

## **BYLAWS**

**of the**

### **International Society for Environmental Biogeochemistry**

Ratified on March 30, 1977 at the 3<sup>rd</sup> International Symposium on Environmental Biogeochemistry

Adopted in revised form on October 15, 2013 at the 21<sup>st</sup> International Symposium on Environmental Biogeochemistry

Second revision adopted on September 28, 2017 at the 23<sup>rd</sup> International Symposium on Environmental Biogeochemistry

#### **Article I. The Society**

##### **1.1. The Organization**

The name of the organization henceforward is the International Society for Environmental Biogeochemistry, which shall be referred to herein as the Society.

##### **1.2. Corporate Status**

The Society is a not-for-profit organization incorporated in and under the laws of the State of Delaware, U.S.A., on 15 March 1977, under the name of “Symposia on Environmental Biogeochemistry, Incorporated”.

##### **1.3. Mission**

The Society is a non-profit scientific organization with an exclusive mission to advance knowledge, education and research of environmental biogeochemistry. The mission of the Society shall be achieved mainly by organization of biennial meetings known as the International Symposium on Environmental Biogeochemistry (ISEB), as well as other meetings and publications for the advancement of scientific knowledge in this interdisciplinary field.

##### **1.4. Commitment**

The Society was formed exclusively for the aforementioned scientific and educational purposes, and no part of its assets, income, or profit shall inure to the personal benefit of its members, directors, or officers. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the Society participate in, or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

## Article II. Executive Board

### 2.1. Role

The Executive Board shall be the governing body of the Society.

### 2.2. Composition

The Executive Board shall be comprised of nine (9) officers including the (i) President (*ex officio* as President of SEB Inc.), (ii) Vice-President and President-Elect (*ex officio* as Vice-President of SEB Inc.), (iii) Treasurer (*ex officio* as Treasurer and Vice-President of SEB Inc.), (iv) Secretary, (v) Past-President, (vi) two (2) Members-at-Large, (vii) Chairman of the incipient ISEB (*ex officio*), and (viii) Chairman of the past ISEB (*ex officio*). All officers must be Society members in good standing.

### 2.3. Duties

- 2.3.1 All terms of service shall be four years, except President, Vice-President and Past-President. The term of office of the President and Vice-President is two (2) years. At the end of the two-year term the Vice-President shall assume the office of President. After completion of two years of service, the President shall continue to serve on the Executive Board for two additional years as the Past President. Newly elected Officers shall assume their duties on 1 January of the even year after the election.
- 2.3.2 The President shall preside at all meetings (Articles below), conduct or supervise the correspondence of the Society and shall perform such other duties that may be delegated by the Executive Board.
- 2.3.3 The Vice President/President-Elect serves as designated by the President, and shall assume the duties of the President if the President is unable to be present or to perform those duties. If the President resigns or vacates the office for any reason, the Vice President/President-Elect shall assume the office of President.
- 2.3.4 The Secretary shall be the custodian of the records of the Society, maintain the society website and an up-to date list of members, maintain minutes of the Executive Board meetings, International Advisory Committee meetings and General Assemblies of the Society.
- 2.3.5 The Treasurer shall have the responsibility for management of the Society financial accounts. The Treasurer shall assure that accurate records of income and disbursements are maintained and shall present a financial report at each Executive Board meeting, International Advisory Committee meeting and General Assembly. The Treasurer shall assure that the appropriate tax and incorporation forms are filed in a timely manner.
- 2.3.6 Members-at-Large and Chairman of the incipient and past ISEB will participate in all Executive Board meetings and serve as designated by the President.

2.3.7 The President and Secretary are responsible for canvassing members of the Society to identify and nominate candidates for election to the Executive Board when officers complete their term of duty. This may be by electronic mail or via teleconference.

#### **2.4. Resignations**

Resignation of Executive Board members must be put into writing and received by the President.

#### **2.5. Hearings**

2.5.1 Any three (3) members of the Executive Board, or 30 percent of Society members, can request an Executive Board hearing on the issue of removal of an Officer or member of the Society. The individual whose removal is sought must be notified in writing of this action at least thirty (30) days in advance of the Executive Board hearing. Removal requires the approval of a minimum of 70% of members of the Executive Board who are present and voting. Such meetings may be conducted by electronic mail or via teleconference.

2.5.2 Secretary and Treasurer vacancies shall be filled by Executive Board appointment to serve until the next election. Other positions shall remain vacant until the next term.

### **Article III. International Advisory Committee**

#### **3.1. Role**

The International Advisory Committee, which shall be referred to as the IC, is the senior advisory body of the Society, reporting to the Executive Board. All members of the IC must be Society members in good standing.

#### **3.2. Composition**

The number of members of the IC shall be determined by the Executive Board. Appointment to the IC requires nomination by the Executive Board and election by a voting majority of Society members attending the General Assembly according to the Article VI. The term of IC membership is six years. The expiration of a six-year term shall not preclude nomination for subsequent terms.

#### **3.3. Duties**

Members of the IC shall vigorously promote the Society and set guidelines for symposia, meetings, short courses, publications, and educational policies.

### 3.4. Oversight

The Executive Board shall have the right to terminate IC memberships for issues related to misfeasance, nonfeasance, and/or malfeasance.

## Article IV. Membership

### 4.1. Eligibility

A person who endorses the objectives of the Society and who is professionally active in environmental sciences, geochemistry, soil sciences, microbiology, limnology, marine sciences, atmospheric sciences, or a related field, shall be eligible to become a member of the Society.

### 4.2. Society Memberships

4.2.1 The following types of memberships in the Society shall be recognized (a) Regular, b) Student, c) Retired, d) Honorary, e) Distinguished Service. Other membership categories may be created by the Executive Board. All members shall pay membership dues as determined from time to time by the Executive Board.

4.2.2 A regular member must be actively engaged in the study and/or use of biogeochemistry, and support the objectives the Society.

4.2.3 A Student member must *self-declare* to be full-time undergraduate or graduate student engaged in the study on biogeochemistry and interested in the purposes of the Society.

4.2.4 Retired members shall be those former Regular members who *self-declare* to have retired from active paid employment and any other retirees interested in the purposes of the Society.

4.2.5 Honorary membership shall be a high honor conferred for lifetime to any individual who has made exceptional contributions to the field of environmental biogeochemistry. Any Society member may submit a nomination for Honorary membership to the Executive Board. Honorary membership shall be conferred by a majority vote of the Executive Board. There shall not be more than ten (10) extant Honorary members at any time, and no more than one (1) can be named in a year. Honorary members shall not be required to pay membership dues.

4.2.6 Distinguished Service membership shall be *the highest honor* conferred for lifetime to any Society member who has made exceptional contributions to the organization. Any Society member may submit a *Distinguished Service* membership nomination to the Executive Board. Distinguished Service membership shall be conferred by a majority vote of the Executive Board. There shall not be more than three (3) extant Distinguished Service

members at any one time and no more than one (1) can be named in a year. Distinguished Service members shall not be required to pay membership dues.

#### **4.3. Rights, Privileges and Obligations**

All Society members shall enjoy equally all rights, privileges and obligations pursuant to the bylaws of the Society, including nomination of members to positions of the Executive Board and IC.

#### **4.4. Oversight**

The Executive Board shall have the right to review and approve all membership applications, as well as terminate memberships for issues related to misfeasance, nonfeasance, and/or malfeasance.

### **Article V. Meetings**

#### **5.1. Rules of Order**

Robert's Rules of Order shall be in force for all business meetings of the Society.

#### **5.2. International Symposia on Environmental Biogeochemistry (ISEB)**

Biennial ISEB will be held to discuss the results and achievements of recent scientific research on environmental biogeochemistry. This will also be the normal venue for biennial meetings of the Executive Board, IC, and General Assembly of the society.

#### **5.3. Executive Board Meetings**

5.3.1 The Executive Board shall meet at least once every two years to conduct business, normally at the same time as the ISEB.

5.3.2 A quorum necessary to conduct business at all Executive Board meetings shall normally be five (5) members.

5.3.3 Meetings may be called at any other time when the President or at least 30 percent of the Executive Board request a meeting. Notice of such additional meetings shall be sent to the Executive Board members at least 1 month in advance of the meeting. Such meetings may be conducted by electronic mail or via teleconference.

#### **5.4. IC meetings**

5.4.1 The IC shall meet at least once every two years to conduct Society business, normally at the same time as the ISEB.

5.4.2 All members of the IC in good standing that attend the meeting of the IC constitute a quorum for the transaction of business.

5.4.3 Meetings of the IC may be called at any other time by the Board, or if at least 30 percent of the IC request a meeting. Notice of such additional meetings shall be sent to members at least 1 month in advance of the meeting. Such meetings may be conducted by electronic mail or via teleconference.

## **5.5. General Assembly**

The Society shall hold a biennial General Assembly for all members at the same time as the ISEB. All members of the Society in good standing that attend the General Assembly constitute a quorum for the transaction of business.

## **Article VI. Elections**

### **6.1. Executive Board**

6.1.1 The Secretary and Treasurer shall be elected by majority vote of the Executive Board.

6.1.2 Vice-President, Executive Board Member(s)-at-Large, and IC members shall be elected by majority of vote of the Society members.

### **6.2. Eligibility**

All members of the Society are eligible to vote in elections which shall be held at the General Assembly of the Society.

### **6.3. Candidates**

The President and Secretary shall provide members of the Society with list of candidate(s) for election, at least one (1) month before the General Assembly.

### **6.4. Ballots and voting**

6.4.1 Secretary, or other designated official, shall provide members of the Society attending the General Assembly with ballots listing all nominated candidates.

6.4.2 Members of the Society attending the General Assembly shall each receive no more than one (1) ballot. Votes shall be cast anonymously on a single ballot

6.4.3 Votes should be collected and counted by an *ad hoc* Ballot Committee appointed by the members of the General Assembly.

6.4.4. To be elected candidates must receive at least 50% of valid votes.

## **Article VII. General Provisions**

### **7.1. Commercial Endorsements**

The Society shall not place its name or approval on any commercial product, enterprise, or work.

### **7.2. Opinion**

The Society shall not be responsible for any statements advanced by members in papers or discussions at any of its meetings or set forth in any of its publications.

### **7.3. Language**

English shall be the official language of the Society for conducting business, all correspondence, promotional material, literature, and presentations at its meetings.

## **Article VIII. Amendments**

### **8.1. Proposal of Amendments**

Any amendment to these Bylaws shall first be presented in writing to the Secretary. If approved by a majority vote of the Executive Board, a proposed amendment shall be submitted to the members of the Society for a vote at the General Assembly.

### **8.2. Adoption of Amendments**

An amendment shall be declared adopted if it is ratified by at least 50% of voting members.

## **Article IX. Dissolution**

### **9.1. Dispersion of Assets**

In the event that the Society is dissolved, the Executive Board shall, after payment of all liabilities, distribute any remaining assets to nonprofit tax-exempt scientific organizations engaged in the promotion of research on environmental biogeochemistry.

### **9.2. Release**

All Executive Board members shall be released from their obligations upon the dispersion of assets after dissolution of the Society, as set forth in section 9.1.