

# THE BIOLOGICAL SOCIETY OF WASHINGTON

## CONSTITUTION AND BYLAWS

**Adopted 3 December 1884  
(As amended 17 May 2012)**

**Article 1.** **Name.** The name of this Society shall be The Biological Society of Washington.

**Article 2.** **Purpose.** The purposes of this Society are to advance systematic study of plants and animals, living and extinct, and to foster the prompt dissemination of research that increases knowledge of their biodiversity.

**Article 3.** **Membership.** The following classes of members shall be recognized: Regular Members, Student Members, Life Members, and Emeritus Members. Changes of membership status may be effected at any time by the payment of appropriate dues or, in the case of Emeritus members, at the direction of the Council.

Regular and Student Members shall pay annual dues as established by the Council, shall receive the publications of the Society, shall receive notices of meetings, and shall be eligible to vote at meetings of the Society and in electronic ballots.

Student Members have all the rights and privileges of regular members but pay lower dues.

Life Members shall be recognized as such by the payment of a fee established by the Council. This fee shall be paid either in one lump sum or in four equal, consecutive annual installments. During their lifetime, Life Members shall receive the publications of the Society, shall receive notices of meetings, and shall be eligible to vote at meetings of the Society and in electronic ballots.

Any member who has been a Regular Member may, at the discretion of the Council, be accorded the privileges of Emeritus Membership. These persons shall then be granted the same status as a Life Member but not be required to pay dues.

**Article 4.** **Officers, Elections, and Succession.** The officers shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-Elect shall succeed the President upon the expiration of the latter's term of office.

The President-Elect, Secretary, and Treasurer shall be elected for a term of two years by a majority of the members voting. All officers shall take office at the end of the annual business meeting in the year in which they are elected. A slate of candidates shall be prepared by a Nominating Committee appointed by the President. Ballots shall be electronically transmitted to all members at least 30 days before the annual meeting in an election year.

If, for any reason, the President is unable to carry out the duties of the office, he/she shall be succeeded by the President-Elect until the Council judges him/her to be able to resume the duties of the office. If, for any reason, the President-Elect

is unable to carry out the duties of the office, the Council will elect a replacement to fill the term; both the President and President-Elect positions will be filled at the next scheduled election. Vacancies in the other offices also shall be filled temporarily by a majority vote of the Council until the next election is held.

**Article 5. Council.** The Council shall consist of the President, President-Elect, Secretary, Treasurer, Chairpersons of Standing Committees, ex-Presidents, and an Elected Council of four additional members. Elected Council candidates shall be nominated by the Nominating Committee and elected for a two-year term of office to be served concurrently with that of the other officers.

The Council shall be the governing body of the Society. It shall be responsible for matters of policy and procedure. It shall meet at the discretion of the President and shall always meet at the time of the annual business meeting. It shall receive and act on reports from the committees of the Society. It shall receive and act on the annual budget prepared by the Finance Committee.

**Article 6. Meetings.** The Society shall hold at least one scheduled meeting each year, except in an emergency as declared by a three-fourths vote of the Council members.

Reports of Standing Committees (see Bylaw 6), the Treasurer, and an Audit Committee shall be presented to the members at the annual meeting in printed or electronic form.

Should the Council declare an emergency, these reports may be made to the members in printed or electronic form. The Council shall install officers in the event that no annual meeting is held.

**Article 7. Publications.** The publications of the Society shall be the *Proceedings of the Biological Society of Washington: A Journal for Documenting Global Biodiversity*, issued quarterly; the *Bulletin of the Biological Society of Washington*, published irregularly as needed; and any special publication that the Council authorizes. The *Proceedings* and the *Bulletin* shall be managed by an Editorial Committee.

**Article 8. Bylaws and Amendments.** The Society may enact bylaws that interpret and implement this Constitution and propose amendments to the Constitution. Bylaws or amendments, after initial approval by the Council, may be adopted, amended, or repealed by a two-thirds majority of those voting at an annual meeting of the Society or by electronic ballot, provided that in either case, notice of the proposed action has been sent to each voting member of the Society at least thirty (30) days before the date of the vote.

**Article 9. General Prohibitions.** Notwithstanding any provision of the Constitution or Bylaws which might be susceptible to a contrary interpretation:

**a.** The Biological Society of Washington shall be organized and operated exclusively for scientific and educational purposes;

- b. No part of the net earnings of The Biological Society of Washington shall or may under any circumstances inure to the benefit of any private member or individual;
- c. No part of the activities of the Biological Society of Washington shall consist of carrying on propaganda, or otherwise attempting to influence legislation;
- d. The Biological Society of Washington shall not participate in, or intervene in (including the publishing or distribution of statements) political campaigns on behalf of any candidate for public office;
- e. The Biological Society of Washington shall not be organized or operated for profit;
- f. The Biological Society of Washington shall not: 1) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to; 2) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to; 3) make any part of its services available on preferential basis to; 4) make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from; or 5) engage in other transactions that result in substantial diversions of its income or corpus to; any officer, member of the Council, or substantial contributor to The Biological Society of Washington. The prohibitions contained in this subsection (f) do not imply that The Biological Society of Washington may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by any other provisions of the Constitution or Bylaws.

**Article 10. Distribution or Dissolution.** Upon dissolution of The Biological Society of Washington, the Council shall distribute the assets and accrued income to one or more organizations as determined by the Council, but which organization or organizations shall meet the limitations prescribed in subsections (a)-(f) inclusive, of Article 9, immediately preceding.

## BYLAWS

1. **Quorum.** Five Council members shall constitute a quorum at a meeting of the Council.
2. **The Secretary.** The Secretary shall keep minutes of the meetings of the Council and of the Society. He/she shall issue notices for the meetings of the Society and the Council, and shall conduct the general correspondence of the Society and Council.
3. **The Treasurer.** The Treasurer shall be in charge of the funds and keep the financial records of the Society. He/she shall be authorized by the Council to make necessary disbursements, within the limits set by the budget. The Treasurer shall preserve a receipted bill, or bill and cancelled check, for each payment. He/she shall present a statement of financial accounts, audited by the Audit Committee before the time of the annual business meeting.

4. **The President.** The President shall preside at meetings of the Council and of the Society, and perform such other functions that may adhere to the office. He/she shall, with the approval of the Council, appoint ad hoc committees which shall report to the Council.
5. **Budget.** Prior to the annual meeting, a budget for the next year shall be prepared by the Finance Committee and submitted to the Council for action. No financial obligation against the Society may be contracted by any officer or member except as specified in the annual budget or as provided for by special action of the Council upon recommendation of the Finance Committee.
6. **Committees.** The Society shall maintain the following standing committees. They shall be provided with such needed financial support, to be designated in the budget, as the funds of the Society may warrant. The chairmen of the standing committees shall be appointed by the President following the annual meeting.
  - a. The Finance Committee shall consist of the Treasurer and two members to be appointed by the President. The Treasurer shall not serve as the Chairman. It shall prepare the annual budget for submission to the Council and shall advise the Council in all matters affecting the finances of the Society, including the deposit and investment of funds, endowments, and long-term financial policies.
  - b. The Editorial Committee shall be composed of the Editor, who shall serve as Chairman, and not less than three Associate Editors. This Committee shall advise the Council on all matters affecting publication. The Editor shall be appointed by the Council. The Associate Editors shall be appointed by the Editor for terms determined at the discretion of the Editor.
  - c. The Membership Committee shall consist of a Chairman and not less than three members and shall be responsible for the Society's effort to increase or maintain the membership.
7. **Endowment Fund.** There shall be an Endowment Fund which shall consist of contributions from members, payment of Life Member dues, and miscellaneous gifts. At the discretion of the Council, the principal of this fund may be used in publishing the Society's journal or for the general operations of the Society. At the discretion of the Council, the principal of this fund may also be used in the publication of symposia, monographic studies, or other special publications; however, such a decision must be reached only during a meeting of the Council.