

## **The constitution**

### **ARTICLE I: Names and Objects**

#### **Section 1.**

This association shall be known as the American Society of Naturalists.

#### **Section 2.**

The objectives of this Society shall be the advancement and diffusion of knowledge of organic evolution and other broad biological principles, so as to enhance the conceptual unification of the biological sciences.

Notwithstanding any other provision of these articles, the American Society of Naturalists is organized exclusively for scientific purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

No substantial part of the activities of the American Society of Naturalists shall carry on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code 501(h), or participating in, or intervening in (including the publication and distribution of statements), any political campaign on behalf of any candidate for public office.

#### **Section 3.**

In the event of dissolution, all remaining assets and property of the American Society of Naturalists shall after necessary expenses thereof be distributed to organizations of like character to be determined by the members of this society; such organizations must qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or, the assets and property may be distributed to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of New York will best accomplish the general purposes for which this organization was formed.

### **ARTICLE II: Members**

#### **Section 1.**

Membership in the Society shall be open to persons who have interest in its purposes.

#### **Section 2.**

Each active member shall arrange their membership dues and journal subscription status with the publisher of The American Naturalist, which is the society's journal..

#### **Section 3.**

Honorary members may be elected by the executive committee by a majority vote of those voting at a meeting or by suitable correspondence. The number of honorary members shall not exceed twelve.

#### **Section 4.**

Student members of the society can receive the Society's journal with a subscription and may vote.

### **ARTICLE III: Officers**

#### **Section 1.**

The officers of the Society shall be a president, a vice-president, a secretary and a treasurer. A president-elect and a vice-president elect shall be elected for a term of one year. At the conclusion of their terms, the president-elect and the vice-president-elect shall become, respectively, the president and vice-president for a term of one year. The secretary and the

treasurer shall be elected for terms of three years. The terms of all officers shall begin on the first of January following their election.

#### **Section 2.**

The president-elect, the vice-president-elect, the president, the vice-president, the three most recent past presidents, the most recent past vice-president, the secretary, the past-secretary, the treasurer, the past treasurer, and one graduate student from the graduate student council shall constitute the voting members of the executive committee of the Society. The editor(s) of the Society's journal shall be non-voting members of the executive committee.

Each president shall serve on the executive committee for five years (one year as president-elect, one year as president, and three years as past-president). Each vice-president shall serve on the executive committee for three years (one year as vice-president-elect, one year as vice-president, and one year as past-vice-president). Each secretary and treasurer will serve on the executive committee for six years (three years as secretary or treasurer, and three years as past-secretary or past-treasurer).

#### **Section 3.**

The president-elect, vice-president elect shall be elected by a ballot of the membership from a slate of at least two candidates for each office. The secretary and treasurer shall be elected by a ballot of the membership from a slate of at least one candidate for each office. The candidates shall be selected by the nominating committee.

#### **Section 4.**

The officers named in Section 1 shall discharge the duties usually assigned to these respective officers.

#### **Section 5.**

Vacancies in the executive committee, occurring by death, resignation or otherwise, may be filled by appointment by the executive committee; officers so appointed shall hold office only until the next election. However, in case of vacancy of the president, the president-elect shall become president for the remainder of the unexpired term as well as the following term. In case of vacancy of both the president and the president-elect, the vice-president, vice-president-elect, secretary, and treasurer shall become acting president, in that order, until the next election when a new president and a new president-elect shall be elected. Nomination for vacancies shall be made by the most recent nominating committee, if no new one had been appointed by the president prior to the vacancy.

#### **Section 6.**

A graduate student council to the executive committee will consist of four current graduate students who are members of the society. Each member may serve a term of up to three years. The current members of the graduate student council each year should forward the names of potential new members to the executive committee for their approval to fill vacancies on the graduate student council. The members of the graduate student council will elect one of their members to serve as the graduate student representative on the executive committee.

#### **Section 7.**

An officer can be removed from office only by a vote of a two-thirds majority of the executive committee.

### **ARTICLE IV: Meetings**

#### **Section 1.**

There shall be an annual meeting at a time and place designated by the executive committee.

#### **Section 2.**

Special business and/or scientific meetings may be called at any time by a vote of the Society or of the executive committee, but there should be at least 30 days' notice of such meetings.

### **Section 3.**

At the annual meeting there shall be a business meeting of the Society which is open to all members of the society, a meeting of the executive committee, and other such meetings or scientific sessions as may be arranged by the executive committee.

### **Section 4.**

Any matter that can properly be submitted to the annual business meeting may also be submitted to a ballot of the members by a majority vote of the executive committee, or of the members attending a business meeting, or by petition of at least twenty members of the Society.

### **Section 5.**

Fifteen members shall constitute a quorum of the Society, and three voting members a quorum of the executive committee.

## **ARTICLE V: Accounts**

A professional accounting firm shall be appointed by the president with advice of the executive committee to perform an annual review of the accounts of the treasurer using Generally Accepted Accounting Principles (GAAP), and to submit a report of the annual review to the executive committee prior to the next annual meeting. The reporting year shall end on December thirty-first.

## **ARTICLE VI: Affiliated Societies**

The Society may affiliate with other scientific organizations.

## **ARTICLE VII: By-Laws**

### **Section 1.**

By-laws recommended by the executive committee or by at least twenty members may be adopted by a majority vote either at a business meeting or by ballot.

### **Section 2.**

By-laws may be repealed, upon recommendation of the executive committee or of at least twenty members, by majority vote either as a business meeting or by ballot.

## **ARTICLE VIII: Amendments**

This constitution may be amended only by ballot. Amendments may be proposed by the executive committee, or by a majority vote at a business meeting, or by petition by at least twenty members of the Society. Adoption of an amendment shall require affirmative votes by at least one-fifth of the members and two-thirds of those voting.

### **Bylaws**

1. The annual meeting and the agenda for the business meeting shall be arranged by the secretary in consultation with the president and the vice-president. At each annual meeting there shall be a scientific meeting with a program arranged by the vice-president in consultation with the president and the secretary.
2. Each president shall appoint a nominating committee of three members, including a chairman, to select the appropriate number of candidates for a ballot for each office to be filled. The president and the secretary shall be ex-officio members of the committee.
3. Active members shall pay dues to be determined by the executive committee.
4. *The American Naturalist* is the official journal of the Society. The executive committee shall from time to time as necessary negotiate agreements with the publisher of *the American Naturalist*. If no satisfactory agreement can be made, the executive committee

may propose terminating the designation of *The American Naturalist* as the official journal, and submit the question of termination to a binding ballot of the membership.

5. The executive committee shall be empowered to negotiate with the publisher the appointment of the editor(s) for *The American Naturalist*, to serve a term of up to five years. The editor(s) in consultation with the executive committee shall appoint an editorial board of associate editors to advise the editor(s) in matters of policy. Each member of the editorial board shall serve for a term of three years, which may be renewed at the discretion of the editor(s).
6. The executive committee and the publisher of *The American Naturalist* will jointly consult to determine the dues and subscription charges for each category of active members for the current volume of *The American Naturalist*.
7. The constitution, by-laws, and other records of the society and the full list of members of the society shall be publically available by means deemed most appropriate by the executive committee.
8. The Society shall reimburse the members of the executive committee and the editor(s) for a portion of their expenses incurred in attending the annual meeting. The portion to be reimbursed will be determined by a vote of the executive committee.
9. No part of the net earnings of the Society shall inure to the benefit of any member or officer of the organization, or any private individual, except as reasonable compensation for services rendered, and no member or officers of the Society or private individual, except as reasonable compensation for services rendered, and no member or officer of the Society or any private individuals shall be entitled to share in the distribution of any of the assets on dissolution of the Society.

Revised and adopted by vote of the membership, June 2016