

**BY-LAWS
of the
AMERICAN PEANUT RESEARCH AND
EDUCATION SOCIETY, INC.**

ARTICLE I. NAME

Section 1. The name of this organization shall be "AMERICAN PEANUT RESEARCH AND EDUCATION SOCIETY, INC."

ARTICLE II. PURPOSE

Section 1. The purpose of this Society shall be to instruct and educate the public on the properties, production, and use of the peanut through the organization and promotion of public discussion groups, forums, lectures, and other programs or presentation to the interested public and to promote scientific research on the properties, production, and use of the peanut by providing forums, treatises, magazines, and other forms of educational material for the publication of scientific information and research papers on the peanut and the dissemination of such information to the interested public.

ARTICLE III. MEMBERSHIP

Section 1. The several classes of membership which shall be recognized are as follows:

- a. Individual memberships:
1. Regular, any person who by virtue of professional or academic interests wishes to participate in the affairs of the society.
 2. Retired, persons who were regular members for at least five consecutive and immediately preceding years may request this status because of retirement from active employment within the peanut or academic community. Because of their past status as individual members and service to the society, retired member would retain all the right and privileges of regular individual membership.
 3. Student, persons who are actively enrolled as a student in an academic institution and who wish to participate in the affairs of the society. Student members have the all rights and privileges of regular members except that they may not serve on the Board of Directors. Student members must be proposed by a faculty member from the student's academic institution and that faculty member must be regular or retired member of the society.

- b. Sustaining memberships: Industrial organizations and others that pay dues as fixed by the Board of Directors. Sustaining members are those who wish to support this Society financially to an extent beyond minimum requirements as set forth in Section 1c, Article III.

Sustaining members may designate one representative who shall have individual member rights. Also, any organization may hold sustaining memberships for any or all of its divisions or sections with individual member rights accorded each sustaining membership.

1. Silver Level, this maintains the current level and is revenue neutral. Discounted meeting registration fees would result in revenue loss with no increase in membership fee. Registration discounts can be used as an incentive for higher levels of membership.
2. Gold Level, the person designated by the sustaining member would be entitled to a 50% discount on annual meeting registration. This benefit cannot be transferred to anyone else.
3. Platinum Level, the person designated by the sustaining member would be entitled to a 100% discount on annual meeting registration. This benefit cannot be transferred to anyone else.

Section 2. Any member, participant, or representative duly serving on the Board of Directors or a committee of this Society and who is unable to attend any meeting of the Board or such committee may be temporarily replaced by an alternate selected by such member, participant, or representative upon appropriate written notice filed with the president or committee chairperson evidencing such designation or selection.

Section 3. All classes of membership may attend all meetings and participate in discussions. Only individual members or those with individual membership rights may vote and hold office. Members of all classes shall receive notification and purposes of meetings, and shall receive minutes of all Proceedings of the American Peanut Research and Education Society, Inc.

ARTICLE IV. DUES AND FEES

Section 1. The annual dues shall be determined by the Board of Directors with the advice of the Finance Committee subject to approval by the members at the annual business meeting.

Section 2. Dues are receivable on or before July 1 of the year for

which the membership is held. Members in arrears on July 31 for the current year's dues shall be dropped from the rolls of this Society provided prior notification of such delinquency was given. Membership shall be reinstated for the current year upon payment of dues.

Section 3. A registration fee approved by the Board of Directors will be assessed at all regular meetings of the Society.

ARTICLE V. MEETINGS

Section 1. Annual meetings of the Society shall be held for the presentation of papers and/or discussion, and for the transaction of business. At least one general business session will be held during regular annual meetings at which reports from the executive officer and all standing committees will be given, and at which attention will be given to such other matters as the Board of Directors may designate. Opportunity shall be provided for discussion of these and other matters that members wish to have brought before the Board of Directors and/or general membership.

Section 2. Additional meetings may be called by the Board of Directors by two-thirds vote, or upon request of one-fourth of the members. The time and place shall be fixed by the Board of Directors.

Section 3. Any member may submit only one paper as senior author for consideration by the program chairperson of each annual meeting of the Society. Except for certain papers specifically invited by the Society president or program chairperson with the approval of the president, at least one author of any paper presented shall be a member of this Society.

Section 4. Special meetings in conjunction with the annual meeting by Society members, either alone or jointly with other groups, must be approved by the Board of Directors. Any request for the Society to underwrite obligations in connection with a proposed special meeting or project shall be submitted to the Board of Directors, who may obligate the Society as they deem advisable.

Section 5. The executive officer shall give all members written notice of all meetings not less than 60 days in advance of annual meetings and 30 days in advance of all other special meetings.

ARTICLE VI. QUORUM

Section 1. Those members present and entitled to vote at a meeting of the Society, after proper notice of the meeting, shall constitute

a quorum.

Section 2. For meetings of the Board of Directors and all committees, a majority of the members duly assigned to such board or committee shall constitute a quorum for the transaction of business. The Board of Directors and all committees may conduct meetings and votes by conference call or by electronic means of communication as needed to carry out the affairs of the Society.

ARTICLE VII. OFFICERS

Section 1. The officers of this Society shall consist of the president, the president-elect, the most recent available past-president and the executive officer of the Society, who may be appointed secretary and treasurer and given such other title as may be determined by the Board of Directors.

Section 2. The president and president-elect shall serve from the close of the annual meeting of this Society to the close of the next annual meeting. The president-elect shall automatically succeed to the presidency at the close of the annual meeting. If the president-elect should succeed to the presidency to complete an unexpired term, he/she shall then also serve as president for the following full term. In the event the president or president-elect, or both, should resign or become unable or unavailable to serve during their terms of office, the Board of Directors shall appoint a president, or both president-elect and president, to complete the unexpired terms until the next annual meeting when one or both offices, if necessary, will be filled by normal elective procedure. The most recent available past president shall serve as president until the Board of Directors can make such appointment.

Section 3. The officers and directors, with the exception of the executive officer, shall be elected by the members in attendance at the annual business meeting from nominees selected by the Nominating Committee or members nominated from the floor. The president, president-elect, and most recent available past-president shall serve without monetary compensation. The executive officer shall be appointed by a two-thirds majority vote of the Board of Directors.

Section 4. The executive officer may serve consecutive annual terms subject to appointment by the Board of Directors. The tenure of the executive officer may be discontinued by a two-thirds vote of the Board of Directors who then shall appoint a temporary executive officer to fill the unexpired term.

Section 5. The president shall arrange and preside at all meetings of the Board of Directors and with the advice, counsel, and assistance of the president-elect, and executive officer, and subject to consultation with the Board of Directors, shall carry on, transact, and supervise the interim affairs of the Society and provide leadership in the promotion of the objectives of this Society.

Section 6. The president-elect shall be program chairperson, responsible for development and coordination of the overall program of the education phase of the annual meeting.

Section 7. (a) The executive officer shall countersign all deeds, leases, and conveyances executed by the Society and affix the seal of the Society thereto and to such other papers as shall be required or directed to be sealed. (b) The executive officer shall keep a record of the deliberations of the Board of Directors, and keep safely and systematically all books, papers, records, and documents belonging to the Society, or in any wise pertaining to the business thereof. (c) The executive officer shall keep account of all monies, credits, debts, and property of any and every nature accrued and/or disbursed by this Society, and shall render such accounts, statements, and inventories of monies, debts, and property, as shall be required by the Board of Directors. (d) The executive officer shall prepare and distribute all notices and reports as directed in these By-Laws, and other information deemed necessary by the Board of Directors, to keep the membership well informed of the Society activities.

Section 8. The editor is responsible for timely publication and distribution of the Society's peer reviewed scientific journal, Peanut Science, in collaboration with the Publications and Editorial Committee.

Editorial responsibilities include:

1. Review performance of associate editors and reviewers. Recommend associate editors to the Publications and Editorial Committee as terms expire.
2. Conduct Associate Editors' meeting at least once per year. Associate Editors' meetings may be conducted in person at the Annual Meeting or via electronic means such as conference calls, web conferences, etc.
3. Establish standard electronic formats for manuscripts, tables, figures, and graphics in conjunction with Publications and Editorial Committee and publisher.
4. Supervise Administrative/Editorial assistant in:
 - a. Preparing routine correspondence with authors to provide progress report of manuscripts.

- b. Preparing invoices and collecting page charges for accepted manuscripts.
5. Screen manuscript for content to determine the appropriate associate editor, and forward manuscript to appropriate associate editor.
6. Contact associate editors periodically to determine progress of manuscripts under review.
7. Receive reviewed and revised manuscripts from associate editor; review manuscript for grammar and formatting; resolve discrepancies in reviewers' and associate editor's acceptance decisions.
8. Correspond with author regarding decision to publish with instructions for final revisions or resubmission, as appropriate. Follow-up with authors of accepted manuscripts if final revisions have not been received within 30 days of notice of acceptance above.
9. Review final manuscripts for adherence to format requirements. If necessary, return the manuscript to the author for final format revisions.
10. Review final formatting and forward compiled articles to publisher for preparation of first run galley proofs.
11. Ensure timely progression of journal publication process including:
 - a. Development and review of galley proofs of individual articles.
 - b. Development and review of the journal proof (proof of all revised articles compiled in final publication format with tables of contents, page numbers, etc.)
 - c. Final publication and distribution to members and subscribers via electronic format.
12. Evaluate journal publisher periodically; negotiate publication contract and resolve problems; set page charges and subscription rates for electronic formats with approval of the Board of Directors.
13. Provide widest distribution of *Peanut Science* possible by listing in various on-line catalogues and databases.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the following:

- a. The president
- b. The most recent available past-president
- c. The president-elect
- d. Three State employees' representatives - these directors are employed by a state-supported 1862 or 1890 Land Grant University and whose relation to peanuts principally concerns research, and/or education, and/or regulatory pursuits. One director will be elected from each of the three main U.S. peanut producing areas.
- e. United States Department of Agriculture representative - this director is one whose employment is directly sponsored by the USDA or one of its agencies, and whose relation to peanuts principally concerns research, and/or education, and/or regulatory pursuits.
- f. Three Private Peanut Industry representatives - these directors are those whose employment is privately sponsored and whose principal activity with peanuts concerns: (1) the production of farmers' stock peanuts; (2) the shelling, marketing, and storage of raw peanuts; (3) the production or preparation of consumer food-stuffs or manufactured products containing whole or parts of peanuts.
- g. The President of the American Peanut Council or a representative of the President as designated by the American Peanut Council.
- h. The Executive Officer - non-voting member of the Board of Directors who may be compensated for his services on a part-time or full-time salary stipulated by the Board of Directors in consultation with the Finance Committee.
- i. State Peanut Commodity or Producers Association representative: this representative is an employee of a state peanut commodity or producers association for 3 years. This director will be rotated between the three main U.S. peanut production regions.

Section 2. Terms of office for the directors' positions set forth in Section 1, paragraphs d, e, and f, shall be three years with elections to alternate from reference years as follows: d(VC area), e and f(2), 1992; d(SE area) and f(3), 1993; and d(SW area) and f(1), 1994.

Section 3. The Board of Directors shall determine the time and place of regular and special board meetings and may authorize or direct the president by majority vote to call special meetings whenever the functions, programs, and operations of the Society shall require special attention. All members of the Board of Directors shall be given at least 10 days advance notice of all meetings; except that in emergency cases, three days advance notice shall be sufficient.

Section 4. The Board of Directors will act as the legal representative of the Society when necessary and, as such, shall administer Society property and affairs. The Board of Directors shall be the final authority on these affairs in conformity with the By-Laws.

Section 5. The Board of Directors shall make and submit to this Society such recommendations, suggestions, functions, operation, and programs as may appear necessary, advisable, or worthwhile.

Section 6. Contingencies not provided for elsewhere in these By-Laws shall be handled by the Board of Directors in a manner they deem advisable.

Section 7. An Executive Committee comprised of the president, president-elect, most recent available past-president, and executive officer shall act for the Board of Directors between meetings of the Board, and on matters delegated to it by the Board. Its action shall be subject to ratification by the Board.

Section 8. Should a member of the Board of Directors resign from the board before the end of their term, the president shall request that the Nominating Committee nominate a qualified member of APRES to fill the remainder of the term of that individual and submit their name for approval by the Board of Directors.

ARTICLE IX. COMMITTEES

Section 1. Members of the committees of the Society shall be appointed by the president and shall serve three-year terms unless otherwise stipulated. The president shall appoint a chairperson of each committee from among the incumbent committee members. The Board of Directors may, by a two-thirds vote, reject committee appointees. Appointments made to fill unexpected vacancies by incapacity of any committee member shall be only for the unexpired term of the incapacitated committee member. Unless otherwise specified in these By-Laws, any committee member may be re-appointed to succeed him/herself, and may serve on two or more committees concurrently but shall not chair more than one committee. Initially, one-third of the members of each committee will serve one-year terms, as designated by the president. The president shall announce the committees immediately upon assuming the office at the annual business meeting. The new appointments take effect immediately upon announcement.

Section 2. Any or all members of any committee may be removed for cause by a two-thirds approval by the Board of Directors.

- a. Finance Committee: This committee shall consist of four members that represent the diverse membership of the Society, each appointed to a three-year term. This committee shall be responsible for preparation of the financial budget of the Society and for promoting sound fiscal policies within the Society. They shall direct the audit of all financial records of the Society annually, and make such recommendations as they deem necessary or as requested or directed by the Board of Directors. The term of the chairperson shall close with preparation of the budget for the following year, or with the close of the annual meeting at which a report is given on the work of the Finance Committee under his/her leadership, whichever is later.

- a. Nominating Committee: This committee shall consist of four members appointed to one-year terms, one each representing State, USDA, and Private Business segments of the peanut industry with the most recent available past-president serving as chair. This committee shall nominate individual members to fill the positions as described and in the manner set forth in Articles VII and VIII of these By-Laws and shall convey their nominations to the president of this Society by June 15 prior to that year's annual meeting. The president will then distribute those nominations to the Board of Directors for their review. The committee shall, insofar as possible, make nominations for the president-elect that will provide a balance among the various segments of the industry and a rotation among federal, state, and industry members. The willingness of any nominee to accept the responsibility of the position shall be ascertained by the committee (or members making nominations at the annual business meeting) prior to the election. No person may succeed him/herself as a member of this committee.

Nominees to the APRES Board of Directors shall have been a member of APRES for a minimum of five (5) years, served on at least three (3) different committees, and be familiar with a significant number of APRES members and the various institutions and organizations that work with peanut.

- c. Publications and Editorial Committee: This committee shall consist of four members that represent the diverse membership of the Society and who are appointed to three-year terms. The members may be appointed to two consecutive three-year terms. This committee shall be responsible for the publication of Society-sponsored publications as authorized by the Board of Directors in consultation with the Finance Committee. This

committee shall formulate and enforce the editorial policies for all publications of the Society subject to the directives from the Board of Directors.

- d. Peanut Quality Committee: This committee shall consist of seven members, one each actively involved in research in peanuts-- (1) varietal development, (2) production and marketing practices related to quality, and (3) physical and chemical properties related to quality--and one each representing the Grower, Sheller, Manufacturer, and Services (pesticides and harvesting machinery in particular) segments of the peanut industry. This committee shall actively seek improvement in the quality of raw and processed peanuts and peanut products through promotion of mechanisms for the elucidation and solution of major problems and deficiencies.

- e. Public Relations Committee: This committee shall consist of four members that represent the diverse membership of the Society and are appointed for a three-year term. The primary purpose of this committee will be to publicize the meeting and make photographic records of important events at the meeting. This committee shall provide leadership and direction for the Society in the following areas:
 - (1) Membership: Development and implementation of mechanisms to create interest in the Society and increase its membership. These shall include, but not be limited to, preparing news releases for the home-town media of persons recognized at the meeting for significant achievements.
 - (2) Cooperation: Advise the Board of Directors relative to the extent and type of cooperation and/or affiliation this Society should pursue and/or support with other organizations.
 - (3) Necrology: Proper recognition of deceased members.
 - (4) Resolutions: Proper recognition of special services provided by members and friends of the Society.

- f. Bailey Award Committee: This committee shall consist of six members, with two new appointments each year, serving three-year terms. This committee shall be responsible for judging papers which are selected from each subject matter area. Initial screening for the award will be made by judges, selected in advance and having expertise in that particular area, who will listen to all papers in that subject matter area. This initial selection will be made on the basis of quality of presentation and content. Manuscripts of selected papers will be submitted to the

committee by the author(s) and final selection will be made by the committee, based on the technical quality of the paper. The president, president-elect and executive officer shall be notified of the Award recipient at least sixty days prior to the annual meeting following the one at which the paper was presented. The president shall make the award at the annual meeting.

- g. Fellows Committee: This committee shall consist of four members that represent the diverse membership of the Society and who are themselves Fellows of the Society. Terms of office shall be for three years. Nominations shall be in accordance with procedures adopted by the Society and published in the previous year's PROCEEDINGS of APRES. From nominations received, the committee shall select qualified nominees for approval by majority vote of the Board of Directors.
- h. Site Selection Committee: This committee shall consist of four members that represent the diverse membership of the Society and with each serving three-year terms. The Chairperson of the committee shall be from the region in which the future meeting site is to be selected as outlined in subsections (1) – (3) and the Vice-Chairperson shall be from the region that will host the meeting the following year. The vice-chairperson will automatically move up to chairperson. *All of the following actions take place two years prior to the annual meeting for which the host city and hotel decisions are being made.*

Site Selection Committee shall:

- Identify a host city for the annual meeting in the designated region
- Solicit and evaluate hotel contract proposals in the selected host city
- Recommend a host city and hotel for consideration and decision by the Board of Directors

Board of Directors shall:

- Consider proposal(s) submitted by the Site Selection Committee
 - Make a final decision on host city and hotel
 - Direct the Executive Officer to sign the contract with the approved hotel
- i. Coyt T. Wilson Distinguished Service Award Committee: This committee shall consist of four members that represent the diverse membership of the Society, each serving three-year

terms. Nominations shall be in accordance with procedures adopted by the Society and published in the previous year's PROCEEDINGS of APRES. This committee shall review and rank nominations and submit these rankings to the committee chairperson. The nominee with the highest ranking shall be the recipient of the award. In the event of a tie, the committee will vote again, considering only the two tied individuals. Guidelines for nomination procedures and nominee qualifications shall be published in the Proceedings of the annual meeting. The president, president-elect, and executive officer shall be notified of the award recipient at least sixty days prior to the annual meeting. The president shall make the award at the annual meeting.

- j. Joe Sugg Graduate Student Award Committee: This committee shall consist of five members. For the first appointment, three members are to serve a three-year term, and two members to serve a two-year term. Thereafter, all members shall serve a three-year term. Annually, the President shall appoint a Chair from among incumbent committee members. The primary function of this committee is to foster increased graduate student participation in presenting papers, to serve as a judging committee in the graduate students' session, and to identify the top two recipients (1st and 2nd place) of the Award. The Chair of the committee shall make the award presentation at the annual meeting.

ARTICLE X. AMENDMENTS

Section 1. These By-Laws may be amended consistent with the provision of the Articles of Incorporation by a two-thirds vote of all the eligible voting members present at any regular business meeting, provided such amendments shall be submitted in writing to each member of the Board of Directors at least thirty days before the meeting at which the action is to be taken.

The By-Laws may also be amended by votes conducted by mail or electronic communication, or a combination thereof, provided that the membership has 30 days to review the proposed amendments and then votes cast within a subsequent 30 day period. For such a vote to be valid at least 15% of the regular members of the society must cast a vote. In the absence of a sufficient number of members voting, the proposed amendment will be considered to have failed.

Section 2. A By-Law or amendment to a By-Law shall take effect immediately upon its adoption, except that the Board of Directors may

establish a transition schedule when it considers that the change may best be effected over a period of time. The amendment and transition schedule, if any, shall be published in the "Proceedings of APRES".

Amended at the Annual Meeting of the
American Peanut Research and Education Society
14 July 2011, San Antonio, Texas