

ASIH CONSTITUTION

revised & ratified 2 August 2014

Article I: Name

The name of this Society shall be "THE AMERICAN SOCIETY OF ICHTHYOLOGISTS AND HERPETOLOGISTS." The Society is incorporated in the District of Columbia (22 November 1949).

Article II: Object

Section 1. The object of this Society shall be to advance the scientific study of fishes, amphibians, and reptiles.

Section 2. The Society shall be operated as a nonprofit corporation.

Article III: Membership

Section 1. Membership shall be open to persons interested in the object of the Society.

Section 2. The membership of the Society shall consist of the following classes:

a. Active members who pay annual dues in the following categories: Student, Regular, Associate, and Sustaining. In addition, a fifth category, Life Members, pay 25 times (25 x) regular annual dues in one lump sum or four equal consecutive annual payments.

b. Honorary Foreign Members shall be elected by the Board of Governors from among the ichthyologists and herpetologists, located outside of Canada, Mexico, and the United States, who have attained distinction as investigators. The Honorary Foreign Members shall be equally divided between ichthyologists and herpetologists.

Article IV: Officers

Section 1. The officers of the Society shall be: A President, who shall assume the duties of this office for a one-year term immediately following a term as President-Elect. A President-Elect, who shall serve a one-year term; the office shall alternate annually between an ichthyologist and herpetologist; the President-Elect shall be ineligible for another term until two years have elapsed from the end of a term as President. A Treasurer, a Secretary, and an Editor shall be elected annually.

Section 2. The Officers, shall be elected online, 60 days after the Annual Business Meeting by active members of the Society. The slate of nominees shall be furnished by the Nominating Committee to the Board of Governors at their annual meeting. The Board of Governors will approve the slate. Additional nominations may be presented from the floor of the Board of Governors and the Annual Business meetings. All nominations shall be accompanied by a brief statement of qualifications and a written statement of willingness to serve from the nominee. The term of office shall commence on 1 January following the annual meeting at which the officers were elected. In the event of a tie in election for any office, the Executive Committee shall determine the winner.

Section 3. The officers named in Section 1 shall discharge the duties usually assigned to their respective offices (see Bylaws) and shall be members in good-standing during their terms of office.

Section 4. In the event of death or incapacitation of the President during the term of office, the President-Elect will become President. If the position of President-Elect becomes vacant, the person who received the second highest number of votes in the election will become President-Elect. If necessary, the Executive Committee shall make the determination that a President or President-Elect is incapacitated to the extent that required duties of the office are not likely to be performed.

Section 5. A vacancy in either the Editorship, Secretaryship, or Treasurership occurring in the interval between annual meetings of the Society may be filled, until the next election, by Presidential appointment.

Section 6. Executive Committee.

a. The Executive Committee shall consist of the President, President-Elect, Past-President, Prior Past-President, Secretary, Treasurer, Editor, Chair of the Long Range Planning and Policy Committee, and Chair of the Endowment and Finance Committee.

b. Each ASIH President will serve a total of four years on the Executive Committee, as President-Elect, President, Past-President, and prior Past-President, in that sequence.

c. All members of the Executive Committee shall agree in writing to abide by the Conflict of Interest policy each year.

Section 7. Between the annual meetings the business of the Society shall be conducted by the officers, acting within their individual responsibilities, and the Executive Committee, and the Board of Governors if they are called upon to vote on society business.

Article V: Board of Governors

Section 1. At the time of the annual meeting the business of the Society shall be conducted by the Board of Governors. The Board shall include not more than fifty (50) elective members, each elected from among regular, associate, sustaining, and life members for a term of five years. Elective members of the Board shall not be eligible for reelection until the annual meeting following the expiration of their terms. The incumbent officers of the Society shall be members of the Board. Associate Editors will be members of the Board of Governors during their editorship. Former Presidents of the Society shall be members of the Board for life. All meetings of the Board of Governors shall be open to all members of the Society.

Section 2. Ten vacancies in the elective membership of the Board of Governors shall be filled through online election. The election will follow the Annual Business Meeting and will include from nominations provided by the Nominating Committee and/or from the floor of the Board of Governors or Annual Business Meeting. All nominations shall be accompanied by a brief statement of qualifications and a written statement of willingness to serve from the nominee. Five of the elected Governors shall be herpetologists and five shall be ichthyologists. Each member shall vote for a maximum of five candidates in the online election. The term of office shall commence on 1 January following the election after the annual meeting at which the Governor was nominated. An additional vacancy shall occur if the President-Elect is a member of a class. If a governor is elected as an officer, he/she will remain on the Board of Governors until their term is complete.

Section 3. The Board shall conduct business during the period between annual meetings only upon call by the Executive Committee.

Section 4. All members of the board shall be members of the Society and shall agree in writing to abide by the Conflict of Interest Policy each year.

Article VI: Meeting of the Society

Section 1. This Society shall hold an annual meeting. The Annual Business Meeting shall be open to all classes of members for the purposes of hearing a report on the transactions of the Executive Committee, the Board of Governors, and of acting upon such business as may properly be considered by the membership at large.

Section 2. The Meetings Management and Planning Committee shall evaluate annual meeting site proposals recommended by meeting organizer and shall report its recommendation(s) to the Board of Governors.

Section 3. The place of the annual meeting of the Society shall be determined by the Board of Governors. Notice of the meeting shall be communicated to all members of the Society at least three months before the date set for the meeting.

Article VII: Quorum

At the Annual Meeting, one hundred (100) members shall constitute a quorum of the Society and thirty (30) a quorum of the Board of Governors.

If the Board of Governors votes electronically between annual meetings, thirty (30) votes shall constitute a quorum of the Board.

One hundred (100) members shall constitute a quorum of the Society for online elections.

Article VIII: Changes in the Constitution and Bylaws

Section 1. Amendments to this Constitution and Bylaws may be proposed: (a) by majority vote of the Executive Committee, or (b) by written and signed petition from at least twenty-five (25) members in good standing of ASIH.

Section 2. Proposed amendments must be circulated to all members at least three (3) months prior to the scheduled Annual Meeting of the Society.

Section 3. Proposed amendments of this Constitution and Bylaws may be adopted at any meeting of the Society if approved by two-thirds of the members of the Board of Governors voting and two-thirds of the members voting at the annual general meeting.

Section 4. Dissolution of the society shall require two-thirds assent from members of the Board of Governors voting and ratification by ballot of two-thirds of the membership voting in response.

Section 5. In case of the dissolution of the Society, its assets shall be transferred to a successor non-profit society organized for educational, professional, or scientific purposes, or if no successor society is designated by the members of this Society, then the assets shall be transferred to some other non-profit organization of like character as determined by a vote of the membership of the society.

BYLAWS

Article I: Dues

Section 1. Annual dues shall be payable 1 January, in advance. Upon payment of arrearage, plus a late fee calculated as 10% of the annual dues, the former member shall be reinstated.

Section 2. A service charge to recover actual costs may be billed subscribers requiring special billing procedures.

Section 3. The schedule of dues will be estimated by the Treasurer, proposed by the Executive Committee, and approved by the Board of Governors to meet the financial needs of the society.

Article II: President

Section 1. The President shall preside at sessions of the Board of Governors and at the Annual Business Meeting.

Section 2. The President shall also appoint the committees prescribed by the ASIH Policies and Procedures Manual, and such other representatives or committees as may prove necessary. The President and President-Elect shall be members of all committees.

Section 3. The President shall be reimbursed out of the monies of the Society for expenses incurred in attending the meeting of the Society that he/she presides over.

Article III: Secretary

Section 1. The Secretary shall keep the records of the Society and report at the annual meeting.

Section 2. The Secretary shall be responsible for sending out notices announcing the annual meeting and for arranging the agenda for the Executive Committee, Board of Governors, and Annual Business meetings held during the annual meeting. The Secretary shall ensure that financial documents are posted on the Society website.

Section 3. The Secretary shall be reimbursed out of the monies of the Society for expenses incurred in attending meetings of the Society.

Section 4. The Secretary shall make such purchases and employ such assistance as is necessary to conduct the business of the Society. All such expenditures will be reported to and are subject to review and ratification by the Board of Governors.

Section 5. Unless other appointments are made by the President, the Secretary shall act as a delegate or representative of the Society at meetings of related societies covering matters of mutual interest.

Section 6. Any copyright requests or copyright-related issues and the associated records-keeping shall be handled by the Secretary in consultation with the Editor.

Section 7. Publications storage.

a. The Secretary shall be charged with the responsibility of ensuring safe storage, sale, and other disposal of back numbers of COPEIA and other Society publications.

b. The Secretary may employ such assistance including outside contractual assistance as may be necessary to discharge these functions.

c. The Secretary will report annually to the Board of Governors on the status and disposal of inventoried items.

Article IV: Treasurer

Section 1. The Treasurer shall be in charge of the funds and securities of the Society.

Section 2. The Treasurer shall arrange for an independent annual professional audit of the financial records of the society, shall prepare the IRS form 990, and shall inform the Secretary of the auditor selection.

Section 3. At the annual meetings of the Society, the Treasurer shall present a statement of the funds and monies of the Society, the statement to cover the calendar year.

Section 4. The Treasurer shall file form 990, Return of Organization Exempt from Income Tax, with the Internal Revenue Service annually.

Section 5. The Treasurer shall be reimbursed out of the monies of the Society for expenses incurred in attending meetings of the Society.

Article V. Editor and Associate Editors

Section 1. Editor

a. The Editor shall serve as the Chief Executive Officer for the journal COPEIA, and shall serve as the Chair of the Publications Policy Committee. The Editor shall bear the final responsibility and authority for all materials published in COPEIA.

b. In the processing of manuscripts submitted for publication in COPEIA, the Editor shall allocate manuscript workload among the Associate Editors, and shall receive their recommendations on manuscripts that have cleared the review process.

c. The Editor shall report through the ASIH Executive Committee to the Board of Governors, and shall seek Executive Committee and Board of Governor approval for any substantive change in ASIH publishing product or practice, especially where new or unanticipated expenditures of ASIH funds are involved.

d. In situations that may arise between annual meetings, the Editor (upon consultation with and approval by the Executive Committee) may appoint a substitute (or co-participant) for a given editorial office.

e. The Editor may employ such assistance as is necessary for the production of COPEIA.

f. The Editor's annual dues to the Society, and transportation and lodging at the Annual Meeting shall be reimbursed by the Society.

Section 2. Associate Editors

a. The divisional sections of COPEIA shall be General Herpetology; General Ichthyology; Ecology and Ethology; Physiology and Physiological Ecology; and Genetics, Development, and Morphology. Associate Editors shall select reviewers and solicit manuscript reviews, and shall make recommendations regarding acceptability for publication in COPEIA to the Editor.

b. Two Book Review Associate Editors shall promote the announcement and critical review of important new works in Herpetology and Ichthyology, respectively.

c. An Index Associate Editor or Editors shall be responsible for production of the annual index to COPEIA. The Index Editor(s) shall archive materials for periodic multi-year indices to be prepared as deemed necessary.

d. Associate Editors shall be elected online annually by Society members after the Annual Business Meeting and shall serve on the Board of Governors throughout their terms; all Associate Editors shall be members of the Society.

e. The Associate Editors shall meet with the Editor as the Publications Policy Committee at each Annual Meeting.

f. Associate Editors shall have their annual dues to the Society and their registration for the Annual Meeting reimbursed by the Society.

Article VI: Editorial Board

An Editorial Board representing the five divisional disciplines of COPEIA, shall be nominated annually by the Associate Editors for service in that disciplinary area, and appointed by the President in consultation with the Editor.

Article VII: Meetings

Section 1. The Chair of the Local Committee shall be appointed by the President in consultation with the chairs of the Meetings Management and Planning Committee, if possible, at least six months before the time of the meeting.

Section 2. The Chair of the Local Committee will work with the chair of the Meetings Management and Planning Committee, as well as hired conference planners, to make all local arrangements including the arrangements for printing the program, if necessary.

Article VIII. Committees

Section 1. Committees of the American Society of Ichthyologists and Herpetologists are categorized as Standing Committees, Continuing Committees, Recurring Committees and Special Purpose Committees. These Committees and their functions are described in the Policies and Procedures Manual.

Article IX: Nominating Committee

Section 1. The Nominating Committee shall consist of five members; three in the discipline of the President-Elect to be elected, and two in the alternate discipline. Five ASIH members in good standing shall comprise the Nominating Committee and serve meeting-to-meeting: (a) One of the two members of the outgoing Nominating Committee who is in the discipline of the President-Elect to be elected. This person shall be elected and serve as chair of the new committee. (b) The immediate Past-President of the Society. This position shall be filled automatically. (c) One person in the discipline of the President-Elect to be elected, chosen from at least two persons nominated by the Board of Governors. (d) Two persons in the alternate discipline chosen from at least four persons nominated.

Section 2. If only one of the two persons from the outgoing Nominating Committee is available for election as chair of the new committee, this person shall receive the chairship automatically. If neither person from the outgoing Nominating Committee is available for election as chair, the Past-President shall assume the chairship and the President shall nominate two additional persons in the appropriate discipline. If the Board of Governors fails to nominate the number of persons listed above for positions 1(c) and 1(d), the President shall provide the balance of the nominations.

Section 3. The online election of the Nominating Committee by the Society membership shall occur within sixty (60) days of the Annual Business Meeting of the Society. All nominees, including additional nominations from the floor at the business meeting for positions 1(c) and 1(d), must provide a written agreement to serve on the committee, which would include the possibility of a second year of service as chair.

Article X: Long Range Planning and Policy Committee

Section 1. The Chair of the Long Range Planning and Policy Committee shall be appointed by the President in consultation with the Executive Committee and others. The Chair shall serve for a period of three years and may be reappointed. Six other members shall be

similarly appointed and the expiration dates of the terms of their service shall be staggered in order to provide continuity. Tenure of appointment shall be on a calendar year basis.

Section 2. The Committee shall identify desirable Society policies and activities and shall advise the Board of Governors and Membership on the best way to carry out and fund Society activities.

Section 3. The Committee is responsible for the development and updating, to reflect current practice, of the ASIH Procedures Manual, and from time to time make suggestions for improvements and best response to available technologies and opportunities.

Section 4. The Committee shall maintain close liaison with the Endowment and Finance Committee. The Committee Chairs shall serve as consulting (nonvoting) members of the corresponding Committee and shall keep each Committee informed, as appropriate, of mutually relevant activities.

Article XI: Endowment and Finance Committee

Section 1. The Endowment and Finance Committee shall be appointed by the President in consultation with the Executive Committee and shall consist of five members, including the Chair. To provide continuity, members of the Committee shall have staggered, five-year terms. One member should be someone with experience in investing and money management. Tenure of appointment shall be on a calendar year basis.

Section 2. The Chair-Elect of the Endowment and Finance Committee shall be appointed by the President. The Chair-Elect shall succeed the Chair, each of whom will serve two years in their respective positions. The Chair may be reappointed as Chair-Elect. The Chair and the Chair-Elect will work closely together in planning and organizing the activities of the Endowment and Finance Committee.

Section 3. The Committee shall be in charge of fundraising for the endowment.

Section 4. The Committee shall advise the Society on all matters pertaining to the General Endowment Fund and the Life Membership Fund.

Section 5. The Committee shall maintain close liaison with the Treasurer and other members of the Executive Committee and shall advise officials of the Society in the management of all funds and moneys of the Society.

Section 6. The Committee shall be responsible for investment of the endowment and other Society funds. A recommendation for placement of funds with a professional money manager must be approved by the Board of Governors. The Committee shall advise the Board of Governors on managed funds and shall monitor the activities of outside professional money managers.

Section 7. The Committee shall maintain close liaison with the Long Range Planning and Policy Committee. The Committee Chairs shall serve as consulting (nonvoting) members of the corresponding Committee and shall keep each Committee informed, as appropriate, of mutually relevant activities.

Article XII: Funds

Section 1. Society Funds and income derived therefrom shall be used only for tax-exempt purposes.

Section 2. Funds of the Society shall be as follows:

a. The Frederick H. Stoye Fund shall be invested and used to offer awards for meritorious papers presented by student members at the Annual Meeting. The awards shall be

known as the Frederick H. Stoye Awards. The basis for award decisions shall be determined by a Student Awards Committee. The Student Awards Committee shall be appointed by the President-elect for service prior to the Annual Meeting.

b. The Tracy Storer Fund shall be invested and used to offer awards to students judged to have prepared the best posters in ichthyology and herpetology at the Annual Meeting. The awards will be known as the Tracy Storer Awards. The basis for award decisions shall be determined by a Student Awards Committee. The Student Awards Committee shall be appointed by the President-elect for service prior to the Annual Meeting.

c. The Robert H. Gibbs, Jr. Memorial Fund shall be invested and used to award a yearly prize based on an outstanding published body of work in systematic ichthyology by a citizen of a Western Hemisphere nation who has not been a previous recipient of the award. The basis for an award decision shall be determined by a Robert H. Gibbs, Jr., Memorial Fund Award Committee. The Robert H. Gibbs, Jr., Memorial Fund Award Committee shall consist of three ichthyologists, each serving a three-year term. Each year one member is replaced by an individual elected by the Board of Governors from nominees submitted by the Nominating Committee or nominated from the floor. The senior member of the Committee serves as its Chair.

d. The Edward C. and Charlotte E. Raney Fund shall be invested and used to provide support for young ichthyologists in such a way as to enhance their professional careers and their contributions to the science of ichthyology. The basis for award decisions shall be determined by an Edward C. and Charlotte E. Raney Fund Award Committee. A member of the Edward C. and Charlotte E. Raney Fund Award Committee shall be appointed by the President for a three-year term of service. The senior member of the Committee serves as its Chair.

e. The Helen T. and Frederick M. Gaige Fund shall be invested and used to provide support for young herpetologists in such a way as to enhance their professional careers and their contributions to the science of herpetology. The basis for award decisions shall be determined by a Helen T. and Frederick M. Gaige Fund Award Committee. A member of the Helen T. and Frederick M. Gaige Fund Committee shall be appointed by the President for a three year term of service. The senior member of the Committee serves as its Chair.

f. The Life Membership Fund shall consist of dues received from Life Members. The interest from this Fund shall be added to the principal. When this Fund exceeds by \$1000 or more the sum computed as adequate to pay costs of fulfilling Society obligations to Life Members, the excess shall be transferred to the General Endowment Fund. An amount equal to the annual dues of the new program Life Members shall be transferred to the Society's general operating funds annually.

g. The General Endowment Fund shall be an unrestricted fund to receive money from a variety of sources. Major and minor donations to the Society without any restrictions will be placed in the principal of this Fund. A percentage of the net asset value may be dispersed by the Board of Governors for specified activities of the Society based on recommendations of the Executive Committee.

h. The Henry S. Fitch Fund shall be invested and used to support an annual award for Excellence in Herpetology. The basis for award decisions shall be determined by the Henry S. Fitch Fund Award Committee. The Henry S. Fitch Fund Award Committee shall consist of three herpetologists each serving a three-year term. Each year, the senior-most member serves as chair of the committee. After three years of service, the chair is replaced by an individual elected by the Board of Governors from a slate of nominees submitted by the Nominating Committee or nominated from the floor. Those nominated from the floor must provide a signed, written

statement of their willingness to stand for election and serve if elected. The members of the committee shall be members of the Society.

Section 3. All money, stocks, bonds, or other property offered to the Society for purposes other than application to the publication expenses or other operating expenses of the Society can be accepted only by a majority of the Board of Governors, except that the acceptance of any such funds donated for use by any duly constituted activity of the Society, including the General Endowment Fund, can be approved by the Executive Committee. Acceptance of such money, stocks, bonds, or other property by the Board of Governors shall be only with the establishment by the Board of procedures to implement its use. All proposed funds shall be accompanied by a proffered gift or proposed funding source.

Section 4. The American Society of Ichthyologists and Herpetologists may formally recognize major donors to the General Endowment Fund. Four levels of major donors are: Supporter, \$1000--2999; Sponsor, \$3000--9999; Patron, \$10,000--24,999; Benefactor, \$25,000 or higher. No benefits will be provided to donors.

Article XIII. Robert K. Johnson Award

The basis for the annual Robert K. Johnson Award for Excellence in Service shall be determined by the Robert K. Johnson Award Committee. The Robert K. Johnson Award Committee shall consist of three members each serving three years. The award is given to an ichthyologist in even years and to a herpetologist in odd years. In even years, the committee is made up of two ichthyologists and one herpetologist. In odd years, the committee is made up of two herpetologist and one ichthyologist. Each year, the senior-most member serves as chair of the committee. The chair of the committee is replaced by an election of the Board of Governors from a slate of nominees submitted by the Nominating Committee, or nominated from the floor. Those nominated from the floor must provide a signed, written statement of their willingness to stand for election and serve if elected. The members of the committee shall be members of the Society.

Article XIV. Joseph S. Nelson Award

The basis for the annual Joseph S. Nelson Lifetime Achievement Award in Ichthyology shall be determined by the Joseph S. Nelson Award Committee. The Joseph S. Nelson Award Committee shall consist of three ichthyologists each serving a three-year term. Each year, the senior-most member serves as chair of the committee. After three years of service, the chair is replaced by an individual elected by the Board of Governors from a slate of nominees submitted by the Nominating Committee or nominated from the floor. Those nominated from the floor must provide a signed, written statement of their willingness to stand for election and serve if elected. The members of the committee shall be members of the Society.

Article XV: Honorary Foreign Members

The number of Honorary Foreign Members shall not exceed thirty (30).

Article XVI: Society Sets of COPEIA

The official bound set of COPEIA shall be maintained in the office of the Secretary.

Article XVII: Committees

Such committees as the President shall deem necessary shall be appointed by the President or by the presiding officer at the annual meeting, unless the composition and function of committees be otherwise set forth in the Constitution and Bylaws or in motions passed by the Board of Governors or by the membership at large at the annual meeting. Unless otherwise specified, committees shall serve for a calendar year and shall normally be appointed by the President during or following the previous annual meeting.

Article XVIII: Procedures

The procedures and policies used to govern the Society are detailed in the Policies and Procedures Manual posted on the ASIH website. Procedures and other items, not specified in that Manual, the Constitution or Bylaws of this Society, or by action at the annual meeting shall be in accordance with Robert's Rules of Order.