

## **A003 BOARD OF DIRECTORS OF THE AMERICAN SOCIETY OF AGRONOMY**

A. Status: Governing Body of the American Society of Agronomy.

B. Composition and Tenure:

Individuals serving on the Board of Directors must hold the Active membership category or another category having the same privileges as active membership (Emeritus, Corporate, Certification), or graduate student membership in the case of the Graduate Student Representative. The Board of Directors of the American Society of Agronomy consists of the following members, serving for the terms indicated:

President, President-Elect, and immediate Past President of ASA. The President of ASA serves as the presiding officer of the Board. If he/she is unable to serve at a particular meeting, the ASA Past President serves in this capacity. If the Past President is not able to serve, the President-Elect serves as Presiding Officer pro tem.

One elected member representing each of the Sections of ASA, each serving for a term of three years. Section Nomination Committees prepare the slate of candidates. If a Section Board Representative is unable to attend a meeting, the Section Presiding Chair or Vice Chair may represent the Section at the meeting and vote on all matters that come before the Board of Directors. If a Section Board Representative is unable to complete the term of office, the Section shall be represented by the other candidate on the ballot. If both the elected Representative and the alternate are unable to serve, the Section Presiding Chair or Vice Chair shall serve as the Section Representative on the Board.

One elected member representing ASA's International Certified Crop Advisers Program, serving for a term of three years. Nominees for this position are solicited from the ICCA Executive Committee, acting on behalf of the ICCA Board. If the ICCA Representative is unable to complete the term of office, the other candidate on the ballot shall fill the position.

One elected Finance Representative, serving for a term of three years. Nominees for this position are solicited from the Section Presiding Chairs and Vice Chairs. The Finance Representative will serve as Chair of the Budget and Finance Committee. If the Finance Representative is unable to complete the term of office, the other candidate on the ballot shall fill the position.

One elected Industry Representative from the Corporate Membership category, serving for a term of three years. Nominees for this position are solicited from the Membership and Society Identity Committee. If the Industry Representative is unable to complete the term of office, the other candidate on the ballot shall fill the position.

One elected Early Career Representative, within 5 years of degree completion, serving for a term of three years. Nominees for this position are solicited from the Early Career Committee. If the Early Career Representative is unable to complete the term of office, the other candidate on the ballot shall fill the position.

One elected Graduate Student Representative from the Graduate Student Membership category, serving for a term of one year. Nominees for this position are solicited from the Graduate Student Membership Committee. If the Graduate Student Representative is unable to complete the term of office, the other candidate on the ballot shall fill the position.

The Editor-in-Chief serves as an ex officio member, without vote, for the duration of his/her term in that position.

The Program Planning Officer serves as an ex officio member, without vote, for the duration of his/her term in that position.

The Chair of the Agronomic Science Foundation serves as an ex officio member, without vote, for the duration of his/her term in that position.

The Chief Executive Officer serves as an ex officio member, without vote, for the term of employment in that position.

The term of office for Directors begins on January 1 and ends on December 31.

An officer or director may be removed from office for cause by a two-thirds majority vote of the Board of Directors.

C. Functions:

1. To serve as the supreme policy-making arm of the Society as directed by the ASA Bylaws. Except for those matters which the Bylaws specify are under the direct authority of the membership of the Society or are specifically designated as responsibilities of stated Society officers, the Board of Directors establishes the policies and revises them when it deems advisable.
2. To have, hold, and administer all property and funds of the Society, in conformity with the Articles of Incorporation and Bylaws.
3. To engage the Chief Executive Officer and other employees as may be needed; however, instead of employing personnel, ASA has an agreement with the Alliance of Crop, Soil, and Environmental Science Societies (ACSESS) to handle its operational activities on a cost input basis.
4. To continually reassesses the current operations and the future role of the Society and of agronomy as a profession. This includes updating the strategic plan annually and monitoring the plan's progress.
5. To meet twice per year (traditionally in the Spring and at the annual meeting) to conduct Society business. The Board also holds conference calls on a regularly scheduled basis. Agendas and other pertinent documents are posted on the Board website [www.agronomy.org/about-society/committees/boards/a003](http://www.agronomy.org/about-society/committees/boards/a003) prior to each meeting/conference call. Minutes from Executive Committee and Board of Directors meetings/conference calls are posted on the Board website as well as the Society website [www.agronomy.org/about-society/executive-committee-minutes](http://www.agronomy.org/about-society/executive-committee-minutes). Roberts Rules of Order will be used as a guide for conducting Board of Directors meetings.

In a meeting of any format, fifty percent of the voting members of the Board shall constitute a quorum for voting. Official action by the Board is based on a majority vote of the voting members of the Board present in a meeting of any format. Exceptions to this are:

- two-thirds majority vote of the voting members of the Board required to remove an officer or Director.

- two-thirds majority vote of the voting members of the Board required to terminate an Editor-in-Chief.
  - two-thirds majority vote of the voting members of the Board required to terminate an Editor.
  - two-thirds majority vote of the voting members of the Board required for selection of Honorary Members
  - two-thirds majority vote of the voting members of the Board required to terminate a Section
- With the exception of the Annual Meeting of the entire Society, ASA will pay expenses for Board members to attend Board of Director meetings and other meetings where the individual is performing official duties on behalf of the Society.

6. To review actions taken on its behalf by the Chief Executive Officer and the ASA Executive Committee and, if necessary, take supplementary action on behalf of the Society.

D. Section and other Representatives on the ASA Board of Directors:

1. Reports pending Board of Directors activity and actions at annual Section business meeting. Collects Section consensus on issues pending Board of Directors action.
2. As appropriate, reports Section discussions, actions, and resolutions to the ASA Board of Directors.
3. At the Board of Directors meeting during the Annual Meeting, provides the names of nominees for the upcoming ballot for Section Vice Chair and, when appropriate, Section Representative to the Board of Directors.
4. In conjunction with Section Presiding Chair and Vice Chair, develops procedure to ensure Section web pages are kept up-to-date.
5. Other activities as directed by the Section, Board of Directors, or Executive Committee.

E. Committees

Board members may be asked to serve on one or more of the following Board committees: Organization, Policy and Bylaws Committee; Budget and Finance Committee; Reinvest ASA Committee; Science Policy Committee.

The President, President-Elect, and Past President, along with voting Board members not represented through Sections (Early Career, Finance, Industry, Graduate Student, and ICCA Reps.), will serve on the Nominations Committee. Section Presiding Chairs also serve as members of the Nominations Committee.

F. President's Responsibilities:

The ASA President:

1. Schedules all regular meetings of the Board and any special meetings that may be required for the transaction of Society business, in coordination with the Chief Executive Officer.
2. Serves as the Presiding Officer at the ASA Board meetings.
3. Prepares the agenda for Board meetings, in cooperation with the Chief Executive Officer.
4. Authorizes the President-Elect to review, correct, and tentatively approve the minutes of Board meetings, as organized and submitted by the Chief Executive Officer. The full Board will formally approve the minutes at the next conference call/meeting.

5. Refers to the Board any pertinent recommendations received from members or Committees of the Society that are intended for action by the Board.
6. Implements actions approved by the Board.
7. Reports all actions taken by the President and by the Chief Executive Officer to the ASA Board of Directors for its information and its further action, if needed.

## **What Does it Mean to Be on the Board of Directors for ASA?**

(adopted by the ASA Board of Directors on December 7, 2011)

### **Board of Directors Responsibilities (*what you do*):**

- Become familiar with core values, mission, and goals (described in the strategic plan), policies, programs, strengths, and needs of the organization.
- Maintain financial stability while ensuring opportunities for long term growth.
- Develop strategic direction and specific goals related to achieving the mission.
- Evaluate the success of services toward achieving the mission and goals.
- Ensure an annual external review of the organization's compliance with known existing legal, regulatory, and financial reporting requirements.
- Approve and regularly review board policies.
- Approve the budget annually.
- Assess financial performance in relation to the budget.
- Ask timely and penetrating questions at board meetings.
- Become 100 % committed to supporting decisions made by the board, even when you do not fully agree with the decision.

### **Board of Directors Expectations (*how you do it*):**

- Prepare for and participate in board and related committee meetings.
- Deliberate and make decisions through the lens of the mission and goals of the organization.
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate.
- Respectfully listen to the perspectives and opinions of other board members.
- Serve the organization as a whole rather than any individual group.
- Be mindful of organizational structure and the board's relationship with the CEO.
- Maintain confidentiality of all matters as required.
- Avoid even the appearance of a conflict of interest. Disclose possible conflicts immediately.
- Adhere to meeting ground rules.