

## **INTERNATIONAL SEA TURTLE SOCIETY BYLAWS**

### **Article I: Membership**

**Section 1.** Membership in the Society shall be acquired by paying annual dues, or by being appointed as an Honorary Member by the Board of Directors.

**Section 2.** Annual Membership shall begin on the date of payment of the annual dues, and shall last for a period of 12 months.

**Section 3.** Honorary Membership may be granted to distinguished persons who through their profession and/or position support and promote the Vision and Mission of the Society.

**Section 4.** Every Member of the Society has the right to nominate any Member and to vote for Members to positions of the Society, as well as to be elected to Society positions, as described in these Bylaws.

**Section 5.** Members have a right, and are encouraged, to attend the annual Business Meeting, at which the Board of Directors shall report on the Society's transactions, including, but not limited to, the annual financial report and proposed budget for the following year, for approval by the Membership.

### **Article II: Board of Directors**

**Section 1.** The 15 members of the Board of Directors, which shall include the five (5) members of the Executive Committee of the Society and nine (9) Directors, shall be elected from the Membership, by the Membership, plus one Past-President.

**Section 2.** Each elected Member of the Board of Directors shall serve a term of four years, which shall begin on the 1<sup>st</sup> of May during the year s/he is elected, and any Member of the Board of Directors may be reelected an unlimited number of times. Any Member who fills an unforeseen vacancy on the Board of Directors shall begin within one month after the unforeseen vacancy occurs, and shall serve for the remainder of the four-year term under the same conditions as elected Members.

**Section 3.** The Board of Directors is responsible for overseeing the financial security of the Society including, but not limited to, the approval of the Symposium budget, membership fees, disbursement of funds by the Treasurer or other authorized members of the Executive Committee, investment strategies, and acceptance of

the financial reports for subsequent presentation to the Membership, for their approval.

**Section 4.** The Board of Directors shall oversee, on behalf of the Society, the activities of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, and associated committees of the Board.

**Section 5.** The Board of Directors shall develop Terms of Reference for each position and committee of the Society, and oversee that they are observed.

**Section 6.** The Board of Directors may create *ad hoc* Committees and appoint personnel of assistance, such as a Managing Director.

**Section 7.** The Board of Directors shall conduct business of the Society at the time of the Symposia; the Board may also conduct business of the Society during periods between Symposia upon call by the Executive Committee or by a majority vote by a quorum of the Membership; at the discretion of the Executive Committee such called meetings of the Board of Directors may be conducted through electronic means.

**Section 8.** The Board of Directors shall report to the Society's Membership, at the annual Business Meeting, on the Board's transactions, financial and otherwise.

**Section 9.** Every member of the Board of Directors must have a high level of commitment to the Society and display this by attending and participating in meetings, showing a willingness to serve on committees, and undertaking additional leadership roles within the Society.

**Section 10.** Each Member of the Board of Directors shall abide by the Society's Constitution and By-laws, as well as the Terms of Reference for Members of the Board of Directors.

### **Article III: The Executive Committee**

**Section 1.** The five members of the Executive Committee of the Society shall be elected from the Membership, by the Membership; the Executive Committee shall include President, President-Elect, Secretary, Treasurer, and Immediate Past-President.

**Section 2.** The President shall serve a total term of four years, with three years as a member of the Executive Committee: first as President-Elect for one year, as President for one year, then as Immediate Past-President for one year. The Past-President then transitions to join the Directors for one year. The term of the President-Elect shall begin on the 1<sup>st</sup> of May of the year in which s/he was elected. A President may be re-elected an unlimited number of times.

**Section 3.** The Secretary and Treasurer of the Society shall both serve terms of four years as members of the Executive Committee, which shall begin on the 1<sup>st</sup> of

May during the year in which they were elected; either of these members of the Executive Committee may be reelected an unlimited number of times.

**Section 4.** The Members of the Executive Committee are responsible for the operational aspects of the Society, particularly the planning, organization, and execution of the Symposium.

**Section 5.** To assist in fulfilling any of their respective duties, any Member of the Executive Committee may engage one or more assistants, interns, or trainees, who may, or may not, be remunerated. With the exception of the President, Members of the Executive Committee require approval from the Board of Directors to engage such assistants.

#### **Article IV: President**

**Section 1.** The President shall be elected from the Membership by the Membership, and shall serve a term of four years: the first year as President-Elect, the second year as President, the third year as Immediate Past-President on the Executive Committee, and subsequently as Past-President/Director for one year; the term of President-Elect shall begin on the 1<sup>st</sup> of May during the year in which s/he was elected; a President may be reelected an unlimited number of times.

**Section 2.** The President shall be the legal representative of the Society, and shall Chair all Society's Business meetings, meetings of the Board of Directors, meetings of the Executive Committee, and the Symposium.

**Section 3.** The President shall be empowered to act in the name of the Society, for promoting the Mission and Vision of the Society through diverse activities, particularly regarding the Symposium for which s/he was elected, and other special events, such as by giving public recognition to deserving organizations and individuals.

**Section 4.** The President shall present a final budget for the Symposium for which s/he was elected, for approval by the Board of Directors, and shall access funds in consultation with the Treasurer and Secretary, within financial and other limits set by the Board of Directors.

**Section 5.** The President shall be responsible for approving expenses involved in organizing and running the aforementioned Symposium.

**Section 6.** The President shall be responsible for raising funds and other support to cover the costs of the Symposium for which s/he was elected, with the potential of contributing to the overall institutional funds of the Society.

**Section 7.** The President shall supervise the planning, organization, and running of the Symposium for which s/he was elected as defined in the Terms of Reference, including, but not limited to, venue, program, compilation of proceedings; the President shall be responsible for making announcements for the Symposium for which s/he was elected, and for preparing a report of the meeting.

**Section 8.** The President shall make available to the Treasurer all records and correspondence related to income and expenses incurred during his/her duties as both President-Elect and President; subsequently, s/he shall retain for at least five years after their presidency, and make available to the Treasurer as required, all records and correspondence relevant to the fulfillment of his/her duties as President-Elect and President that are necessary for completion and approval the corresponding financial audit(s) and filing of corresponding tax return(s).

**Section 9.** The President shall appoint the Chairs of the standing committees and *ad hoc* committees, as well as representatives s/he deems necessary for running the Society; Chairs of standing committees shall be selected from among those members of the respective committees who have served at least one year on said committee.

**Section 10.** The President shall be a non-voting *ex-officio* Member of all committees.

**Section 11.** The President shall abide by the Society's Constitution and Bylaws, as well as the Terms of Reference for the President.

## **Article V: President-Elect**

**Section 1.** The President-Elect shall be elected from the Membership by the Membership, and shall serve a term of four years: the first year as President-Elect, the second year as President, the third year as Immediate Past-President on the Executive Committee, and subsequently as Past-President/Director for one year ; the term of President-Elect shall begin on the 1<sup>st</sup> of May during the year in which s/he was elected, a President-Elect may be reelected an unlimited number of times.

**Section 2.** The President-Elect shall assist the President on all matters pertaining to the Society and shall serve as the acting President should the President be unable to fulfill his/her duties on a short term basis, including serving as the legal representative of the Society, unless decided otherwise by the Board of Directors.

**Section 3.** The President-Elect shall propose, for approval by the Board of Directors, the time and place for the Symposium to be convened during the term in which s/he is President.

**Section 4.** The President-Elect shall be a non-voting *ex-officio* Member of all committees.

**Section 5.** The President-Elect shall abide by the Society's Constitution and Bylaws as well as the Terms of Reference for the President-Elect.

#### **Article VI: Past-Presidents**

**Section 1.** The President shall serve as Past-President, in an advisory capacity, for two years immediately after his/her term as President ends.

**Section 2.** At any one time there shall be up to two Past-Presidents serving on the Board of Directors: the Immediate Past-President and the Past-President/Director..

**Section 3.** The Immediate Past-President shall retain for at least five years after their presidency, and make available to the Treasurer as required, all records and correspondence relevant to the fulfillment of his/her duties as President-Elect and President that are necessary for completion and approval of the corresponding financial audit(s) and filing of corresponding tax return(s).

**Section 4.** Each Past-President shall abide by the Society's Constitution and Bylaws as well as the Terms of Reference for Past-Presidents.

#### **Article VII: Secretary**

**Section 1.** The Secretary shall be elected from the Membership by the Membership, and shall serve a term of four years which shall begin on the 1<sup>st</sup> of May during the year s/he is elected, and this officer may be reelected an unlimited number of times.

**Section 2.** The Secretary shall keep and archive the records of meetings and other activities of the Society, in either printed or digital form; this shall include summaries of financial information and reports, as made available by the Treasurer.

**Section 3.** The Secretary shall be responsible for timely communications about Society business, including, but not limited to, communicating with Members of the Board of Directors, Executive Committee and/or other Standing Committees, and also other people holding the Society's elected and appointed positions; the Secretary shall be responsible for arranging and distributing the agenda of the annual Society Business Meeting as well as the agendas of meetings of the Board of Directors and Executive Committee, as well as sending out notices for the Society.

**Section 4.** The Secretary shall be responsible for communicating with and coordinating assignments and tasks of committees of the Society to ensure that information is provided in a timely manner to the respective committees and received by the Board of Directors.

**Section 5.** The Secretary shall be responsible for communications regarding the filling of unforeseen vacancies, involving the Board of Directors and former candidates for the vacated position.

**Section 6.** The Secretary, in consultation with the Treasurer, shall make such purchases and employ such assistance as is necessary to conduct the business of the Society, within limits set by the Board of Directors.

**Section 6.** The Secretary shall abide by the Society's Constitution and By-laws as well as the Terms of Reference for the Secretary.

#### **Article VIII: Treasurer**

**Section 1.** The Treasurer shall be elected from the Membership by the Membership, and shall serve a term of four years, which shall begin on the 1<sup>st</sup> of May during the year in which s/he is elected, and this Officer may be reelected an unlimited number of times.

**Section 2.** The Treasurer shall manage the financial matters of the Society in consultation with the Bookkeeper..

**Section 3.** The Treasurer shall be responsible for obtaining and maintaining a Registered Agent in the State of South Carolina as required by the South Carolina Non-Profit Corporation Act.

**Section 4.** The Treasurer, in consultation with the Bookkeeper, shall be responsible for disbursement of the Society's funds, and in consultation with the Secretary and/or other members of the Executive Committee, shall make such purchases and employ such assistance as is necessary to conduct the business of the Society, within the limits set by the Board of Directors.

**Section 5.** The Treasurer and/or Bookkeeper shall collaborate with and counsel the President and the President-Elect in the development of their respective budgets.

**Section 6.** The Treasurer , in consultation with the Bookkeeper, shall provide information for the annual audit and distribute results of the audit to the Board of Directors.

**Section 7.** The Treasurer shall present to the Board of Directors at their meeting, and

subsequently to the Members at the annual Business Meeting of the Society, the financial statements of the Society pertaining to the previous calendar year.

**Section 8.** The Treasurer shall assist the Bookkeeper in gathering financial information for reporting income and expense reports, and audit reports.

**Section 9.** The Treasurer shall abide by the Society's Constitution and By-laws as well as the Terms of Reference for the Treasurer.

### **Article IX: Standing Committee Formation**

**Section 1.** The formation of Standing Committees shall be as follows unless determined otherwise by the Board of Directors.

**Section 2.** The Members of Standing Committees shall be elected from the Membership, by the Membership.

**Section 3.** Each elected Member of a Standing Committee shall serve a term of three years, which shall begin on the 1<sup>st</sup> of May during the year in which s/he is elected, and any member may be reelected without limits.

**Section 4.** The Chair of a Standing Committee shall be appointed annually by the President from among those members of the Committee who have served at least one year on said committee.

**Section 5.** One Member of the Board of Directors may be appointed annually by the Board to sit on a Standing Committee as an advisory, non-voting member.

**Section 6.** Each Standing Committee shall provide the Society with an annual report of the results of their work in accordance with their respective Terms of Reference.

**Section 7.** Each Member of any Standing Committee shall abide by the Society's Constitution and Bylaws, as well as their respective committee's Terms of Reference.

### **Article X: Nominations Committee**

**Section 1.** The Nominations Committee is a standing Committee of the Society and shall comprise five members, at least two of whom shall be past members of the Board of Directors to benefit from their experience with the workings of the Society.

**Section 2.** The Nominations Committee, in consultation with the Executive Committee, shall develop a list of elected Society positions that require filling in the next election, as well as a list of information that is required to accompany each nomination.

**Section 3.** The Nominations Committee shall make available to the Membership, at least three months prior to the end of the upcoming election, a list of elected Society

positions that need to be filled and the requisite information that must accompany each nomination.

**Section 4.** The Nominations Committee shall solicit and receive nominations from the Membership to fill elected positions; as Members of the Society, any Nominations Committee member may make nominations (but see following section).

**Section 5.** The Nominations Committee shall review and evaluate every nomination to ensure that all critical information accompanies each, and that each nominee's qualifications are suitable for the position under consideration; in any case where a Committee member has made a nomination, that member shall recuse themselves from all Committee discussions regarding the nominee and the position for which the nomination was made.

**Section 9.** The Nominations Committee shall submit to the Board of Directors, at least two months before the awards ceremony, a list of all eligible nominations submitted by the Membership, together with supporting information for each nomination, and, if appropriate, provide explanations of any nominees who were ineligible. The Board of Directors may request that certain nominations be reevaluated by the Nominations Committee.

**Section 10.** The Nominations Committee shall provide the Society with an annual report on their work, including a full list of nominees, final candidates, election results and, if requested by the Membership, justification of selection of nominees.

**Section 11.** Each member of the Nominations Committee shall abide by the Society's Constitution and Bylaws, as well as the committee's Terms of Reference.

## **Article XI: Career Awards Committee**

**Section 1.** The Career Awards Committee is a Standing Committee of the Society and shall comprise five members.

**Section 2.** The Career Awards Committee, in consultation with the Executive Committee, shall develop a list of potential awards and respective qualifications for each award.

**Section 3.** The Career Awards Committee shall make available to the Membership, at least three months prior to the end of the upcoming awards nomination period, a list of potential awards, with the necessary information that must accompany each award nomination, to assist the Membership in nominating proposed awardees.

**Section 4.** The Career Awards Committee shall solicit and receive nominations for awards from the Membership.



**Section 5.** The Career Awards Committee shall review and evaluate every nomination for an award to ensure that all critical information accompanies each, and that each nominee's qualifications are suitable for the award under consideration.

**Section 6.** The Career Awards Committee shall submit to the Board of Directors, at least two months before the awards ceremony, a list of all eligible award nominations submitted by the Membership, together with supporting information for each nomination, and, if appropriate, provide explanations of any award nominees who were ineligible. The Board of Directors may request that certain nominations be reevaluated by the Career Awards Committee.

**Section 7.** The Career Awards Committee shall provide the Society with an annual report on their work, including a full list of awardees and, if requested by the Membership, justification of selection of nominees.

**Section 8.** Each member of the Career Awards Committee shall abide by the Society's Constitution and Bylaws, as well as the committee's Terms of Reference.

## **Article XII: *Ad Hoc* Committees**

**Section 1.** *Ad Hoc* Committees dealing with specific needs not covered by the standing committees may be appointed at any time by the President and/or Board of Directors, when they deem it necessary, and such committees shall serve for no more than one year, with the possibility of renewal.

**Section 2.** Each Member of any *Ad Hoc* committee shall abide by the Society's Constitution and By-laws, as well as the Terms of Reference for the position established by the President and/or Board of Directors.

## **Article XIII: Terms of Reference**

**Section 1.** Terms of Reference shall be developed by the Board of Directors for each position and committee of the Society.

**Section 2.** Each position and committee of the Society must abide by the Terms of Reference established by the Board of Directors, as well as the Society's Constitution and By-laws.

## **Article XIV: Elections to Fill Society Positions**

**Section 1.** The term "nominee" shall be defined as a person whose name has been submitted to occupy an elected position in the Society; the term "candidate" shall be defined as a person whose nomination has been determined to be eligible by the Nominations Committee.

**Section 2.** Only Members of the Society can submit nominations; only Members of the Society who submit a written statement of willingness to serve shall be accepted as nominees for a Society position.

**Section 3.** A person can be a candidate for only one Society position during any election; a person can serve only one elected Society position at a time; a person already holding an elected position may accept a second elected position only if they relinquish the first position, unless determined otherwise by the Board of Directors.

**Section 4.** Members of the Society shall be invited, at least once a year, to elect candidates to fill all elected positions of the Society that have expiring terms, and the election process may be conducted through an anonymous on-line voting procedure; each Member of the Society shall have only one vote for each open position.

**Section 5.** The Board of Directors shall establish the general time-line for nominations and elections, and the Nominations Committee shall manage the electoral process.

**Section 6.** Each Member of the Society has the right to a secret ballot, which may be provided by an anonymous on-line voting system.

**Section 7.** Elected candidates shall be determined by a relative majority of votes; in case of a tie, the Nominations Committee shall conduct an extraordinary vote with only the tied candidates.

**Section 8.** The Nominations Committee shall, within two weeks of the close of the elections, provide to the Society Membership an official announcement of the full ballot results with complete tallies of election results for all candidates.

**Section 9.** Members may appeal or contest the election results in writing to the Chair of the Nominations Committee, with a copy to the President, within two weeks of the official announcement of the results. Such appeal notification shall be submitted concomitantly to the Board of Directors.

**Section 10.** In case the Board of Directors receives a written dispute about election results within two weeks of the official announcement of election results, the Internet Technology (IT) service provider shall provide all data related to the vote to the Board of Directors which will

then provide the data to the Nominations Committee for review. Results of the review shall be provided to the Membership within two weeks of receipt of the dispute.

### **Article XV: Unforeseen Vacancies**

**Section 1.** An unforeseen vacancy is created when a person who holds an elected position in the Society can no longer fulfill the duties for the remainder of the term for which s/he was elected.

**Section 2.** In case of an unforeseen vacancy of either the President or President-Elect, the Board of Directors shall appoint a replacement as a matter of urgency, taking into account past election results.

**Section 3.** An unforeseen vacancy in the positions of either the Secretary or Treasurer may be filled through an appointment by the President, after consultation with the Board of Directors, until the next election.

**Section 4.** In the event of an unforeseen vacancy in a Past-President, the position will not be filled.

**Section 5.** In the event of any unforeseen vacancy in an elected position, other than President, President-Elect, Secretary, Treasurer or Past-Presidents, the vacated position will be offered first to the person with the next highest number of votes after the elected person who is vacating, from the same election in which they were elected, or sequentially thereafter until the vacancy is filled. The successor to the vacated position shall hold the office for the balance of the unexpired term. The Nominations Committee Chair and the Secretary will review the vote tallies to determine who is the subsequent candidate. If none of the former candidates can fill the position, or no longer meets the requirements, the Board of Directors shall appoint a successor. If one year or less remains for the vacant position, that position shall remain open until the next election.

### **Article XVI: Society Fees**

**Section 1.** The Board of Directors shall determine the amount of annual membership dues.

**Section 2.** The cost of the Symposium registration fee shall be determined by the President with the approval of the Board of Directors, and shall be payable at or before the Symposium.

**Section 3.** Any other fees related to the Society shall be determined by the Board of Directors.

## **Article XVII: Financial Management**

**Section 1.** Society funds and income derived there-from shall be used exclusively for the activities that promote the Mission of the Society.

**Section 2.** The Board of Directors shall oversee the management of all funds collected, deposited, disbursed and invested on behalf of the Society.

**Section 3.** The funds of the Society shall be managed for four principal purposes: a) to cover expenses of each symposium (including travel expenses of certain participants), b) to cover normal operating expenses, c) to provide funding and/or small grants to eligible individuals and organizations who promote the Mission of the Society (as determined by the Board of Directors), and d) to meet emergency and extraordinary expenses associated with the Society's business, as determined by the Board of Directors.

**Section 4.** There shall be an Operating Account, from which funds shall be readily available for disbursements; and a Reserve Account, which may include long term investments. Other accounts may be opened at the discretion of the Board of Directors.

**Section 5.** The Society's Operating Account shall be used to pay expenses necessary to plan and conduct each symposium, to pay for the normal operating expenses of the Society, and to pay grants and funding for individuals and organizations who support the Society's Mission.

**Section 6.** The Society's Reserve Account shall be used to meet emergency and extraordinary expenses of the Society, as determined by the Board of Directors.

**Section 7.** The Treasurer and the Secretary shall have access to Society account information, and they shall be authorized signatories on Society bank and investment accounts. The Board of Directors may authorize members of the Executive Committee to have access to Society accounts, if deemed necessary, but only for specific expenditures approved by the Board; or when additional signatories are required by law.

**Section 8.** All monies, loans, stocks, bonds, or other assets offered to the Society for purposes other than application to current functions as described above - which would involve new and significant responsibilities for the Society, can only be accepted by a majority vote of the Board of Directors. Acceptance of such monies, stocks, bonds, or assets by the Board of Directors shall be dependent on the establishment of procedures to regulate the management and use of these assets.

**Section 9.** The President-Elect and President shall make available to the Treasurer all records and correspondence related to income and expenses incurred during his/her

duties as both President-Elect and President; subsequently as Immediate Past-President, s/he shall retain for at least five years after their presidency, and make available to the Treasurer and Bookkeeper as required, all records and correspondence relevant to the fulfillment of his/her duties as President-Elect and President that are necessary for completion and approval of the corresponding financial audit(s) and filing of corresponding tax return(s).

**Section 10.** The Treasurer, in conjunction with the Bookkeeper, shall arrange for an annual audit, and be responsible for providing the auditor with the required information, and also distributing results of the audit to the Board of Directors.

### **Article XVIII: Extreme Circumstances**

**Section 1.** In the event of extreme circumstances, such as a pandemic or other emergency situations, that prevent the Society from holding Symposia and/or operating in its normal way, the Board of Directors shall formulate an Emergency Response Plan, which shall be reviewed and voted upon by the Membership at an appropriate meeting. Upon approval by a majority of votes cast by current members in attendance, the Emergency Response Plan will be implemented. The Plan must specify the dates during which it will be in effect and will be reviewed regularly by the Board. It must outline the steps that will be taken to return the Society to normalcy, including resuming all rules of governance enshrined in the Society's By-laws and Constitution.

**Section 2.** At the request of the Board and upon approval by the Membership, the Emergency Response Plan can: temporarily suspend and/or reschedule annual elections; temporarily extend the terms of elected officers if elections are impractical; temporarily suspend relevant By-Laws and/or take actions that conflict with By-Laws or normal practices, when such actions are judged to facilitate recovery to routine operations; reschedule or cancel Symposia or other events to protect financial interests of the Society (e.g., money committed for the event); take other steps as necessary to protect the interests and welfare of the ISTS and its membership.

**Section 3.** The Board can also host virtual meetings for the membership and conduct an online voting, if and when needed.

### **Article XIX: Procedures**

**Section 1.** Procedures and other items, not specified in the Constitution or Bylaws of this Society or by action at the annual Business Meeting, shall be in accordance with Robert's Rules of Order.

**Section 2.** The official language of the Society is English; all Society communications and reports, particularly those relating to financial and legal matters, shall be in English; at the discretion of the Board of Directors, certain Society documents and/or

correspondence may be translated by the Society into other languages.

**Section 3.** Approved amendments to the Society's Constitution or By-laws shall become effective 30 days after a vote conducted by the Membership, as indicated in Article XIII, Section 1 of the Constitution.

**Section 4.** Any persons holding any elected positions in the Society may be removed from their position in accordance with Robert's Rules of Order.