

Constitution and bylaws of the International Society for Zinc Biology

Approved by the Board, May 19, 2008

Constitution

Article i

Name: The name of the society shall be the International Society for Zinc Biology.

Article ii

Purpose: The purpose of the International Society for Zinc Biology is to encourage development and dissemination of knowledge of zinc in biology.

Article iii

Membership: Membership in the International Society for Zinc Biology shall be open to scientists and others from any nation who share the stated purpose of the Society, and who have educational, research, or practical experience in zinc biology; or in an allied scientific field.

Article iv

Officers: The officers of the Society shall be a president, a president-elect, a secretary, and a treasurer. The president-elect shall serve one year as such, followed by two years as president. The president and president-elect must always be different persons; e.g., the president cannot succeed him/herself.

The secretary and the treasurer shall be elected to terms of three years. No person may hold the office of secretary and/or of treasurer for more than one term consecutively. A new secretary-elect and/or treasurer-elect shall work with the incumbent secretary and/or treasurer for one year during the latter's terminal year in office before assuming the responsibilities of the office. The three-year term shall begin with the assumption of full duties of the office. When there is a secretary-elect and/or treasurer-elect the person(s) should attend the meetings of the Board but shall not vote until the official term begins unless they are already serving Board members.

Article v

Board of Directors (Board): There shall be a Board of Directors responsible for the fulfillment of the scientific and business obligations of the Society.

The officers and five elected members shall constitute this Board. The elected Board members shall be chosen by the membership of the Society for two-year terms, one or two to be elected each year. An elected member of the Board shall be eligible for reelection for a second full two-year term, and then shall not be eligible for reelection to the board until one year after the expiration of a second two-year term. The Board is empowered to appoint and compensate an Executive Officer to assist in carrying on the functions of the Society, including receipt and disbursement of funds under the direction of the Board. The Executive Officer shall not hold elective office in the Society.

Article vi

Communications: Communications of the officers and Board with the members will ordinarily be by electronic mail. Members shall be responsible for keeping the Society Secretary apprised of changes in their electronic and other addresses.

Article vii

Affiliations: The Society is empowered to affiliate with other scientific organizations.

Proposals for affiliation may be initiated by individual members of the Board or by a petition to the Council signed by 5% of the regular members of the Society. To become effective, such proposals must be approved by a two-thirds majority of the Board, must be discussed at a succeeding business meeting of the Society, and must be ratified in a mail ballot by two-thirds of those members of the Society voting.

Article viii

Bylaws: The provisions of the Constitution of the International Society for Zinc Biology shall be carried out in accordance with the current Bylaws of the Society.

Article ix

Amendments to the Constitution: Amendments may be initiated by individual members of the Board or by a petition to the Board signed by 2 % of the regular members of the Society. Amendments must be approved by a two-thirds majority of the Board, must then be discussed at a subsequent business meeting of the Society and must finally be ratified in a mail ballot by two-thirds of those members of the Society voting.

Article x

Dissolution: Dissolution of the Society for any cause shall be initiated by individual members of the Board or by a petition to the Council signed by 2% of the regular members of the Society. Such motion or petition must be approved by a two-thirds majority of the Board, must then be discussed at a subsequent business meeting of the Society and must finally be ratified in a mail ballot by two-thirds of those members of the Society voting. Dissolution must be in accordance with applicable regulations of the 1965 Internal Revenue Code, Section 506, or any amendments thereto. All funds and other assets of the Society, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor society which has among its principal purposes the encouragement, development and dissemination of knowledge in the biological or physical sciences, and has qualified as an exempt organization under Section 501 of the 1956 Internal Revenue Code. Such activities or any amendments thereto need not be the only purpose of the successor society. The selection of the successor society must be approved by a two-thirds vote of the Board and named in the Board's minutes and its Articles of Dissolution, and must be named in the motion of petition for dissolution and must be included in the mail ballot submitted to the membership for ratification.

Bylaws

Article i

Membership: The Society shall consist of Regular Members (including charter members), Honorary Members, Associate Members, Emeritus Members, and Student Members. It can admit to membership applicants eligible under Article III of the Constitution. Applicants must be sponsored by two regular members. Applicants for membership (apart from Honorary Membership) must complete a Society membership form and submit it to the Society Office for approval. Applications will be evaluated by a Membership Committee consisting of five Regular Members appointed by the Board and chaired by a member of the Board; if the Membership Committee approves the applicant's name is submitted to the Board for ratification. If the Membership Committee does not approve an applicant may petition the Board to override the Committee's decision; a 2/3 vote is necessary to override. Honorary Membership is bestowed upon scientists and others who have distinguished themselves in the study of zinc biology. Honorary Membership may be proposed on a candidate's behalf by any member of the Society and must be approved by a 2/3 vote of the Board. Honorary Members are exempt from dues.

Only regular members in good standing shall have the right to vote, to sponsor new members, or to hold office. Charter members are those who have been admitted to the Society and who have paid their dues for 2008. Provided that dues are paid as specified in Article III of the Bylaws, charter members continue as regular members of the Society without further application. Students pursuing a course of study in zinc biology or in related sciences can be admitted to

student membership (for a period not exceeding five years) when sponsored by two regular members. Resignation shall be submitted to the secretary in writing. The category of Associate Membership is intended for those who share the goals of the Society but may not be active in the study of zinc biology. Emeritus members are members who are retired from active service but are charged a reduced rate for dues. Changes in membership status must be approved by the Membership Committee.

Article ii

Meetings: The International Society for Zinc in Biology is authorized to hold scientific meetings, international, national, and regional. There shall be held a business meeting ordinarily in connection with a major scientific meeting of the Society. If the business meeting cannot be held in conjunction with a major scientific meeting of the Society or an affiliated organization, the membership shall be contacted electronically regarding the matters to be considered, their responses collected, and the results transmitted to the membership. Five per cent of the regular members, or 50, whichever is smaller, shall constitute a quorum for the business meeting. In addition, the Board shall meet at least twice per year, either in person or by electronic teleconference; five Board members shall constitute a quorum. The purposes of the Business Meeting are to consider changes in annual dues, prospective changes to the Constitution and Bylaws, and other concerns of the membership.

Parliamentary procedures to be followed in the business and board meetings shall be those specified in "*Robert's Rules of Order, Revised*"; the chair shall be held by the president or his/her designee.

Article iii

Dues: The fiscal year of the Society shall run from July 1 through June 30 of the subsequent calendar year. Membership will be by calendar year.

Membership dues may be changed no more frequently than annually by the Board, subject to approval by a majority vote of the members at the annual business meeting. For Calendar 2008 dues will be \$50 US.

Annual dues are payable on October 1 for the subsequent calendar year. Members who have not paid will be notified and if they still have not paid will be dropped from the mailing and subscription lists on the first day of January. Prior to the following July 1, members will be reinstated upon payment of dues; if in arrears on that date, they will be dropped from membership. Members admitted prior to July 1 will be billed for dues for the current calendar year; members admitted after July 1 will begin paying dues and receiving privileges on the following January 1.

Article iv

Publications: The International Society for Zinc in Biology is empowered to publish or to enter into agreements with others to publish such journals and other publications (abstracts, reviews, newsletters, etc.) as may be authorized by a two-thirds majority vote of the Board and a two-thirds majority vote of the members at a subsequent annual business meeting. Changes in the agreements which implement the publishing of duly established journal or other organ may be authorized by a majority vote of the Board.

Article v

Duties of Officers: It shall be the duty of the President to preside over the business meeting of the Society, to serve as chair of the Board, to appoint and charge, with the approval of the Board, the chair and members of all committees of the Board, except the nominating committee, and to carry out other activities usually pertaining to the office. The president-elect shall serve in the place of the president in his absence. The president-elect will automatically succeed to the presidency when the office becomes vacant.

The Secretary of the Society shall carry out other duties that usually pertain to this office, including taking and publishing minutes of Society business and board meetings; minutes are to be published to the membership electronically following approval by the Board. The Board shall appoint a Webmaster to oversee the operation of the Society's web site; this person may be the Secretary, but if not shall work closely with the Secretary. The secretary-elect shall work closely with the incumbent to become familiar with the duties of the office.

The Treasurer of the Society is responsible for overseeing the Society's finances, including budget and reserves, and reporting to the Board on the Society's financial status. The treasurer shall report in writing no less often than annually to the Board the Society's financial status, and shall record and discharge the Society's financial transactions in accord with generally accepted financial and accounting practices. The treasurer-elect shall work closely with the incumbent to become familiar with the duties of the office.

Article vi

Duties of the Board: The duties of the Board shall be to determine the policies for the good of the Society and the science it represents in accordance with the Constitution and to implement the execution of these policies as provided in these Bylaws. The Board shall temporarily fill any unscheduled vacancies on the Board or officers as may occur, until the next business meeting. It shall elect the Nominating Committee and name its chair. It shall elect a Publications Committee with 5 members and designate its chair. Publications Committee members shall serve for three years and terms shall be staggered so that two members of the committee retire at the end of each fiscal year. The publications committee shall be responsible for managing publications of the Society. It shall appoint all editors and editorial boards; such appointments shall be approved by Board. Editors chosen by the committee and approved by the Board shall meet with the Board and Publications Committee at least annually. The committee shall also secure approval of its budget from the Board of the Society. It shall plan scientific meetings; it shall authorize the expenditure of Society funds, and it shall obtain an annual audit of the Society finances. The Board shall appoint a membership Committee.

The Board shall meet, at the call of the President, at least twice a year, first, after the business meeting, and again shortly before the next such meeting. At the first meeting it shall elect the nominating committee and name its chair.

At the second regular meeting it shall consider changes in dues, amendments to the Constitution and Bylaws, and proposals for affiliation, and set the agenda for the business meeting. Newly elected Board members and officers who have not yet taken office are expected to attend this meeting, but may not vote.

The Board shall have power to conduct other business by means of mail vote. Chairs of all committees of the Board, except the nominating committee, must be chosen from the Board. This restriction may be waived by a majority vote of the Board.

Article vii

The secretary shall, upon signed petition by at least ten percent or 100 members (whichever is fewer), transmit a document prepared by the petitioners to the entirety of the membership by electronic or other means. The intent of this article is to provide a means for views on matters of special interest to the society dissenting from those of the majority to be heard.

Article viii

Nominating Committee: The nominating committee shall consist of at least five members of the Society, at least two of whom shall not be members of the Board. The immediate past president during the year following the election of the nominating committee shall be a member of the committee. The nominating committee shall be elected in accordance with Article VI of the Bylaws for a period of one year. It will be the responsibility of the nominating committee to

prepare lists of nominees from the regular members as described in Article IX of the Bylaws and to ascertain the willingness of each nominee, if elected, to serve and to attend, without expense to the Society, the regular meetings of the Board as specified in Article VI of the Bylaws. The nominating committee shall report its list of nominees to the Board in the year following its election.

Article ix

Election and terms of Officers and of Board: Nominations for offices to become vacant shall be made by the nominating committee. Nominations for secretary and treasurer shall be made one year prior to the end of the term of the incumbent. Nominations will also be received by petition. Each petition must be signed by 2% of the regular members of the Society and must contain a written statement by the nominee that he/she is willing, if elected, to serve and to attend Board meetings as described in Article VIII.

The final list of nominees arranged as a ballot shall be mailed or sent by other reliable means to the members by June 15 and the ballots must be returned to the secretary before August 1. In order that the names of persons nominated by petition appear on the ballot, the petitions must be received by the secretary by October 1 the year before the election. The candidate for each office receiving the highest number of votes will be elected.

The election of Board members shall follow the same schedule as for the election of officers. The slate of the nominating committee shall contain at least five more names than the number of vacancies for both full and unexpired terms. Additional nominations to the Board may be made by petition. Each petition must be signed by 2% of the regular members of the Society and must contain a written statement of willingness, if elected, to serve and to attend Board meetings as described in Article VIII. Those receiving the highest number of votes shall have priority for the longer terms among the vacancies.

With the exception of the treasurer and secretary, all officers and board members shall take office at the end of the business meeting. The treasurer and secretary shall take office at the beginning of the fiscal year immediately following the election. However, all officers shall continue until relieved by their successors. The secretary-elect and treasurer-elect shall begin learning the duties of the offices immediately upon notice of election.

Interim vacancies on the Board (including those created by inability to serve and by election of a Board member to an office or as editor) shall be filled in the order of votes received by those on the slate but otherwise failing of election, at the last regular election. Interim vacancies in the offices of the treasurer or of secretary shall be filled by the Board until the completion of the next regular election. An interim vacancy in the presidency shall be filled by advancement of the president-elect; however, in the event that there is no president-elect to advance, the Board shall elect one of its number as acting president to serve until completion of the next regular election.

Article x

Amendments to the Bylaws: Amendments to the Bylaws shall be made according to the same procedure as amendments to the Constitution, except that a majority vote shall suffice for ratification.

Article xi

The Board may upon petition by at least 100 regular members, form within the Society a Group of members charged with the advancement and dissemination of knowledge of a specific area of zinc biology. Accompanying the petition shall be the bylaws of the proposed Group.

The senior officer of the Group shall be elected by the members constituting the Group, and will be known as Group Chair. This chair shall report the activities and needs of the Group to the Board of the Society.

The Board will consider on a yearly basis termination of any group not maintaining 50 regular members or not presenting a scientific program at the Annual Meeting.

Article xii

The Board may, upon petition by at least 50 regular members, form within the Society a Regional Chapter of members charged with the advancement and dissemination of knowledge of zinc biology within that region. Accompanying the petition shall be the bylaws of the proposed Regional Chapter and a statement of its aims.

The senior officer of the Regional Chapter shall be elected by the members constituting the Chapter and shall be known as the Chapter Chair. This chair shall report the activities of the Chapter to the Board of the Society when and where they suggest. Any Regional Chapter may be dissolved at the discretion of the Board.