

## CONSTITUTION OF THE INTERNATIONAL BIOGEOGRAPHY SOCIETY

**Article 1. Name.** The name of this Society is the International Biogeography Society, Incorporated.

**Article 2. Purpose.** The purpose of this Society shall be (1) to promote biogeographical science by improving communication and collaboration among biogeographers, (2) to raise the public's level of awareness of the importance of biogeographical science and ensure the continuing supply of new biogeographers through educational and outreach activities, (3) to increase the resources available for the conduct of biogeographical science through efforts of the membership in both the private and public sectors, and (4) to ensure the appropriate use of biogeographical science in environmental decision-making by enhancing communication between the biogeographical community and policy-makers.

**Article 3. Membership.** The membership of this Society shall consist of persons and institutions interested in biogeography and in the promotion of biogeographical research. The following classes of members shall be recognized: Regular members, Student members, Life members, Emeritus members, and Institutional members. Student membership is available to any undergraduate or graduate student formally enrolled in a degree program. Any member who is retired and who has twenty years of continuous membership shall be eligible for Emeritus membership. Change of status of membership may be effected at any time by the payment of appropriate dues. Membership may be terminated by direct request, failure to pay dues, or action of the Governing Board of Directors.

**Article 4. Officers and Elections.** The officers are the President, the President-elect, the Vice President for Conferences, the Vice President for Public Affairs and Communications, the Vice President for Development and Awards, the Secretary, the Treasurer, and two Directors-at-large.

The President serves consecutive two-year terms: first as President-elect, then as President, and finally as Past President. A member may hold the office of President for

only one term, in addition to such time as may be served filling the office following the death or resignation of a President.

The Vice Presidents, the Secretary, the Treasurer, and Directors-at-large serve two-year terms and are eligible for reelection.

The officers and other positions filled by Society elections shall be selected by electronic or mail ballot. The official terms of the officers commence with the close of the Biennial Conference and continue until their successors assume office. Only Regular, Student, and Life members are eligible to hold office in the Society. No employee or member of the immediate family of an employee of the Society may be nominated for or hold elected office within the Society.

The Nominations and Elections Committee shall serve for two years and consist of the Past President as Chair, the two Directors-at-Large, and additional members of the Society appointed by the President. The Committee shall submit to the Secretary a list of candidates for each position to be filled. Names of the candidates shall be announced in an electronic or mail newsletter. Additional nominations may be made in writing to the Secretary by any twenty-five members eligible to hold office in the Society.

The Secretary shall prepare and send electronic ballots to the voting membership, tabulate and record the votes, notify the candidates for office and the Governing Board of Directors of the election results, and announce the results in an electronic or mail newsletter. Regular, Student, Life, and Emeritus members only are entitled to vote in elections. In the event of a tie vote for any office, the Secretary shall poll the members of the Governing Board of Directors to resolve the tie.

If for any reason the President is unable to carry out the duties of the office, the position shall be filled by the President-elect. If the President-elect is also unable to serve, the position shall be filled by the Past President. Vacancies in the other offices may be filled until the next election by vote of the Governing Board of Directors. An officer may be removed from office by a petition signed by three quarters of the members of the Governing Board of Directors.

**Article 5. Governing Board of Directors.** The Governing Board of Directors shall consist of the President, the President-elect, the three Vice Presidents, the Secretary, the Treasurer, and the two Directors-at-Large. The Past-President is entitled to participate in all functions of the Governing Board of Directors, but is a non-voting, ex officio member of the Governing Board of Directors.

The President chairs the Governing Board of Directors and presides at its meetings. In the President's absence, the President-elect presides; if the President-elect is also not present, the Past President presides, and if the Past President is also not present, the Governing Board of Directors shall elect a Chair from among those members of the Governing Board of Directors who are present.

The Governing Board of Directors is the governing body of the Society. It shall meet during the Biennial Conference of the Society, at least once in intervening years, and at such other times as necessary to conduct the affairs of the Society. The primary meeting of Governing Board of Directors at the Biennial Conference is open to the general membership. During this meeting, the Governing Board of Directors receives (1) the reports of the President and Secretary, (2) the Vice Presidential reports on the activities within their areas of oversight including the activities of standing committees they oversee, and (3) special committee reports. Reports to the Governing Board of Directors must be submitted in written form, and may also be presented in oral form if so requested or approved by the President or Governing Board of Directors. The Governing Board of Directors receives member-submitted items and votes on significant policy matters as forwarded by the Governing Board of Directors.

The Governing Board of Directors' responsibilities include, but are not limited to, (a) final approval of the budget and setting dues, (b) final approval of changes in the Constitution or Bylaws, (c) creation and dissolution of Sections and Chapters, (d) consideration of proposals from any member of the Society, (e) receipt of and action on reports from the Officers and the Committees of the Society, (f) designation of the time and place of the Biennial Conference, and (g) determination of the need of representation to other scholarly societies and approval of individuals nominated for

such positions. It has the authority to hire and fire all employees of the Society. The Governing Board of Directors is empowered to act on behalf of the Society on all matters except for any that are expressly forbidden or assigned exclusively to the general membership in the Constitution or Bylaws of the Society.

Between meetings, the Governing Board of Directors may vote by mail or electronic ballot. On request of three members, the Secretary shall send each member of the Governing Board of Directors pertinent information about matters of concern. An absolute majority vote of the Governing Board of Directors membership is required for the passage of any act by mail or electronic ballot.

The Governing Board of Directors shall publish annually in an electronic newsletter (a) the results of the past year's operation, (b) the present financial position of the Society, (c) the budget for the current fiscal year, and (d) other matters of concern to the Society.

The President, President-elect, or the Governing Board of Directors may authorize the appointment of such special committees as may be deemed necessary to conduct the work of the Society. Each special committee shall present a report to the Governing Board of Directors at the Biennial Conference.

#### **Article 5.1 Corporate Directors**

Prior to the first official election of the members of the Governing Board of Directors, the society will be governed by two Corporate Directors. After this initial election all members of the Governing Board of Directors will become Corporate Directors of the Society for the term of their offices, and the society shall be governed by them as described in the Constitution and Bylaws.

**Article 6. Dues.** Biennial dues are established by a majority vote of the Governing Board of Directors. Emeritus members and Life members are exempt from payment of dues.

**Article 7. Membership Participation.** Any member of the Society may raise an issue or appeal a decision of the Governing Board of Directors by placing a matter before the Governing Board of Directors for discussion. The Secretary shall solicit in an electronic or mail bulletin items to place on the agenda of the Governing Board of Directors meeting, and shall distribute the agenda to Governing Board of Directors members in advance of the meeting.

Members may, by submission of a petition signed by at least twenty-five voting members of the Society, request that an item proposed by a member of the Society during the Governing Board of Directors meeting be voted on as an Initiative by the full Society membership by electronic mail ballot. The results of such ballots shall be reported to the membership.

**Article 8. Publications.** The publications of the Society shall include journals, newsletters, and such other publications as the Governing Board of Directors may authorize.

**Article 9. Amendments.** This Constitution may be amended by a two-thirds majority of those members of the Society voting in an electronic mail ballot. A ballot on a constitutional amendment must be held as part of the next Biennial election when requested by a two-thirds vote of the Governing Board of Directors or by petition of at least ten percent of the membership eligible to vote in an election.

**Article 10. Bylaws.** The Governing Board of Directors may enact bylaws that interpret and implement this Constitution. Such bylaws may be adopted, amended, or repealed by a two-thirds majority of those voting at an annual meeting of the Governing Board of Directors, or by a two-thirds vote of the Governing Board of Directors in a mail ballot, provided that in either case notice of the proposed action shall have been sent to each voting member of the Governing Board of Directors, or presented at an annual meeting of the Governing Board of Directors, at least two months and not more than fifteen months before the vote.

**Article 11. Incorporation.** The Society shall be incorporated as a non-stock, non-profit organization.

**Article 12. Limitation.** The Society shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity, which would prevent it from qualifying as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("Code"), or cause it to lose such status, or carry on any activity not permitted to be carried on by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

**Article 13. General Prohibitions.** Notwithstanding any provision of the Constitution or Bylaws that might be susceptible to a contrary interpretation:

a. the International Biogeography Society shall be organized and operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Code;

b. no part of the net earnings of the International Biogeography Society shall, or may, under any circumstances inure to the benefit of, or be distributed to, any individual or other private persons, except to the extent that the Society may present merit-based awards, grants, or fellowships that are consistent with the objectives of the Society as described in Article 2;

c. no substantial part of the activities of the International Biogeography Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as otherwise permitted by Section 501(c)(3) of the Code;

d. the International Biogeography Society shall not participate in, or intervene in (including the publishing or distributing of statements concerning) political campaigns on behalf of (or in opposition to) any candidates for public office;

e. the International Biogeography Society shall not be organized for profit;

f. the International Biogeography Society shall not:

- 1) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest;
- 2) pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
- 3) make any part of its services available on preferential bases;
- 4) make any purchase of securities or any other property for more than adequate consideration in money or money's worth;
- 5) sell any securities or other property for less than adequate consideration in money or money's worth;
- 6) engage in any other transaction that results in substantial diversion of its income or corpus to any officer, employee, member of the Governing Board of Directors, or substantial contributor to the Society.

**Article 14. Distribution upon Dissolution.** In the event of dissolution or final liquidation of the International Biogeography Society, all of the remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the International Biogeography Society and for necessary expenses thereof be distributed to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Governing Board of Directors shall determine. In no event shall any of such assets or property be distributed to any individual member, director, or officer or any private individual.