

**CONSTITUTION AND BYLAWS
OF THE ASSOCIATION OF SOUTHEASTERN BIOLOGISTS**

Approved by the Membership March 2022

ARTICLE I - Organization

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

Section 2. The Association of Southeastern Biologists is incorporated in the State of North Carolina.

Section 3. 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.

ARTICLE II - Object

Section 1. 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.

ARTICLE III - Membership

Section 1. Membership Classes The Association shall consist of Student members, Emeritus members, Life members, Patron members, and Professional members.

- A. Student member: Any currently-enrolled student who has paid annual student dues.
- B. Emeritus member: Individual who has been a regular member of the Association for 10 or more consecutive years and who has retired from professional duties may be elected to Emeritus membership by the Executive Committee.
- C. Life member: Individual who has paid a one-time lifetime dues fee established by the Association.
- D. Patron member: Individual or corporation who chooses to support the society beyond annual meeting registration costs. Patron membership includes a one-year membership, one annual meeting registration and two tickets to each of the three evening events at the annual meeting (the Plenary Mixer, the Social, and the Awards Banquet).
- E. Professional member: Individual who does not fit the above classifications and have paid annual professional dues.

Section 2. Membership Eligibility Membership shall be open to all persons interested in the biological sciences and shall be granted to any eligible individual upon receipt of a written application, dues payment for the current year, and compliance with the Association's code of conduct and other policies.

Section 3. Membership Dues Each member shall pay annual dues in accordance with their category of membership. Benefits of membership shall be determined by the Executive Committee and designated on all Association platforms. Annual renewal of membership shall require the payment of dues by the first of January.

Section 4. Membership Benefits Members in good standing are eligible to vote for Association officers and on issues requiring membership approval, are eligible to serve on the Executive Committee, and additional benefits determined by the Executive Committee.

Section 5. Loss of Membership Any member with dues in arrears on the first of July shall be dropped from the membership roster. Members must pay past dues to maintain continuous membership. The Executive Committee may remove any member, including but not limited to Student, Emeritus, Life, Patron, and Professional members, with cause by a quorum.

ARTICLE IV - Elected Representatives

Section 1. Elected Positions and Duties The Officers of the Association shall be the President, Vice President, President-Elect, Past President, Secretary, Treasurer, and Associate Treasurer. These officers shall perform the duties prescribed below, serve as chair of applicable committees, and perform additional duties assigned by the Executive Committee as needed.

A. Officers

- a. President** The President shall be the executive officer of the Association and chair of the Executive Committee, for a 2-year term, and shall perform the duties usual to the office. They shall appoint, with the advice of the Executive Committee, Standing committees, Special committees authorized by the Executive Committee, and where appropriate, Association Representatives to other organizations. The President shall approve and sign the internal and external audits at the annual meeting. The President shall notify Emeritus members of their election.
- b. President-Elect** President Elect is nominated in the first year of the President's term. The President-Elect shall serve a 1-year term during which they shall keep in close contact with the President and Past President and in effect study the Presidency. At the conclusion of the President's 2-year term, the President-Elect shall become President.
- c. Past President** The Past President shall serve a 2-year term, and in order to provide continuity in the governance of the Association, shall serve as advisor to the President on matters of past policy.

- d. **Vice President** The Vice President shall serve a 1-year term. In the absence of the President from any meeting, the Vice President shall discharge the duties of the office.
- e. **Secretary** The Secretary shall serve a 3-year term. The Secretary shall keep records of the meetings of the Association and of the Executive Committee, conduct routine business pertaining to the office, and schedule meetings of the Executive Committee.
- f. **Treasurer** The Treasurer shall serve a 3-year term. The Treasurer shall receive and disburse all funds of the Association as approved by the Executive Committee, keep records of dues received and funds expended, and report the activities of the office annually to the membership at the Business Meeting. The Treasurer shall keep the Associate Treasurer advised of all transactions of the office. In the absence of the Treasurer, the Associate Treasurer and President shall assume the duty to authorize by signature any financial transactions belonging to the Treasurer's office.
- g. **Associate Treasurer** The Associate Treasurer shall serve a 3-year term. The Associate Treasurer shall support the office of the Treasurer, serve as co-signatory on all accounts, and assume the role of Treasurer at the end of their 3-year term.

B. Members-at-Large

- a. There are six members-at-large, elected two per year in three year terms, that speak for the members and fill roles as assigned by the Executive Committee.

Section 2. Nomination and Elections The Nominating Committee shall select annually at least one nominee for each position to be filled. Members may recommend to the Nominating Committee persons for any office. The slate of nominees shall be presented to the entire membership and posted on the Association website eight weeks prior to the Annual Meeting, and a call for additional nominations from the membership will be issued. The Nominating Committee must verify that each proposed nominee is a member in good standing and is willing to serve if elected. Nominations will close six weeks prior to the Annual Meeting. Ballots will be available to the membership and voting will open five weeks prior to the Annual Meeting for all members in good standing. Elections will close at the conclusion of the ASB Business/Members Meeting. Results will be compiled by the Nominating Committee and reported to the Executive Committee prior to the Annual Banquet. Results will be retained by the Nominating Committee for a minimum of one year. After the election results have been determined, those elected will fill terms on the Executive Committee.

Section 3. Term of Office, Removal from Office Elected term of office shall begin at the end of the Annual Meeting at which they are elected. An elected representative may be removed from their position by affirmative vote of two-thirds of the officers. If a president cannot complete their term, the President-Elect shall become President. If this occurs in a year without a President-Elect, the Vice President shall become President for the remainder of that term. If a President-Elect cannot complete their term, a new

election shall be held. Vacancies in other officer positions shall be replaced by majority vote of the executive committee, to serve until the next election.

Section 4. Office Holding Limitations No member shall hold more than one office at a time. Neither the President nor the Vice President shall be eligible for reelection to their current position for the year following their term of office.

ARTICLE V - Meetings of Members

Section 1. Annual Meetings The Annual Meeting, with colleges, universities, or scientific institutions throughout the Southeast, shall share scientific information through symposia, paper and poster sessions, and workshops and strengthen social and professional ties among southeastern biologists. The Annual Meeting of the Association shall be held each spring, as possible, at such place and date as determined and approved by the Executive Committee.

Section 2. Business/Members Meetings The Association shall hold a Business/Members meeting open to all members at the time and place of the Annual meeting. At this meeting, officers shall report on the status of the Association.

Section 3. Quorum Fifty (50) members of the Association shall constitute a quorum at the Business/Members Meetings. A quorum is required for voting and approvals, but not needed to present information to the members.

ARTICLE VI - Executive Committee

Section 1. Members of the Executive Committee Voting members of the Executive Committee shall consist of the Officers of the Association and the Members-at-large. Non-voting members of the Executive Committee shall consist of the Editor of the Association's Bulletin and the Archivist.

Section 2. Duties of the Executive Committee The Executive Committee shall direct the affairs of the Association. The committee shall establish the policies for the Association with the approval of the membership. The Executive Committee shall serve additionally as the Corporation's Board of Directors.

Section 3. Executive Committee Meetings The Executive Committee shall meet regularly and as needed to plan the annual meeting and carry out the duties of the Association. A majority of voting members of the Executive Committee shall constitute a quorum at Executive Committee Meetings.

ARTICLE VII - Committees

Section 1. Standing Committees The Executive Committee shall establish and maintain an up-to-date Leadership Guide that describes the name, composition, manner of selection, and duties for Standing committees.

Section 2. Special Committees The Executive Committee may authorize the appointment of Special committees as deemed necessary to conduct the work of the Association. The committee shall be dissolved at the completion of their assigned task.

ARTICLE VIII - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws and any special rules of order this Association may adopt.

ARTICLE IX - Amendments

Section 1. Proposal of Amendments Amendments to this Constitution and Bylaws may be proposed by any member of the Association. Proposals shall be submitted in writing to the Executive Committee and the Executive Committee shall, upon receipt of a proposed Amendment, hold a vote within 60-days. Amendments approved by the Executive Committee by December 1st shall be shared with the membership for a vote in the next election.

Section 2. Passage of Amendments Members will have a minimum of 60 days to consider the proposed amendment, participate in an online forum, and cast an electronic vote. The Constitution and Bylaws are successfully amended following two-thirds vote of members participating in the election.

ARTICLE X - Association Finances

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

Section 2. Enrichment Fund and Endowment

- A. The Association shall maintain an Enrichment Fund and an Endowment (collectively called "Restricted Funds") to support long- and short-range objectives to advance biological education through teaching and research. The specific objectives to be supported shall be designated by the Executive Committee and approved by the membership.
- B. The Restricted Funds shall be under management of the Finance Committee. This committee shall be responsible for the prudent investment of all the Restricted Funds of the Association and for planning and directing the recruitment of funds from the membership and external sources.

- C. The Finance Committee, with approval from the Executive Committee, shall receive and administer bequests and other property from any source and shall have the authority to buy, sell, exchange, lease, transfer, or otherwise dispose of any property, real or personal, with respect to the Funds as subject to restrictions established by the IRS for a 501(c)(3) nonprofit association.
- D. Bequests and gifts without specific designation shall be allocated by the Finance Committee for any established educational objective of the Association. Bequests and gifts received for specific purposes shall be either applied directly to the intended purpose or placed in an Endowment such that only the interest or dividends can be used for Association goals and in accordance with the wishes of the donors. Endowments may be named in honor or memory of individuals or for the intended purpose and may be established for existing educational objectives or others approved by the Finance Committee.
- E. The Finance Committee shall invest funds only in conservative investment with guaranteed interest or dividends. Funds may be invested with higher risk tolerance, subject to written approval by the donor.

Section 3: Financial Reports

- A. The financial records of the Treasurer shall be audited by the Finance Committee at the close of the fiscal year and at least 30 days prior to the Business/Members Meeting with the results included in the committee's annual report to the Executive Committee.
- B. The Treasurer and Finance Committee shall provide and present a report on the finances of the Association, including the Restricted Funds, annually at the Annual Meeting to the members for approval.
- C. The Treasurer shall submit all required tax forms in a timely manner.
- D. An audit shall 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 XI - Non-Discrimination & Decorum Policy

Section 1. The Association will strive to advance Inclusive, Diverse, Equitable, and Accepting (IDEA) environments in our society, institutions, and community.

Section 2. The Association shall not discriminate in any manner against a person by reason including, but not limited to, age, race, color, creed, sex, sexual orientation, gender identity, national origin, religious or political affiliation, disability, familial status, or marital status.

Section 3. All members, participants, and affiliates are expected to abide by the ASB Code of Conduct at the Annual Meeting and during participation in any Association-sponsored activity. The Code of Conduct shall be readily available to view by members through ASB platforms.

ARTICLE XII - General Provisions

Section 1. Affiliates Any organization with a focus on the biological sciences may become an affiliate of the Association of Southeastern Biologists upon recommendation of the Executive Committee and approval of the membership attending the Business/Members Meeting. Affiliation does not confer individual membership or membership benefits in the Association on the members of the affiliated organization.

Section 2. Archives Documents to be archived shall be collected by the Archives Office consisting of an Archivist, Associate Archivist, and Assistant Archivist which are appointed by the President with the support of the Executive Committee. The Archivist shall serve a 2-year term and may be reappointed as Assistant Archivist as the present Assistant assumes the office of Associate Archivist and the present Associate becomes the Archivist. The Archives of The Association of Southeastern Biologists shall be maintained permanently at the University of Georgia, Athens, Georgia.

Section 3. Dissolution of the Association In the event of dissolution, consolidation, or merger, this corporation shall follow the guidelines of the State of North Carolina in consultation with legal representation. After paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more 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.