

CONSTITUTION of The Crustacean Society

Preamble

The Crustacean Society was organized by scientists who recognized a need for an organization and journal to satisfy the requirements of crustacean biologists. The Society was founded in December 1979, and an Organizing Council was formed to establish a working framework. The official publication of the Society, the *Journal of Crustacean Biology*, is dedicated to all aspects of crustacean biology. This Constitution and the establishment of the journal are the results of the Council's activities.

Article 1: Name

The name of this Society shall be The Crustacean Society.

Article 2: Purpose

The mission of The Crustacean Society is to advance the study of all aspects of the biology of crustaceans by promoting the exchange and dissemination of information throughout the world.

Article 3: Membership

Section 1: Membership. Membership in the Society is open to all individuals interested in crustaceans. Membership can be obtained in the Society's website or upon written application to the Treasurer of the Society with accompanying payment of dues. Institutions may obtain subscriptions to the journal through the payment of the appropriate fees through the Society's website or to the Treasurer of the Society.

Section 2: Types of Memberships. The following memberships are recognized: Member, Student Member, Patron Member, Emeritus Member, and Founding Member. Other classes of membership may be created by action of the Board of Governors, hereafter referred to as "The Board". Institutional Journal Subscription and Foreign Institutional Journal Subscription are not categories of membership, but represent subscriptions to the *Journal of Crustacean Biology*.

Section 3: Rights of Members. All members whose dues have been paid for the current year shall be considered members in good standing and shall be entitled to receive notices of the Society's activities, vote at meetings or by online ballot, access the Society's newsletter (*The Ecdysiast*), receive the *Journal of Crustacean Biology* either electronically or in hardcopy, according subscription level. Other privileges of membership may be designated by the Board.

Section 4: Suspension and Reinstatement. Members whose dues have not been paid within six (6) months of their renewal date shall not be held in good standing and shall lose their rights of

membership. Members not in good standing may be reinstated upon application and payment of current dues.

Article 4: Dues

The class of membership shall determine the dues. The amount and time period of dues shall be established on the recommendation of the Board and approved by a two-thirds (2/3) majority of the Society members voting on the issue at an annual meeting or online ballot. Dues can be changed at any time on the recommendation of the Board with approval by two-thirds (2/3) majority of the members voting on the proposed change at an annual meeting or by ballot.

Article 5: Officers

Section 1: Officers. The elected officers of the Society shall be the current Past-President, President, President-Elect, Treasurer, Secretary, Liaison Officer for the Society of Integrative and Comparative Biology (SICB) meetings, and Program Officer. An officer must be a member in good standing at the time of election and must remain in good standing throughout the term of office.

Section 2: Term of Officers. All officers shall be elected for a term of two (2) years by a simple majority vote of those members voting in the election. The Past-President, President, and President-Elect may not hold any one of their three (3) sequential offices for a period greater than two (2) years, except when the President-Elect succeeds to the office of President as stated in Section 4. Other officers may hold the same office for an unlimited number of terms. Newly elected officers shall assume the responsibilities of their office on January 1 of the year following their election.

Section 3: Election of Officers of the Society. An election for the offices of President-Elect, Program Officer, and SICB Liaison Officer shall be held in the last three months of odd numbered years. Elections for the offices of Treasurer and Secretary shall be held in the last three months of even numbered years. Elections shall be by means of an online ballot published with the newsletter and made available to the membership at least sixty (60) days before the election is concluded and ballots are counted. The closing date for return of ballots to the officer in charge shall be on or about November 30.

Section 4: Vacancies in Elected Offices. In the event of a vacancy in the office of Past-President the office shall remain unfilled until the current President's term expires. During this vacancy, all duties incumbent on the Past-President shall become additional duties of the President-Elect. In the event of a vacancy in the office of the President, the President-Elect shall succeed to the office for the remainder of the term of the departing President, after which he or she shall serve his or her regular term as President. A new President-Elect shall be selected by special election within ninety (90) days of the date the President-Elect succeeds to the President's office. In the event of a vacancy in the office of President-Elect, the President shall solicit nominations and oversee a special election for a new President-Elect. The election shall take place within 90 days of the vacancy and the result will take immediate effect. In the event of a vacancy occurring in the last quarter of the second year of the President-Elect's term of office the position shall remain

vacant until elections are held. Other vacancies in offices, if they arise, shall be filled by a presidential appointee, approved by the Board, until the next regularly scheduled election for that office. In the event of simultaneous vacancies in the offices of the President and President-Elect, the Board of Governors will elect a Chairperson from its ranks, and this Chairperson and the remaining Board Members shall assume responsibility of the Society and may delegate authority until special elections can be held.

Section 5: Removal from Office. Should an elected officer, for reasons of incompetence or malfeasance, fail to fully or professionally discharge duties of the office, the Board may vote by either of the means specified in Article 7, Section 1 to issue a request for resignation. Should the officer not comply with such a request after a reasonable period of time, the Board may act to remove the officer by a three-fourths (3/4) majority mail or email poll of the full Board membership. The resultant vacancy shall be filled as specified in Article 5, Section 4.

Article 6: Board of Governors

Section 1. Board of Governors. The voting members of the Board shall consist of the current Past-President, President (Chair of the Board), President-Elect, Treasurer, Secretary, Program Officer, SICB Liaison Officer, and the regional Governors, one each to represent North America, Europe, Asia, Latin America and the Indo-Pacific, respectively. As appropriate, regional Governors may be elected to the Board to represent other regions. All members of the Board must be members of the Society in good standing at the time of their election and throughout their terms as Governors. The Board shall be the governing body of the Society. It is empowered to act on all matters pertaining to the Society except as otherwise provided for in this Constitution and Bylaws. It shall be responsible for matters of policy and procedure and shall have jurisdiction over finances and publications.

Section 2: Journal Editor-in-Chief. The Editor-in-Chief of *Journal of Crustacean Biology* shall be appointed by and responsible to the Board. The Editor-in-Chief shall be appointed by a two-thirds (2/3) majority of the Board. The Editor-in-Chief serves at the discretion of the Board and may, for appropriate reasons, be removed at any time by action of the Board.

Section 3: Terms of Regional Governors. Regional Governors shall be elected for two (2) years by a simple majority vote of the members voting in the election. The Governor for the Asian Region and the Governor for the South American Region shall be elected in the odd-numbered years. The Governor for the North American Region, Governor for the European Region and Governor for the Indo-Pacific Region shall be elected in the even-numbered years. Newly elected Governors shall assume the responsibilities of their office on January 1 of the year following their election. In the event that regional Governors are elected from other regions, their elections will be held in odd-numbered years.

Section 4: Election of Regional Governors. Elections for Regional Governors shall be conducted as specified for officers in Article 5, Section 3.

Section 5: Vacancies in Regional Governorships. Vacancies that occur among the Board's Regional Governors shall be filled by a presidential appointee, approved by the Board, until the next regularly scheduled election for that governorship.

Section 6: Removal from a Governorship. Procedures for removal of an elected Regional Governor from a governorship shall be the same as specified for removal of officers in Article 5, Section 5. The resultant vacancy shall be filled as specified in Article 6, Section 4 5.

Article 7: Meetings

Section 1: Board of Governors. The Board shall convene at least once a year as part of an annual meeting. If announced at least 45 days in advance, an electronic meeting can suffice as an annual meeting. The President may call additional meetings if conditions arise to warrant such meetings. Actions and approvals by the Board, except where otherwise specified in the Constitution or Bylaws, shall require a two-thirds (2/3) majority of the entire Board. Actions of the Board may be amended at any annual meeting of the Society by a two-thirds (2/3) majority of the voting members present.

Section 2: Annual Meeting. The Society shall meet at least once a year. Officers and Governors are expected to attend when possible.

Article 8: Publications

Publications of the Society shall be the *Journal of Crustacean Biology* and any additional publications the Board may authorize.

Article 9: Limitation

The purposes of the Society are listed in Article 2 of the Constitution. Lobbying, or any activities specifically designed to influence legislation, support political groups, or advance popular, political, scientific or religious causes are not among the objectives of the Society. Neither the Society, nor any official group within the Society shall engage in such activity on behalf of the Society.

Article 10: General Prohibitions

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

- a. The Crustacean Society shall be organized and operated exclusively for scientific and educational purposes;
- b. No part of the net earnings of The Crustacean Society shall or may under any circumstances inure to the benefit of any private shareholder or individual;

- c. No actions on behalf of The Crustacean Society shall consist of conducting propaganda, supporting any outside causes or positions, or otherwise attempting to influence legislation;
- d. The Crustacean Society shall not participate in, or intervene in political campaigns (including the publishing or distributing of political statements) on behalf of any candidate for public office;
- e. The Crustacean Society shall not be organized or operated for profit;
- f. The Crustacean Society shall not:
 - 1. lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest;
 - 2. pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
 - 3. make any part of its services available, or preferential bases;
 - 4. make any purchase of securities or any other property, for more than adequate consideration in money or money's worth;
 - 5. sell any securities or other property, for less than adequate consideration in money or money's worth, or
 - 6. engage in any other transactions which result in substantial diversions of its income or corpus to; any officer, member of the Board, or substantial contributor to the Society. The prohibitions contained in this subsection (g) do not imply that the Society may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or Bylaws.

Article 11: Distribution on Dissolution

Upon the dissolution of the Society by a vote of two-thirds (2/3) of the voting members, the Board shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 12: Amendments

This Constitution may be amended by a two-thirds (2/3) majority of those members voting at any annual meeting of the Society or in a mail or online ballot. In either case notice of the proposed action will be sent to each voting member of the Society by the Secretary at least sixty (60) days before the date of the vote.

Article 13: Bylaws

The Society may enact Bylaws for interpretation and implementation of this Constitution. Bylaws may be adopted, amended, or repealed by a two-thirds (2/3) majority of those voting at any annual meeting of the Society or in a mail or email ballot. In either case, notice of the proposed action shall be sent to each voting member of the Society by the Secretary at least sixty (60) days before the date of the vote.

Article 14: Divisions

At the discretion of the Board, the Society may establish separate Division(s) empowered to hold scientific meetings and to elect officers to carry out divisional activities under the overall sponsorship of the Society.

Article 15: Indemnification

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

THE CRUSTACEAN SOCIETY BYLAWS

Bylaw 1: Types of Membership

The following types of members are recognized for the purpose of assessing dues:

- a. *Member* – a person paying the proscribed dues.
- b. *Student* – a person enrolled as a student at an institution of higher learning.
- c. *Patron* – members contributing a yearly amount as determined by the membership. Patron Members shall be recognized in the Society's journal.
- d. *Emeritus* – Honorary membership accorded to outstanding scientists by action of the Board, with rights and privileges as defined in Bylaw 2.
- e. *Founding* – Members contributing \$100 (U.S.) or more in dues in 1980 only.

Other classes of membership may be created by action of the Board of Governors.

Bylaw 2: Emeritus Members

Emeritus status shall be awarded to outstanding scientists in the field of crustacean biology. An individual may be accorded Emeritus status by approval of the Board. Emeritus Members shall receive, without cost, all rights to membership except the Society's journal. The journal can be obtained by Emeritus Members at the current publisher's cost or a lesser fee if approved by the Board.

Bylaw 3: Endowment Funds

The General Endowment Fund shall consist of contributions by members to the Fund and other monies that may be collected by the Society and allocated to the Fund by the Board. The Board may vote to use money from the Fund for any activity directly related to the functioning of the Society and not in violation of its Constitution and Bylaws. Additional special-purpose endowment funds may be established as needed. Special-purpose funds may be expended only for the designated purpose of those funds and shall not be used for any activity that violates this Constitution or Bylaws.

Bylaw 4: Duties of officers

A. *Past-President.* The office of Past-President shall be filled by the immediate Past-President of the Society. The Past President shall preside over the Advisory Committee (Bylaw 7, D). The Past-President shall receive and compile nominations for the Excellence in Research Award and liaise with the Program Officer regarding other awards.

B. President. The President shall call and preside at meetings of the Society and the Board, represent the Society's interests in external business affairs, and perform such other functions as may be defined in the Constitution and Bylaws. Should the office of President-Elect become vacant, the President shall temporarily assume all duties of the President-Elect until an election can be conducted. The President shall succeed to the office of Past-President upon the expiration of the President's term.

C. President-Elect. The President-Elect shall solicit nominations for offices and governorships from the membership and present nominations to the Board for consideration to adopt a slate of candidates. The President-Elect shall oversee all elections and other votes by the membership and be responsible for tabulating and disseminating results for all elections and votes on Bylaws and Amendments to the Constitution. The President-Elect shall perform all duties incumbent upon the President during any period(s) when the President is incapable of fulfilling those duties for the Society and shall succeed the President to that office upon the expiration of the President's term. Should the office of Past-President be vacant, the duties incumbent upon the office of Past-President shall be additional duties of the President-Elect.

D. Treasurer. The Treasurer shall be in charge of funds, make necessary disbursements, direct and oversee fund-raising activities, and keep the financial records of the Society. The Treasurer shall present a statement of financial accounts, audited by the Business Manager, to the Executive Committee and at the time of the annual business meeting.

E. Secretary. The Secretary shall keep the Society calendar of events, advise officers of deadlines, record minutes for all Board and Annual meetings, issue notices for meetings of the Board and the Society, conduct the correspondence of the Society and Board, be responsible for mailing ballots, and present a written yearly summary of the Society's activities to the Membership. The Secretary shall compile and edit the Society newsletter, or shall supervise this activity if it is delegated by the Secretary to a newsletter editor.

F. Program Officer. The Program Officer shall be responsible for arranging or coordinating all symposia, workshops, conferences and similar activities in which the Society takes part. The Program Officer chairs the Awards Committee.

G. SICB Liaison Officer. The SICB Liaison Officer shall represent the Society at SICB meetings and will serve as liaison between SICB and the Society's officers. The SICB Liaison Officer shall liaise with the Program Officer to arrange symposia and workshops at SICB meetings.

Bylaw 5: Duties of the Editor-in-Chief of *Journal of Crustacean Biology*

The Editor-in-Chief shall guide activities of the Editorial Board in accord with directions from the Board, report to the Board on progress and cost of publications, and advise the Board on all policy decisions related to publications. The Editor-in-Chief shall recommend Associate Editors and their terms of service to the Board for approval. The Editor-in-Chief serves as a liaison

officer between the Board and the publishers of *Journal of Crustacean Biology*, and between the Editorial Board and publishers. As such, the Editor-in-Chief will be an ex-officio member of the Board.

Bylaw 6: Duties of Regional Governors

Regional Governors shall serve to represent the best interests of membership in all activities of the Board. They shall also serve to actively promote the Society through recruitment of Society members and Institutional subscriptions to the Society's journal in their respective regions and provide names of potential reviewers of manuscripts submitted to *Journal of Crustacean Society*. Regional governors are expected to attend regional carcinology-related meetings, advertise and promote the Society at these meetings, and promote relations between regional societies and the Society. Governors should volunteer for the Awards Committee and judge the merits of student members of TCS who submit scholarship or travel award applications as well as oral presentations and posters at meetings. Governors are expected to file a yearly report to the Board of Governors (or the Society newsletter) on their activities (e.g., meetings attended, awards given, new members, important liaison issues).

Bylaw 7: Committees

The Society shall maintain a standing Executive Committee and an Editorial Board. Responsibilities, in addition to these specified below, may be delegated to these committees by the President. Additional standing or *ad hoc* committees may be created by the President or the Board. Appointed committee members shall hold their position for one year and may serve an unlimited number of terms.

A. ***Executive Committee***. The Executive Committee shall consist of the elected officers: the President, Past-President, President-elect, Treasurer, Secretary, and Program Officer. The President shall preside over the committee and may invite other officials as needed. The Executive Committee shall oversee the basic operations of the society and shall approve the annual budget for submission to the Board.

B. ***Editorial Board of Journal of Crustacean Biology***. The Editorial Board shall consist of the Editor-in-Chief, who shall serve as Chair, and Associate Editors deemed necessary by the Editor and approved by the Board. The Editorial Board shall be responsible for content of the Society journal and all other scholarly publications of the Society.

C. ***Awards Committees***. 1) Before and during each meeting of the Society, the Program Officer shall enlist members of the Society present at the meeting site to form an ad hoc Student Awards Committee to judge the merits of enrolled student members of TCS who give oral presentations and posters at said meetings and select those deserving of special recognition by the Society. Awards may also be given at meetings other than those of the society, but only if an Executive Officer of TCS is present at the meeting and if prior sanctioning of the award(s) is granted by the Board. Results are to be reported to the Executive Committee within two (2)

weeks of an award recipient being decided and are to be published in the first practicable issue of the Society newsletter as well as on the website.

2) The Program Officer shall enlist board members (particularly Regional Governors) to form an *ad hoc* Student Awards Committee to judge the merits of student members of TCS who apply for scholarships or travel awards (TCS Fellowships in Graduate Studies, TCS Student Travel Awards, and TCS Early-Career/Post-PhD Travel Awards). Results are to be reported to the Executive Committee within two (2) weeks of an award recipient being decided and are to be published in the first practicable issue of the Society newsletter as well as on the website.

3) Periodically (usually but not necessarily on an annual basis), the Past-President shall convene an Awards Committee consisting of the Past-President, and four (4) other members of the Society, one of whom may be the Program Officer, to evaluate nominations solicited from The Crustacean Society Membership of a distinguished crustacean biologist to be recognized for The Crustacean Society Excellence in Research Award (TCSERA) for contributions to the field. Said committee's membership is to be reported by the Past-President to the Executive Committee for approval before nominations are accepted for that year. The Awards Committee shall be entrusted to evaluate the nominations for TCSERA. Nominations should consist of a CV, list of publications, and a detailed nomination letter and addition letters of support. If the nominees for any given year is deemed to be insufficient by the Awards Committee, the Committee will not be obligated to make a recommendation for that year. The results of the committee's deliberations shall be reported to the Executive Committee for final evaluation and acceptance. The President of TCS will then coordinate announcements and the public presentation. As far as is practicable, the award typically will be presented to the recipient at the next available meeting of TCS.

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

Bylaw 8: Nominations

Nominating activities of the Board shall be directed by the President-Elect who shall solicit potential nominees from the membership. Members may, as individuals or by group-petition, submit the names of nominees to the President-Elect. The President-Elect will contact nominees, certify their willingness to run for election, and recommend a pool of qualified nominees to the Board. The Board shall approve a slate of recommended candidates for next election with at least one nominee listed for each open office or governorship. In addition to names of candidates on the official ballot, spaces will be provided for write-in candidates. All nominees and candidates must be members in good standing.

Bylaw 9: Divisions

A Division may be organized within the Society in any area of specialization or geographical region by not less than 25 members of the Society, upon written request to, and approval by, the Board. Divisional officers shall consist of a Chairperson, a Secretary-Treasurer (or a Secretary and a Treasurer), and a Program Officer. A Division of the Society shall be entitled to formulate its own bylaws but such bylaws shall not conflict with the Constitution and bylaws of the Society. A Division shall not collect dues on behalf of the Society but may collect registration fees for meetings. Expenses of the Division shall be paid from the treasury of the Society within limits of the amount allotted for this purpose in the annual budget of the Society and from funds received from special projects. No officer or member of a Division shall have authority to incur any expense in the name of the Society, except as above specified.

Constitution and Bylaws of 1981, as amended by the Board of Governors on 29 December 1984, 27 December 1991, December 1995, 31 May 2003, November 2007, November 2013 and June 2018 and approved by members.

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Shirley Lim, May, 2018