

ENTOMOLOGICAL SOCIETY OF AMERICA BYLAWS

Effective Date: January 1, 2019

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, 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.

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 4. 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 5. 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 6. 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 7. 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.

Section 8. Appointed Officers. An Executive Director shall be appointed by the Governing Board and shall serve as chief operating 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
- Vice President-Elect
- Past President
- Treasurer
- One Representative elected by each Section
- One Representative elected by each Branch
- One Representative elected by Student 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 and Vacancies. The Section and Branch 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.

Section 3. 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 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 4. 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 5. 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

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.

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 five additional members including 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 of The Society, who shall serve as chair, 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 two members of the Governing Board, one of whom shall be appointed by the chair, 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.

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 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.