

# **THE ORTHOPTERISTS' SOCIETY**

**Constitution and By-Laws as revised November 20, 2005**

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# **THE ORTHOPTERISTS' SOCIETY CONSTITUTION AND BY-LAWS**

## **CONSTITUTION**

### **Article I**

#### **Name**

Section I. The organization shall be known as the ORTHOPTERISTS' SOCIETY.

### **Article II**

#### **Objectives**

Section 1. It shall be the purposes of the Society to facilitate communication among those interested in, and concerned with, Orthopterology and to encourage collaborative research and control programs in Orthopterology among the countries of the World; to promote, conduct, and foster research and the collection of data relating to Orthopterology; to disseminate information and to promote, conduct, and foster other activities designed to increase knowledge and understanding of Orthopterology and its implications; and to provide a forum in which individuals and organizations may consult and cooperate in considering research in Orthopterology and problems relating thereto.

Section 2. It shall be the further purpose of the Society to do all of the foregoing exclusively for scientific, educational, and charitable purposes. No part of the net earnings of the Society shall inure to the benefit of any officer, director, member, or private individual (except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes); and no officer, director, member, or private individual shall be entitled to share in the distribution of any of the Society assets upon its dissolution. No substantial part of the activities of the Society shall be carrying on propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. In event of the dissolution of the Society or the winding up of its affairs, the assets of the Society shall be distributed exclusively to charitable, scientific, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended. The Society shall not engage in any prohibited transaction as described in Section 503 of the Internal Revenue Code of 1954, nor shall it accumulate income or use or invest income in such manner as to cause denial of exemption under Section 504 of the Internal Revenue Code of 1954.

## **Article III**

### **Membership**

Section 1. The membership shall include Active, Student, Emeritus, Institutional, Sponsored, Life, and Honorary classes.

Section 2. All persons interested in Orthopterology by reason of their research, teaching, or other activities may become Active Members.

Section 3. Upon retirement from active professional service, Active Members are eligible for Emeritus status providing they have a record of five years continuous dues payment. Emeritus Members shall be exempt from payment of dues and shall have all the rights and privileges of Active Members.

Section 4. Any person who is enrolled, at any level, in a recognized educational institution may become a Student Member. Student Members shall have all the rights and privileges of membership, except the vote.

Section 5. Honorary Membership may be conferred on selected members who have rendered long and distinguished service to the field of Orthopterology. Honorary Members shall be exempt from payment of dues and shall have all the rights and privileges of Active Members.

Section 6. Sponsored memberships may be available to individuals who find it difficult to join or to remain in the society because of currency or other restrictions. Their memberships are supported by the society, largely through dues payments on their behalf by Active Members.

Section 7. Life memberships are available to members who choose to make a one time, lump sum dues payment at a rate set by the Governing Board.

Section 8. Institutional memberships are available to libraries and other organizations wishing to receive the society's publications but having no other membership rights or privileges.

Section 9. Past Presidents and Executive Directors and the current President, Executive Director, Treasurer, and Editor of the society shall be exempt from payment of dues and shall have all the rights and privileges of Active Members.

## **Article IV**

### **Officers**

Section 1. The officers shall include a President, a President-Elect, an Executive Director, a Treasurer, an Editor or Co Editors, an Electronic Information Officer and an OSF2 Officer.

Section 2. The President Elect shall serve as President-Elect until the next scheduled meeting of the Society. He/she shall assume the office of President at the close of the meeting held at the end of his term as President Elect. He/she shall thereafter be exempt from payment of dues, yet shall have all the rights and privileges of Active Members.

Section 3. The Executive Director shall administer the business of the Society and serve as a member of the Governing Board.

Section 4. The Treasurer shall be responsible for receiving and dispersing Society funds and serve as a member of the Governing Board. He/she shall maintain complete records and make them available to auditors when called upon to do so. He/she shall also supervise the investments of the Society and develop investment policies subject to the approval of the Executive Committee

Section 5. The Editor/ Co-Editors shall be responsible for the publications of the Society and serve on the Governing Board.

Section 6. The Electronic Information officer shall maintains the Society Website, and advise the Board on electronic information.

Section 7. The OSF2 Officer shall coordinate the activities of the Orthoptera Species File Version Two project and supervise the Orthopterists' Society role specified by the OSF2 Endowment.

## **Article V**

### **Governing Board**

Section 1. The Governing Board shall conduct the business of the Society subject to decisions on policy made by the membership by mail ballot or at the regular meetings of the Society. The Board shall consist of the following members:

- \*President
- \*President Elect
- \*Most immediate Past President available to serve
- \*Executive Director
- \*Treasurer
- \*Regional representatives selected with due regard to the membership's world distribution.
- \*Editor/ Co-Editors
- \*Electronic Information Officer
- \*OSF2 Officer

## **Article VI**

### **Publications**

Section 1. The publications of the Society shall include a newsletter, a Proceedings, Occasional Papers, and a Journal.

Section 2. The newsletter shall be an informal publication released on an annual, semiannual, or other basis at special times deemed necessary.

Section 3. Inasmuch as the addresses, papers presented, policy deliberations, and other business of the scheduled meetings of the Society are of interest to Orthopterists throughout the world, a Proceedings shall be published at intervals determined by the frequency of meetings.

Section 4. Occasional Papers may be published at irregular intervals at the discretion of the Governing Board. Section 5. A formal society Journal containing research articles may be published on a semiannual or annual basis.

## **Article VII**

### **Meetings, Voting, and Office Holding**

Section 1. The meetings of the Society shall be held at such time and place as may be decided by the Governing Board.

Section 2. Voting and office-holding in the Society shall be restricted to Active, Emeritus, Honorary, Sponsored, and Life Members.

Section 3. Changes in policy and other matters of major importance shall require approval by at least two thirds of those voting in a mail ballot of the voting membership.

## **Article VIII**

### **Amendments to Constitution**

Section 1. A proposal for amendment of the Constitution may be initiated by any member of the Society. The proposal shall be presented to the Executive Director, who is obliged to submit it to the Governing Board within two weeks.

Section 2. The Governing Board shall consider all amendment proposals and make a recommendation to the membership. In so doing the Board is empowered to make minor changes in the proposal wording to clarify obscure language, modify details of procedure, or otherwise facilitate the purpose of the amendment.

Section 3. Within two weeks following action by the Governing Board, the Executive Director shall mail a copy of the proposed amendment and a ballot to all voting members.

Section 4. The President shall name an Elections Committee consisting of himself/herself, the Executive Director, and at least one other member who, after a six weeks' deadline for ballot return, will canvas the vote and announce it to the membership in the next issue of the newsletter.

Section 5. A proposed amendment shall be adopted effective the date on which the ballots are counted if approved by two-thirds or more of those voting. If approved by less than two-thirds the amendment shall be lost and the existing wording of the Constitution maintained.

## **BY-LAWS**

### **Article I**

#### **Membership**

Section 1. Membership in the Society (except Honorary) begins on the date at which the applicant is approved for membership by the Governing Board through the Directorate. Membership rights shall cease following one year's non payment of dues.

Section 2. All qualified persons may become Active Members after submitting an application accompanied by the required fee to the Executive Director.

Section 3. Active Members in good standing in the Society for five or more years shall be considered by the Governing Board for designation as Active Members Emeritus following retirement from active professional service. The five year service requirement may be waived in cases of retirees' financial hardship.

Section 4. Any qualified person may become a Student Member after an application endorsed by an Active Member and accompanied by the required fee has been filed with the Executive Director.

Section 5. Honorary Membership may be conferred on selected Orthopterists under appropriate circumstances. Proposals for Honorary Membership shall be considered by the Governing Board following recommendation by any member of the Society. Favorable action by the Board shall constitute nomination. Formal designation of Honorary Membership shall require approval by at least two thirds of those voting in a mail ballot of the voting membership. No more than one candidate may be so designated per calendar year.

Section 6. Honorary membership is not to be confused with, and does not disqualify one from, other honors that the society may confer, such as President of the Society or Special Commendations.

Section 7. All members shall receive gratis the Society's newsletter. The Proceedings, the Journal, and any Occasional Papers published by the Society will be received by members and non members upon payment of an appropriate per publication fee to be-determined by the Governing Board.

## **Article II**

### **Duties of Officers and Methods of Election**

Section 1. The President shall be the chief administrative officer of the Society and the Chairman of the Governing Board. He/she shall exercise such powers as are necessary to carry out his/her official duties including the appointment of an Executive Director, Treasurer, Electronic Information Officer and OSF2 Officer to administer the Society's business, the appointment of a host to plan for the next scheduled meeting, the appointment of an Editor/Editors to prepare the Society's publications, and the appointment of various special committees. He/she shall serve from the end of one scheduled meeting to the end of the next scheduled meeting. He/she shall be replaced by the President Elect in the event of failure or inability to serve.

Section 2. The President Elect shall be elected by the following procedure. Two months before the next scheduled meeting, the Executive Director shall invite each member of the Governing Board to propose one name for President Elect. The name/names proposed by a majority vote of the Governing Board shall constitute the nominee/nominees. These names, arranged alphabetically, shall be placed on the ballot, along with space for a write in candidate, and mailed to each voting member of the Society at least six weeks before the meeting. After a six week deadline necessary for ballot return, the Elections Committee appointed by the President shall canvas the vote and announce the name of the winning candidate in the newsletter. The candidate who receives the greatest number of votes shall be declared elected. The Executive Director shall resolve a tie vote by immediately mailing to the membership a run off ballot containing the names of the deadlocked candidates. The winner of the run off ballot, which is conducted in the manner prescribed above, shall be declared President Elect. In case of incapacity, resignation or death of a President Elect, the President shall call an immediate election, following the procedure described above.

Section 3. The Executive Director shall be appointed by the President and approved by the Governing Board. He/ she shall serve the Society as secretary and business manager. He/she shall maintain a membership roll, keep a record of the proceedings, and attend to general correspondence.

Section 4. The Treasurer shall be appointed by the President and approved by the Governing Board. He/she shall collect all monies due, pay all bills incurred by the

Society, submit a financial report at the scheduled meetings, and supervise the investments of the Society and develop investment policies subject to the approval of the Executive Committee. His/her financial records shall be subject to a formal annual audit by a committee appointed by the President and approved by the Governing Board. The Audit Committee shall consist of the President, the Executive Director, and at least one other society member.

Section 5. The Editor-in-Chief shall be appointed by the President and approved by the Governing Board. He/ she shall be responsible for the preparation and editing of the newsletter, Journal, Proceedings, and any Occasional Papers published and shall serve as a member of the Governing Board. The editorial function may be shared, if necessary, between an Editor-in-Chief and a Co-Editor. The Co-Editor, who is appointed and approved as above, also serves on the Governing Board.

Section 6. Regional Representatives shall be elected by the following procedure. At least two months before the next scheduled meeting, the President shall appoint one of the current Representatives as Chairman of a Representative Nominating Committee consisting of the current Regional Representatives. This committee shall submit at least two names for each of the three vacancies. This list shall constitute the slate of nominees. These names shall be placed on the ballot, along with space for write in candidates, and mailed to each voting member at least six weeks before the meetings. Representatives shall serve from the end of one scheduled meeting to the end of the next. The Elections Committee shall canvas the ballots after a six weeks' deadline for return of marked ballots and announce the results in the newsletter. The Executive Director shall resolve a tie vote immediately by mailing to the membership a run off ballot containing the names of the deadlocked candidates. The winners shall assume their Board duties along with the President, the President-Elect, the most immediate Past President who is available, the Executive Director, the Treasurer, and the Editor/ Editors at the next scheduled meeting. In case of incapacity, resignation or death of a Regional Representative, the President shall call an immediate election, following the procedure for regular election. No Representative may normally serve more than two consecutive terms.

The numbers of Regional Representatives shall be determined from time to time by the Board to ensure adequate representation of the membership. Such representation shall be determined by geography, numbers of members in various regions, and subject specialization of members. Regional Representatives shall represent the special interests and problems of their regions and of the subject specialization of Society members. They shall be responsible for recruitment of members in their regions, and for articles for the newsletter and papers for the journal in coordination with the editors of those publications."

Section 7. An Executive Committee, comprising the President, President-Elect, Executive Director, and Treasurer, shall conduct the normal business of the Society and develop minor policy by consensus. Major policy decisions are to be submitted to the Board for approval by a majority of those voting. Any action of the Executive Committee may be challenged by two or more Board members within 10 days of the announcement of such action, and the action withheld until a vote is taken by the Board.



Voting shall take place within two weeks of the submission to the Board of major policy decisions or objections to the action of the Executive Committee, and a majority of Board members voting shall determine its decision.

Section 8. All appointed officers shall serve at the pleasure of the President.

### **Article III**

#### **Society Dues**

Section 1. Dues shall be set by the Governing Board subject to Society approval by letter ballot.

### **Article IV**

#### **Meetings, Quorums, Voting**

Section 1. The meetings of the Society shall be scheduled, as necessary, for every third or fourth year so as not to conflict with the International Congresses of Entomology.

Section 2. Ten percent of the total membership shall constitute a quorum for the transaction of business.

Section 3. A simple majority of those present at meetings or voting by mail ballot shall be sufficient to carry any motion except as otherwise specified by the Constitution or By-Laws.

Section 4. Members in arrears shall be dropped from the rolls by the Executive Director after six months' notice.

### **Article V**

#### **Amendments to ByLaws**

Section 1. Changes in the By Laws may be initiated by any member of the Society. Such proposals shall be processed in a manner identical to that of proposals to amend the Constitution.

Section 2. A proposed change in the By- Laws shall be adopted effective the date on which the ballots are counted if approved by two thirds or more of those voting. If approved by less than two thirds the proposal shall be lost and the existing wording of the By-Laws maintained.

### **Article VI**

## Committees

Section 1. All committees shall consist of any *exofficio* and other members appointed by the President with the approval of the Governing Board, who shall determine the members' term of office.

Section 2. The committees currently standing are: Audit Committee, Editorial and Publications Committee, Elections Committee, Meeting Committee, Membership Committee, Regional Representative Nominating Committee, Resolutions and Amendments Committee, Training Program Committee.