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 affiliate members of the Society.

Section 2. Full Membership. All professional scientists with an advanced degree or equivalent and an interest in developmental biology shall be eligible 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. Postdoctoral membership shall have a maximum duration of seven years from degree granting date, after which it may be converted to Full membership.

Section 4. Student Membership. Students enrolled in a graduate or undergraduate program, with an interest in developmental biology, shall be eligible for Student membership. Individuals who are post baccalaureate, within three years of the award of their first degree, are also 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. Affiliate Membership. All individuals who do not hold an advanced degree but are engaged in academic or industry research, business, teaching, science writing, publishing, communication, public policy, etc. are eligible for Affiliate membership.

Section 7. Election to membership. Persons interested in becoming full, post-doctoral, student, or affiliate members of the Society shall complete an application for the appropriate category. Student membership shall be convertible to post-doctoral or full membership when notice that the doctorate has
been conferred is received by the Executive Director. Application forms shall be available from national office of the Executive Director 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 have full voting rights.

### 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 Members-at-Large including one Junior Faculty, eight Regional Representatives, one representative from a Primarily Undergraduate Institution (PUI), and one or two Trainee Representatives. The Executive Director 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 Officers, Junior Faculty Representative, Primarily Undergraduate Institution Representative, and Regional Representative; while graduate and postdoctoral members are eligible to serve as Trainee Representatives on the Board.

**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, Junior Faculty Representative, Primarily Undergraduate Institution Representative, and Regional Representatives (8) 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. The Trainee Representative(s) may serve one term of one to two years duration if they remain in this status.

**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 except for Trainee Representative shall be chosen from among the full members of the Society. Graduate student and postdoctoral members will be considered for the Trainee Representative position. 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 members’ 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 attend respective regional meetings and to assist in the search for meeting 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. If there is no unanimous consent, deliberation must be done in person or by another means through which the Directors can listen and speak to each other.
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. Members’ Meeting. A members’ 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 members’ 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 members’ meetings of the Society, 4% (four percent) of current full membership 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 Director 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 Director. The Board of Directors shall hire an Executive Director whose role shall be subject to the provisions of her/his employment agreement.

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. The journal is owned and published by Elsevier and a working agreement is established periodically. The publisher will provide the Society with annual royalties for being “the official journal published under the auspices of the Society for Developmental Biology.”

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: Professional Development and Education Committee, Publication and Communication Committee, Public Affairs Committee, Inclusion and Outreach 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 Director. 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 members’ meeting or by electronic ballot. The Executive Director shall post on the Society’s website the proposed amendments and inform the members of the Society. To be adopted, amendments must be approved by two-thirds of those members of the Society voting by electronic ballot or by two-thirds of members voting at a meeting at which a quorum is present.

Revised and approved by membership vote in December 2017.