

Constitution of the International Society for Reef Studies

1. Name

The name of the association shall be the INTERNATIONAL SOCIETY FOR REEF STUDIES (hereinafter referred to as the Society).

2. Objectives

i) Promoting the production and dissemination of scientific knowledge and understanding of coral reefs, both living and fossil;

ii) Holding and sponsoring meetings, symposia, conferences, or other gatherings to disseminate this scientific knowledge and understanding of coral reefs;

iii) Printing and publication of any papers, treatises, or communications relating to coral reefs and to the business of the Society;

iv) Raising contributions from the members of the Society and other persons for carrying out the objectives of the Society as specified above; and otherwise furthering the objectives of the Society in a manner lawful for a not-for-profit organization.

3. Membership

i) Membership in the Society shall be open to any person who supports its objectives. A member shall be enrolled in the Society upon receipt of the appropriate dues.

ii) All members shall be bound by the Constitution and Bylaws of the Society. Each member of the Society shall be furnished with a copy of the Society's current Constitution and Bylaws upon enrollment.

iii) The Council shall have the power to refuse any membership application and to deprive any member of membership in the Society for cause. The applicant or member shall have the right to appeal such refusal or deprivation as specified in the Bylaws.

iv) The Council may elect as Honorary Members persons who have rendered distinguished service to the Society or to coral reef research. The number of Honorary Members shall not exceed 10 at any time, and no more than 3 may be elected in any calendar year. An honorary Member shall have all privileges of individual membership and shall pay no dues.

v) All members shall have the right to attend business meetings or other such gatherings of the Society and to vote on matters put before the general membership.

vi) Members of at least some categories shall be entitled to receive, as part of their membership fees, documents such as a newsletter, journal, reports of meetings, and transactions that the Society may publish periodically.

vii) Publications of the Society shall be offered to members and other persons pursuant to terms set by the Council or in agreement with organizations with which the Society has publishing agreements.

viii) The Society shall be deemed to have discharged its duty when it dispatches meeting notices, election information, newsletter, or other such publication to a member at the address most recently supplied by the member.

4. Finance

i) The Society shall be financed by dues or other fees from its members. Grants from other organizations or persons desiring to support the objectives of the Society may be solicited and accepted at the discretion of the Council. No member shall receive any compensation or pecuniary benefit from the Society except that members may be reimbursed for expenses incurred in effecting its objectives. The Council's decision in assessing any such reimbursement shall be final.

ii) The fiscal year of the Society shall be from January 1 to December 31.

iii) An audit shall be done of the Society's books by an external, impartial, professional auditor at intervals determined by the Council, but no less frequently than once every 3 years. The Council shall not be empowered to borrow money on behalf of the Society for any purpose, including the continuance of the Society

5. Dues

i) The amount of annual membership dues for each category of membership shall be determined and reviewed annually by the Council. Dues shall be payable in advance and shall be due on January 1 each year. The Council may assess an additional amount for late payment of dues.

ii) No person shall have the privileges of membership until dues for the current calendar year have been received by the Treasurer.

6. Council

i) The affairs of the Society shall be managed by a Council, which, subject to this Constitution, shall have power to take steps and to apply the funds of the Society in a manner deemed in the interests of the Society's objectives.

(Article 6, section i: approved revision, December 2007)

ii) The Council shall consist of President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, no fewer than 8 and no more than 15 Councillors, Editor-in-Chief of the journal (if the Society has a journal), and Editor-in-Chief of the newsletter (if the Society has a newsletter).

iii) No person may simultaneously occupy more than one seat on the Council.

iv) The Council shall have the power to appoint a member of the Society to fill any vacancy that occurs between elections except that Article 8 Sections IV and VI govern replacement of the President.

v) The Council shall meet at least once a year. A quorum for a meeting of the Council shall be 7 Council members actually in attendance; that is, proxies shall not be counted in determining a quorum. Included in the 7 Council members shall be at least 2 officers.

vi) A Council member who is unable to attend a Council meeting may designate a proxy from among other members of the Council to cast his/her vote in general or only on specified issue(s). Any Council member may hold, at most, 2 proxies.

vii) Decisions shall be made by a simple majority of the votes cast. The President, or, in the absence of the President, the member filling the role of President, shall have the power to break tie votes.

viii) Minutes of Council meetings shall be distributed by the Recording Secretary to all members of the Council, and shall be available for inspection by any member of the Society who requests to see them.

ix) The President, with the concurrence of the Council, may appoint from among members of the Council and general membership any committees deemed to be necessary or expedient, and may depute or refer to them certain powers and duties of the Council. All committees shall be directed by the President and be answerable to the Council.

x) The Council shall be empowered to nominate the editor of any journal, newsletter, or bulletin that the Society shall cause to be published, provided that such power is exercised in accordance with any agreement that exists between the Society and a publisher.

7. Councillors

i) Any member of the Society is eligible to stand for election as Councillor.

ii) The term of service for a Councillor shall be set in the Bylaws, but shall be no less than 2 nor more than 5 consecutive calendar years.

iii) Councillors are elected to represent the views of the membership in decision-making.

They may be assigned additional duties as specified in the Bylaws and at the discretion of the President.

8. Officers

- i)** Any member of the Society is eligible to stand for election as an Officer. Officers shall be voting members of the Council.

- ii)** The term of service for an Officer shall be set in the Bylaws, but shall be no less than 2 nor more than 5 consecutive calendar years. Election of all officers shall not take place during a single calendar year; the order of election shall be stipulated in the Bylaws. Officers shall be eligible for election to a maximum of 2 consecutive terms in any office or combination of offices, except that the President cannot be re-elected to that office, and except when the Vice President for one term becomes President in the succeeding term. Thereafter, an officeholder must be out of office at least 1 year before being eligible to be elected or appointed to any position in the Council.
(Article 8, section ii: approved revision, December 2007)

- iii)** The President shall: preside over all meetings of the Council and general membership; represent the Society in dealings with publishers and funding agencies, or in any other financial arrangements as the Society may make; assign duties to Councillors and form committees; be an ex-officio member of all committees.

- iv)** The Vice President shall: aid the President, carry out the duties of the President when the President is unable to serve, and be automatically nominated for the office of President at the end of the term as Vice President unless he/she declines the nomination.

- v)** The Corresponding Secretary shall: be responsible for sending all correspondence concerning affairs of the Society to members of the Council and to the general membership of the Society; prepare and dispatch ballots for elections; issue to each member at least 12 weeks in advance of any meeting of the general membership a notice of such a meeting and a preliminary agenda, if one is available; issue in a timely manner to each member of the Council notice of Council meetings.

- vi)** The Recording Secretary shall: record minutes at all meetings of the Council and the general membership of the Society, and distribute them as specified in the Constitution and Bylaws and by the President; receive ballots, participate in tabulating election results, and inform the Corresponding Secretary and President of the outcomes of elections; carry out the duties of the President when neither the President nor the Vice President is able to serve.

- vii)** The Treasurer shall be responsible for handling the cash assets of the Society. Among the Treasurer's duties shall be receiving dues, paying bills, and maintaining bank account(s) in the Society's name. The Treasurer shall present to the Society in February of each year a financial statement detailing income and expenditures of the Society during the previous fiscal year, and a proposed budget for the current fiscal year. Eligibility for voting, nominating candidates for and holding elective position, and

constitution of a quorum shall be certified by the Treasurer.

viii) In the event that the Vice President, Corresponding Secretary, Recording Secretary, or Treasurer is temporarily unable to execute the duties of office, that officer must, if possible, so inform the President and, with the President's agreement, arrange for another Councillor to carry out those duties. If the Officer is unable to inform the President, the President, with the concurrence of the Council, shall name a temporary replacement.
(Article 8, section viii: approved revision, December 2007)

9. Elections

i) Elections shall be held biennially, according to procedures specified in the Bylaws, and in such a manner as to ensure that all members of the Society are afforded a reasonable opportunity to cast an informed vote. Offices shall be assumed the following January 1.

ii) All members of record as of 2 weeks in advance of when the ballot is mailed will be eligible to vote.

iii) A nomination for Councillor or Officer must be submitted in writing and be with the concurrence of the nominee.

iv) The Council may nominate candidates for Councillors and for Officers. Candidates should be selected from various scientific disciplines and to achieve wide international representation.

v) A ballot shall be made available by the Corresponding Secretary to each voting member of the Society. It shall contain the names of all candidates for each position to be voted upon, even if there is only one candidate for a position. The Corresponding Secretary shall notify each voting member of the availability of the ballot, how to cast votes, and the deadline for voting.

(Article 9, section v: approved revision, December 2007)

vi) The candidates, up to the number of vacancies, who receive the most votes shall be declared elected, unless otherwise stipulated in the Bylaws. Procedures for dealing with a tie vote shall be stipulated in the Bylaws.

vii) The Corresponding Secretary shall report the results of the election to the Council and the general membership in a timely manner.

viii) The results of an election may be disputed for cause by any member of the Society. The member(s) must state the cause(s) of dispute in writing to the President, to be received no more than 6 weeks after the results of the election have been sent to all members of the Society. The President shall inform members of the Council of the dispute in person or by mail in order that the Council can adjudicate the dispute before January 1, when offices are to be assumed. Should the disputed results be upheld by the Council, the President shall so inform the disputing member(s) and the Councillor(s)/

Officer(s) shall assume office as normally. Should the dispute be upheld by the Council, the President shall so inform the membership, a new election for the disputed position(s) shall be held, and the incumbent(s) in the disputed position(s) shall remain in office until the new election is completed.

10. Membership Meetings

i) At least one meeting of the general membership of the Society should be held annually. Members shall be given adequate notice of meetings, and results of the meeting shall be communicated to the general membership in a timely manner.

ii) Any 2 members of the Council may inform the President of their intent to hold a meeting of the Society at least 4 months in advance of that meeting. In the case of more than one meeting in a calendar year, the President shall work with members of the Council to assure coordination among them.

iii) Any 2 members of the Society may propose issues to be voted on at a meeting of the general membership. This shall be communicated as stipulated in the Bylaws.

iv) A quorum for a meeting of the general membership of the Society shall be a minimum of 40 members or 25% of the membership, whichever is less. In addition, at least 1 officer and 2 Councillors must be present for the meeting to be considered official.

11. Bylaws

i) Bylaws to augment this Constitution shall specify details and less fundamental provisions but shall not alter the intended meaning of the Constitution nor circumvent its provisions.

ii) Additional Bylaws or changes in the existing Bylaws may be proposed in writing by any 10 members of the Society. Such a proposal must be circulated to all members by the Corresponding Secretary at least 4 weeks in advance of a vote on it. The Society shall make provision for each eligible member to vote electronically or through the post, following procedures detailed in the Bylaws. Approval shall be by a simple majority of members voting.

(Article 11, section ii: approved revision, December 2007)

12. Alteration of Constitution

i) This Constitution may be altered by a vote of the membership of the Society providing that the scientific, not-for-profit objectives of the Society are not altered.

ii) Any proposed alteration to the Constitution must be proposed in writing by any 15 members of the Society. Such a proposal must be circulated to all members by the Corresponding Secretary at least 4 weeks in advance of a vote on it. The Society shall make provision for each eligible member to vote electronically or through the post,

following procedures detailed in the Bylaws. Approval shall be by a two-thirds majority of members voting, provided that at least 40% of the members vote. In the event that fewer than 40% of the members vote, the proposed alteration to the Constitution shall automatically fail.

(Article 12, section ii: approved revision, December 2007)

13. Dissolution

Upon the dissolution of the Society, any funds remaining after all financial obligations have been paid shall be applied or transferred, subject to the consents required by law, to some charitable or scientific purpose or object to be chosen by resolution of the meeting at which the resolution to dissolve the Society is passed

14. Language

The official language of the Society is English.

BYLAWS

1) Categories of membership shall be:

(i) Individual member. Includes one subscription to Coral Reefs and one subscription to Reef Encounter and one vote in Society business.

(ii) Family member (for two people in a household). Includes one subscription to Coral Reefs and one subscription to Reef Encounter and one vote each on Society business.

(iii) Student member (for people enrolled in an institute of higher learning). Includes one subscription to Reef Encounter and one vote on Society business.

(iv) Sustaining member. This category may be held as an individual or as a family membership (for two people in a household). Includes all benefits of an Individual or Family membership plus the listing of the member/s name/s in each issue of Reef Encounter.

(Bylaw 1: approved revision, September 2002)

2) The annual subscription rates for all categories of membership will be listed in the most current copy of the Society's journal Coral Reefs. Dues cover the calendar year: no matter when dues are paid during the year, a member will receive all publications for the year appropriate to the membership category.

(Bylaw 2: approved revision, September 2002)

3) A person whose application for membership is refused or who is deprived of membership in the Society shall have the right to appeal such refusal or deprivation to the next general membership of the Society, whose decision shall be final.

4) An election shall be held in September of alternate years; offices shall be assumed the following January 1.

5) An Officer shall serve for 4 consecutive calendar years. Election of President, Vice President, and Corresponding Secretary shall take place in one year, and that of Recording Secretary and Treasurer shall take place 2 years later. The year this provision is enacted, all officers shall be elected, the President, Vice President, and Corresponding Secretary for 4 years, the Recording Secretary and Treasurer for 2 years.

6) The number of Councillors shall be 12. A Councillor shall serve for 4 consecutive calendar years, and be ineligible for reelection or appointment as Councillor until having been out of office for at least 1 year. Half of the Councillors shall be elected in alternate elections. The year this provision is enacted, Councillors shall not be elected. In the election 2 years later, 6 Councillors shall be elected. For that election, Councillors shall retire in order of seniority so that the 6 most junior remain on the Council; in case of equal seniority, the order of retirement shall be determined by lot.

7) A nomination for Councillor or Officer must be in writing, be made by at least 1 member of the Society (who may be the candidate), and include a statement from the candidate of his/her qualifications for the position being sought and objectives while in that position. The statement shall include disclosure of any financial arrangements the candidate may have with any publisher of scientific literature. This information shall reach the Corresponding Secretary not less than 6 weeks preceding an election.

8) For each ballots, the Corresponding Secretary will make announcements and provide voting materials for all eligible members. For members with electronic access, announcements will be made by email and the vote will be conducted electronically. For members who request an alternative to electronic voting, announcements and voting materials will be sent by post. Members shall be required to inform the Society if they desire the postal option by completing relevant fields in forms for membership joining or renewal. Included with the ballot shall be a list of the names of retiring Councillors and the statement from each candidate of his/her qualifications, objectives, and financial arrangements with publishers of scientific literature.

(Bylaw 8: approved revision, December 2007)

9) The electronic and paper ballots shall be created in such a manner that they are secure and not easily reproduced. Ballots that are copied, spoiled, or late in arriving shall not be counted. In case of ballots on which more votes are cast than the number of vacancies to be filled, the ballot shall be considered void for that office but votes for other offices on that ballot shall be tallied. Write-in votes shall not be allowed.

(Bylaw 9: approved revision, September 2006)

10) The Recording Secretary and at least 1 other member of the Council who is not a candidate in that election shall count the ballots.

11) In the case of a tie vote, members of the Council shall vote to determine the winner. This special balloting shall be carried out by the Corresponding Secretary within 4 weeks of the original election. The candidate who receives the most votes shall be declared elected.

(Bylaw 11: approved revision, September 2006)

12) The Corresponding Secretary shall report the results of the election to the Council no more than 3 weeks after the date of the election, and to all members of the Society no more than 5 weeks after the date of the election.

13) All members of the Society shall be informed at least 12 weeks in advance of any meeting of the general membership. This notice shall include at least the time and place of the meeting, and a preliminary agenda for the meeting, if one is available.

14) Intent to bring business requiring a vote before a meeting of the general membership shall be communicated to the President in writing in time to be included in the notice sent to members at least 12 weeks before the meeting. The text of any motion must be signed by the proposer and seconder. If it was not received in time to be included in the notice sent to members, it shall be deferred to the next meeting of the general membership.