

THE FDRS MEMBER HANDBOOK

CONSTITUTION & BY-LAWS OF THE FOOD DISTRIBUTION RESEARCH SOCIETY, INC.

INCORPORATION

The Food Distribution Research Society, Inc. is a non-profit education organization that was officially incorporated under the laws of the state of Maryland, on February 20, 1970.

PURPOSE

The overall goal of the Society is to facilitate leading-edge information in applied research, implementation of results, and education in the food distribution field. Major foci are retail and wholesale distribution and the flow of products and services through these firms and institutions. Related areas of interest are patterns of consumption, impacts of technology on processing and manufacturing, packaging and transport, data and information systems in the food and agricultural industry, market development, and international trade in food products and agricultural commodities.

Specifically, the Society seeks to:

1. Provide a forum for exchange of ideas and information and to act as a clearing house for food distribution research and education;
2. Encourage applied research, assist with problem definition, provide coordination, foster implementation of results, and assure feedback between researchers and users of results;
3. Assist with food industry education and training, as well as implementation of new ideas and concepts; and
4. Provide for professional development, advancement and recognition in the food distribution field.

BY-LAWS

ORGANIZATION

The organizational structure is comprised of the following board of directors, elected officers, appointed officers, and committees:

BOARD OF DIRECTORS

The purpose of the board is to establish overall policy, approve the budget, and be responsible for the handling of any special funds maintained by the Society. It can remove any officer or director for cause by a majority vote. It is expected that the Board shall hold one to two meetings each year. The Chair of the Board is the current President. In addition, members are the: President-Elect, immediate Past-President, Secretary/Treasurer, Vice Presidents, and 6 elected professional members of the Society as Directors.

ELECTED OFFICERS

Immediate Past-President, one-year term; President, one-year term; President-Elect, one-year term; Secretary/Treasurer, indefinite term, although re-elected annually; and 6 Directors – each elected for a three-year term with 2 being elected each year. Elections are held at the fall Annual Business Meeting of the membership of the Society.

APPOINTED OFFICERS

The President appoints the following Executive Committee members: Vice President for Programs, Vice President for Research, Vice President for Education, Vice President for Communications, Vice President for Membership, Vice President for the Applebaum Scholastic Award Fund, Vice President for Logistics and Outreach, and Vice President for Student Programs.

TERMS OF OFFICE

Terms of office begin after the election, which is normally at the end of the Annual Business Meeting, and run for the designated term. When a Director or Officer is determined to be unable to fill his/her elected or appointed term, the President is authorized to make an interim appointment (which shall be in effect until the next Annual Business Meeting) after obtaining concurrence from a majority of the Board of Directors.

COMMITTEES

EXECUTIVE COMMITTEE

The Executive Committee carries out the operations of the Society in line with the stated purposes. Its members include Vice President for Programs, Vice President for Research, Vice President for Education, Vice President for Communications, Vice President for Membership, Vice President for the Applebaum Scholastic Award Fund, Vice President for Student Programs, and Vice President for Logistics and Outreach. In addition, the immediate Past-President, the President-Elect, and the Secretary/Treasurer serve as members of the Executive Committee, with the President as Chairperson.

NOMINATING COMMITTEE

The Nominating Committee nominates the President-Elect, Secretary/Treasurer, and candidates to fill vacancies on the Board as necessary. (See Elections.) The Nominating Committee includes the five most recent past presidents and is chaired by the immediate Past-President. The Nominating Committee shall submit the slate of candidates to the Board of Directors at the Annual Conference.

FINANCE COMMITTEE

This committee is responsible for overseeing the investments in the Applebaum Scholastic Award Fund. The Finance Committee is chaired by the Vice President for the Applebaum Scholastic Award Fund. Members include the Secretary/Treasurer, the President, the President-Elect, and other board members selected by the President.

COMMUNICATIONS COMMITTEE

This committee is responsible for publications policy, publicity, and distribution. The Publications Committee is chaired by the Vice President for Communications. Other members include Newsletter Editor, the Journal Editor, and the Web Site Coordinator. This committee reviews the strengths and weaknesses of the FDRS journal, newsletter, and other Society publications, and makes recommendations to the Board of Directors.

MEMBERSHIP COMMITTEE

The Membership committee works at the discretion of the Vice President for Membership to assist him/her as needed to increase membership.

PROGRAM COMMITTEE

The Program Committee is responsible for developing a program for the annual conference. The Vice President for Programs chairs the committee and seeks other Executive Committee members to assist him/her as needed in preparing a preliminary program for approval at the winter Board of Directors meeting preceding the annual conference. The Vice President for Logistics and Outreach assists the Vice President for Programs in planning the conference.

BUDGET COMMITTEE

The Budget Committee is responsible for developing an annual operating budget for the Society. The Treasurer chairs the committee. Other Budget Committee members include the President, the Past-President, the Vice President for Publications, and other Executive Committee members selected by the President. A budget is prepared and submitted for approval at the winter Board of Directors meeting.

AUDIT COMMITTEE

The President may appoint an audit committee or make arrangements for a formal or informal audit of funds of the Society at his/her discretion and with direction from the Board. Such examination of financial records is encouraged when officers with direct financial responsibility end their terms of office.

SERVICE AWARDS COMMITTEE

The Service Awards Committee is made up of the President-Elect, as chair, plus the three most recent recipients of each award. The President-Elect, as chair of the committee, publishes the awards criteria in the Society's Newsletter and Membership Directory and Handbook. The committee makes awards selections and provides support for all other aspects of the service awards program. The awards and criteria for the awards are authorized by the Board of Directors.

RESEARCH AND COMMUNICATION AWARDS COMMITTEE

The Research and Communication Awards Committee, chaired by the Journal Editor, is made up of four other Society members appointed by the President. The Committee selects the recipient(s), who are recognized at the annual awards ceremony, from authors whose articles are published in the Journal between conferences.

STUDENT PROGRAMS COMMITTEE

The committee oversees the student programming aspects of the Society, including announcing, publicizing, and organizing the case study competition to be held at the Annual Conference. The Vice President for Student Programs chairs the committee and seeks other Society members to assist him/her as needed.

DUTIES

PRESIDENT

The President is the Chairman of the Board of Directors and the Chief Executive Officer of the Society during his/her term of office. The President leads the Society's activities towards fulfillment of its objectives. The President appoints the following Executive Committee members: Vice President for Programs, Vice President for Research, Vice President for Education, Vice President for Communications, Vice President for Membership, Vice President for the Applebaum Scholarship Award Fund, Vice President for Student Programs, and Vice President for Logistics and Outreach, as well as the two award committees' members. The President, in collaboration with the Board, in the absence of the Secretary/Treasurer, has authority to sign checks on behalf of the Society.

PRESIDENT-ELECT

The President-Elect serves on the Board of Directors and the Executive Committee and works with the executive officers of the Society to carry out the objectives. He/she is responsible for the promotion of the Society's activities with the appropriate media. The President-Elect also

chairs the Service Awards Committee and assists the President at the awards ceremony at the annual meeting.

PAST-PRESIDENT

The immediate Past-President is a member of the Board of Directors, Budget Committee, and the Executive Committee. He/she is Chairman of the Nominating Committee, and serves to assist the executive officers in carrying out special projects as required.

SECRETARY/TREASURER

The Secretary/Treasurer is responsible for timely deposit and disbursement of funds, maintenance of accounts of expenses and income, and preparation of an annual budget. He/she is responsible for presentation of annual financial statements at the annual Board meeting and Business meeting. The Secretary/Treasurer deposits annual fees, and page charges for the Journal and keeps the Society's books and checking account in order. He/she has authority to sign checks for the organization, and serves on the Board of Directors, the Executive Committee, the Finance Committee, and chairs the Budget Committee. The Secretary/Treasurer prepares and presents minutes of official Society meetings. He/she is also responsible for communicating with members in connection with official Society business when necessary and acts as custodian of the official financial records of the Society.

VICE PRESIDENT FOR PROGRAMS

The Vice President for Programs is responsible for programs, registration, finances and facilities for the annual conference. He/she is chair of the Program Committee and may appoint committee members and others to assist as necessary.

VICE PRESIDENT FOR RESEARCH

The Vice President for Research encourages research and implementation of research findings. He/she coordinates and publicizes the call for and selection of research reports, updates and posters for the annual conference, and organizes the schedule of research reports and updates with the Vice President for Programs.

VICE PRESIDENT FOR EDUCATION

The Vice President for Education is responsible for programs that encourage food distribution education as described in the Purposes of the Society. He/she conducts the Applebaum Scholastic Award Program, including publicizing the call for submissions, organizing the reviewers, and coordinating with the Vice President for Programs the annual presentation by the winner(s).

VICE PRESIDENT FOR MEMBERSHIP

The Vice President for Membership recruits new members and maintains a current membership roster. He/she mails dues notices, collects dues and sends them to the Secretary/Treasurer for deposit. The Vice President for Membership provides mailing lists/labels for Board communications, and updates and publishes the Member Directory and Handbook. He/she serves as Chair of the Membership Committee, and is responsible for selecting the members of that committee.

VICE PRESIDENT FOR THE APPLEBAUM SCHOLASTIC AWARD FUND

The Vice President for the Applebaum Scholastic Award Fund is charged with the responsibility of investing for the Fund and arranging for reporting at the Annual Board Meeting the status of the said assets. He/she interacts with and coordinates financial reporting with the Secretary/Treasurer. He/she is responsible for consultation with the elected officers concerning investment accounts and for implementing recommendations of the Finance Committee in line with policy determined by the Board.

VICE PRESIDENT FOR COMMUNICATIONS

The Vice President for Communications, with the assistance of the President, appoints the Journal Editor, Newsletter Editor and Web Site Coordinator and coordinates their work. The appointments are then approved by the Board. He/she oversees promotion of the Journal and Newsletter, consults on questions of journal policy and style, seeks advertising for the journal and newsletter to meet budgetary needs, and advises editors on budgetary matters.

VICE PRESIDENT FOR STUDENT PROGRAMS

The Vice President for Student Programs is responsible for the student programming aspects of the Society. He/she is chair of the Student Programs Committee, which announces, publicizes, and organizes the annual case study competition.

VICE PRESIDENT FOR LOGISTICS AND OUTREACH

The Vice President for Logistics and Outreach is responsible for assisting the Vice President for Programs in planning and implementing the annual conference. He/she also assists with the planning and implementation of study tours and board meetings.

NEWSLETTER EDITOR(S)

The Newsletter Editor is responsible for publishing at least 2 issues of a Newsletter annually and preparing an annual budget request to the Secretary/Treasurer by the end of December each year. He/she may establish a committee to help in obtaining materials of interest to the membership.

JOURNAL EDITOR(S)

The Journal Editor edits and publishes the journal, in a timely manner, both regular refereed issues and annual proceedings. He/she selects the Editorial Board, prepares an annual budget request for the Secretary/Treasurer, bills authors for page charges, and establishes journal policy and style in consultation with the Vice President for Communications. The Journal editor may appoint one or more individuals who will assist in editing, publishing and budgetary matters for the journal.

WEB SITE COORDINATOR(S)

The Web Site Coordinator maintains the Society's Website, working with the Vice President for Communications, Vice President for Membership and other members of the Executive Committee to be sure all information is accurate and timely.

MEMBERSHIP

Membership is open to individuals and companies indicating an active interest in food distribution research and the food system in general. Non-participatory memberships are available for libraries. The following are classes of membership:

PROFESSIONAL MEMBER

Professional Members work in government, academic settings or private enterprises in the field of food distribution.

COMPANY MEMBER

A Company Member is one whose company pays the appropriate company member fee, designates up to three employees as members, and receives two copies of all Society publications. The company may change individual member designates as desired, but only three will be able to attend meetings at the regular member rate.

STUDENT MEMBER

A Student member is a full-time student at an accredited university.

LIBRARY MEMBER

A Library Member is a non-participating member entitled to receive copies of all Society Journals and Newsletters.

LIFE MEMBER

A Life Membership may be acquired for a fee established by the Executive Committee. It exempts the member from paying annual fees for the life of the member.

HONORARY MEMBER

A membership may be bestowed by vote of the Executive Committee and will have no fees.

RETIRED MEMBER

A Retired Member is retired from professional life.

CONTRIBUTING MEMBER

Depending on the level of contribution, a member, company, institution or organization will be designated as a Participating, Sustaining, Guarantor, or Patron member. The levels of contribution are established by the Executive Committee.

MEMBERSHIP FEES

Membership fees are established by the Executive Committee and approved by the Board. Retired and student members are charged less than professional members. Membership fees are paid on an annual basis.

GRANTS

The Society, which is a non-profit organization, may accept grants from industry, institutions, organizations, foundations, or the government to fulfill all or part of its objectives. In addition, the Society may provide services, such as assistance with problem definition, coordination, project management, data collection and analyses, and implementation of research results. The Society may be compensated according to an agreed upon fee structure. Such services would be managed by the Secretary/Treasurer, Vice President for Research, and other Executive Officers designated by the President in accordance with policy established by the Executive Committee and approved by the Board.

TERMINATIONS

Membership will be terminated for failure to pay fees within an appropriate time period as designated by the Executive Committee or may be terminated for any valid cause as determined by said Committee.

An Officer of the Society may be removed from office for failure to attend two consecutive meetings of the Board of Directors without an adequate excuse. The Board may declare the

position held by such member as vacant. The President may fill the vacated position for the remaining portion of the term with concurrence of a majority of the board members.

ELECTIONS

1. The immediate Past-President leads a nominating committee of the five most recent past Presidents to select candidates to fill the respective offices as set forth in this Constitution. The Nominating Committee presents the selections to the Board of Directors at the fall Board meeting and to the members at the annual Business Meeting.
2. The election shall be held at the annual membership Business Meeting.
3. At the regular election of officers and directors, no professional member can vote who is in arrears for fees, and it shall be the duty of the Vice President for Membership to advise, when requested, as to the standing of the members voting. Each member is entitled to one vote.
4. The Nominating Committee shall have entire charge of the annual election. It appoints the necessary election officials to certify to the Secretary/Treasurer the number of votes cast for each candidate.

AMENDMENTS

This constitution may be amended as follows:

The Board of Directors may recommend the adoption of a proposed amendment. A copy of the proposed amendment shall be provided to each Society member present at the annual meeting at least one day prior to the annual business meeting. The proposed amendment shall be voted upon at the annual business meeting. A majority of the members present shall be required to pass on such proposed amendment, which shall be in full force and effect from the date of passage.

In the event that a proposed amendment is not approved by the Board of Directors, such proposed amendment, if approved in writing by not less than 25 members of the Society, shall be submitted to the Society members and voted on as provided above.

- Amended and approved by the membership at the Annual Business Meeting on October 14, 1987.
- Amended and approved by the membership at the Annual Business Meeting on October 14, 1995.
- Amended and approved by the membership at the Annual Business Meeting on October 17, 2000.
- Amended and approved by the membership at the Annual Business meeting on October 18, 2005.

