

BYLAWS

of the

INTERNATIONAL SOCIETY FOR PHYLOGENETIC NOMENCLATURE

**Adopted unanimously by the membership
at its first business meeting**

**July 8, 2004
Paris, France**

Most recent revision Aug. 13, 2008

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INTERNATIONAL SOCIETY FOR PHYLOGENETIC NOMENCLATURE**

ARTICLE I. NAME AND INCORPORATION

The name of this organization is the International Society for Phylogenetic Nomenclature (ISPN), hereinafter called the "Society." The Society is incorporated in the State of Ohio (U.S.A.) with Certificate of Incorporation 1595618.

ARTICLE II. PURPOSE AND OPERATION

The purpose of the Society is to encourage and facilitate the development, codification, and utilization of, as well as communication about, phylogenetic nomenclature. The Society shall be incorporated and operated as a non-profit organization exclusively for scientific and educational purposes.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Any person who is interested in phylogenetic nomenclature is eligible for membership. Libraries and institutions are not eligible for membership but may subscribe to the Society's publications. Persons interested in membership should apply to the Treasurer, with payment of current annual dues.

Section 2. Membership Categories

Membership categories of the Society consist of: (a) Regular Member, (b) Emeritus Member, (c) Sustaining Member, (d) Patron Member, (e) Life Member, (f) Student Member, and (g) Family Member. All members in good standing are entitled to receive publications of the Society.

(a) *Regular Member.* Any person may become a Regular Member of the Society by payment of the annual dues to the Treasurer.

(b) *Emeritus Member.* A member who has retired from gainful employment and who has been a member of the Society in good standing for a period of not less than 10 years may, upon application to the Treasurer, be designated an Emeritus Member. Emeritus Members shall be exempt from further payment of dues, but shall have full rights of voting and participation in activities and may receive publications of the Society at a reduced rate determined by the Council.

(c) *Sustaining Member.* Any person may become a Sustaining Member of the Society upon payment of twice the amount of the annual dues required of Regular Members.

(d) *Patron Member.* Any person may become a Patron Member of the Society upon making a single payment of at least \$250 to the Treasurer.

(e) *Life Member.* Individuals are granted membership for life upon making a single payment of \$1,000 to the Treasurer.

(f) *Student Member.* Any person who is currently enrolled as a student in a degree-granting institution is eligible for Student Membership upon payment of half the amount of the

annual dues required of Regular Members. To apply for Student Membership, students must submit an application to the treasurer with the signed endorsement of a faculty advisor confirming that the applicant is indeed a student. Student Members shall have all rights of membership except the right to hold office.

(g) *Family Member.* A spouse or domestic partner of a Regular, Emeritus, Sustaining, Life, or Student Member may elect Family Membership at a reduced rate determined by the Council. Family Members shall be entitled to all rights of membership with the exception that only a single copy of any publication that is normally received by individual members will be received per family.

Section 3. *Rights of Membership*

Members of the Society are entitled to vote in all general Society elections, to hold office in the Society, to receive selected Society publications as determined by the Council, and to participate in other membership activities as determined by the Council, except as noted in Article III, section 2.

Section 4. *Suspension and Reinstatement*

Persons who have not paid their annual dues by June 30 of that year shall be dropped from membership in the Society and forfeit all membership rights. Such persons may be reinstated as members by payment of annual dues and shall retain their former membership status and accumulated years of membership.

ARTICLE IV. COUNCIL

Section 1. *Authority*

The government and operation of the Society shall be vested in a Council. The Council shall be the managing board of the Society and transact the business of the Society except as otherwise provided in these Bylaws. Council decisions shall be made by majority vote except as otherwise specified in these Bylaws. The Council may establish standing committees when necessary or abolish them as appropriate.

Section 2. *Membership*

The Council shall consist of the elected officers (President, President-Elect, the most immediate living Past-President, Secretary, Treasurer), the appointed officers of the Society (see Article V, section 1), and six elected Members-at-Large. All members have voting power except the appointed officers, who are non-voting members of Council. Council members must be members of the Society.

Section 3. *Terms of Members-at-Large*

Each Member-at-Large shall serve for three years, taking office on 1 September. Two Members-at-Large shall be elected each year to provide three cohorts serving staggered terms on the Council. Any vacancy among Members-at-Large shall be filled by the normal procedure for electing Council members in the next annual election. A Member-at-Large shall not be eligible to serve again on Council until one year has elapsed since completing a full term of service.

Section 4. Chairperson

The President of the Society shall be Chairperson of the Council during the term of office, and the President-Elect shall be Vice-Chairperson. If both are absent or unable to serve, the Council shall select from its members a Chairperson *pro tem*.

Section 5. Powers

The Council is empowered to act on all matters pertaining to the Society, except as otherwise provided by these Bylaws. In the execution of its duties, the Council may: (1) acquire, hold, and dispose of, either directly or through a nominee who acts in the name of the Council, any property or other assets suited to further the interests of the Society; (2) execute contracts and solicit and receive grants in support of the Society's activities; (3) make, or cause to be made, all necessary arrangement for the meetings of the Society; and (4) exercise such other powers as required by these Bylaws and as required or desired for the conduct of the Society's affairs.

Section 6. Duties

The Council shall be responsible for matters of policy and procedure in all actions taken between Periodic Meetings of the Society. It shall have jurisdiction over finances and publications. It shall approve appointments by the President or President-Elect of officers and committee members. The Council shall determine the duties of the committees beyond those outlined in these Bylaws. It shall receive and act on the annual budget prepared by the Treasurer. It shall consider proposals from any member of the Society.

Section 7. Prohibitions

The Council shall not obligate the Society beyond the actual content of the Treasury, and it shall not do anything that will abrogate the Society's status as a non-profit, scientific organization.

Section 8. Council Meetings

A Council Meeting shall be held in conjunction with the Periodic Meeting of the Society. Additional meetings may be held at any other time and place upon written (including e-mail) request of three Council members. Seven of the eleven voting members of the Council, in person or by proxy, shall constitute a quorum. Members of all committees shall be eligible to attend Council Meetings. The President may also invite additional attendees.

Section 9. Council Activities Between Meetings

The Council Chairperson or, at the Chairperson's request, the Society Secretary shall send to each member of the Council information about matters of concern. Between Council Meetings, the Council may vote by mail or e-mail, or by telephone with subsequent written confirmation, on matters deemed by the President to require immediate action. The outcome is to be considered valid only if at least seven of the eleven voting members of Council vote. Objection by three voting members to conducting a vote on the issue without a meeting shall defer action to the next Council Meeting.

ARTICLE V. OFFICERS

Section 1. *Officers*

The elected officers of the Society shall be the President, President-Elect, Past President, Secretary, and Treasurer. Initially, the only appointed officer shall be the Program Director, but other offices (e.g., Editor) may be established by two-thirds vote of the Council. No officer of the Society shall receive a salary or other compensation.

Section 2. *Terms of Office*

In general (but see Article VII, section 6), officers shall take office on 1 September and serve for the number of years determined by the office, ending the term on 31 August of the appropriate calendar year. The President-Elect shall serve for one year in that office and then shall serve for an additional two years, one year as President and one year as Past President. The President is not eligible to serve again as President-Elect until two years have elapsed since the end of his or her previous one-year term as Past President. All other officers shall serve for three years and shall be eligible for immediate reelection or reappointment.

Section 3. *President*

The President advances to that office automatically from the office of President-Elect or, if necessary, is elected directly as President (see Article V, section 9 and Article VII, section 6). The President shall preside at meetings of the Society and of the Council. The President shall represent the Society on all appropriate occasions and shall make such appointments, subject to approval of the Council, as are necessary and appropriate. The President shall report to the membership at the Society's Business Meeting and at least annually by mail or e-mail on: (a) the past year's operation, including decisions made by the Council; (b) the present financial position of the Society; (c) the budget for the next fiscal year; and (d) other matters of concern to the Society.

Section 4. *President-Elect*

The President-Elect shall be elected by the membership of the Society. The President-Elect shall perform the duties of President during any period when the President is unable to fulfill the duties of that office.

Section 5. *Past President*

The Past-President advances to that office automatically from the office of President. The Past President shall chair the Nominations Committee.

Section 6. *Secretary*

The Secretary shall attend the meetings of the Council and of the Society and keep the record of proceedings in official minutes, shall administer elections (see Article VII), and shall send communications to the membership at the request of the President. The Secretary shall keep on file a copy of the Certificate of Incorporation and shall comply with its requirements for good standing. The Secretary shall be responsible for communicating records of the Society to its official Archives.

Section 7. Treasurer

The Treasurer is the chief fiscal management officer of the Society and is responsible for the development of fiscal policy (with approval of Council) and long-term fiscal planning. The Treasurer shall be responsible for the Society's funds and shall keep the financial records of the Society. The Treasurer shall be responsible for handling the routine financial and membership aspects of the Society's affairs, the receipt and disbursement of all Society funds (except those for which other provisions have been made), including those for the costs of publication. The Treasurer shall have charge of billing and receipt of dues, receive applications of new members, and maintain all necessary mailing lists. The Treasurer shall submit an annual financial report for the past year and Budget for the coming year to the Council. The Treasurer shall prepare and submit tax statements. In even-numbered years, beginning with 2006, the Treasurer shall submit the financial records of the Society for review by an independent accountant. Upon assuming office, the Treasurer shall post bond in such sum and form as the Council determines.

Section 8. Program Director

The Program Director shall arrange the Periodic Meeting of the Society, including the scientific program, social events, and Business and Council Meetings. The Program Director shall also issue the call for papers, symposia, and workshops, receive submitted abstracts, and prepare the final program for the Periodic Meeting.

Section 9. Vacancies

In the event of a vacancy in the office of President, the President-Elect shall succeed to the office and shall serve for the remainder of the term and for the regular term as President. A vacancy in the office of President-Elect shall be filled at the next annual election by the direct election of a President for the term normally succeeded to by the President-Elect. In the event of concurrent vacancies in both offices, the Chairperson *pro tem* of the Council shall serve as President of the Society until the next annual election. A vacancy in the office of Secretary, Treasurer, or Program Director shall be filled by the Council with an interim appointee, and a regular replacement shall be elected or appointed, as appropriate, effective the following 1 September.

ARTICLE VI. COMMITTEES

Section 1. Committees

The Society shall maintain two committees whose responsibilities pertain directly to the functioning of the *PhyloCode*: the Committee on Phylogenetic Nomenclature (CPN) and the Registration Committee. In addition, the Society shall maintain standing committees whose responsibilities pertain to the operation of the Society; these committees include Nominations Committee, Publicity Committee, and other standing committees that may be established by the Council in the future. Standing committees shall be advisory in nature and shall report to and act under the direction of the President. The committees shall be provided with appropriate financial support, to be designated in the Budget. All committees except the CPN shall be appointed by the President, with approval of the Council. Committee appointments are for a term of two years beginning on 1 September, except where otherwise specified below. Committee members shall be eligible for reappointment except in cases noted below. Committee members need not be

members of the Council, but Council members may serve on any committee. Any individual may serve simultaneously on more than one committee.

Section 2. *Committee on Phylogenetic Nomenclature*

Prior to implementation of the *PhyloCode*, the Committee on Phylogenetic Nomenclature (CPN) shall assume the responsibility, previously held by the *PhyloCode* Advisory Group, for reviewing and approving changes in the draft *PhyloCode*. After implementation of the *PhyloCode*, responsibilities of the CPN shall be to: (a) rule on applications for suppression or conservation of names; (b) resolve ambiguities in the provisions of the *PhyloCode*; (c) amend the provisions of the *PhyloCode*; and (d) produce future editions of the *PhyloCode*. The CPN shall also maintain a *PhyloCode* Advisory Group (PAG), whose function shall be to provide non-binding advice, generally by means of an Internet listserver. The CPN shall consist of twelve voting members, including a Chairperson and Secretary. Each member shall serve for three years, taking office on 1 September. Four members shall be elected each year to provide three cohorts serving staggered terms on the CPN. Any vacancy among members shall be filled by the normal procedure for electing members in the next annual election. Members may be elected for up to three consecutive three-year terms and shall not be eligible to serve again on the CPN until one year has elapsed since completing the third consecutive term. A Chairperson and Secretary shall be elected annually by the membership of the CPN for a one-year term and shall take office on 1 September. The Chairperson and Secretary may serve for up to three consecutive one-year terms, and shall not be eligible to serve again in the same office until one year has elapsed since completing the third consecutive term.

Section 3. *Registration Committee*

The Registration Committee is responsible for managing the *PhyloCode* registration database. It has the authority to set policy concerning the routine operation of the database, so long as such decisions do not conflict with the provisions of the *PhyloCode*. The Registration Committee shall consist of a Chairperson and at least two other members.

Section 4. *Nominations Committee*

The Nominations Committee shall consist of the most immediate living Past-President as the Chairperson and four other members. The Nominations Committee shall be responsible for nominations of officers of the Society, Members-at-Large of the Council, and members of the Committee on Phylogenetic Nomenclature. At the request of the President, the Nominations Committee may also provide nominations for the Society's other committees.

Section 5. *Publicity Committee*

The Publicity Committee shall operate the Society's web site, publicize significant events and changes in the *PhyloCode*, and promote interest in phylogenetic nomenclature. The primary vehicle for publicity shall be the web site, but other media may also be used, as appropriate. The Publicity Committee shall consist of three members: the Webmaster, with a five-year term, and two additional members, with two-year terms. The Webmaster shall serve as the Chairperson of the Committee and shall be responsible for maintenance of the Society website. The Committee shall oversee the development and content of the website and shall advise the Council on matters of website policy.

Section 6. *Ad hoc Committees*

Special ad hoc committees may be authorized by the Council. Such committees shall be appointed by the President, with approval by the Council, for one-year terms. The Council shall annually review the need for each special committee and may authorize its continuance or dissolution.

ARTICLE VII. NOMINATIONS, APPOINTMENTS, AND ELECTIONS

Section 1. *Nominations*

Candidates for all offices of the Society, membership-at-large on the Council, and membership on the Committee on Phylogenetic Nomenclature shall be nominated by the Nominations Committee. Candidates for membership on the Registration Committee and the standing committees may also be nominated by the Nominations Committee, if requested by the President. The Committee shall attempt to nominate two or more candidates for each position to be elected by the general membership (President-Elect, Secretary, Treasurer, Members-at-Large of the Council, and members of the CPN), and one or more candidates for each position to be appointed by the President (Program Director, any other offices established by the Council, Registration Committee, standing committees). The Nominations Committee shall solicit preliminary nominations from the membership in the autumn via newsletter, mail, or e-mail. In selecting nominees from among the names submitted by the Society membership and the Committee itself, the Committee shall give due consideration to equitable representation of the geographic distribution of the membership as well as the qualifications of the nominees. Nominees must certify by mail or e-mail their willingness to serve in the position to which they are being nominated.

Section 2. *Elections*

The President-Elect, Secretary, Treasurer, Members-at-Large of the Council, and the members of the CPN shall be elected by the members of the Society by a mail or e-mail vote prior to the Periodic Meeting in years when it is held (except in 2004; see Article VII, section 6), or by 1 July in years in which there is no Periodic Meeting. The Society Secretary (unless the Secretary is running for reelection; see below) shall mail or e-mail ballots and a brief biographical sketch of each candidate to the membership in the spring of the year and shall allow six weeks for the return of the ballot, the due date being stated on the ballot. The Secretary shall tabulate and record the votes and shall notify the candidates of the election results. The Secretary shall announce the results at the Periodic Meeting in years when it is held and by mail or e-mail in years in which there is no Periodic Meeting. The Webmaster shall post the results on the Society's web site. If, due to resignation or death of a Council Member-at-Large or a member of the CPN, some vacancies are for less than a three-year term, candidates for Council Member-at-Large or CPN member shall be ranked by number of votes received, the candidates with the highest number of votes filling the vacancies with the longest terms until all vacancies are filled. Ties shall be resolved by the Council. If the Society Secretary is running for reelection, another member of the Council shall be delegated by the President to carry out the duties described in this paragraph that are normally carried out by the Secretary.

Section 3. *Voting by e-mail*

In any election or referendum that requires a vote of the members of the Society, e-mail is an acceptable alternative to regular mail provided that confidentiality is ensured in the following manner. The votes shall be received and tallied by the Secretary. The Secretary shall not record how individuals voted and shall not divulge this information to any other person within or outside of the Society. If the Secretary has a strong interest in the outcome of a vote, he or she shall delegate responsibility for receiving and tallying the vote in a confidential manner to another member of the Council who attests to having no strong interest in the outcome, and the President shall be notified of this fact.

Section 4. *Appointments*

The appointed officers and committee members shall be appointed by the President, with approval by the Council.

Section 5. *Eligibility*

A nominee or appointee for office or committee membership must have been a Society member for at least one year prior to taking office (except in 2004; see Article VII, section 6) and must be willing to serve if appointed or elected.

Section 6. *Procedure in Inaugural Year*

The eligibility, nomination, election and appointment procedures and the term dates described in the Bylaws do not apply in the year that the Society is inaugurated (2004). The following alternative procedure shall be applied. Any member of the Society shall be eligible for office in the inaugural year of the Society (i.e., Article VII, section 5 does not apply). At the Inaugural Meeting of the Society, the participants shall elect the first President, President-Elect, Secretary, Treasurer and the six Members-at-Large of the Council. The terms of these officers and committee members shall begin immediately rather than 1 September, the period between the Inaugural Meeting and 1 September 2004 being an addition to the normal terms. Two Members-at-Large elected in 2004 shall have a 1-year term (in addition to the time served prior to 1 September 2004), two shall have a 2-year term, and two shall have a 3-year term, thereby allowing implementation of the staggered terms stipulated in Article IV, section 3, with term lengths determined by vote totals. The two candidates receiving the most votes shall serve a 3-year term; the third and fourth place candidates shall serve a 2-year term; the fifth and sixth place candidates shall serve a 1-year term. In this year only, the Council shall also serve as the Nominations Committee and shall carry out the duties of this committee, as detailed in Article VII, section 1, with the expectation that nominations of officers and committee members shall be made by 1 November 2004. In addition, the Council shall nominate members of the Registration and Publicity Committees and the next Nominations Committee no later than 1 November. The President, with approval of Council, shall appoint the members of these three committees and the Program Director no later than 1 January. The next President-Elect, two Members-at-Large of the Council, and the members of the Committee on Phylogenetic Nomenclature shall be elected by the members of the Society by a mail or e-mail vote, following the procedures detailed in Article VII, sections 2 and 3 except with regard to dates; this process shall be initiated no later than 1 January and completed by 1 March. The President-Elect and the two newly elected Members-at-Large of the Council shall take office on 1 September 2005, as would be the case in a normal year. The Committee on Phylogenetic Nomenclature (CPN) shall be formed

immediately after the election is completed (1 March 2005), the period between 1 March and 1 September 2005 being an addition to the normal terms, and shall from that time (1 March) forth assume the responsibilities previously held by the PhyloCode Advisory Group (see Article VI, section 2). Three CPN members who take office on 1 March 2005 shall have a 1-year term (in addition to the months served between 1 March and 1 September 2005), three shall have a 2-year term, and three shall have a 3-year term, thereby allowing implementation of the staggered terms stipulated in Article VI, section 2, with term lengths determined by vote totals.

ARTICLE VIII. PERIODIC MEETINGS

Section 1. *Time, Place, and Content*

The Society shall meet at regular intervals, at a frequency, time, and place to be determined by the Council. Initially, this Periodic Meeting shall be held on alternating years. The Periodic Meeting shall consist of a scientific program, a Business Meeting open to the full membership, and a Council Meeting. The place, date, and hour of every Business Meeting shall be announced by mail or e-mail at least 45 days before such meeting. Additional special meetings may be called at the discretion of the Council.

Section 2. *Resolutions*

Any member of the Society may offer a resolution to be moved, seconded, amended, debated, and voted upon at a Business Meeting. If the resolution shall amount to an amendment to these Bylaws or is in apparent violation of them, the procedures in Article XII must be followed. In years in which no Business Meeting is held, any member may propose a resolution by mailing or emailing it to the President for consideration by the Council.

ARTICLE IX. FINANCES

Section 1. *Dues*

The annual dues for all membership categories shall be established by a two-thirds vote of the Council. Annual dues shall be paid in advance upon presentation of an annual bill.

Section 2. *Fiscal Year*

The Society's fiscal year shall be the calendar year unless otherwise designated by the Council.

Section 3. *Financial Management*

The financial records of the Society shall be maintained by, and its funds deposited and/or invested by, the Treasurer under the direction of the Council. All funds, securities, and other investments of the Society shall be deposited in the name of the Society in recognized financial institutions. The Treasurer shall prepare and submit to the Council an annual report and a budget for the coming fiscal year, which shall be approved by the Council. The annual report shall be submitted to the Council at or shortly before the Periodic Meeting in years in which it is held, or by 1 July in years in which no Periodic Meeting is held. The annual report shall be presented by the Treasurer at the Business Meeting and shall be available to any Society member on request. Financial obligations beyond the actual unencumbered content of the Treasury shall not be incurred.

Section 4. *Gifts*

The Society, at the discretion of the Council, may accept gifts and bequests.

ARTICLE X. PUBLICATIONS

The Society may, in the furtherance of its stated purpose, publish such journals, monographs, handbooks or other publications as the Council may determine, within the needs and resources of the Society. If the Council deems it desirable or necessary, the office of Editor may be established. If this office is established, the Editor shall be an appointed officer, and the nomination, appointment and term length shall follow the same rules as for the Program Director.

ARTICLE XI. AFFILIATION

The Council, at its discretion, may arrange for affiliation with an appropriate society or organization, especially for the purposes of scientific programs, provided always that the Society for Phylogenetic Nomenclature shall remain a distinct entity as a society and that nothing shall be done to alter this without the express consent of the membership. A society or organization eligible for affiliation shall be: (a) one that is engaged in the advancement of some field of systematics or biological nomenclature, (b) a national honorary biological association, (c) an academy or museum, (d) an umbrella organization covering all of biology or various sciences, or (e) such other society or organization as the Council may deem appropriate.

ARTICLE XII. AMENDMENTS

Amendments to these Bylaws may be proposed to the President in writing by any member of the Society. Members of the Council may also propose amendments at any Council Meeting. Any proposed amendment to the Bylaws must be approved by seven of the eleven voting members of the Council, at a meeting or by mail or e-mail ballot, before it is submitted to the Society's membership for vote. Approval by a simple majority of those members who return ballots within 45 days of mailing is required for adoption of proposed amendments. If approved by the Society membership, amendments to the Bylaws shall take effect on the first day of the calendar month following the vote. Notice of the change shall be published in the annual report to the membership.

ARTICLE XIII. PROHIBITIONS

Notwithstanding any provision of these Bylaws that might be susceptible to a contrary interpretation:

1. The Society shall be organized and operated exclusively for educational and scientific purposes.
2. No part of the assets of the Society shall, or may under any circumstances, inure to the private benefit of any member, officer, or individual.

3. No substantial part of the activities of the Society shall consist of attempting to influence governmental legislation.
4. The Society shall not participate in political campaigns on behalf of any candidates for public office.
5. The Society shall not be organized or operated for profit.
6. The Society shall not: a) lend any part of its income or corpus, without the receipt of security and a reasonable rate of interest, to; b) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to; c) make any part of its services available on preferential bases to; d) purchase securities or other property for more than adequate consideration in money or money's worth from; e) sell securities or other property for less than adequate consideration in money or money's worth to; or f) engage in any other transactions that result in a substantial diversion of its income or corpus to any member, officer, member of the Council, or substantial contributor to the Society. The prohibitions contained in this subsection (6) do not mean to imply that the Society may make such loans, payments, sales or purchases from or to anyone else, unless such authority be given or implied by other provisions of these Bylaws.