



**ENTOMOLOGICAL
SOCIETY OF AMERICA**
SHARING INSECT SCIENCE GLOBALLY

ESA Governance Upgrade: Proposed Bylaws Amendments

October 15, 2025

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**ENTOMOLOGICAL
SOCIETY OF AMERICA**
SHARING INSECT SCIENCE GLOBALLY

From: Entomological Society of America (ESA) Governing Board
To: ESA members
Re: Recommendation for consideration of a Bylaws revision
Date: October 15, 2025

Dear ESA members,

With the adoption of the Society's first strategic plan in more than a decade, in 2022 the ESA Governing Board began a process to review how ESA elects leaders to its highest decision-making body. This was borne of a desire to align our governing structure with modern association management practices and legal obligations for board members and to provide leaders with the tools they need to keep ESA nimble, responsive, inclusive, and strong.

For the next three years, the Board discussed this in exhaustive detail. A consultant hired in 2024 showcased leading practices in association governance and suggested how ESA could align its practices to those. Member input and feedback was actively sought, including discussion sessions, town halls, webinars, Branch and Annual Meeting conversations, a member comment form, Branch Meeting posters, an *American Entomologist* article, and three different task forces to refine the proposals.

From the beginning, the Board knew that its job was to prepare a proposal that is as strong as possible and created in consultation with the membership, so that, if members choose to approve it, then we would be on solid footing to move the Society forward.

That is the recommendation before you today.

To develop and refine this proposal, the Board commissioned task forces in three stages. The first task force drafted an original proposal based on best practices and legal guidance. The second task force was tasked with taking member input and revising the proposal based on that feedback. The third task force provided a deep review and discussion of the revised proposal to facilitate the Board's decision-making process.

During this refinement process, the seven key elements of the original proposal were revised down to just five proposals. The members of the Board approached this governance upgrade process with an open mind and ask you to do the same. If you reviewed an early draft of this proposal, you'll find that this latest version is different in a number of key ways, based on input from members.

On September 23 the Board decided that the development process was complete and it was time to put the proposal into the hands of the membership with a Bylaws vote. By design, bylaws don't prescribe processes in fine detail, but the rules are designed to be flexible enough to evolve with our Societal needs. We put our faith in the good intentions of our fellow members to seek the same that we do: to move ESA forward and help it thrive in the future.

On the advice of our legal counsel, the revisions are being considered as a single amendment to the Bylaws. In other words, this is a yes-or-no vote on the revisions as a whole, not a piecemeal vote on each different edit to the Bylaws.

If the membership approves the amendments, which requires two-thirds of voting members to vote in support, the changes would go into effect within 30 days, or as soon as the governing documents could be practicably updated.

The Governing Board has worked hard on this proposal, and now it's your turn to decide whether this update to ESA's governance practices will deliver the vision you seek for ESA's future.

In the pages that follow, you will find (1) a draft of the ESA Bylaws with proposed amendments displayed in red, accompanied by brief explanations in blue boxes, (2) a "clean" draft of the Bylaws with all proposed amendments in place, and (3) an addendum with supplemental information about the proposed Advisory Council. For further detail and in-depth explanations of all proposed amendments, see "[ESA Governance Upgrade 2025](#)" and "[ESA Governance Upgrade 2025: Answers to Questions and Comments](#)" on the ESA website.

Thank you for taking the time to carefully review and vote on this critical question for your professional society.

Sincerely,

The 2025 ESA Governing Board

ENTOMOLOGICAL SOCIETY OF AMERICA BYLAWS
(REDLINE VERSION WITH EXPLANATIONS)

In this document, proposed amendments to the ESA Bylaws are displayed in red and are accompanied by brief explanations in blue text boxes. For further details and in-depth explanations of all proposed amendments, see “[ESA Governance Upgrade 2025](#)” and “[ESA Governance Upgrade 2025: Answers to Questions and Comments](#)” on the ESA website.

Effective Date: ~~October 21, 2024~~ March 10, 2026

PREAMBLE

With the 2025 approval of amendments to these Bylaws to convert existing Representative positions on the Governing Board to At-Large Members and remove the Vice President-Elect position, all current members of the Governing Board as of the above Effective Date shall be allowed to serve the remainder of the term for which they were originally elected, provided they continue to meet the other requirements of the office.

The above preamble text clarifies the intended transition process between the existing Governing Board structure and the new one described in the amended text below. In short, current Board members would complete their terms, and new At-Large Members would be elected once the Board size reaches the new, smaller target size. If approved by member vote, these Bylaws would go into effect within 30 days (i.e., no later than March 10, 2026) or as soon as the governing documents could be practicably updated. At a point in the future when the preamble is no longer relevant, it can be removed by a vote of membership.

ARTICLE I: NAME AND PURPOSE

Section 1. Name. The organization shall be known as THE ENTOMOLOGICAL SOCIETY OF AMERICA, hereinafter referred to as The Society.

Section 2. Purpose. The purpose of The Society is to promote entomology for the advancement of science and the benefit of society through: scientific and professional communications, outreach on science and public policy, program development, continuing education, and fostering interest in entomology.

Section 3. Nondiscrimination. The Society shall maintain a policy of nondiscrimination and equal opportunity in both membership and employment.

ARTICLE II: MEMBERSHIP

Section 1. Categories. The categories of membership shall be Regular Member, Honorary Member, Emeritus Member and Student Member and subcategories as determined by the Governing Board and codified in The Society Policy Manual.

Section 2. Membership. Any person may apply for membership and may become a Member after a properly executed application, accompanied by the required fee, has been filed with The Society.

Section 3. Privileges. All members in good standing who are at least 18 years old shall have the right to vote and hold office.

The benefits of membership shall be determined by the Governing Board.

The right to terminate the membership of any member is reserved by the Governing Board.

Members whose dues are not paid for the current year are not in good standing.

Section 4. Term. The term for individual membership shall be 12 months and may be based on the calendar year.

ARTICLE III: SOCIETAL OFFICERS

Section 1. Eligibility. All officers of The Society, including those of Sections and Branches, shall be members in good standing and may not serve in simultaneous Officer positions except for those officers who are serving as a Past President of a Section or Branch.

Section 2. Officers. The officers of The Society shall be President, Vice President, Past President, Secretary, and Treasurer, ~~and Vice President-Elect.~~

The Vice President-~~Elect~~ shall automatically transition to the positions of ~~Vice President,~~ President, and Past President in successive years.

~~Unless otherwise stated in these Bylaws, terms for each elected office begin at the close of the Annual Meeting following a member's election to office and continue until a successor is confirmed.~~

A key element of the amended Governing Board structure is removing the Vice President-Elect position, meaning members would elect the incoming Vice President each year, who would then succeed to President and Past President in subsequent

years. Above, text is amended to remove mention of this position; below, the Section detailing the VP-Elect position is removed.

~~**Section 3. Vice President-Elect.** The Vice President-Elect shall preside at business meetings, Governing Board meetings, and Executive Committee meetings whenever the President and Vice President are temporarily unable to serve.~~

~~The Vice President-Elect may be nominated by the Sections, Branches, and/or petition of at least ten members.~~

~~The election shall be held annually by ballot. Members may write in other names of their choice.~~

~~The person elected shall immediately terminate candidacy in any other current election in The Society and also vacate any office of The Society held at the time of election to be effective not later than the date of assuming office as Vice President-Elect.~~

~~The Governing Board shall fill a vacancy in the office of Vice President-Elect by ballot as soon as practical from among the nominees in the most recent Vice President-Elect elections and the individual shall serve for the remainder of the term. If there are no available candidates from among the remaining nominees, The Society will hold a special election with a new slate of candidates. A member may serve as Vice President-Elect only once.~~

Section 43. Vice President. The Vice President shall preside at business meetings, Governing Board meetings, and Executive Committee meetings whenever the President is unable to serve. ~~The Vice President-Elect shall fill a vacancy in the office of Vice President. The person shall serve for the remainder of the term as Vice President and succeed to the offices of President and Past President.~~

Section 45. President. The President presides at business meetings, Governing Board meetings, and Executive Committee meetings. The President shall perform the duties prescribed in the Bylaws using the parliamentary authority adopted by The Society, including the appointment of representatives or delegates to such scientific, professional, or other organizations as may be appropriate. ~~In the case of vacancy or the inability of the President to serve, the Vice President shall serve for the remainder of the term and then succeed to a full term as President.~~

Section 56. Past President. The Past President shall serve as an advisor and consultant to the President to provide continuity in the development and implementation of long-term policies of The Society. ~~A vacancy in the office of Past President shall be filled from the roster of willing former Presidents of The Society by ballot of the Governing Board.~~

Section 76. Treasurer. The Treasurer shall have custody of the corporate seal and all accounts, securities, property, and records of The Society. The Treasurer shall furnish a suitable corporate-security bond, the premium to be paid by The Society. The Treasurer shall perform such other duties as are prescribed by the Governing Board.

~~The Treasurer shall serve for a term of three years and not more than two consecutive terms. Nomination and election of the Treasurer shall be conducted in the same manner as for the office of Vice President Elect.~~

~~Vacancy in the office of Treasurer shall be filled by ballot of the Governing Board, and the person so selected shall serve for the remainder of the three-year term.~~

In the Sections above, all text relating to term length, the manner of election, or the manner of filling unscheduled vacancies in Officer positions is removed and moved to new Sections under Article IV, below.

Section 87. Appointed Officers. An Executive Director shall be appointed by the Governing Board and shall serve as chief ~~operating-executive~~ officer and Secretary of The Society with authority to perform the duties prescribed or delegated by the Governing Board or Executive Committee, including the authority to enter into contractual agreements on behalf of The Society.

The Executive Director shall furnish a suitable corporate-security bond, the premium to be paid by The Society.

Here, a single word is replaced to reflect the current role of the Executive Director and to avoid confusion with the Chief Operating Officer position, which is a separate staff role that reports to the Executive Director. Also, several Sections above are renumbered following the removal of the Section about the VP-Elect.

ARTICLE IV: GOVERNING BOARD

Section 1. Membership and Authority. The Governing Board shall conduct the business of The Society, including oversight of Sections and Branches, and shall be responsible for updating The Society Policy Manual. The Governing Board shall consist of the following:

- President
- Vice President
- ~~Vice President Elect~~
- Past President
- ~~Treasurer~~
- Three to Five At-Large Members
- ~~One Representative elected by each Section~~
- ~~One Representative elected by each Branch~~
- ~~One Representative elected by Student Members~~
- ~~One representative elected by Early Career Professional Members~~
- Executive Director (nonvoting), who shall serve as Secretary.

More than 50 percent of voting members of the Governing Board shall constitute a quorum.

The above changes in Governing Board composition reflect recommendations to reduce the overall size of the Board and to select Board members based on relevant knowledge and skills, not representation of constituent groups. Thus, non-Officer positions on the Board would comprise 3 to 5 At-Large Members, for a total Board size of 8-10 members (3-5 At-Large members, 4 Officers, and 1 non-voting Executive Director). The rationale for these changes is (1) that a smaller board of directors will improve decision-making and lessen overall demand on ESA's pool of volunteer leaders and (2) that selecting board members based on knowledge and skills will better align volunteer leaders with the Society's strategic needs and Board members' legal responsibilities as caretakers of the Society. The variable quantity of At-Large Members is intended to enable flexibility to recruit and select Board members who possess the skills and knowledge needed in any given year. Finally, to facilitate continued input from key constituent groups in the absence of dedicated Representatives on the Governing Board, this proposed structure also includes the addition of an Advisory Council, on which Sections, Branches, Students, and Early Career Professionals would have representatives. (See Article X, Section 6, as well as the Addendum to this Bylaws amendment package, for more information about the Advisory Council.)

~~**Section 2. Terms and Vacancies.** The Section, Branch, and Early Career Representatives to the Governing Board shall serve for three years, commencing with the close of the final Annual Meeting of The Society. A person may not be elected as a Representative to the Governing Board for more than two consecutive three year terms, except for the Student Representative, who may not be elected as a Representative for more than two consecutive two year terms.~~

~~The terms of the Section and Branch Representatives to the Governing Board shall overlap so that approximately one third of the terms expire each year. Vacancies to the Governing Board shall be filled by their respective Section or Branch President as soon as practical. The Student Representative to the Governing Board shall serve for two years, commencing with the close of the annual meeting of The Society. To be eligible to stand for election as Student Representative, candidates must be enrolled in an accredited degree program and also be an enrolled student in an accredited degree program at the time his/her term commences. Once his or her term commences, the Student Representative shall serve the full two years of his/her term, regardless of student status. The Early Career Professional Representative to the Governing Board shall be eligible for no more than two consecutive terms. The Representative must be an Early Career Professional Member at the beginning of the term on the board.~~

Section 2. Terms. Unless otherwise stated in these Bylaws, terms for each elected or appointed office begin at the close of the Annual Meeting following a member's election to office and continue until a successor is confirmed.

The At-Large Members of the Governing Board shall serve for three years. A person may not be elected as an At-Large Member of the Governing Board for more than two consecutive three-year terms. The terms of the At-Large Members of the Governing Board shall overlap so that approximately one-third of the terms expire each year.

The Treasurer shall serve for a term of three years and not more than two consecutive terms.

Above, the previous Section on Terms and Vacancies is removed and replaced with separate Sections, one on Terms (above) and one on Vacancies (below, in Section 4). The specifications of Board member Terms are generally unchanged, with all references to Representative positions replaced with details on At-Large Members.

Section 3. Nominations and Elections. Annually, up to two candidates for each open Officer and At-Large Member position on the Governing Board shall be nominated by the Nominating Committee and elected by members of The Society, under process approved by the Governing Board. The number of At-Large Member positions to be filled each year shall be determined by the Governing Board with input from the Nominating Committee.

A candidate who participates in the Nominating Committee's call for candidates in the year in which they seek election but is not nominated by the Nominating Committee may be added to the election ballot upon submission of a petition signed by at least 10% of members of the Society. The petition must be submitted to the Executive Director within 30 days of the announcement of the Nominating Committee's nominees. No one shall be considered who has not participated in the call for candidates in accordance with the process set forth by the Nominating Committee.

Above, a new Section on Nominations and Elections is added, reflecting a new recommended practice in which a Nominating Committee is tasked to identify, recruit, evaluate, and nominate volunteer members for service on the Governing Board. Rationale for this model is that identifying knowledge, skills, and other competencies needed for Governing Board service and evaluating candidates via applications and interviews would better surface leaders with demonstrated qualities to match ESA's strategic needs. Importantly, the Nominating Committee may nominate up to two candidates per open position each year, and ESA members would continue to make the final choices via an election. This new Section also consolidates details about

nominations and elections for Board member positions, which were scattered among other Sections previously.

Section 4: Vacancies. In the case of vacancy of an Officer or At-Large Member of the Governing Board, roles shall be filled as follows:

- President: The Vice President shall serve for the remainder of the term and then succeed to a full term as President.
- Vice President: The role shall be filled via nomination by the Nominating Committee and elected by majority vote of the Governing Board.
- Past President: The role shall be filled via nomination by the Nominating Committee from the roster of willing former Presidents of the Society and elected by majority vote of the Governing Board.
- Treasurer or At-Large Member: The role shall be filled via nomination by the Nominating Committee and elected by majority vote of the Governing Board. The elected member shall serve the remainder of the vacated term and be eligible for one additional term.

This new Section on Vacancies consolidates and updates details on filling positions on the Governing Board if they are vacated before the end of their term. This info was scattered among various Sections previously. As vacancies are rare occurrences in which replacements serve less than full terms, the amended details favor expediency by stipulating that all replacement nominees would be approved by vote of the Governing Board rather than necessitating special elections for members.

Section 35. Meetings and Executive Committee. The Governing Board shall meet as a body at least once each year, at the call of the President. In the interim, activities of The Society shall be directed and coordinated by an Executive Committee of the Governing Board, which shall be chaired by the President and comprise the elected officers of The Society, ~~two additional members of the Governing Board, who shall be elected to the Executive Committee each year by ballot of the Governing Board,~~ and the Executive Director (Secretary) nonvoting.

The Executive Committee shall carry out duties and act on behalf of the Governing Board ~~for emergency actions~~ subject to subsequent ratification by the Governing Board, but shall not fill any vacancy in office or settle any tied election vote. ~~Four~~ Three voting members of the Executive Committee shall constitute a quorum. The Executive Committee cannot modify or overrule an action taken by the Governing Board.

Unless otherwise specified in the Bylaws, the Governing Board has authority to act on behalf of The Society.

Section 46. Removals. Any Director may be removed by an affirmative vote of two-thirds or more of the Governing Board whenever, in their judgment, the best interests of the Society will be served by such removal giving due process to the affected Director.

Section 57. Transition. The Vice President may call a meeting of the incoming Governing Board at the conclusion of the meeting of the outgoing Governing Board.

Above, the Section on the Executive Committee is amended to align with the smaller Governing Board size and to clarify its role. Additionally, Sections are re-numbered following the addition of Sections above.

ARTICLE V: SECTIONS

Section 1. Organization and Purpose. The membership shall be organized by subject matter-oriented Sections to advance the purpose of The Society and their own Section agendas. Sections may elect to develop their own policies for governance consistent with the Bylaws of The Society. The purpose of the Sections is to develop and implement the key capabilities for their membership that result in: outreach related to science and public policy, program development, continuing education, and fostering interest in entomology.

The Sections of The Society shall be:

- Systematics, Evolution, and Biodiversity
- Physiology, Biochemistry, and Toxicology
- Medical, Urban, and Veterinary Entomology
- Plant–Insect Ecosystems

The name of a Section may be modified with a two-thirds majority vote of the Section members voting by ballot and approval of the Governing Board.

No changes are proposed to the structure, role, and operations of ESA Sections. While the Governing Board would not have specific Representatives from Sections under the proposed amendments, Sections would continue their vital role in serving subject-matter constituencies among ESA members and influencing ESA strategy via the Advisory Council.

Section 2. Changes in Sections. A new Section can be added or an existing Section may be dissolved or its discipline boundaries changed, in accordance with amendment procedures for Bylaws, provided the proposed amendment shall have been approved by the Section or Sections that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Sections affected by the proposed change.

Section 3. Membership. A member may affiliate with any number of Sections.

ARTICLE VI: BRANCHES

Section 1. Organization and Purpose. The membership shall be organized by geographic Branches to advance the purpose of The Society and their own Branch agendas. Branches may elect to develop their own policies for governance consistent with the Bylaws of The Society.

The Branches of The Society shall be:

- Eastern Branch
- North Central Branch
- Pacific Branch
- Southeastern Branch
- Southwestern Branch
- International Branch

The name of a Branch may be modified with a two-thirds majority vote of the Branch members voting by ballot and approval of the Governing Board.

No changes are proposed to the structure, role, and operations of ESA Branches. While the Governing Board would not have specific Representatives from Branches under the proposed amendments, Branches would continue their vital role in serving geographic constituencies among ESA members and influencing ESA strategy via the Advisory Council.

Section 2. Changes in Boundary. An existing Branch may be dissolved, or its name or boundaries changed, in accordance with amendment procedures for Bylaws, provided the proposed amendment shall have been approved by the Branch or Branches that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Branches affected by the proposed change.

Section 3. Establishment of New Branches. A new Branch may be established in accordance with amendment procedures for Bylaws, provided the proposal is submitted over the signatures of 50 or more members who reside in the area to be covered by the proposed Branch and receives approval of the Governing Board. The proposal shall set forth the territorial limits of the proposed Branch and state how and why its establishment will be useful to The Society and to entomology. The proposal shall be accompanied by written concurrence of any existing Branch affected by the proposed new Branch.

Section 4. Branch Membership. The default membership of a Branch shall be those members of The Society whose membership addresses lie within the boundaries of the Branch.

However, a member of The Society may elect to choose a different Branch than the default by notice to ESA staff.

A member of the Society also may elect to become a member of additional Branches by notice to ESA staff and remittal of the appropriate fee(s) set by the Governing Board.

ARTICLE VII: AFFILIATIONS

Section 1. Affiliates. The Society or one or more Sections and/or Branches of The Society may affiliate/associate and subsequently disaffiliate/disassociate with an organization upon acceptance by the relevant governing body(ies). Affiliation or association with The Society or any of its Sections or Branches does not convey or imply endorsement of positions, products, or policies.

Section 2. Disclosure. A list of The Society, Section, and Branch affiliates shall be available to the membership.

ARTICLE VIII: FUNDS OF THE SOCIETY

Section 1. Dues. Funds of The Society shall be collected, managed, disbursed, and accounted for as directed by the Governing Board, which will remain the sole fiduciary authority for The Society.

Section 2. Report. The Treasurer shall prepare an annual report on the current status of all of the funds of The Society.

ARTICLE IX: COMMUNICATIONS

Publications. The Society shall publish periodicals and other publications appropriate to The Society's interest and purpose.

General responsibility and authority for publications of The Society shall rest with the Governing Board.

ARTICLE X: COMMITTEES

Section 1. Committees. Standing Committees shall be established to facilitate the purpose and function of The Society.

Standing Committees of The Society shall include:

- Finance
- Audit
- Ethics and Rules
- Nominating Committee
- Advisory Council

Above, a Nominating Committee and Advisory Council are added as Standing Committees of the Society. ESA currently has a Leadership Development Committee (specified in the Society Policy Manual, but not in the Bylaws), which would be renamed and repurposed as the Nominating Committee. The Advisory Council would be a fully new Standing Committee. More details in Section 5 and Section 6 below.

The Governing Board, having solicited and considered suggestions from Branches, Sections, and members of the Society, shall appoint all standing committee members, and their Chairs and Vice-Chairs, except as provided otherwise in the Bylaws. These appointments shall be finalized and approved by the President.

A vacancy in any position on a Standing Committee shall be filled by appointment by the President.

Other committees and work groups may be formed upon the approval of the Governing Board and as prescribed in the Society Policy Manual.

Section 2. Committee on Finance. The Committee on Finance shall consist of the Treasurer of The Society, who shall serve as chair, and up to five additional members including one to two members of the Governing Board. The purpose of this committee shall be to ensure fiscal responsibility and soundness of The Society. The Committee shall advise the Governing Board on matters pertaining to fiscal management of the affairs of The Society, recommend a proposed budget for the following year, and provide other assistance and consultation on fiscal matters to the Governing Board.

Section 3. Committee on Audit. The Committee on Audit shall consist of ~~the Vice President-Elect~~ recent past officer of The Society, who shall serve as chair, ~~the Treasurer,~~ and two additional members appointed by the President. The purpose of this committee shall be to engage a certified public accountant to conduct an audit, review the professional audit of fiscal operations of The Society, to provide an internal audit and to ensure compliance of The Society and all entities to legal and fiduciary obligations. The Committee shall prepare an annual report and advise the Governing Board on matters of compliance.

Section 4. Committee on Ethics and Rules. The Committee on Ethics and Rules shall consist of at least one to two members of the Governing Board, ~~one of whom shall be appointed by the chair,~~ appointed by the President and at least three at-large members of The Society. Each shall serve terms of three years. The purpose of this Committee shall be to maintain currency and consistency in the governing documents of The Society. At the request of the Governing Board, the committee shall review and recommend changes in various governing documents and make recommendations about ethical issues that might place the integrity of The Society at risk.

Above, specifications on existing Standing Committees are revised to align with the reduced size of the Governing Board under the proposed new structure.

Section 5. Committee on Nominations. The Nominations Committee shall consist of the Past President, who shall serve as Chair; one member of the Governing Board appointed by the President to a single two-year term; and five at-large members of the Society nominated by the Advisory Council and approved by the President. At-large members may serve up to two consecutive two-year terms. Vacancies in the At-Large positions shall be filled by appointment of the Chair of the Advisory Council and approved by the President. The purpose of this Committee shall be to identify, evaluate, and nominate candidates for Vice President, Treasurer, and At-Large Members of the Governing Board.

With the proposed new process for nominating and electing Governing Board members described in Article IV, Section 3, the role and composition of the Nominating Committee are detailed above. Member input strongly indicated a desire for this committee to be filled by a majority of at-large members of the Society, while participation by the Past President and one other Board member would provide perspectives from experienced Board members in the process of seeking and evaluating potential nominees.

Section 6. Advisory Council. The Advisory Council shall consist of up to 15 individuals selected as representatives of the Society's Branches, Sections, and other constituent groups as defined by the Governing Board. One officer of the Society and the Executive Director shall serve as additional ex-officio members. Members of the council may serve up to five consecutive one-year terms. The purpose of the Advisory Council shall be to provide advice and counsel to the Governing Board on matters of importance to The Society and to source candidates to serve on the Committee on Nominations. The Advisory Council shall meet at least once per year.

To facilitate continued input from key constituent groups in the absence of dedicated Representatives on the Governing Board, an Advisory Council would be added as a Standing Committee, on which Sections, Branches, Students, Early Career Professionals, and other constituent groups would have representatives. The rationale for forming the Advisory Council is that it would maintain a clear channel for the voice of ESA members to inform Governing Board strategy, and it could employ a representative structure that encompasses a diversity of constituencies within ESA membership. In addition to providing input to the Governing Board, it would be tasked with nominating at-large members of the Nominating Committee. See the Addendum to this Bylaws amendment package for more information about the Advisory Council.

ARTICLE XI: BUSINESS MEETINGS, BUSINESS PROCEDURE, AND PARLIAMENTARY AUTHORITY

Section 1. Business Meetings. The members may petition for a business meeting which shall be conducted by the President in accordance with the current revision of *Robert's Rules of Order* in all cases to which the rules are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order The Society or the Governing Board may adopt. The petition must be signed by a minimum of 100 members. Notice of any business meeting shall be distributed to the membership no later than twenty (20) days prior to such meeting.

One hundred members of The Society shall constitute a quorum. A majority of votes cast shall be considered as deciding in all matters, unless otherwise specified in the Bylaws.

Section 2. Ballots. Matters of major importance shall be decided by ballot of the membership of The Society:

- on the initiative of the Governing Board
- upon written petition to the Governing Board by a minimum of 100 members.

Ballots may be distributed by post or electronically. The deadline for return of ballots shall not be less than 30 calendar days after the date of release to the members. All ballots received by the deadline shall be tabulated not later than 10 calendar days after the deadline for ballot return, and the Secretary shall promptly inform the President, in writing, of the results.

Unless otherwise stated, a majority of votes cast shall be required for approval. No vote of a member shall be cast by proxy.

ARTICLE XII: AMENDMENTS TO BYLAWS

Section 1. Submission. Amendments to the Bylaws shall be carried out in accordance with Article XI, Section 2.

Section 2. Notice. Notice of a proposed amendment shall be sent to members at least 30 days before the amendment is to be voted upon. The notice shall include the expected impact of the amendment and the recommendation of the Governing Board. The Governing Board may seek the counsel of the [Advisory Council and](#) Standing Committee on Ethics and Rules in preparing and presenting amendments to the membership.

Section 3. Voting Majority Requirement, and Effective Date. Each proposed amendment shall be voted upon by a ballot, pursuant to Article XI, Section 2. A two-thirds majority of the members voting shall be required for approval. The membership shall be notified of the results of the ballot. A proposed amendment shall become effective upon approval unless a later effective date is specified in the motion for adoption or in the ballot.

No changes are proposed to manner of adopting amendments to these Bylaws, other than adding that the Governing Board may consult with the Advisory Council on

proposed amendments. Member input strongly indicated that members wish to continue to have final authority to approve amendments to ESA Bylaws.

ARTICLE XIII: INDEMNIFICATION

Indemnification. Members of the Governing Board, former members of the Governing Board, Society staff and officially constituted committees, boards, and councils of The Society individually and collectively, shall be indemnified and held harmless by The Society in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where such members are adjudged guilty of willful misconduct.

ARTICLE XIV: DISSOLUTION

Dissolution. The Society may be dissolved by a two-thirds majority vote of the members voting by ballot to dissolve. Upon the dissolution of the Society, the Board shall, after paying or making provision of the payment of all of the liabilities of the Society, distribute all of the remaining assets of the Society to any organization recognized with 501(c)(3) status by the Internal Revenue Service.

ENTOMOLOGICAL SOCIETY OF AMERICA BYLAWS
(CLEAN VERSION)

Effective Date: March 10, 2026

PREAMBLE

With the 2025 approval of amendments to these Bylaws to convert existing Representative positions on the Governing Board to At-Large Members and remove the Vice President-Elect position, all current members of the Governing Board as of the above Effective Date shall be allowed to serve the remainder of the term for which they were originally elected, provided they continue to meet the other requirements of the office.

ARTICLE I: NAME AND PURPOSE

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Section 2. Purpose. The purpose of The Society is to promote entomology for the advancement of science and the benefit of society through: scientific and professional communications, outreach on science and public policy, program development, continuing education, and fostering interest in entomology.

Section 3. Nondiscrimination. The Society shall maintain a policy of nondiscrimination and equal opportunity in both membership and employment.

ARTICLE II: MEMBERSHIP

Section 1. Categories. The categories of membership shall be Regular Member, Honorary Member, Emeritus Member and Student Member and subcategories as determined by the Governing Board and codified in The Society Policy Manual.

Section 2. Membership. Any person may apply for membership and may become a Member after a properly executed application, accompanied by the required fee, has been filed with The Society.

Section 3. Privileges. All members in good standing who are at least 18 years old shall have the right to vote and hold office.

The benefits of membership shall be determined by the Governing Board.

The right to terminate the membership of any member is reserved by the Governing Board.

Members whose dues are not paid for the current year are not in good standing.

Section 4. Term. The term for individual membership shall be 12 months and may be based on the calendar year.

ARTICLE III: SOCIETAL OFFICERS

Section 1. Eligibility. All officers of The Society, including those of Sections and Branches, shall be members in good standing and may not serve in simultaneous Officer positions except for those officers who are serving as a Past President of a Section or Branch.

Section 2. Officers. The officers of The Society shall be President, Vice President, Past President, Secretary, and Treasurer.

The Vice President shall automatically transition to the positions of President and Past President in successive years.

Section 3. Vice President. The Vice President shall preside at business meetings, Governing Board meetings, and Executive Committee meetings whenever the President is unable to serve.

Section 4. President. The President presides at business meetings, Governing Board meetings, and Executive Committee meetings. The President shall perform the duties prescribed in the Bylaws using the parliamentary authority adopted by The Society, including the appointment of representatives or delegates to such scientific, professional, or other organizations as may be appropriate.

Section 5. Past President. The Past President shall serve as an advisor and consultant to the President to provide continuity in the development and implementation of long-term policies of The Society.

Section 6. Treasurer. The Treasurer shall have custody of the corporate seal and all accounts, securities, property, and records of The Society. The Treasurer shall furnish a suitable corporate-security bond, the premium to be paid by The Society. The Treasurer shall perform such other duties as are prescribed by the Governing Board.

Section 7. Appointed Officers. An Executive Director shall be appointed by the Governing Board and shall serve as chief executive officer and Secretary of The Society with authority to perform the duties prescribed or delegated by the Governing Board or Executive Committee, including the authority to enter into contractual agreements on behalf of The Society.

The Executive Director shall furnish a suitable corporate-security bond, the premium to be paid by The Society.

ARTICLE IV: GOVERNING BOARD

Section 1. Membership and Authority. The Governing Board shall conduct the business of The Society, including oversight of Sections and Branches, and shall be responsible for updating The Society Policy Manual. The Governing Board shall consist of the following:

- President
- Vice President
- Past President
- Treasurer
- Three to Five At-Large Members
- Executive Director (nonvoting), who shall serve as Secretary.

More than 50 percent of voting members of the Governing Board shall constitute a quorum.

Section 2. Terms. Unless otherwise stated in these Bylaws, terms for each elected or appointed office begin at the close of the Annual Meeting following a member's election to office and continue until a successor is confirmed.

The At-Large Members of the Governing Board shall serve for three years. A person may not be elected as an At-Large Member of the Governing Board for more than two consecutive three-year terms. The terms of the At-Large Members of the Governing Board shall overlap so that approximately one-third of the terms expire each year.

The Treasurer shall serve for a term of three years and not more than two consecutive terms.

Section 3. Nominations and Elections. Annually, up to two candidates for each open Officer and At-Large Member position on the Governing Board shall be nominated by the Nominating Committee and elected by members of The Society, under process approved by the Governing Board. The number of At-Large Member positions to be filled each year shall be determined by the Governing Board with input from the Nominating Committee.

A candidate who participates in the Nominating Committee's call for candidates in the year in which they seek election but is not nominated by the Nominating Committee may be added to the election ballot upon submission of a petition signed by at least 10% of members of the Society. The petition must be submitted to the Executive Director within 30 days of the announcement of the Nominating Committee's nominees. No one shall be considered who has not participated in the call for candidates in accordance with the process set forth by the Nominating Committee.

Section 4: Vacancies. In the case of vacancy of an Officer or At-Large Member of the Governing Board, roles shall be filled as follows:

- President: The Vice President shall serve for the remainder of the term and then succeed to a full term as President.
- Vice President: The role shall be filled via nomination by the Nominating Committee and elected by majority vote of the Governing Board.
- Past President: The role shall be filled via nomination by the Nominating Committee from the roster of willing former Presidents of the Society and elected by majority vote of the Governing Board.

- **Treasurer or At-Large Member:** The role shall be filled via nomination by the Nominating Committee and elected by majority vote of the Governing Board. The elected member shall serve the remainder of the vacated term and be eligible for one additional term.

Section 5. Meetings and Executive Committee. The Governing Board shall meet as a body at least once each year, at the call of the President. In the interim, activities of The Society shall be directed and coordinated by an Executive Committee of the Governing Board, which shall be chaired by the President and comprise the elected officers of The Society and the Executive Director (Secretary) nonvoting.

The Executive Committee shall carry out duties and act on behalf of the Governing Board subject to subsequent ratification by the Governing Board, but shall not fill any vacancy in office or settle any tied election vote. Three voting members of the Executive Committee shall constitute a quorum. The Executive Committee cannot modify or overrule an action taken by the Governing Board.

Unless otherwise specified in the Bylaws, the Governing Board has authority to act on behalf of The Society.

Section 6. Removals. Any Director may be removed by an affirmative vote of two-thirds or more of the Governing Board whenever, in their judgment, the best interests of the Society will be served by such removal giving due process to the affected Director.

Section 7. Transition. The Vice President may call a meeting of the incoming Governing Board at the conclusion of the meeting of the outgoing Governing Board.

ARTICLE V: SECTIONS

Section 1. Organization and Purpose. The membership shall be organized by subject matter-oriented Sections to advance the purpose of The Society and their own Section agendas. Sections may elect to develop their own policies for governance consistent with the Bylaws of The Society. The purpose of the Sections is to develop and implement the key capabilities for their membership that result in: outreach related to science and public policy, program development, continuing education, and fostering interest in entomology.

The Sections of The Society shall be:

- Systematics, Evolution, and Biodiversity
- Physiology, Biochemistry, and Toxicology
- Medical, Urban, and Veterinary Entomology
- Plant–Insect Ecosystems

The name of a Section may be modified with a two-thirds majority vote of the Section members voting by ballot and approval of the Governing Board.

Section 2. Changes in Sections. A new Section can be added or an existing Section may be dissolved or its discipline boundaries changed, in accordance with amendment procedures for

Bylaws, provided the proposed amendment shall have been approved by the Section or Sections that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Sections affected by the proposed change.

Section 3. Membership. A member may affiliate with any number of Sections.

ARTICLE VI: BRANCHES

Section 1. Organization and Purpose. The membership shall be organized by geographic Branches to advance the purpose of The Society and their own Branch agendas. Branches may elect to develop their own policies for governance consistent with the Bylaws of The Society.

The Branches of The Society shall be:

- Eastern Branch
- North Central Branch
- Pacific Branch
- Southeastern Branch
- Southwestern Branch
- International Branch

The name of a Branch may be modified with a two-thirds majority vote of the Branch members voting by ballot and approval of the Governing Board.

Section 2. Changes in Boundary. An existing Branch may be dissolved, or its name or boundaries changed, in accordance with amendment procedures for Bylaws, provided the proposed amendment shall have been approved by the Branch or Branches that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Branches affected by the proposed change.

Section 3. Establishment of New Branches. A new Branch may be established in accordance with amendment procedures for Bylaws, provided the proposal is submitted over the signatures of 50 or more members who reside in the area to be covered by the proposed Branch and receives approval of the Governing Board. The proposal shall set forth the territorial limits of the proposed Branch and state how and why its establishment will be useful to The Society and to entomology. The proposal shall be accompanied by written concurrence of any existing Branch affected by the proposed new Branch.

Section 4. Branch Membership. The default membership of a Branch shall be those members of The Society whose membership addresses lie within the boundaries of the Branch.

However, a member of The Society may elect to choose a different Branch than the default by notice to ESA staff.

A member of the Society also may elect to become a member of additional Branches by notice to ESA staff and remittal of the appropriate fee(s) set by the Governing Board.

ARTICLE VII: AFFILIATIONS

Section 1. Affiliates. The Society or one or more Sections and/or Branches of The Society may affiliate/associate and subsequently disaffiliate/disassociate with an organization upon acceptance by the relevant governing body(ies). Affiliation or association with The Society or any of its Sections or Branches does not convey or imply endorsement of positions, products, or policies.

Section 2. Disclosure. A list of The Society, Section, and Branch affiliates shall be available to the membership.

ARTICLE VIII: FUNDS OF THE SOCIETY

Section 1. Dues. Funds of The Society shall be collected, managed, disbursed, and accounted for as directed by the Governing Board, which will remain the sole fiduciary authority for The Society.

Section 2. Report. The Treasurer shall prepare an annual report on the current status of all of the funds of The Society.

ARTICLE IX: COMMUNICATIONS

Publications. The Society shall publish periodicals and other publications appropriate to The Society's interest and purpose.

General responsibility and authority for publications of The Society shall rest with the Governing Board.

ARTICLE X: COMMITTEES

Section 1. Committees. Standing Committees shall be established to facilitate the purpose and function of The Society.

Standing Committees of The Society shall include:

- Finance
- Audit
- Ethics and Rules
- Nominating Committee
- Advisory Council

The Governing Board, having solicited and considered suggestions from Branches, Sections, and members of the Society, shall appoint all standing committee members, and their Chairs and Vice-Chairs, except as provided otherwise in the Bylaws. These appointments shall be finalized and approved by the President.

A vacancy in any position on a Standing Committee shall be filled by appointment by the President.

Other committees and work groups may be formed upon the approval of the Governing Board and as prescribed in the Society Policy Manual.

Section 2. Committee on Finance. The Committee on Finance shall consist of the Treasurer of The Society, who shall serve as chair, and up to five additional members including one to two members of the Governing Board. The purpose of this committee shall be to ensure fiscal responsibility and soundness of The Society. The Committee shall advise the Governing Board on matters pertaining to fiscal management of the affairs of The Society, recommend a proposed budget for the following year, and provide other assistance and consultation on fiscal matters to the Governing Board.

Section 3. Committee on Audit. The Committee on Audit shall consist of a recent past officer of The Society, who shall serve as chair, the Treasurer, and two additional members appointed by the President. The purpose of this committee shall be to engage a certified public accountant to conduct an audit, review the professional audit of fiscal operations of The Society, to provide an internal audit and to ensure compliance of The Society and all entities to legal and fiduciary obligations. The Committee shall prepare an annual report and advise the Governing Board on matters of compliance.

Section 4. Committee on Ethics and Rules. The Committee on Ethics and Rules shall consist of one to two members of the Governing Board appointed by the President and at least three at-large members of The Society. Each shall serve terms of three years. The purpose of this Committee shall be to maintain currency and consistency in the governing documents of The Society. At the request of the Governing Board, the committee shall review and recommend changes in various governing documents and make recommendations about ethical issues that might place the integrity of The Society at risk.

Section 5. Committee on Nominations. The Nominations Committee shall consist of the Past President, who shall serve as Chair; one member of the Governing Board appointed by the President to a single two-year term; and five at-large members of the Society nominated by the Advisory Council and approved by the President. At-large members may serve up to two consecutive two-year terms. Vacancies in the At-Large positions shall be filled by appointment of the Chair of the Advisory Council and approved by the President. The purpose of this Committee shall be to identify, evaluate, and nominate candidates for Vice President, Treasurer, and At-Large Members of the Governing Board.

Section 6. Advisory Council. The Advisory Council shall consist of up to 15 individuals selected as representatives of the Society's Branches, Sections, and other constituent groups as defined by the Governing Board. One officer of the Society and the Executive Director shall serve as additional ex-officio members. Members of the council may serve up to five consecutive one-year terms. The purpose of the Advisory Council shall be to provide advice and counsel to the Governing Board on matters of importance to The Society and to source

candidates to serve on the Committee on Nominations. The Advisory Council shall meet at least once per year.

ARTICLE XI: BUSINESS MEETINGS, BUSINESS PROCEDURE, AND PARLIAMENTARY AUTHORITY

Section 1. Business Meetings. The members may petition for a business meeting which shall be conducted by the President in accordance with the current revision of *Robert's Rules of Order* in all cases to which the rules are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order The Society or the Governing Board may adopt. The petition must be signed by a minimum of 100 members. Notice of any business meeting shall be distributed to the membership no later than twenty (20) days prior to such meeting.

One hundred members of The Society shall constitute a quorum. A majority of votes cast shall be considered as deciding in all matters, unless otherwise specified in the Bylaws.

Section 2. Ballots. Matters of major importance shall be decided by ballot of the membership of The Society:

- on the initiative of the Governing Board
- upon written petition to the Governing Board by a minimum of 100 members.

Ballots may be distributed by post or electronically. The deadline for return of ballots shall not be less than 30 calendar days after the date of release to the members. All ballots received by the deadline shall be tabulated not later than 10 calendar days after the deadline for ballot return, and the Secretary shall promptly inform the President, in writing, of the results.

Unless otherwise stated, a majority of votes cast shall be required for approval. No vote of a member shall be cast by proxy.

ARTICLE XII: AMENDMENTS TO BYLAWS

Section 1. Submission. Amendments to the Bylaws shall be carried out in accordance with Article XI, Section 2.

Section 2. Notice. Notice of a proposed amendment shall be sent to members at least 30 days before the amendment is to be voted upon. The notice shall include the expected impact of the amendment and the recommendation of the Governing Board. The Governing Board may seek the counsel of the Advisory Council and Standing Committee on Ethics and Rules in preparing and presenting amendments to the membership.

Section 3. Voting Majority Requirement, and Effective Date. Each proposed amendment shall be voted upon by a ballot, pursuant to Article XI, Section 2. A two-thirds majority of the members voting shall be required for approval. The membership shall be notified of the results of the ballot. A proposed amendment shall become effective upon approval unless a later effective date is specified in the motion for adoption or in the ballot.

ARTICLE XIII: INDEMNIFICATION

Indemnification. Members of the Governing Board, former members of the Governing Board, Society staff and officially constituted committees, boards, and councils of The Society individually and collectively, shall be indemnified and held harmless by The Society in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where such members are adjudged guilty of willful misconduct.

ARTICLE XIV: DISSOLUTION

Dissolution. The Society may be dissolved by a two-thirds majority vote of the members voting by ballot to dissolve. Upon the dissolution of the Society, the Board shall, after paying or making provision of the payment of all of the liabilities of the Society, distribute all of the remaining assets of the Society to any organization recognized with 501(c)(3) status by the Internal Revenue Service.

Addendum: Supplemental Details on Advisory Council Role and Structure

The proposed set of amendments to the ESA Bylaws includes the creation of an Advisory Council.

The Advisory Council would be added as a Standing Committee, on which Sections, Branches, Students, Early Career Professionals, and other constituent groups would have representatives. The goal of forming the Advisory Council is to maintain a clear channel for the voice of ESA members to inform Governing Board strategy, and it could employ a representative structure that encompasses a diversity of constituencies within ESA membership. In addition to providing input to the Governing Board, it would be tasked with nominating at-large members of the Nominating Committee.

In short, the Advisory Council would allow for Branches, Sections, student members, and early-career members to continue to have a formal connection to the Governing Board while potentially incorporating additional key constituencies, as well.



Throughout the development of the Governance Upgrade project, members have asked what the Advisory Council would look like in practice, so ESA is providing supplemental information here in addition to what is proposed in the Bylaws.

Proposed Bylaws amendment, Article X: Committees, addition of a new Section (subject to change only by ESA member vote):

Section 6. Advisory Council. The Advisory Council shall consist of up to 15 individuals selected as representatives of the Society's Branches, Sections, and other constituent groups as defined by the Governing Board. One officer of the Society and the Executive Director shall serve as additional ex-officio members. Members of the council may serve up to five consecutive one-year terms. The purpose of the Advisory Council shall be to provide advice and counsel to the Governing Board on matters of importance to The Society and to source candidates to serve on the Committee on Nominations. The Advisory Council shall meet at least once per year.

If the above addition to the ESA Bylaws is approved, the Governing Board would further specify policies and procedures for the Advisory Council in the Society Policy Manual.

Proposed addition to Society Policy Manual (subject to change by vote of the Governing Board):

Advisory Council. The Advisory Council ensures that the Governing Board remains properly advised on issues of importance to the Society's membership. In addition to responsibilities outlined in the Society's Bylaws, the Advisory Council is charged with recommending At Large members of the Committee on Nominations. Each Branch and Section of the Society may select up to one representative to serve on the Advisory Council with terms as defined in the Bylaws.

The rules for the Advisory Council in the Bylaws and Policy Manual are intentionally light on operational details to allow for refinements and improvements to be made as this new Standing Committee begins to operate. Once formed, the Advisory Council would create much of its own operating policies, as most ESA committees do, within the parameters set by the Bylaws and Policy Manual. It will be required to meet once a year but would most likely meet more often. The actual cadence of meetings would be determined by the Advisory Council after it forms. Ideas include:

- Quarterly, shortly before Governing Board meetings, to be able to give advice on subjects on the Board's agenda.
- Quarterly, shortly after Governing Board meetings, to be able to react to Board decisions and discussions and address any charges or questions from the Board.
- As needed when issues of major importance arise.

The Advisory Council won't be asked to weigh in on each and every topic the Board considers. But issues that may be thornier, divisive, or complicated or that simply require more thought would all be good options to task to the Advisory Council for discussion and debate. That feedback would be presented to the Board and become an important part of the Board's decision-making process.