



The Society for
Integrative &
Comparative
Biology

SICB CONSTITUTION

Rationale for changes to Constitution Article III (Administrative Organization): Currently in the SICB organizational structure, all members of the Executive Committee have fiduciary responsibility to the society. Executive officers meet nearly every week during the year to conduct the business of the society, while the larger Executive Committee meets at least twice a year at the annual meeting. They have deep knowledge of the organization and can make informed fiduciary decisions. These bylaws revisions divide the Executive Officers into the group with fiduciary responsibility, and the larger Executive Committee ensures the society is operating in the best interest of the members. Changes proposed are in Article III sections 1, 2, 5 and 6.

Rationale for changes to Constitution Article V (Quorum): The new changes proposed here include detailing the quorum needed for Executive Officers.

Rationale for the addition of Bylaws Article XIII (Duties of Executive Officers): These bylaws additions clearly articulate the fiduciary responsibility of the Executive Officers.

Rationale for the changes to Bylaws Article XIV, section 1 (Duties of Executive Committee): These bylaws changes articulate the roles of the Executive Committee under this new structure where fiduciary responsibility is held by the Executive Officers.

Note: All Bylaws Articles following XIII have been renumbered due to the addition of Article XIII (Duties of Executive Officers).

Any text being removed is a ~~strike through~~ and any text added is in **red**.

Article III: Administrative Organization

Section 1. **Executive** Officers: The Executive Officers of the Society shall be a President, Past President, President-Elect, Secretary, Secretary-Elect, Program Officer, Program Officer-Elect, Treasurer ~~and Treasurer-Elect~~, **and the Communications Editor**. The President-Elect shall be elected to a two-year term and shall successively and automatically become President for two years, and then successively and automatically become Past President for two years. The Secretary-Elect, Program Officer-Elect, and Treasurer-Elect shall be elected to two-year terms,

and shall automatically succeed to Secretary, Program Officer, or Treasurer, respectively, for subsequent two-year terms.

Section 2. Executive Committee: ~~The management of the Society shall be vested in An~~

Executive Committee ~~consisting~~ will consist of the executive officers, three Members-at-Large from the Society general membership, the Chairs of the Divisions of the Society, the Editor of *Integrative and Comparative Biology*, the Editor of *Integrative Organismal Biology*, the Communications Editor, and the Chairs of the following Standing Committees: Student/Postdoctoral Affairs Committee, Educational Council, Broadening Participation

Committee, Development Committee, Membership Committee, Public Affairs Committee, and Student Support Committee. Of the three Members-at-Large, one shall be elected each year for a term of three years. The Executive Director of the Society shall serve as an *ex officio* member of the Executive Committee and may not vote.

Section 3. Term of Officers and Appointees: The term of office of all elected officers and appointed representatives shall begin four weeks after the second Executive Committee meeting at the Annual Meeting in the year the term is to begin and will end four weeks after the adjournment of the second Executive Committee meeting at the Annual Meeting in the year the term is to expire.

Section 4. Elections: Elections of Society-wide Officers, Members-At-Large of the Executive Committee, and Divisional Officers shall be held by appropriately secure electronic ballots. The Secretary shall make certain that ballots are made available to the entire membership of the Society and allow one month for their completion, the due date being stated on the ballot. The Secretary shall be responsible for overseeing the counting and recording of the votes and shall notify the candidates and the Executive Committee of the results of the election. The results of the election will be published in the Fall Newsletter of the Society prior to the Annual Meeting. In the event that the vote for any Society-wide candidate should result in a tie, the three Members-at-Large of the Executive Committee shall vote to resolve the tie.

Section 5. Employment of Management Firm: The Society may engage the services of a professional management company. The President, with the approval of the Executive ~~Committee~~ **Officers**, has the authority to decide how the executive functions of the Society are to be managed.

Section 6. Powers: The Corporation (aka the Society for Integrative and Comparative Biology) shall have all such powers as are provided by law, its Articles of Incorporation, and this

Constitution, including without limitation the power to hire and discharge employees and consultants, to acquire, to own, and to dispose of property, including contributions made to it, and the power to do any and all lawful acts necessary or desirable for carrying out the Corporation's purposes. The Corporation is not organized for profit and no part of its assets or income shall inure to the benefit of any private individual, partnership or corporation. The Corporation shall not engage in any activities that are inconsistent with its qualifications as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law). All powers and activities of this Corporation shall be exercised and managed directly by the Executive ~~Committee~~ **Officers** of the Corporation.

Section 7. Indemnification: The Corporation shall indemnify, to the full extent permitted by the laws of the District of Columbia, any Executive Committee member, officer, employee, or agent of the Corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Executive Committee member, officer, employee, or agent, except that the Corporation shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Executive Committee member, officer, employee, or agent may be entitled under any agreement, vote of the Executive Committee, or otherwise.

Article IV: Meetings of the Society

Section 1. The time and place of the meetings of the Society shall be determined by the Executive Committee. The Annual Meeting of the Society shall include the Annual Business Meeting. Notices of the Annual Meeting will be available on the SICB website and the date and time of the Annual Business Meeting will be included in the program of the Annual Meeting.

Article V: Quorum

Section 1. Fifty members shall constitute a quorum of the Society, ~~and sixteen~~ a quorum of the Executive Committee, **and five will be a quorum of the Executive Officers.**

SICB BYLAWS

Article XIII: Duties of the Executive Officers

Section 1: The Executive Officers are responsible for conducting of the affairs and management of the society, which includes making key decisions that require acting in the best fiduciary interest of the society.

Section 2: As members of the Executive Committee, Executive Officers will adhere to the those lists of duties outlined in Article XIV in addition to their year duties referenced in Section 1.

Article XIIIIV: Duties of the Executive Committee

Section 1. ~~The Executive Committee shall serve as the governing Board of the Society. The Executive Committee is responsible for the conduct of the affairs of the Society and shall review and establish policies and procedures of the Society in line with the provisions of the Constitution and Bylaws.~~ The Executive Committee will advise the Executive Officers, ensuring the society operates effectively, equitably, and in the interests of SICB members, including but not limited to contributing to strategic planning, voting on venues for future annual meetings, and approving the annual budget.

Section 2. The Executive Committee shall (a) set the time and place of meetings as proposed by the President; (b) advise the President on appointments; (c) approve the Annual Budget as submitted by the Treasurer, following its review and possible amendment; (d) appoint the Editor of *Integrative and Comparative Biology* and the Editor of *Integrative Organismal Biology*, each for a term of five years, the Communication Editor for a term of three years, and the Editor of such other publications as the Society may sponsor, for appropriate and specified terms.

Section 3. Executive Committee shall meet at the time of each Annual Meeting of the Society to conduct such business as may properly come before it and to receive the annual reports of standing and temporary committees of the Society.

Section 4. The Executive Committee is empowered to establish a business relationship with individuals or organizations to perform the executive functions of the Society within the framework of the budget approved by the Executive Committee.

Section 5. No member of the Executive Committee shall be permitted to vote more than once on any voting measure. In the situation where a member of the Executive Committee fills more than one role on the Executive Committee, that individual shall vote only in one of their roles. If possible, the SICB President may appoint an appropriate interim replacement for the second role to vote in their place (See Article XIV: Vacancies or Absences in Office, Section 5).

Article XIV: Vacancies or Absences in Office

Section 1. If for any reason the office of President should become vacant before the expiration of the normal term, the President-Elect shall immediately assume the duties of President.

Section 2. If there is no officer-elect to assume the duties, a vacancy in the office of Secretary, Program Officer, or Treasurer shall be filled through appointment by the President for the remainder of the term.

Section 3. If a Member-at-Large of the Executive Committee shall be unable to serve on the Executive Committee because of election to an office of the Society, resignation, or any other cause, a Member-at-Large shall be elected at the next annual election of the Society to serve the remainder of the term so vacated.

Section 4. A Member-at-Large of the Executive Committee shall not be eligible for immediate re-election unless a term of less than three years shall have been served.

Section 5. In divisions where there is no specific provision in the divisional bylaws for someone to serve as the Divisional Chair when the Chair is temporarily absent from their duties, then the Divisional Executive Committee may appoint a representative in place of the absent Divisional Chair, provided that notice is given to the SICB President. The SICB President also has the authority to appoint a representative. The SICB President has the authority to appoint temporary committee chairs.

Article XVI: Standing Committees

Section 1. Advisory Committee: The Advisory Committee shall consist of the President, the President-Elect, and the former Presidents. The Advisory Committee shall consider long-range plans and policies of the Society, make recommendations to the Executive Committee, perform such other functions as may be delegated to it by the Executive Committee, but be without power to commit the Society to action. The Past President shall preside.

Section 2. Educational Council: The President shall appoint a Committee consisting of at least six members, each for a term of three years. The President shall appoint the chair of the Committee. The term of the Chair shall be three years and the Chair is a member of the Executive Committee. The Council may recommend new members for consideration for appointment to the President-Elect. The President-Elect shall serve as an *ex officio* member of the Council. The Council will report to the Executive Committee through the Chair and will meet once a year at the Annual Meeting of the Society. The Educational Council will provide information to the SICB membership on educational issues in the life sciences, facilitate the development of consortia to respond to opportunities for funding from granting agencies, and respond to educational issues and questions brought up by members of the Society. The responsibilities of the Educational Council may include, but not be limited to, the following: workshops at the annual meeting; educational development for students; coordination of outreach activities; liaison with other professional groups with reference to educational issues; and response to proposals from members for particular projects. Ad hoc working groups will be established by the Educational Council to carry out these projects. The Educational Council will communicate with members through society publications.

Section 3. Membership Committee: The President shall appoint a Membership Committee of three members, each for a term of three years. The appointment of members of the Committee shall be ordered so that the term of one member shall expire each year. The senior member of the Committee shall serve as Chairperson and as a member of the Executive Committee, and the Secretary shall be an *ex officio* member of the Committee. The Committee shall consider matters relating to the recruitment of new members and the procedures and policies of membership in the Society. The Committee shall review the credentials of nominees for honorary membership and make recommendations for approval/denial to the Executive Committee.

Section 4. Nominating Committee for Society-Wide Offices: The President shall appoint and charge a Nominating Committee consisting of the Member-at-Large of the Executive Committee whose term will next expire, and three members of the Society who are not

members of the Executive Committee. Each member of the Nominating Committee shall be from a different Division of the Society and serve for a term of one year. The Nominating Committee shall meet at the Annual Meeting to evaluate potential candidates on the basis of scientific achievement, ability to discharge official duties, and record of service to the Society, and submit to the Secretary of the Society, a list consisting of no fewer than two candidates for each Society-wide office in time for publication of the list of nominees and their biographical sketches in the spring SICB Newsletter. The Nominating Committee must certify to the Secretary that each candidate has declared willingness to run for office and to serve, if elected. Any twenty-five members of the Society may make additional nominations for any office in writing to the Secretary.

Section 5. Editorial Board, *Integrative and Comparative Biology*: The Editor shall have the authority to appoint one or more Associate Editors (to assist with editorial duties) and one or more Managing Editors (to provide administrative and secretarial assistance), subject to approval by the Executive Committee. Assistant Editors shall be appointed by the President upon nomination by the Editor and approval of the Executive Committee. The Editorial Board of *Integrative and Comparative Biology* shall consist of the Editor, Associate Editor(s), and one Assistant Editor from each Division, each of whom shall serve for a term of five years. The Managing Editor(s) shall serve as *ex officio* member(s) of the Editorial Board but may not vote. Additional Assistant Editors may be added to the Editorial Board and each shall serve a term of 2, 3, or 4 years, as agreed between the Editor and the appointee. The Editorial Board shall assist with the manuscript peer review process and advise the Editor in matters relating to journal policy, with particular reference to determining editorial and business policies for the journal in all respects not otherwise specified by the Constitution and Bylaws or directed by the Executive Committee.

Section 6. Editorial Board, *Integrative Organismal Biology*: The Editor shall have the authority to appoint one or more Associate Editors (to assist with editorial duties) and one or more Managing Editors (to provide administrative and secretarial assistance), subject to approval by the Executive Committee. The Editorial Board of *Integrative Organismal Biology* shall consist of the Editor, and Associate Editor(s). The Managing Editor(s) shall serve as *ex officio* member(s) of the Editorial Board but may not vote. The Editorial Board shall assist with the manuscript peer review process and advise the Editor in matters relating to journal policy, with particular reference to determining editorial and business policies for the journal in all respects not otherwise specified by the Constitution and Bylaws or directed by the Executive Committee.

Section 7. Student/Postdoctoral Affairs Committee: The President shall appoint a Committee consisting of a Full Member as Chair and, after consultation with each Division, a student or

postdoctoral member from each Division. The Committee shall host a program of special interest to Student and Postdoctoral Members at each annual meeting. The term of the Chair shall be three years and the Chair will sit on the Executive Committee; the terms of the Student and Postdoctoral Members shall be flexible, but no more than three years, depending upon academic status of the individuals. The Chair shall serve as an *ex officio* member of the Broadening Participation Committee.

Section 8. Student Support Committee: The President shall appoint a Committee consisting of a Full Member as Chair and no fewer than five (5) committee members. The Chair may also appoint ad hoc reviewers to assess student proposals before the annual meeting. The Chair shall serve as a member of the Executive Committee. The committee shall be responsible for overseeing all SICB activities related to student support as directed by the Executive Committee. The term of the Chair shall be three (3) years; the terms of the committee members shall be staggered at two (2) year intervals. The Treasurer shall serve as an *ex officio* member.

Section 9. Finance Committee: The Finance Committee shall consist of the President, the Treasurer, the Treasurer-Elect, and the Past President, with the Treasurer serving as chair. The committee shall make recommendations to the Executive Committee about the financial matters of the Society, including hiring a professional financial advisor or advisory company. The Executive Director shall serve as an *ex officio* member.

Section 10. Public Affairs Committee: The President shall appoint a Committee consisting of at least three members, each for a term of three years. The President shall appoint the chair of the Committee. The Chair shall serve as a member of the Executive Committee. The appointment of members of the Committee shall be ordered so that the term of approximately one-third of the members shall expire each year. The Committee shall promote the programs and interests of the Society, consistent with the Society mission, to the public. The Committee shall also conduct programs and workshops for Society members in order to develop skills and provide information regarding public affairs. The Committee shall work with the Program Officer to broadly advertise the program of the Annual Meeting of the Society. The Program Officer and the Communications Editor shall serve as *ex officio* members of the Committee.

Section 11. Program Committee: The Program Committee shall consist of the Program Officer, who shall chair the committee, the Program Officer-Elect, the Divisional Program Officers, and other individuals appointed by the President. This Committee shall decide upon at least one Society-wide symposium to be held at the annual meeting. The Committee shall identify topics for the planned oral contribution sessions arranged on inter-divisional lines, which will be made known to the members in the call for papers.

Section 12. Development Committee: The President shall appoint a Committee consisting of at least three members, each for a term of three years. The appointment of members of the Committee shall be ordered so that the term of one member shall expire each year. The President shall appoint the Chair of the Committee, who will serve as a member of the Executive Committee. The Treasurer shall serve as an *ex officio* member. The Committee is broadly charged to assist the Executive Committee to develop and enhance resources for the Society to support its programs.

Section 13. Broadening Participation Committee: The President shall appoint a Committee consisting of at least six members, each for a term of three years. The President shall appoint the Chair of the Committee. The term of the Chair shall be three years and the Chair will sit on the Executive Committee. The appointment of members of the Committee shall be ordered so that the terms of one-third of the members shall expire each year. The Committee shall design and promote activities of the Society to increase the diversity of the membership of the Society and of fields of integrative and comparative biology. The Program Officer, the chair of the Student/Postdoctoral Affairs Committee, and the President-Elect shall be *ex officio* members of the Committee.

Article XVII: Awards

Section 1. Best Student Presentations. Each division may elect to have awards for best student presentations at the annual meeting. Separate awards may be given for best oral presentation and best poster presentation. Each division is responsible for securing a panel of judges and following society-wide procedures for selecting award recipients. Divisions may have additional restrictions or requirements than those set forth here. Competitors must be members of SICB and are responsible for checking divisional rules.

Graduate Student, Undergraduate, and High School Student Members and those who have received a Ph.D. within 12 months of the competition are eligible to compete for awards. A presentation (oral or poster) may be entered in only one divisional contest per year. A student who wins best oral presentation in a given division may not compete in best oral presentation contests in that same division in the future. A student who wins best poster presentation may not compete in best poster presentation contests in that same division in the future. Student award winners in one division are not excluded from competing for awards in other divisions in other years.

Article XVII: Amendments of the Bylaws

Section 1. Proposed amendments of the Bylaws may be originated by the Executive Committee or by the members of the Society. Proposals from members shall be submitted to the Executive Committee in writing and shall bear the signatures of at least twenty-five members.

Section 2. The Bylaws may be amended by a two-thirds vote of the members voting by ballot, provided a quorum of the Society membership votes (see Article V of the Constitution). Proposed amendments to the Bylaws shall be posted by the Society Secretary on the website at least one month prior to voting. Ballots will be made available to the membership and one month will be allowed for voting. The ballot closing date shall be stated on the ballot.

Section 3. Votes will be collected and tabulated and the Secretary will notify the Executive Committee of the results. The Secretary will also post the results on the Society's website and in the appropriate Newsletter.

Section 4. Amendments shall become effective following their adoption as stated in Article XVIII Sections 1-3.
