimbursed expenses. If the association is sufficiently financially stable to afford to do so, the Board may vote to reimburse Board members for travel expenses or waive Board members fees for participation at events. Board members will be expected to pay annual membership dues.

Indemnification. Every director, officer, employee of ACE and such others as specified from time to time by the Board of Directors, shall, to the extent of insurance coverage held by and available to ACE, be indemnified against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with the defense of any proceeding to which they may be a defendant or respondent by reason of being or having been a director, officer, or employee, or any settlement thereof, whether the person is a director, officer, or employee at the time such expenses are incurred, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of ACE, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct

was unlawful. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which the indemnified may be entitled.

This Constitution shall be interpreted according to the laws of the State of Illinois.

No policy may be adopted that is not in keeping with the educational and scientific purposes of ACE as a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Officers.

a. President.

- 1) The president will preside at all meetings of ACE and of the ACE Board of Directors. The president also will perform all other duties expected of a president or as prescribed by the ACE Board or by majority vote of ACE members, including appointing standing and ad hoc committees.
- 2) If the annual meeting is not held, the president will ensure that elections are completed and incoming officers and directors installed not later than August 31 of the year in which the annual meeting is skipped.
- 3) The ACE president should consider joining other professional organizations to interact with other society presidents and have a broader voice on public policy issues.

b. President-elect.

The president-elect will preside in the absence of the president at all meetings of ACE and of the ACE Board, and will perform various other duties in case of absence or incapacity of the president or upon assignment by the president. The president-elect will lead the Critique and Award program process.

c. Vice President.

The vice president will assist with all duties as assigned by the president throughout the year. The vice president will assume the duties of the president-elect if the president-elect is unable to perform his or her duties. This role will provide the opportunity for the newly elected officer to gain a fundamental knowledge of ACE operations, resources, and financial management objectives.

d. Treasurer.

The treasurer will be responsible for overseeing the finances of the organization, presenting an annual budget for approval to the Board of Directors and providing regular updates to the Board regarding year-to-date finances.

e. Past President.

The past president will assist with all duties as assigned by the president throughout the year and chair the Nominating committee.

Section 3. Directors.

Any professional member in good standing is eligible to run for director. Any retiree or life member is eligible to serve as retiree director. The person elected will serve a one-year term on the Board as a non-voting director-elect before assuming office as a director. Candidates must be informed of the duties, opportunities, and prohibitions of being a director-elect and director.

Article VII — Elections

Section 1. Eligibility for Office.

Board officers and directors of ACE will be chosen from among the professional membership, except for the retiree director. Candidates must have four years as a professional member in good standing in the organization prior to being nominated for a position on the Board.

Section 2. Order of election for Directors-elect.

The Professional Development, Marketing, and Research directors will be elected in even-numbered years. The Member Services, Learning Communities, and Retiree directors will be elected in odd-numbered years.

Section 3. Date of Elections.

Elections will be held based upon the completion of their terms on the Board. For Directors, the director-elect will move to the director position after one year and a new director-elect chosen. Elections will take place electronically with membership in February for the vice president and the appropriate directors-elect. If necessary, the Board will call for a special election at another time of the year to fill a vacancy.

Section 4. Nominating Committee.

The president will appoint a nominating committee of not less than three or more than five members, and the immediate past president will serve as chair. The committee will be responsible for finding eligible candidates for vice president and directors-elect. The committee will work with directors to find potential candidates for director-elect and, if necessary, communicate directly with members to find potential candidates. In seeking candidates for vice president, the nominating committee will consider all professional members in good standing of ACE for at least four consecutive years immediately prior to the election.

Section 5. Slate of Candidates. The nominating committee will present a slate of eligible candidates, consisting of two candidates for vice president and two for each director-elect vacancy, to the ACE Board for approval. The committee will seek a slate of candidates representing the diversity of the membership.

Section 6. Method of Voting.

ACE management will arrange to have appropriate ballots delivered to all members. Brief background information on each candidate will accompany the ballots, along with instructions for submitting them. The ballots will be counted and audited and the results reported to the ACE president. In case of a tie in the election for vice president or director-elect, a majority vote of the ACE Board will determine who will be certified as the winner.

Section 7. Vacancies.

In the event of the death, resignation, or ineligibility of a member of the ACE Board to complete his or her term of office, the senior member of the Board will oversee the replacement of a member to fill the unexpired term. Seniority will be as follows: president, president-elect, vice president, and past president. Seniority among directors will be on the basis of length of membership in ACE.

- a. In the interim between the occurrence of a vacancy and the election to fill that vacancy, the functions of the vacant office will be fulfilled by the next senior officer, director, or director-elect or an appointee approved by the Board.
- b. If the ACE Board decides by majority vote that a vacancy will not materially interfere with the proper functioning of ACE, filling of the vacancy may be postponed until a special election is called or until the next regularly scheduled election.
- c. A director may be nominated to be a candidate for vice president only in the second year of his or her term as director.

Article VIII — Appointed Leadership Roles

A variety of leadership roles are needed for the effective and efficient functioning of the association. The following will be appointed by the executive committee to fulfill specific roles in the organization. None of these leaders is considered a member of the Board of Directors.

Section 1. Curator.

The ACE Board will recruit and appoint an ACE curator whose duty it will be to maintain and share with the membership the archives of ACE. Term to be determined.

Section 2. Journal of Applied Communications (JAC) Editors.

The Board will appoint an executive editor and a managing editor for the Journal of Applied Communications who will solicit manuscripts, oversee the review process, and publish the online journal. These may be paid positions.

Section 3. Committees, Task Forces, Learning Communities, or Other Entities.

Any such leadership group that supports the educational and scientific purposes of ACE may be established by the ACE Board or voted by the membership. The objectives, organizational structure, and membership composition of each will be determined by the ACE Board or as set forth in the policy and procedure manual.

Section 4. State Representatives.

Each state, working with the Membership Director, will appoint one ACE member as its state representative, who will work on recruitment and retention of local members.

Section 5. Development Officer.

The development officer chairs the development fund committee, advises the annual conference committee, and sets guidelines and provides recommendations for sponsorship, grants, and fund raising opportunities.

Section 6. ACE Representative to Extension Committee on Organization and Policy (ECOP)/Experiment Station Committee on Organization and Policy (ESCOP) Communications & Marketing Committee.

A special representative will be assigned to support the efforts of ECOP/ESCOP and serve as a member of the committee. The representative will report to the ACE Board on initiatives and decisions relevant to the organization.

Section 7. ACE Representative to the Journal of Extension Board of Directors.

A special representative will be appointed to support the efforts of the Journal of Extension and to serve as a member of its Board of Directors. The representative will report to the ACE Board on issues, initiatives, and decisions relevant to ACE.

Article IX — Meetings

Section 1. Annual Conference

There will be an annual conference of the ACE membership.

- a. Place of Meeting. The location of the annual meeting will be reviewed by the ACE Board of Directors two or more years in advance. The Board will make recommendations and the management office will research locations and present options for vote.
- b. Date of Meeting. The date of the annual meeting will be determined by the ACE Board. The date and place of the meeting will be announced to the membership at least six months before the meeting is held.
- c. Program of Meeting. The Program Committee, working with the ACE president and Professional Development director, will determine the program. Workshops or other informational and educational activities in conjunction with the meeting may be considered and sponsored by ACE in cooperation with universities,

institutes, government agencies, and others in furtherance of the educational and scientific purposes of ACE.

- d. Meeting Expenses. The program committee will work with the management office to define and submit a proposed budget which will be part of the annual budget presented by the Treasurer to the ACE Board for approval prior to the fiscal year.

Section 2. Board Meetings.

The ACE Board will meet electronically on a monthly basis and convene at the annual meeting of ACE and possibly once more in person during the year. The Board may meet in person or electronically at such other times as called for by the president or upon the request of a majority of the Board members. Each Board member will be notified of any special meeting at least three days in advance, with a statement indicating time and place as well as information about the primary subject(s) to be considered.

Section 3. Other Meetings.

Any ACE group may convene regular or special meetings to further the educational and scientific purposes of ACE. Notice of such meetings will be sent in advance to each concerned member and other interested parties, as well as to the management office.

Section 4. Procedural Guide.

The usual parliamentary rules as laid down in 'Robert's Rules of Order', as newly revised, will govern all deliberations at business meetings of ACE, when not in conflict with the provisions of this constitution.

Article X — Quorum

Section 1. Annual Meeting.

The number of ACE members present at the annual business meeting will constitute a quorum of ACE. A majority vote of the members voting is considered an act of the membership, unless indicated otherwise elsewhere in this constitution. Proxy voting will not be permitted.

If the membership is voting electronically, a majority of those voting will constitute a quorum.

Section 2. ACE Board.

A majority of the voting members of the ACE Board will constitute a quorum of that body.

Section 3. Meetings of ACE Groups.

The number of ACE members present at a meeting or responding to an email inquiry by the leader of one of these groups will constitute a quorum of that group.

Article XI — Organization Funds

Section 1. Tax-exempt Status.

Notwithstanding any other provisions of these articles, ACE will not carry on any activities prohibited by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding revisions of any future United States Internal Revenue Law).

Section 2. Acceptance of Funds.

- a. ACE may accept gifts, bequests, donations, grants, or funds for any purpose within the scope of its objectives. No part of the funds of ACE will inure or be distributed to the members of ACE, except that ACE will be authorized and empowered to pay reasonable compensation for services rendered and to provide awards, scholarships, and other incentive programs to further the objectives and purposes of ACE and to improve communicators' services to people.
- b. No gift, bequest, donation, grant, or fund received by ACE will in any way imply a preference for any product or service marketed by any corporation or other entity that has provided funds or in-kind services to ACE.

Section 3. Budget.

The Board of Directors shall adopt in advance of the next fiscal period an annual operating budget based on annual strategic planning and covering all activities of ACE.

Article XII. Dissolution

Section 1. Dissolving ACE.

ACE may be dissolved upon a two-thirds majority vote of all members voting in an official vote.

- a. Upon dissolution of ACE, any assets not required for payment of its liabilities and obligations and not held upon conditions requiring return, specific transfer, or conveyance upon dissolution, will be paid over and transferred to one or more corporations, societies, or organizations engaged in activities substantially similar to those of ACE and that are exempt under Section 501(c)(3) of the Internal Revenue Code.
- b. The ACE Board in office at the time of dissolution will select the organization(s) for transfer of ACE's assets and funds, provided each organization selected meets the criteria in Article XII, Section 1, a.

Article XIII — ACE Policy & Procedures Manual

Section 1. The ACE Board of Directors may adopt policies and procedures to set forth basic operating guidelines for any activity, purpose, or structure to meet ACE objectives.

Section 2. No policy provision may conflict with this constitution.

Section 3. Policy and procedures may be adopted or amended by a majority vote of the ACE Board of Directors, by a majority vote of members voting.

Section 4. Policy changes may be proposed by any ACE member in good standing, in writing to the ACE Board.

Section 5. The ACE management office will maintain the master set of policy and procedures together with the ACE constitution, and the ACE president will notify ACE members of approved changes to the policy and procedure manual.

Article XIV — Amendments

Section 1.

This constitution may be amended only by a two-thirds vote of all members present and voting at any annual business meeting of ACE or, if the membership is canvassed on a proposed amendment or amendments electronically, by a two-thirds vote of all members voting. Notification of proposed amendments to the constitution will be sent to the last recorded address of each member at least 30 days prior to the date of the meeting or the deadline for return of ballots.

Section 2.

Any proposed amendments that receive a positive vote of the membership will take effect immediately, unless the motion to adopt contains a proviso that says otherwise. Any proposed amendment on which a majority of the voting members vote 'no' may not be reintroduced until the next official business meeting.

Section 4.

The ACE president will notify ACE members of approved amendments.

Section 5.

Any change(s) required by the Internal Revenue Service to maintain the status of ACE as an educational and scientific organization under Section 501(c)(3) of the Internal Revenue Code will automatically be deemed a fully approved amendment to the constitution and policy and procedure manual of ACE. Notice of such change(s) and reasons for the change(s) will be provided to each member of ACE along with revised text of the constitution.

Article XV — Date of Effectiveness

Original constitution adopted June 25, 1915, Madison, Wisconsin, and subsequently amended. Last amended by membership vote on October 30, 2018.