

**Constitution of the Association of Southeastern Biologists**  
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**Article I - Organization**

**Section 1.** The name of this organization shall be The Association of Southeastern Biologists.

**Section 2.** The purpose of this Association shall be to promote the advancement of Biology as a science by encouraging research, the imparting of knowledge, the application of knowledge to the solution of biological problems, and the preservation of biological resources.

**Section 3.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

**Article II - Membership and Dues**

**Section 1.** Membership shall be open to all persons interested in the biological sciences.

**Section 2.** Membership shall be granted to any eligible individual, institution, or corporation upon receipt of a written application and dues payment for the current year.

**Section 3.** Each member shall pay annual dues in accordance with her/his category of membership. Annual dues include online access to *Southeastern Biology* and eligibility for subscriptions at reduced costs to other journals sponsored by the Association.

**Article III - Officers**

**Section 1.** The Officers of the Association shall be the President, Vice President, President-Elect, Past President, Secretary, Treasurer, and Associate Treasurer.

**Section 2.** The term of office is 3 years for the Secretary and Treasurer, and Associate Treasurer, 2 years for the President and Past President and 1 year for the other offices.

**Article IV - Executive Committee**

**Section 1.** The officers of the Association, six (6) Members-at-Large elected by the membership, the Journal Editor of *Southeastern Biology*, the Membership Officer, the Web Editor of ASB, and

Members of the Archives Office shall constitute the Executive Committee. The Journal Editor, Web Editor, Membership Officer, Associate Treasurer, and Members of the Archives Office shall be ex officio, nonvoting members with the right to discuss all issues and to propose motions. Members-at-Large shall serve terms of 3 years with two members elected each year.

**Section 2.** The Executive Committee shall meet in the fall of each year and in the spring during the Annual Meeting of the membership.

**Section 3.** The Executive Committee shall serve additionally as the Corporation's Board of Directors.

#### **Article V - Annual Meeting**

**Section 1.** The Annual Meeting of the Association shall be held in April at such place as may be recommended by the Executive Committee and approved by the membership. The date of the meeting shall be determined by the Executive Committee.

**Section 2.** The Executive Committee may change the time and place of the Annual Meeting and may call special meetings of the Association.

**Section 3.** Notice of all special meetings shall be sent to each member at least two (2) weeks before the dates on which such meetings are to convene.

**Section 4.** Fifty (50) members of the Association shall constitute a quorum for the transaction of business at the Annual Meeting or at any special meeting.

#### **Article VI - Disposition of Property**

In the event of the dissolution or termination of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code or shall be distributed to federal, state or local government for a public purpose.

#### **Article VII - Incorporation**

The Association of Southeastern Biologists is incorporated as a non-profit scientific, and educational organization without capital stock and one solely engaged in lawful activity as permitted by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and by Chapter 55A-86 of the General Statutes of the State of North Carolina. No member shall have any title or interest in the property of the Association, and no dividends or profits shall be declared or paid to any member. ***Pending approval by the Internal Revenue Service. Approval received from the Internal Revenue Service April 24, 2015 retroactive to May 10, 2010.***

## **Article VIII - Audit**

**Section 1.** The fiscal year for the Association is January 1 through December 31.

**Section 2.** The financial records of the Treasurer and of the Board of Trustees of the Enrichment Fund shall be audited by the Finance Committee at the close of the fiscal year at least 30 days prior to the annual meeting with the results included in the committee's annual report to the Executive Committee. An audit shall also be conducted at least 30 days before the annual meeting in the third year of the Treasurer's term by an external auditor approved by the Executive Committee and which audit will then be approved and signed by the president at the annual meeting.

## **Article IX - Archives**

**Section 1.** Documents to be archived shall be collected by the Archives Office consisting of an Archivist, Associate Archivist, and Assistant Archivist. The Archivist shall serve a 2-year term and may at the President's discretion, and Executive Committee's concurrence, be reappointed as Assistant Archivist as the present Assistant assumes the office of Associate Archivist and the present Associate becomes the Archivist.

**Section 2.** The Archives of The Association of Southeastern Biologists shall be maintained permanently at the University of Georgia, Athens, Georgia.

## **Article X - Amendments**

**Section 1.** This Constitution may be amended at any Annual Business Meeting by a three-fourths majority of those voting provided due notice has been sent by the Secretary to the membership at least 30 days in advance of the meeting, provided the amendment has been proposed either by the Executive Committee or otherwise by a committee authorized by the Association at a previous Annual Meeting, and provided that so long as the Association shall be or remain an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, no amendment shall be made to Article I, Article VI, or Article VII of this constitution without consent having been obtained from the Internal Revenue Service and having been reported to the North Carolina Department of State.

**Section 2.** Amendments adopted at the Annual Business Meeting shall be submitted to the membership-at-large for final adoption which shall require a three-fourths majority of those voting.