

BY-LAWS

OF

INTERNATIONAL SOCIETY FOR THE HISTORY, PHILOSOPHY  
AND SOCIAL STUDIES OF BIOLOGY

(A Virginia Non-Profit, Non-Stock Corporation)

(By-Laws Adopted and Effective as of January 1, 1990)

ARTICLE I - OFFICES

The principal office of the Corporation shall be located at 1505 Palmer Drive, in Blacksburg, Montgomery County, Virginia. The Corporation may have such other offices, either within or without the State of incorporation as the Board of Directors may designate or as the business of the Corporation may from time to time require. The Board of Directors may change the principal office of the Corporation from time to time.

ARTICLE II - MEMBERS

1. GENERAL.

Membership in the Corporation (which may be referred to as "The Society") shall be open to all persons interested in the history, philosophy and social studies of biology.

2. DESIGNATION OF CLASSES OF MEMBERS.

There shall be three (3) classes of Members of The Society, which are designated as follows:

a. Regular Members. Any individual interested in the purposes of The Society may apply for Membership as a Regular Member upon filing the member application form and payment of dues.

b. Student Members. Any individual registered in a program of study in any field relevant to the purposes of The Society may become a Student Member upon filing the member application form and payment of dues.

c. Emeritus Members. Any individual who is

fully retired and interested in the purposes of The Society may become an Emeritus Member upon filing the member application form. Emeritus Members shall not be assessed dues.

### 3. VOTING RIGHTS.

Each member, regardless of class, shall have the right to vote in the election of each officer and Director of The Society, except that only Student Members shall be entitled to vote for that Director designated as the "Student Member of the Board of Directors".

### 4. DUES.

The dues for Regular Members and for Student Members shall be established by the Board of Directors, which may be referred to in these By-Laws as the "Council." Any member in arrears of dues for more than one (1) year may be dropped from the list of Members thirty (30) days after the Secretary mails notice of such one year arrearage to that member.

### 5. ANNUAL MEETING.

The annual meeting of the Members shall be held on the 15th day of July in each year, beginning with the year 1990, at the hour of 9:00 A.M., for the purpose of electing Directors and Officers (or to announce the results of elections conducted by mail) and for the transaction of such other business as may come before the meeting. The Board of Directors may, in its discretion, set the date and time of the annual meeting of the Members to something other than July 15 at 9:00 A.M. in any given year, provided that such meeting be set at a date that is no more than 45 days earlier than July 15 nor more than 45 days later than July 15.

### 6. SPECIAL MEETINGS.

Special meetings of the Members for any purpose or purposes may be called at any time by the Chairperson of the Board of Directors or the President, by majority of the Board of Directors, or by Members together holding at least one-twentieth (1/20) of the votes entitled to be cast with respect to the business to be transacted at such meeting. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

## 7. PLACE OF MEETING.

The Directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Directors. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, either within or without the State unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.

## 8. NOTICE OF MEETING.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the list of Members of the corporation, with postage thereon pre-paid. Notice of a Members meeting to act on an amendment of the Articles of Incorporation, plan of merger, a proposed sale of assets other than in the regular course of business, or the dissolution of the Corporation shall be given in the manner provided above not less than twenty-five (25) nor more than sixty (60) days before the date of the meeting. Any such notice shall be accompanied by a copy of the proposed amendment or plan of merger, sale of assets, or dissolution. Such further notice shall be given as may be required by law, but meetings may be held without notice if all the Members entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting. The Members may act without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Members entitled to vote with respect to the subject matter thereof either before or after such action. The notice of any meeting (annual or special) at which Members are to vote on any proposed amendment to the By-Laws shall identify the specific By-Law that is to be amended and shall provide a summary or description of the proposed change. It shall not be

necessary to provide the precise language of the amendment in such notice.

9. FIXING OF RECORD DATE.

For the purposes of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Directors of the Corporation may provide that the list of Members shall be closed for a stated period but not to exceed, in any case seventy (70) days. In lieu of closing the list of Members, the Directors may fix in advance a date as the record date for any such determination of Members, such date, in any case, to be not more than seventy (70) days prior to the date on which the particular action requiring such determination of Members is to be taken. If the list of Members is not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof. However, if a meeting is adjourned to a date more than 120 days after the date fixed for the original meeting, the Directors shall fix a new record date.

10. LIST OF MEMBERS.

The officer or agent having charge of the records of Members of the corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the Membership class of each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original record of Members shall be prima facie evidence as to who are the Members entitled to examine such list or to vote at the meeting of Members. If the requirements of this section have not been substantially complied with the meeting shall, on the demand of any member in person or by proxy, be adjourned until the

requirements are complied with. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting prior to the making of any such demand.

#### 11. QUORUM.

At any meeting of Members, Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. If a quorum exists, the affirmative vote of the majority of the Members represented in person or by proxy at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the statute or the Articles of Incorporation and except in the election of Directors and Officers those receiving the greatest numbers of votes shall be deemed elected even though not receiving a majority. If less than a quorum exists at a meeting, no action may be taken by the Members except that a majority of the Members represented in person or by proxy may adjourn the meeting from time to time without further notice. When there is a quorum represented in person or by proxy at the resumption of an adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally notified. Student Members may elect that Director designated as the "Student Member of the Board of Directors" only if a quorum (as defined above) of Student Members exists at the meeting.

#### 12. PROXIES.

At all meetings of Members, a Member may vote by proxy executed in writing by the member or his or her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

#### 13. VOTING.

Voting for the election of Directors and Officers may be conducted by mail. If such elections are conducted by mail, a mail ballot shall be sent to the entire Membership of The Society no more than seventy (70) days prior to the Annual Meeting. Members shall have not less than thirty (30) days from the date of the ballot postmark in which to cast their ballot. The Secretary of The Society shall be responsible for the conduct of all elections and for reporting the results to the Membership. Candidates for each office and Directorship shall be nominated by a nominating

committee or by nomination of any two Members regardless of class, of The Society. Votes taken at any meeting for any purpose shall be taken by ballot upon the demand of any member.

#### 14. ORDER OF BUSINESS.

The order of business at all meetings of the Members shall be as follows:

- a. Roll Call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of preceding meeting.
- d. Reports of Officers.
- e. Reports of Committees.
- f. Election of Directors and Officers, and/or the announcement of results of mail ballots.
- g. Unfinished Business.
- h. New Business.

#### 15. CHAIRPERSON OF MEETINGS.

The President of The Society shall preside over all meetings of the Members. If he or she is not present or there is no person holding that office, the President-Elect shall preside. If neither the President nor the President-Elect is present, the Secretary shall preside, or if he or she is also not present, a Chairperson shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all the meetings, if he or she be present. If he or she is not present, the President shall appoint a Secretary of the meeting.

### ARTICLE III - BOARD OF DIRECTORS

#### 1. GENERAL POWERS.

The property, business, and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these By-Laws, the Articles of Incorporation, or the laws of the State of Virginia.

#### 2. NUMBER, TENURE AND QUALIFICATIONS.

- a. Until the term of the first President of

the Corporation has expired and his or her successor has succeeded to that office, there shall be twelve (12) Directors of the Corporation, as follows:

- (i) The President.
- (ii) The President-Elect.
- (iii) The Program Officer.
- (iv) The Secretary.
- (v) The Treasurer.
- (vi) The Student Member of the Board of Directors.
- (vii) Six (6) at large Directors.

The five above-mentioned officers and six at large Directors shall be elected by all Members of The Society, regardless of class. The Student Member of the Board of Directors shall be elected by the Student Members of The Society.

b. After the term of the first president has expired and his or her successor has succeeded to that office, a thirteenth Director shall be added to the Board. This thirteenth member shall be the immediate Past President of the Corporation.

c. All the above described Directors shall have equal and full voting responsibilities as Members of the Board of Directors. In addition to these 12 or 13 voting Members, as the case may be, the Archivist of The Society and the Editors of affiliated journals shall sit on the Board or Council as non-voting Directors.

d. The President, President-Elect, Program Officer, Secretary, Treasurer, and immediate Past President shall serve on the Council for so long as they serve in the office designated. The Student Member of the Board of Directors shall serve a two (2) year term, without eligibility for re-election. At the initial election of Directors, three (3) at large Directors shall be elected for two-year terms and three (3) Directors shall be elected for four-year terms. Thereafter, at large Directors shall be elected for four-year terms, thereby producing two groups of at large Directors serving staggered terms in accordance with Section 13.1-858 of the Code of Virginia of 1950, as amended. Each Director, including the initial Directors of the Corporation, shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

e. The number of Directors sitting on the Board of Directors may be increased or decreased from time to time by amendment to these By-Laws. No decrease in the number of elected Directors by amendment to these

By-Laws shall have the effect of shortening the term of any incumbent Director.

3. REGULAR MEETINGS.

The Board of Directors shall meet annually immediately following the adjournment of the annual meeting of the Members. The Directors shall have the power and authority to change the date of such annual meeting by resolution. The purpose of the regular annual meeting shall be to conduct such business as indicated on an agenda prepared by either the President or Executive Committee of the Corporation. The Directors may provide, by resolution, the date, time, and place for the holding of additional regular meetings. A notice of all regular meetings, together with an agenda, shall be mailed to all Directors at least 14 days in advance of the meeting.

4. SPECIAL MEETINGS.

Special meeting of the Directors may be called by or at the request of the President or any two Directors entitled to vote at such meetings. The person or persons authorized to call special meetings of the Directors may fix the time and place for holding any special meeting of the Directors called by them. Notice of a special meeting shall be mailed to all Directors at least 7 days in advance of the meeting and shall state the purpose of the meeting.

5. QUORUM.

At any meeting of the Directors, the presence of a majority of the number of Directors entitled to vote fixed by these By-Laws shall constitute a quorum for the transaction of business. The act of the majority of the Directors entitled to vote and present at a meeting at which a quorum is present shall be the act of the Directors. If a quorum is not present, a majority of the Directors entitled to vote and present may adjourn the meeting from time to time without further notice.

6. VACANCIES IN THE BOARD OF DIRECTORS.

Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by a person or persons nominated and elected by the then existing Board of Directors of the Corporation.



7. REMOVAL OF DIRECTORS.

At a meeting called expressly for that purpose, any Director may be removed, with or without cause, by a two-thirds majority vote of all the Directors then serving and entitled to vote. In addition, at a meeting called expressly for that purpose, any Director may be removed, with or without cause, by a majority vote of the Members represented at such meeting in person or by proxy, provided that a quorum is present.

8. RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

9. PRESUMPTION OF ASSENT.

A Director of the Corporation who is entitled to vote and who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

10. EXECUTIVE AND OTHER COMMITTEES.

The Executive Committee shall consist of the President, the President-Elect, the Program-Officer, the Secretary, and the Treasurer. The Executive Committee shall act as the general governing body of The Society and may exercise the authority of the Council for all matters arising between scheduled meetings of the Council, except for those matters specifically assigned to the Council under The Society's Articles of Incorporation or these By-Laws and except for those matters requiring the action of the Council or Members under the laws of the State of Virginia. The Executive Committee shall promptly inform the Council of all

decisions reached by the Executive Committee. At the judgment of the President, matters which the Executive Committee may take action on shall instead be referred to the Council for decision, if the President deems such referral to be prudent and in the best interests of The Society.

The Nominating Committee shall consist of the immediate Past-President, who shall serve as its Chairperson, and such other Directors or officers of the Corporation as the President shall appoint, which appointees shall be approved by the Council.

The Council, by resolution adopted by a majority of the Directors entitled to vote, may establish such other committees as it shall deem advisable. The President shall appoint the Directors to serve on such committees, each of which shall consist of two (2) or more Directors. Each committee, including the Executive Committee and the Nominating Committee, shall serve at the pleasure of the Council, subject to the laws of Virginia.

#### 11. ACTION WITHOUT A MEETING.

Any action which may be taken at a regular or special meeting of the Directors or of a committee may be taken without a meeting if a consent in writing, setting forth the action, shall be signed either before or after such action by all of the Directors entitled to vote, or all of the Members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

#### 12. PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places within or without the State of Virginia as the Board of Directors may from time to time by resolution determine, or (unless contrary to resolution of the Board of Directors) at such place as shall be specified in the respective notices or waivers of notice thereof.

#### 13. COMPENSATION OF DIRECTORS.

Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation. Nothing herein shall preclude a Director from serving the corporation in any

other capacity and receiving compensation for such services.

#### 14. SUMMER CONFERENCES.

The Society will endeavor to hold summer conferences outside of the normal academic year. Generally, these summer conferences will be held every other year and their agendas will be set by the Council. The primary purpose of the summer conferences will be to serve as a forum for the presentation of lectures and technical papers that enhance and advance the knowledge and understanding of the history, philosophy and/or social studies of biology. Generally, the annual Members' and Directors' meetings will be held at the summer conference in those years when the conferences take place.

### ARTICLE IV - OFFICERS

#### 1. NUMBER.

The officers of the Corporation shall be a President, a President-Elect, a Program Officer, a Secretary, a Treasurer, and, a Past-President. At each annual meeting, at which officers are to be elected, the Members shall elect a President-Elect, a Program Officer, a Secretary, and a Treasurer. At the expiration of the term of any President, the previously elected President-Elect shall automatically become President and the President whose term has just expired shall automatically become the immediate Past-President.

#### 2. THE PRESIDENT.

The President represents The Society, presides at all business meetings of The Society, the Executive Committee and The Council, and appoints all committees, including the Nominating Committee. The term of office of President shall be two years without eligibility for re-election.

#### 3. THE PRESIDENT-ELECT.

The President-Elect shall assist the President and act for the President when the latter is absent from the meetings or otherwise unable to carry out the duties of office. The President-Elect shall serve for a term of two years and then automatically advance to the position of President.

4. THE PROGRAM OFFICER.

The Program Officer is responsible for the scholarly program of The Society, including all conferences and meetings. The Program Officer may have a program committee to assist in the work of preparation of the program at any meeting. The Program Officer shall serve for two years, without eligibility for re-election.

5. THE SECRETARY.

The Secretary shall edit any newsletter of The Society and shall perform other duties assigned by the President. The Secretary shall maintain the Membership list of The Society, and is responsible for conducting all elections. The Secretary shall serve a term of two years and is eligible for re-election. A secretariat may be established by the Council.

6. THE TREASURER.

The Treasurer is responsible for financial affairs of The Society, including filing all necessary forms and reports with the Internal Revenue Service. The Treasurer shall serve a term of two years and is eligible for re-election.

7. THE PAST-PRESIDENT.

The Past-President, which refers only to the immediate past President whose term has expired, shall chair the Nominating Committee and perform other duties assigned by the President. Any Past-President's term in office shall expire upon the expiration of the then existing President's term in office.

8. REMOVAL.

Any officer or agent of the Corporation may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer shall not of itself create contract rights.

9. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of

the term.

10. COMPENSATION.

The Board of Directors shall have authority to fix the compensation of all officers of the Corporation. There is no requirement that any officer be compensated by the Corporation. Any compensation paid to an officer must be reasonable in light of the services rendered by that officer.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors.

4. DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors may select.

5. ACCEPTANCE OF GIFTS.

The Board of Directors or any officer or officers or agent or agents of the Corporation to whom

such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or of any special purpose of the Corporation.

6. AUDITS.

Annually, or upon a resolution of the Board of Directors, the accounts of the Corporation will be audited by a reputable Certified Public Accountant, whose reports shall be submitted to each member of The Board.

7. BONDS.

At the direction of the Directors, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of December in each year.

ARTICLE VII - SEAL

The Corporation may have a seal in the appropriate form, which seal, if one is required, shall be kept by the Secretary and which may be affixed to formal documents executed in the name of the corporation to which by law or custom the corporate seal is required to be affixed or is customarily affixed.

ARTICLE VIII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its Directors and officers in the manner, against the matters, and to

the full extent provided and permitted by Article 9, Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended.

#### ARTICLE X - AMENDMENTS

The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted at a meeting of the Members upon receiving the vote of at least a majority of the Members represented at a meeting in person or by proxy, provided that a quorum is present. The notice of such meeting shall identify the specific By-Law that is to be amended and shall provide a summary or description of the proposed change. It shall not be necessary to provide the precise language of the amendment in such notice.

#### ARTICLE XI - NON-DISCRIMINATION

The Corporation shall in no way discriminate against any person because of race, religion, color, or national or ethnic origin, in the conduct of any of the Corporation's activities (including, but not limited to, the selection or hiring of employees and contractors and the selection of those admitted to the Corporation's programs and activities).

#### ARTICLE XII - STUDENT ASSISTANCE

The Council of The Society shall have the authority, but is not required, to expend funds to or for the benefit of worthy and needy students for the purpose of assisting such students in meeting the costs of transportation, meals, and lodging in attending the educational and scientific activities conducted by the Corporation, provided that such expenditures remain an insubstantial portion of the Corporation's budget. In addition to the provisions of Article XI above, the Corporation shall in no way discriminate against any student in the expenditure of such funds because the student is not a Member of The Society.

#### ARTICLE XIII - INCORPORATORS

The incorporators of The Society shall have the power and authority to elect or appoint the initial Directors and officers of The Society for terms to run no longer than those otherwise provided for in these

By-Laws.

The undersigned, being all of the Directors of the Corporation, hereby consent to these By-Laws.

Dated: February 12 1990

Robert A. Paterson  
Robert A. Paterson, Incorporator

Margaret R. Stewart  
Margaret R. Stewart, Incorporator