

# **CONSTITUTION of the AMERICAN SOCIETY FOR GRAVITATIONAL AND SPACE BIOLOGY**

## **Article I: Name**

The name of this organization shall be the American Society for Gravitational and Space Biology. It shall be a not-for-profit scientific and educational society.

## **Article II: Purpose**

1. To promote research, education, training, and development in the areas of gravitational and space biology and to apply the knowledge gained to a better understanding of gravity and other space environmental factors on the flora and fauna of the Earth.
2. To disseminate information on gravitational and space biology research and to apply this research to the solution of terrestrial and space biological problems.
3. To provide a forum for communication among professionals in government, business, academia, and other segments of society involved in gravitational and space biological research and application.
4. To promote the study of concepts and the implementation of programs that can achieve these ends and further the advancement and welfare of mankind.

## **Article III: Membership**

The membership of the Society shall consist of Regular members, Student members, Retired members, Corporate members, and Associate Corporate members.

1. Regular members are persons who support the purposes of the Society. Regular members may vote in Society elections and may hold office in the Society.
2. Student members are persons who support the purposes of the Society and are undergraduate or graduate students. Student members may vote in Society elections and hold office in the Student Association, but may not hold offices in the Society.
3. Retired members are those members who have retired and wish to maintain association with the Society by paying dues at the Retired member rate. A Retired member must have been a Regular member for at least three years. Retired members may vote in Society elections but not hold offices in the Society.
4. Regular members, Student members, and Retired members pay the required annual fee established for each category by the Board of Directors, may contribute to

and will receive appropriate Society publications, and may participate in Society functions, programs, and activities.

5. Corporate members are business organizations that foster the purpose of the Society. A member of a corporation may vote and hold office in the Society if paying dues as a Regular member. Corporate members will receive all general membership correspondence and appropriate Society publications and may express opinions and concerns to the Society via the Board of Directors.

6. Associate Corporate members are business or non-business organizations that foster the purpose of the Society. A member of an organization in this category may vote and hold office in the Society if paying dues as a Regular member. Associate Corporate members will receive all general membership correspondence and appropriate Society publications and may express opinions and concerns to the Society via the Board of Directors.

7. Membership to all of the above membership classes requires the payment of annual dues as determined by the Board of Directors.

#### **Article IV: Officers and Management**

1. The affairs of the Society shall be managed by the membership through a Board of Directors, including an Executive Committee, in accordance with the Constitution.

2. The Board of Directors shall consist of twelve elected Directors, the President, the President-Elect, the immediate Past President, and the Secretary-Treasurer, who shall serve *ex officio* without vote.

3. The Directors shall be elected from the Regular membership and serve three-year terms, to be staggered so that no more than four Directors' terms expire in any one year.

4. The Secretary-Treasurer shall be nominated by the President from the membership of the Society for approval by a simple majority of the Board. The Secretary-Treasurer shall serve for a term of three years.

5. The officers of the Society shall be three: President, President-Elect, and immediate Past President. The President-Elect shall be elected directly by receiving the greatest number of votes from the membership. After a one-year term as President-Elect, the President-Elect will become President and serve for a term of one year

6. The terms of the Directors and the President-Elect shall begin at the time of the annual meeting at which their election is announced or on November 1, in the event the annual meeting is not held in the fall or there is no annual meeting.

7. If a Board member resigns or is otherwise removed from the Board midterm, the Board of Directors shall appoint a successor to serve the remainder of the term. Should the post of President become vacant for any reason, the President-Elect shall assume the post of President and serve the remainder of the term as acting President and shall succeed to the Presidency. The Board shall elect a Director to the vacant President-Elect position.

8. The Executive Committee shall consist of the President, as presiding officer, the President-Elect, the immediate Past-President, the Executive Director, and the Secretary-Treasurer, the latter two shall serve without vote. The Executive Committee may add additional non-voting members ad hoc. The Executive Committee may act on behalf of the Board on matters approved by the Board for such action.

9. An Executive Director may be appointed by the Board of Directors to serve as the chief administrative officer of the Society at the discretion of the Board. The Executive Director shall supervise the staff, properties, and operations of the Society and carry out the policies and directives of the Board of Directors and the Executive Committee. The Executive Director will serve *ex officio* without vote on all committees and the Board of Directors.

10. The members of the Board of Directors, individually and collectively, shall be held harmless by the Society in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where Board members are adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

#### **Article V: Duties**

1. The duties of the President, President-Elect and Secretary-Treasurer are those customarily performed by such officers, unless otherwise directed by the Board of Directors.

2. The Board of Directors shall have the following duties:

2.1. To manage the business, functions, programs, and activities of the Society.

2.2. To establish the dues for Regular, Student, Retired, Corporate, and Associate Corporate members.

2.3. To establish policy and take action as deemed desirable and appropriate to promote the objectives of the Society.

2.4. To establish and foster representative publications as they become desirable.

2.5. To appoint an Executive Director when necessary, with appropriate compensation, to assist in handling the affairs of the Society.

2.6. To appoint committees and their chairs, as necessary. To be responsible for the formation and dissolution of all standing committees. The President may form *ad hoc* committees which serve at his/her discretion for the term of his/her office.

2.7. To determine the number, times, and places of the Society meetings.

3. The duties of the Executive Committee and Executive Director shall be determined by the Board of Directors of the Society.

#### **Article VI: Quorum**

Seven voting members of the Board of Directors shall constitute a quorum, and three voting members of the Executive Committee shall constitute a quorum.

#### **Article VII: Elections**

1. The terms of the Directors shall be staggered so that approximately one third of the positions require reelection each year. A total of twelve positions are involved; therefore, four terms will expire each year.

2. The President-Elect will be chairman of the Nominating Committee. The chairman will appoint two other Board of Directors members and two members from Standing Committee membership. These appointments will be presented to the Board of Directors for their approval at the second meeting of the new Board of Directors each year. Nominations for the Board of Directors shall be made by the Nominating Committee and by membership petition. A nomination by membership petition is considered valid if the person fulfills the qualifications of a Board membership and has been named by seven or more voting members of the Society. However, individual members shall be encouraged to propose nominations to the Nominating Committee. The list of nominees developed by the Nominating Committee will be submitted to the Board of Directors for approval. The Board of Directors shall submit the nominees to the membership for election.

3. The Nominating Committee will select two candidates for President-Elect. Those eligible to be nominated shall be current or former members of the Board of Directors. The Nominating Committee will select at least twice as many candidates for the Board of Directors as the number to be elected.

4. The vote for President-Elect and Directors shall be conducted by mail, by electronic mail, or via the Society's Web site prior to the Society's annual meeting. All members in good standing at the time of the election will be eligible to vote. A deadline by which ballots must be received shall be announced to the membership, and ballots or voting instructions shall be made available to members in good

standing at least 30 days before the deadline. Individuals who become members in good standing during the election period will be eligible to vote if their ballots are received by the deadline. Voting procedures shall be implemented to verify eligibility to vote and to ensure that no member votes more than once. The President-Elect and Directors will be elected by receiving the greatest number of affirmative votes. The results of the election shall be announced to the membership during the business meeting at the Society's annual meeting. In the event the annual meeting is not held in the fall or there is no annual meeting, the vote shall be conducted during the month of October, and the results shall be announced to the membership by mail or electronic mail.

### **Article VIII: Amendments**

An amendment to the Constitution may be proposed by the Board of Directors or by written request signed by at least seven voting members of the Society. The proposed amendment must be mailed to each Board member not less than one month prior to the meeting of the Board of Directors at which the amendment is to be considered. A majority of the Board members voting affirmatively at the meeting or returning an affirmative ballot by mail constitutes adoption of the proposed change.

### **Article IX: Procedures**

Procedures and other items not specified in this Constitution or by action of the Board of Directors shall be in accordance with Robert's Rules of Order.

### **Article X: Dues and Finances**

1. All dues shall be established annually for each calendar year by the Board of Directors and due once annually on a date determined by the Executive Director.
2. The fiscal year of the Society shall correspond to the calendar year.
3. The Board of Directors may authorize any officer or the Executive Director to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Society, and such authority may be general or confined to specific instances.
4. All checks, drafts, or other orders for payment of money in the name of the Society shall be signed by the Secretary-Treasurer or the President or the Executive Director.
5. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks or other depositories as the Board of Directors may select.

6. The Secretary-Treasurer shall prepare an annual budget for approval by the Board of Directors at the first meeting of the new Board of Directors each year.

7. A review of the Society's books and accounts by an independent accountant shall be completed and presented to the Board of Directors annually.

#### **Article XI: Meetings**

1. The Board of Directors shall determine the number, times, and places of the regular meetings of the Society.

2. At least twelve weeks before a regular meeting, the Executive Director shall send to each member a notice of the time and place of each meeting.

3. One meeting shall be designated as the annual business meeting. At this meeting there shall be an open session for reports of officers, a report on the election of officers, the Board of Directors, and other business.

4. The Board of Directors shall determine rules relative to the conduct of scientific sessions and presentation of scientific papers at all meetings.

5. There shall be at least one meeting of the Board of Directors each year.

6. The President shall convene the Executive Committee or Board of Directors at a special meeting whenever the affairs of the Society require it.

7. A request to the President, made in writing, signed and approved by six members of the Board of Directors, shall render the convocation of the Board obligatory.

#### **Article XII: Chapters and Affiliates**

1. The Society, with the approval of its Board of Directors, is authorized from time to time to enter into agreements with nonprofit scientific and professional societies such as chapter organizations and affiliates who have like or similar scientific or educational interests.

2. The Society, however, will not take responsibility for the legal, contractual, or financial affairs of chapters or affiliates. The Society, with the approval of its Board of Directors, is, however, authorized to loan these organizations, for organizational purposes, on a one-time basis, an amount determined by the Board, but not to exceed \$500.

#### **Article XIII: General Prohibitions**

Notwithstanding any provision of the Constitution which might be susceptible to a contrary construction:

1. The Society shall be organized and operated for scientific and educational purposes.
2. No part of the net earnings of the Society shall or may, under any circumstance, inure to the benefit of any private shareholder or any individual.
3. The Society will adhere to Federal regulations regarding lobbying activities for nonprofit organizations.
4. The Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
5. The Society shall not be organized or operated for profit.
6. The Society shall not engage in the following practices:
  - 6.1 Except as otherwise stated in Article XII, the Society shall not lend any part of its income or corpus, without the receipt of adequate security and reasonable rate of interest.
  - 6.2. Pay any compensation in excess of a reasonable allowance for salary or other compensation for personal services actually rendered.
  - 6.3. Make any part of its services available on a preferential basis.
  - 6.4. Make any purchase of securities or any other property for more than adequate consideration in money or monies worth.
  - 6.5. Sell any securities or other property for less than adequate consideration for money or monies worth.
  - 6.6. Engage in any transactions which result in diversions of its income or corpus to any officer, member of the Board, or contributor of the Society.
7. The prohibitions contained in this article do not mean to imply that the Society may make loans, payments, sales, or purchases to anyone else unless such authority be given or implied by other provisions of the Constitution.

#### **Article XIV: Dissolution**

1. Dissolution of the Society, for any cause, shall follow the same procedure as Constitutional amendments and must be in accordance with the applicable regulations of the 1956 Internal Revenue Code, Section 506, or any amendments thereto.

2. All funds and other assets of the Society, including any rights to funds, present or future, contingent or actual, shall be irrevocable, assigned, and transferred to any successor Society which has among its principal purposes the encouragement, development, and dissemination of knowledge in the gravitational and space biological 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.

3. The selection of the successor society must be approved by a two-thirds vote of the Board of Directors and named in the minutes of the Board of Directors and its articles of dissolution, but need not be named in the motion of the petition for dissolution.

#### **Article XV: Distribution of Assets on Dissolution**

1. Upon dissolution of the American Society for Gravitational and Space Biology, the Board of Directors shall distribute the assets and incurred income to one or more organizations as determined by the Board of Directors, which organization or organizations shall meet the limitations described in Items 1 to 6 inclusive of Article XIII preceding.