

CONSTITUTION OF THE
ASSOCIATION FOR INSTITUTIONAL THOUGHT
(REVISED JULY 2022)

ARTICLE I: ASSOCIATION NAME

The name of this organization shall be the Association for Institutional Thought.

ARTICLE II: PURPOSE AND OBJECTIVES

The purpose and objectives of the Association, a not-for-profit organization, shall be to encourage and foster the development of Institutional Thought in extension and modification of the contributions of Thorstein Veblen, John Dewey, Clarence Ayres, John Commons, Wesley Mitchell and others as a basis for inquiry into social problems. In the process of achieving these purposes and objectives, the Association may conduct meetings, issue publications, make available information on institutional thought, cooperate with other organizations, stimulate research, and engage in other related activities.

ARTICLE III: MEMBERSHIP

Section A: Membership in the Association shall be open to any person who subscribes to the general purposes and objectives of the Association.

Section B: Membership is defined by payment of current dues to the Treasurer. A member may resign by notifying the Secretary and the Treasurer of the Association. There shall be no reimbursement of dues in case of resignation.

Section C: The right to vote on matters concerning the Association, to hold office, to sign nominating petitions, to sign referendum petitions and the like, and to participate on the Association's program of the annual meeting shall be limited to members of the Association.

ARTICLE IV: DIRECTING BOARD

Section A: The administrative oversight body of the organization shall be an eleven (11) person Directing Board. The Directing Board consists of four (4) officers: a President, Vice-President, Secretary, and Treasurer; four (4) at-large Board members; and the two (2) most recent past Presidents following the end of their terms of office; and one Graduate Student Representative.

Section B: Terms of office for all officers and Board members shall begin each year at the conclusion of the general meeting of the Association, but each shall serve until his or her successor has taken office.

Section C: The President shall serve a term of one year and is not eligible to hold the same office in the year following his or her term of office, unless the preceding term of office resulted from succession or was by appointment to fill a vacancy. The President shall serve as the chief officer of the Association and shall preside at meetings of the Directing Board and the General Membership. The President shall have the power to appoint committees and the chairs thereof, and appoint the Editor(s) of the Association, with the consent of a majority of the Directing Board.

Section D: The Vice-President shall serve a term of one year and is not eligible to hold the same office in the year following his or her term of office, unless the preceding term of office resulted from succession or was by appointment to fill a vacancy. The Vice-President shall be responsible for organizing the annual meeting and program of the Association.

Section E: The Secretary shall serve a five-year term of office and may be re-elected without limitation. The Treasurer shall serve a five-year term of office and may be re-elected without limitation. The Secretary and Treasurer are jointly responsible for maintaining a current membership directory of the Association.

The Secretary shall have the primary responsibility for the management of elections, the preparation of agendas, the keeping of minutes at meetings of the Directing Board and is responsible for the planning of the annual banquet and business meeting. Additionally, the Secretary is responsible for all archived and current records and record keeping.

The Treasurer shall have the primary responsibility for the routine financial affairs of the Association, making certain that all presenters at AFIT sponsored conference and all members of the Directing Board are current with membership dues, and collect all money for AFIT activities, such as the annual banquet as well as pay for all of the events out of AFIT funds. The Treasurer shall make an annual report to the Board and general membership at the annual AFIT conference about the state of the treasury, and shall ensure that all tax matters are handled.

Section F: Each at-large Board member shall serve a three-year term of office and may be re-elected without limitation. Their terms of office shall overlap.

Section G: The Directing Board is responsible for establishing policies and procedures that provide for and govern the operation of the organization, and such other duties as this constitution prescribes. The Directing Board shall have the power to create sub-committees of the Board to deal with programs, finances, nominations and elections, publications, constitutional changes, and such other purposes as may be necessary from time to time for the efficient conduct of the affairs of the Association.

Section H: The Directing Board shall meet at least once during each calendar year. Meetings shall be held at the call of the President or on written petition signed by three (3) members of the Directing Board.

Section I: The Directing Board shall act by a majority of those voting, but nine (9) members shall be necessary to constitute a quorum. In the event of a tie, the motion as it stands fails to pass. The motion may be made again with renewed discussion and stand for vote again without changes. If the motion does not win the majority of support after the second vote, the motion as it stands fails to pass. A new motion may be made, but only if it contains new wording.

Section J: To the extent that it is reasonable, all discussion and formal voting between Board members may be accomplished electronically, and those emails may be entered into the formal record of AFIT. Wherein this Constitution it states that Directing Board members must sign, it is noted that electronic support shall formally act as a proxy for a physical signature.

Section K: At the discretion of the Directing Board, a call for nominations for a Graduate Student Representative may be sent out in the course of the normal election process. The graduate student would be a voting representative on the Directing Board. Nominations must come from AFIT members. The elected Graduate Student Representative would be elected for a two year term (the graduate student must be enrolled in graduate school for at least one year of the term) and is not eligible to hold the same office in the year following his or her elected term. The responsibilities of the Graduate Student Representative include acting as a liaison between the Directing Board and AFIT's graduate student membership, recruitment of graduate students into AFIT, and outreach to other organizations for the purposes of communication and recruitment. In the event a Graduate Student Representative is not able to fulfill his or her term, the seat will remain vacant until the next round of elections.

ARTICLE V: ELECTION PROCEDURES FOR DIRECTING BOARD

Section A: The election procedures outlined in this Article shall be carried out according to an official schedule established by the Directing Board.

Section B: The President shall appoint a Nominating Committee of a chair and two (2) additional members and notify the Secretary of the names of the committee members. The Secretary-Treasurer shall notify the membership of the names, addresses and phone numbers of the Nominating Committee members. The announcement of the composition of the Committee shall be accompanied by a statement inviting suggestions from the membership for names of suitable candidates for office. Each such notice shall also include the text of this Section and the next Section (Sections B & C of Article V) of the Constitution and the schedule by which the nominations, elections, and notifications will be conducted. Nominations for each elective office shall be submitted by the Nominating Committee to the Board along with a vita and brief (200 word) biographical sketch provided by each nominee. The Board shall have the authority to approve the slate of official nominations by majority vote. The Secretary shall announce approved nominations to the membership according to the official schedule.

Section C: Any member may nominate another member for any office by a letter of nomination to the Secretary before the deadline set forth in the official schedule for such nominations, supported by the signatures of at least four other members, and stating that the person being nominated is willing to serve if elected. Nominations made pursuant to this Section are not subject to the approval of the Directing Board.

Section D: At the time set forth in the official schedule, no fewer than forth-five (45) days before the opening of the general meeting, the Secretary shall e-mail to all members the website bearing the names of all nominees and a brief (200 word) biographical sketch of each, as provided by the nominees themselves, appears. Ballots will allow the option of a write-in candidate for each office.

Votes cast for write-in candidates who are members of the Association, shall be counted in the same fashion as votes for other candidates. Ballots shall include directions for marking and returning the ballot with the deadline for the close of balloting clearly stated.

Section E: All ballots returned by members shall be counted by the Secretary within 30 days after the date set for the closing of balloting process. The Secretary shall present to the Directing Board a list of the members elected to each office. The sitting President shall notify the nominees of the results of the election. The Secretary shall announce to the membership the results of the election. Newly elected Directing Board members shall be introduced along with sitting Directing Board members at the annual general business meeting of the Association.

Section F: In the absence of the President, his or her duties shall fall successively to the Vice President and then to the Secretary, then to the Treasurer for the remainder of the President's term. Should a vacancy occur in any other office, the Directing Board shall fill the vacancy by appointment of a member to fill the office vacated for the remainder of the term.

ARTICLE VI: MEETINGS

Section A: There shall be at least one general meeting of the Association each year at such time and place as the Directing Board designates.

Section B: A general business meeting of the Association shall be held each year during the general meeting of the Association.

ARTICLE VII: PUBLICATIONS

Section A: The Directing Board may authorize the issuance of journals, reports, proceedings or other publications in the name of the Association.

Section B: Any periodical or journal published by the Association shall have an editorial board, consisting of the editor(s) of the publication, and such other members as may be designated by the Directing Board.

ARTICLE VIII: FINANCES

Section A: The Directing Board shall set the schedule of dues and subscription rates. The Directing Board may, at its discretion, establish special rates for sub-groups within the Association. Rates thus established shall be submitted for approval to the membership at the next regularly scheduled general business meeting of the Association.

Section B: The Association's fiscal year shall be the calendar year.

Section C: All funds of the Association shall be in the care of the Treasurer. The Treasurer shall make disbursements from Association funds according to policies, rules, and regulations adopted by the Directing Board.

Section D: The Directing Board may establish a policy requiring the bonding of Association officers responsible for the receipt and disbursement of Association funds.

Section E: The Treasurer shall submit a financial report to the Directing Board at least seven (7) days prior to the annual Board meeting. At the annual Board meeting, the Directing Board shall review the financial report, approve it or reject it, or request further information. The Directing Board may, at its discretion and at any time, provide for a professional audit of the books of the Association. The report of any such audit shall be available to the membership.

ARTICLE IX: AMENDMENTS

Section A: Amendments to this Constitution may be proposed by the Directing Board or by a petition signed by at least seven (7) members of the Association. An amendment originating by petition shall be referred to the Board for its recommendation.

Section B: Following Board consideration of proposed amendments, the Secretary shall distribute a notice of the proposed amendments to the membership. This notice shall include a copy of the text of the proposed amendment, the text of any portions of the Constitution that would be changed by the amendment(s), explanation of the need for the proposed amendment provided by the sponsors of the amendment(s), and the Board's recommendation regarding the proposed amendment(s).

Section C: For amendment(s) sponsored by the Directing Board, the Board shall establish an official schedule for the ratification process. For amendment(s) proposed by petition, the ratification process shall be carried out within the following limits:

1. Notice to the membership of the proposed changes shall be made within 45 days from the date at which the Secretary receives a valid petition;
2. Notification of the opening of voting on the proposed ballots shall be emailed to the membership by the Secretary no fewer than 10 days and no more than 20 days after the notice is provided;
3. The close of balloting shall be no fewer than 14 days and no more than 30 days after the ballots have been mailed.
4. Official determination of the outcome of the ratification election shall be completed within 10 days of the close of balloting and the results mailed to the membership within 14 days thereafter.

Section D: Amendments to the Constitution must be approved by two-thirds (2/3) of those voting.

ARTICLE X: ASSETS

The assets of the Association shall be permanently dedicated to the exempt purposes of the Association set forth in ARTICLE II. Upon dissolution of the Association, the Directing Board shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all assets of the Association in such manner and to such qualified organizations as the Directing Board shall determine to serve the exempt purposes of the Association. An organization

is a “qualified organization” only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1), (2) or (3) of said Code. Any of the assets not so distributed shall be distributed by the Court of proper jurisdiction of the County in which the principal office of the Association is then located, exclusively for the exempt purposes of the Association or to such qualified organization or organizations as the Court shall determine. References to a section of the Internal Revenue Code shall include reference to the corresponding provisions of any applicable future Internal Revenue Code.