

SOCIETY FOR DEVELOPMENTAL BIOLOGY

BYLAWS

ARTICLE I – NAME AND PURPOSES

*Section 1. **Name.*** The name of the corporation shall be the Society for Developmental Biology, Incorporated (“the Society”).

*Section 2. **Purposes.*** The purposes of the Society are to further the study of development in all organisms and at all levels, to represent and promote communication among students of development, and to promote the field of developmental biology.

ARTICLE II – MEMBERSHIP

*Section 1. **Membership categories.*** There shall be full, post-doctoral, student, emeritus, and special members of the Society.

*Section 2. **Full Membership.*** A doctoral degree or its equivalent and an interest in development and growth in biological systems shall be prerequisites for full membership.

*Section 3. **Post-doctoral Membership.*** Those recently awarded a doctoral degree and who occupy a post-doctoral training position at a university, research institution or industry, and who have an interest in developmental biology shall be eligible for post-doctoral membership.

*Section 4. **Student Membership.*** Students enrolled in a graduate program leading to an advanced degree in Developmental Biology or related fields shall be eligible for student membership.

*Section 5. **Emeritus Membership.*** Members who have retired from professional duties may elect to become emeritus members of the Society.

*Section 6. **Special Membership.*** Members as periodically defined by the Board of Directors including but not limited to high school and 2-year community college faculty.

*Section 7. **Election to membership.*** Persons interested in becoming full, post-doctoral, student, or special members of the Society shall complete an application for the appropriate category. Student membership shall have a maximum duration of five years and shall be convertible to post-doctoral or full membership when notice that the doctorate has been conferred is received by the Executive Officer. Post-doctoral membership shall have a maximum duration of five years, after which it may be converted to full membership. Application forms shall be available from national office of the Executive Officer and on the Website.

*Section 8. **Termination of membership.*** Any member in arrears of dues for more than one year shall have his/her membership terminated.

*Section 9. **Voting Rights.*** All members except Special Members have full voting rights. Special Members shall have no right to vote.

ARTICLE III – OFFICERS AND BOARD OF DIRECTORS

*Section 1. **Officers.*** The officers of the Society shall be a President, a Secretary, and a Treasurer. They shall also be the Officers of the Board of Directors. Only Full Members are eligible to serve as Officers.

*Section 2. **Board of Directors.*** There shall be an elected Board of Directors responsible for the scientific, educational, and business activities of the Society. The Board of Directors shall consist of the Officers of the Society, the Past-President, President-Elect, and nine Members-at-Large (one Junior Faculty and eight Regional Representatives). The Executive Officer shall serve as non-voting, *ex-officio* member of the Board of Directors. No salaried staff of the Society shall be voting members of the Board of Directors. Only Full Members are eligible to serve as members of the Board of Directors.

*Section 3. **Terms of Office.*** The President shall be elected for a period of three years during which he or she shall successively occupy the positions of President-Elect, President, and Past-President. The Secretary, Treasurer, and Members-at-Large shall serve for three years. The three-year terms of the offices of the Secretary and Treasurer shall be staggered to occur in different years. No person shall serve on the Board of Directors for more than six successive years. Following such an interval, a person shall be ineligible for re-election for a period of three years. No person shall serve more than one term as President.

*Section 4. **Nominating Committee.*** There shall be a nominating committee consisting of the Past-president, and three members of the Society who are on the Board of Directors. One of the latter three shall serve as chair. This committee shall nominate candidates for those offices of the Board of Directors scheduled to be vacated. The nominating committee and its chair shall be appointed by the President.

*Section 5. **Election of Officers and Directors.*** Each year, suggestions for a slate of candidates will be solicited from the membership. The Nominating Committee shall present a slate of candidates for each open position on the Board of Directors. Nominees for all positions shall be chosen from among the full members of the Society. All dues-paying full members not above the rank of Assistant Professor shall be eligible for the Junior Faculty representative position. Regional representatives shall be elected from candidates from designated regions in the United States, Canada, and the rest of the world. There shall be eight (8) regional representatives, who shall be from regions designated by a policy of the Board of Directors. This slate shall be announced to the membership prior to the Annual Meeting of the Society. If the final slate has only one candidate for each position, the election will be by voice vote at the Annual Meeting. If there is more than one candidate for each position, an electronic ballot procedure will be

followed, in time for the elected officers and representatives to take office at the closing of the Annual Meeting. In a vote by electronic ballot, each member shall be issued a unique identification number that shall be used to ensure that no member votes more than once. The electronic balloting shall be conducted in such a manner that the Society shall not be able to identify the member who submitted each ballot. Election results shall be communicated to the membership in a timely fashion and duly elected officers shall take office at the times set forth in the Bylaws.

*Section 6. **Vacancies on the Board of Directors.*** Vacancies on the Board of Directors resulting from retirement of a member shall be filled for the unexpired term through election by majority vote of the Board of Directors.

*Section 7. **The President.*** The President shall be the chief executive officer of the Society, preside over the annual business meeting of the Society, serve as Chair of the Board of Directors, and carry out other activities usually pertaining to the office. During the absence of the President, the President-elect shall replace the President.

*Section 8. **The Secretary.*** The Secretary of the Society shall keep minutes of the meetings of the Board of Directors and carry out other duties that usually pertain to the office.

*Section 9. **The Treasurer.*** The Treasurer shall prepare the annual budget and financial reports, one being the end-of-year report, to be presented at the Board meetings, for approval by the Board of Directors. The Treasurer shall be responsible for the financial affairs of the Society.

*Section 10. **Duties of the Board of Directors.*** The Board of Directors shall be responsible for the conduct of the affairs of the Society in accordance with the Articles of Incorporation and these Bylaws. The Board may authorize other activities (regional meetings, workshops, special conferences, awards, etc.) in the interest of developmental biology. It shall be the particular responsibility of the Regional Representatives to receive members' opinions and suggestions, as well as to assist in the search of organizers for respective regional meetings. The Junior Faculty representative shall be responsible for the poster competition at the annual meetings.

*Section 11. **Meetings of the Board of Directors.*** The Board of Directors shall meet at least once a year in conjunction with the annual meeting. The President may call additional special meetings of the Board. Each Director shall be provided with written notice by mail or electronic mail at least two days prior to any regular or special meeting of the Board. One member more than a majority of the members of the Board of Directors shall constitute a quorum of meetings of the Board. The Board may invite paid staff and committee chairs to attend the portions of the meeting relevant to their activities including but not limited to reporting of their activities.

*Section 12. **Action Without a Meeting.*** The Board of Directors may take any action without a meeting by unanimous consent, provided that such consent is signed by each and is filed or entered into the records of the Society.

ARTICLE IV - MEETINGS OF THE SOCIETY

*Section 1. **Annual Meeting.*** There shall be an annual meeting of the Society at a time and place set by the Board of Directors.

*Section 2. **Business Meeting.*** A business meeting of the Society shall be held in conjunction with the annual meeting.

*Section 3. **Notice of Meetings.*** The Society shall provide members with written notice of each business meeting of the Society at least 10 days prior to the meeting and no more than 60 days prior to the meeting. Such notice shall be provided by mail or electronic mail.

*Section 4. **Quorum.*** At all business meetings of the Society, forty full members shall constitute a quorum of the Society.

ARTICLE V - FINANCES AND ADMINISTRATION

*Section 1. **Registration Fee.*** The registration fees at the annual meetings shall be based on membership affordability and the Society's fiduciary obligations, as determined by the Executive Officer and approved by the Board of Directors.

*Section 2. **Fiscal Year.*** The fiscal year of the Society shall begin on January 1.

*Section 3. **Executive Officer.*** The Board of Directors may appoint an Executive Officer who shall be responsible to the Board and for day-to-day management of the Society; serve as a non-voting, ex-officio member of the Board of Directors and committees of the Society; manage the Board and annual meetings, as well as other meetings as requested by the Board or the President; have custody of the permanent records and authority to certify as true copies: copies of minutes, resolutions, the Articles of Incorporation, these Bylaws, and other documents; advise the Treasurer on the preparation of the annual budget for approval by the Board of Directors; perform such duties as assigned from time to time by the President or the Board; and be the official liaison and negotiate with external agencies on behalf of the Society with advice and consent of the Board of Directors or the President. The Executive Officer may sign in the name of and on behalf of the Society any contracts or agreements authorized by the Board of Directors. In accordance with the Society's check-signing policy, the Executive Officer shall have the authority to sign checks on behalf of the Society for amounts not exceeding \$50,000. All checks for amounts greater than \$50,000 shall require a counter-signature by the Treasurer.

*Section 4. **Financial Report.*** At the end of each fiscal year, the Treasurer shall submit a statement of financial condition to the Board of Directors for approval. This statement shall be accompanied by the report of a professional auditor.

ARTICLE VI - JOURNALS AFFILIATED WITH THE SOCIETY

Section 1. Developmental Biology.

a. Editorial policy. The editorial policy of the Society's Journal shall be consistent with and representative of the aims and concepts of the Society in its Articles of Incorporation and Bylaws. Editorial policy shall also be consistent with the general guidelines set forth in the Introduction of Volume I of the Journal, 1959:- “. . . editorial policy will encourage diversity of subject matter, treatment, and expression. Whether analytical or descriptive, technical or theoretical, whether using a molecular or an organismic approach, whether dealing with microorganisms, plants, animals, or man – any major piece of relevant, disciplined, and critical investigation conducive to the growth of knowledge and understanding of development will be appropriate for the pages of *Developmental Biology* . . .”.

b. Editor-in-Chief. The Editor-in-Chief must be a full member of the Society, who shall be appointed by the Board of Directors after consultation with the publisher of the Society's Journal. The Editor shall assume responsibility for selecting papers of high quality, for soliciting and carrying out suggestions for improving the other services provided by the Journal, and for promoting the general welfare of the Journal. The term of office shall be five years, and the Editor shall serve in this office for no more than two five-year terms.

c. Editorial Board. Appointment to the Editorial Board shall be made by the Editor-in-Chief with the approval of the Board of Directors. The Editorial Board shall assist the Editor-in-Chief in judging papers and in promoting the welfare of the Journal. The exact number of sub-editors, their terms of office, titles, and responsibilities shall be left to the discretion of the Editor-in-Chief.

Section 2. Other Journals. The Board of Directors may determine that it is in the Society's best interest for other journals to be affiliated with the Society. When the Board of Directors permits other journals to become affiliated with the Society, the Board shall develop appropriate editorial policies for the journals and shall determine the responsibilities for Editor-in-Chief and Editorial Board.

ARTICLE VII – COMMITTEES AND REPRESENTATIVES

Section 1. Committees. The Board of Directors may establish standing and ad hoc committees as deemed necessary for the proper promotion of the Society's mission. These committees may include, but are not limited to: Education Committee, Publications Committee, Awards Committee, Membership Committee, Meeting Program/Site Committee. The Board of Directors shall periodically assess the activities and need for each committee, and the Board may disband any committees that it deems no longer necessary for the Society's goals.

Section 2. Representatives. Any Full Member in good standing is eligible to volunteer, or to be invited to serve, on any one or more committees, subject to final approval and appointment by the Board of Directors. Except where stated otherwise, terms of service on a standing committee shall be three years. A member may be appointed for no more than two consecutive three-year

terms, and shall be ineligible for reappointment until the lapse of at least one full three-year term. A member of the Board of Director may serve simultaneously on one or more committees. Emeritus members may serve on ad hoc committees.

*Section 3. **Chairs.*** The Chair of any committee shall be appointed by the Board of Directors and shall submit an annual report, in person and/or in writing to the Board of Directors at the meeting held during the Annual Meeting. The Chair shall be responsible for the proper running of the committee and may request assistance from the Executive Officer. Only Full Members may serve as the Chairs of committees.

ARTICLE VIII – CONFLICT OF INTEREST AND ETHICS

*Section 1. **Board of Directors.*** Members of the Board of Directors:

- A. Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Board activities;
- B. Shall serve the Society with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Society;
- C. Shall file with the Board a statement disclosing all business, financial, and organizational interests and affiliations they or persons close to them have which could be construed as related to the interests of the Society; and
- D. Shall disclose to the Board all matters before the Board in which they have actual or apparent conflicts of interest and shall abstain from votes of the Board of Directors to determine whether such issues present conflicts of interest with or to the Society.

*Section 2. **Staff, Committee Chairs, and Journal Editors-in-Chief.*** Paid staff of the Society, committee chairs, and editors-in-chief of journals affiliated with the Society shall not undertake any enterprise to profit personally from their position with the Society. The Society shall not enter into any contract or transaction with any paid staff member of the Society, committee chair, or editor-in-chief of a Society-affiliated journal, or any organization in which any of these individuals has a material financial interest, unless the relevant interest is fully disclosed, and the Board of Directors authorizes the transaction in good faith by a two-thirds (2/3) vote.

*Section 3. **Fiduciary Responsibility Policy.*** All Officers, Directors, committee chairs, journal editors-in-chief, and paid staff of the Society for Developmental Biology (the “Society”) must comply with the Society’s Fiduciary Responsibility Policy and must complete and sign the Society for Developmental Biology Disclosure Statement and Acknowledgement identifying any potential conflicts of interest that they may have.

ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS

*Section 1. **Amendments to the Bylaws.*** Amendments to the Bylaws may be proposed by the Board of Directors or by a petition to the Board of Directors signed by at least 50 full members of the Society in good standing. The Board of Directors shall decide whether members shall vote on amendments at a business meeting or by mail. The Executive Officer shall mail copies of the proposed amendments to the members of the Society. To be adopted, amendments must be approved by two-thirds of those members of the Society voting by mail or by two-thirds of members voting at a meeting at which a quorum is present. If voting on amendments is conducted by mail, ballots returned within one month of the date of mailing shall be counted by the Executive Officer.

*Section 2. **Amendments to the Articles of Incorporation.*** Amendments to the Articles of Incorporation may be proposed by the Board of Directors or by a petition to the Board of Directors signed by at least 50 full members of the Society in good standing. To be adopted, amendments must be approved by two-thirds of the members voting on the amendments.