

AgNIC Governance and By-Laws

I. Name

The name of this organization shall be the Agriculture Network Information Collaborative, which is interchangeable with the abbreviated form of the name, AgNIC. AgNIC, whose Internet address is <http://www.agnic.org>, is a diverse voluntary global alliance of national and international institutions, including agricultural departments or ministries, research institutes, land-grant and other agricultural colleges and universities, faculties of agriculture and veterinary medicine, national agricultural libraries, and any other agriculture-related public or private organizations, whether governmental or nongovernmental. In this document, the organization may also be referred to as the alliance or partnership. Institutional members of AgNIC are referred to as Partners.

II. Aims and Objectives

AgNIC is a partnership of institutions who voluntarily participate in a cooperative governance structure, set forth in these by-laws, to collaborate and cooperate in the area of agricultural information and data management. In this framework, partners make decisions by general consensus, based on shared goals and objectives. AgNIC holds an annual meeting to elect new officers and set the direction for the upcoming year.

III. Membership

Subject to approval by the AgNIC Executive Board, membership in the AgNIC partnership is open to academic research institutions and other organizations involved in access to and management of agricultural information and data. All partners commit to specific activities in support of the organization and its work, and are expected to participate in decision-making, policy development, and governance where possible.

A. Benefits of Membership

Membership allows each partner institution the opportunity to:

1. Work together with other national and international institutions on joint projects and initiatives related to agricultural information
2. Build and share knowledge and expertise
3. Apply for funding using AgNIC's name
4. Contribute to policies affecting the direction and goals of AgNIC.

B. Categories of Membership

Institutions may belong to one of two categories of membership based on the level of participation in the partnership. Individuals may participate as Emeritus Members.

1. Full Partners

- a) Participate in collaborative projects and programs;

- b) Vote on issues raised before the Coordinating Committee by appointing an institutional representative. Full Partners may appoint multiple representatives to the Coordinating Committee, however, each Full Partner institution has only one vote per issue.
- c) Serve on AgNIC Executive Board, task forces, and committees/working groups;
- d) Are strongly encouraged to send representatives to attend the Annual Meeting;
- e) Encourage other colleagues from your organization to participate in task forces and working groups;
- f) May provide funding to support specific initiatives, travel support, sponsorship of the Annual Meeting or other activities.

2. Affiliate Partners

- a) Participate in collaborative projects;
- b) May serve on AgNIC task forces, committee/working groups, and may attend meetings of the Coordinating Committee. However, Affiliate Partners have no voting rights.
- c) May provide funding to support specific initiatives, travel support, sponsorship of the Annual Meeting or other activities.

3. Emeritus Members

- a) Individuals who provided institutional representation to AgNIC during their professional career;
- b) Wish to remain engaged in support of the mission and goals of AgNIC;
- c) May serve on AgNIC Committees/Working Groups and attend AgNIC Coordinating Committee annual meetings. Emeritus members have no voting rights and cannot stand for election to the Executive Board.

4. Ad hoc working relationships

At the discretion of the Executive Board, working relationships may be established with other entities for a specific project or goal without the requirement of formal AgNIC membership. Liaisons representing these relationships may attend meetings of the Coordinating Committee and the Executive Board, without vote, at the invitation of the Board.

C. Membership Guidelines and Requirements

- 1) Proposals for membership in AgNIC are submitted in writing to the AgNIC Executive Board.
- 2) AgNIC membership must be approved by a two-thirds majority vote of the Executive Board.
- 3) Every five years, partners must submit a letter of intent to the Executive Board re-affirming participation in the alliance. Institutions who choose not to re-affirm membership will be removed from the partnership roll. The Executive Board will contact partners requesting the letter of intent.
- 4) The Executive Board may recommend Affiliate status for Full Partners who are no longer able to fulfill the responsibilities of a Full Partner.

5) Partners who fail to meet the expectations of the alliance may be removed from membership upon action of the Executive Board

D. To Apply for Membership

Interested parties shall submit a letter of proposal to the AgNIC Executive Board that indicates the intended membership level and describes how the partner will contribute toward achieving the mission and goals of AgNIC.

IV. Organization and Administration

The organizers of AgNIC agreed upon a dynamic structure that would operate as a collaborative alliance, with most organizational work accomplished by Committees/Working Groups and task forces. In this context, an alliance is defined as a voluntary organization of equal partners with mutual interests and goals, operating with minimal overhead and bureaucracy. Responsibilities for administrative functions in the AgNIC alliance are distributed among three entities: the Coordinating Committee, the Executive Board, and the Secretariat.

A. Coordinating Committee

Representatives from all Partners of the alliance are organized as the AgNIC Coordinating Committee, which works collaboratively to (a) set policies and operating procedures for the alliance; (b) set goals and determine initiatives; (c) determine composition of working groups/teams to accomplish goals and initiatives; and (d) set an agenda for outreach and dissemination. Only Full Partners have voting rights.

1. Meetings

The Coordinating Committee holds an Annual Meeting in the spring, with the date and location determined by polling the Partners. To conduct business at the Coordinating Committee Group Meeting a quorum of at least 40% of the Full Partner members shall be required.

2. Officers

The officers of the AgNIC alliance are an Executive Board comprised of six partner representatives elected from and reporting to the Coordinating Committee, each representing one of the AgNIC Full Partner institutions: Chair, Chair-Elect, Past Chair, and three Members-at-Large. The Chair of the Executive Board also serves as Chair of the Coordinating Committee

B. Executive Board

The Executive Board serves as the administrative oversight group for the alliance and meets as necessary, but at least once a year.

Each year the AgNIC Coordinating Committee elects a Chair-Elect and one Member-at-Large; the past year's Chair-Elect becomes Chair, and the past year's Chair becomes Past Chair. Members-at-Large serve three-year terms. To provide continuity, these terms are staggered so that one Member-at-Large is elected each year.

Each member of the Executive Board has one vote. The Board also includes the AgNIC Coordinator as an ex-officio member who votes only to break a tie. The NAL Liaison to AgNIC is also an ex-officio, non-voting member of the Board.

1. Election Procedures

- a) Each year's Nominating Committee is comprised of the Past Chair, who may not be nominated for a position for the next year, and the most recently elected Member-at-Large.
- b) All primary and alternate Representatives from Full Partner institutions are eligible to run for election to the Executive Board. Seated Members-at-Large may run for Chair-Elect. A member can serve no more than two (2) consecutive terms, or six (6) years on the Executive Board. A member may be re-elected after one year of absence from elected office.
- c) In the event of disability or withdrawal of the Chair, the title and all duties and obligations are assumed by the Past Chair. Should further succession to the office become necessary, the title, duties, and obligations are assumed by the seated Past Chair until a special election can be held. In the event of disability or withdrawal of other members of the Executive Board, the Chair will appoint an eligible member to fulfill the remainder of the current year of service. Any remainder of the term will be filled by special election held concurrently with the next regularly scheduled election.
- d) A special election will be held in the case that a seated member of the Executive Board is elected Chair-Elect. The slate would be comprised of the remaining list of members who ran for the office of "Member-at-Large" that year - after first agreeing to be on a special elections ballot. If no one on the current slate agrees to run for the office, then at least two other individuals would be identified for the special election slate for this office. This special election would be held within one week (seven days) of the annual election of officers for the AgNIC Executive Board.

2. Schedule for Nominations and Elections

- a) The AgNIC Secretariat (i.e., AgNIC Coordinator) confirms the primary and alternate Representatives of all Full Partners, i.e., the members of the AgNIC Coordinating Committee, approximately one month before the Annual Meeting.
- b) At least one month before the Annual Meeting, the Nominating Committee issues a call for nominations for election to the Executive Board.
- c) The Nominating Committee receives nominations and checks to ensure that candidates are both eligible and willing to serve if elected. If there are fewer than two nominations for any position, the Nominating Committee contacts eligible Representatives to encourage at least one additional nomination.
- d) At the Annual Meeting, the call for nominations is repeated, and a deadline for receipt of nominations set.
- e) Votes are collected and counted by the Nominating Committee and the AgNIC Secretariat. If there is a tie, there is a run-off election.
- f) Following the election, the results are announced by either the Chair or the AgNIC Secretariat.
- g) Those elected take office on July 1.

3. Executive Board Responsibilities

The Executive Board is responsible for the functions outlined in this section. All decisions are made by a majority vote of the Board. In the event of a tie, the AgNIC Coordinator will be asked to vote.

- a) Reviewing new Partner applications, approving or rejecting those applications, and ensuring that new Partners are presented to the Coordinating Committee. Removing partners if warranted.
- b) Polling partners of the Coordinating Committee as appropriate in regard to policy decisions which must be made between meetings of the Coordinating Committee, and making such decisions on behalf of the Coordinating Committee when necessary;
- c) Approving the location of the Annual Meeting and preparing a draft agenda for that meeting;
- d) Performing other responsibilities assigned by the Coordinating Committee, e.g., creating task forces, standing Committees/Working Groups, and consulting bodies as needed, including individuals from other related and pertinent organizations as deemed necessary by the Board;
- e) Proposing changes to alliance documents; Proposing dissolution if deemed necessary; and,
- f) Communicating all actions and decisions to the AgNIC Coordinating Committee.

4. Executive Board Duties

a. Duties of the Chair

- 1) To recommend to the Executive Board measures considered desirable to further the objectives and broaden the effectiveness of AgNIC;
- 2) To call and schedule at least one membership business meeting of the alliance members to be held in conjunction with the Annual Meeting;
- 3) To set the agenda for the Executive Board meetings and all membership business meetings;
- 4) To preside at all meetings of the Executive Board and Coordinating Committee;
- 5) To announce the election results; and
- 6) To send letters of invitation to the Annual Meeting, and follow-up letters of appreciation to speakers who have presented at the Annual Meeting.

b. Duties of the Past Chair

- 1) To advise the Chair on matters requiring a historical perspective;
- 2) To Chair the Nominating and Elections Committee;
- 3) To step into the Chair position if the Chair steps down prior to the end of that term; and
- 4) To collect suggestions for revisions to the Governance and By-Laws and to serve in other capacities as called upon.

c. Duties of the Chair-Elect

- 1) To preside at meetings of the Board and of the membership in the absence of the Chair;
- 2) To assist the Chair with any projects, policy planning or other business affairs which the Chair might designate;
- 3) To serve as the Recorder of Action Items during the Executive Board meetings
- 4) Lead the annual Partner membership review

d. Duties of the Member at Large

- 1) Attend AgNIC Executive Board meetings and participate in planning and decision-making to move the alliance in a positive direction;
- 2) A Member-at-Large may also be appointed to fill a vacancy for the office of Chair-Elect or Past-Chair for a one-year term as created by a vacancy;
- 3) Assist Chair-Elect with annual review of Partner membership; and
- 4) Members-at-Large are expected to perform other assignments and provide leadership in support of AgNIC's missions and goals.

C. Secretariat

The National Agricultural Library (NAL) will provide administrative coordination for the basic activities and structural components of the partnership at the national level. To this end, the AgNIC Secretariat is housed at NAL for the purpose of supporting the Executive Board and Coordinating Committee in the day-to-day operations of the AgNIC Partnership.

1. Composition

The Secretariat includes the AgNIC Coordinator, an official institutional representative to the Coordinating Committee, and program staff under the direction of the NAL Associate Director for Information Products Division. Staff from other divisions may also participate with permission from the NAL Director.

2. Responsibilities

The AgNIC Secretariat will:

- a) Maintain the AgNIC.org website;
- b) Maintain subscriptions to Partnership mailing lists;
- c) Keep organizational records and files;
- d) Provide planning support for the Annual Meeting;
- e) Administer agreement funds, as needed;
- f) Perform other duties as requested by the Coordinating Committee or the Executive Board as agreed to by the NAL Director.

V. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the alliance in all cases to which they are applicable and in which they are not inconsistent with this Governance Document and any special rules of order the alliance may adopt.

VI. Amendments

- A) Proposed amendments to the AgNIC Governance Document & By-Laws may be submitted through either the Past Chair, upon being asked to review the document by the Executive Board, or by petition of five Sustaining Partners of the Coordinating Committee.

- B) Proposed amendments shall be received by the Executive Board 30 days prior to the time at which they are to be considered. The AgNIC Secretariat will make editorial changes as needed and shall contact the sponsor if substantive changes are necessary for proposed amendments to be in the proper order.
- C) A two-thirds positive vote of the members of the Board shall be required for approval of proposed amendments.
- D) The Board shall consult with the AgNIC Secretariat to make editorial changes as needed and shall contact the sponsor if substantive changes are necessary for proposed amendments to be in proper order. Copies of the final draft shall be distributed to each member of the Executive Board at least thirty days prior to the meeting at which they are to be considered, or prior to approved by the Board, shall be distributed to each member of the Coordinating Committee at least 15 days prior to either, the meeting at which they will be considered, or 15 days from the call for a virtual vote.
- E) Balloting shall be either in person at a Coordinating Committee Meeting or electronically. A two-thirds positive vote of the voting partners of the Coordinating Committee present and voting at the meeting shall be required for adoption of proposed amendments. If by electronic means or by mail then at least 51% of the voting partners must participate to constitute a quorum and the amendments shall need a two-thirds positive vote, of those voting, for passage.
- F) Unless otherwise provided for, amendments shall take effect immediately upon adoption by the Coordinating Committee. Final changes to the documents will be distributed and posted on the AgNIC web site within 15 days of the vote.