

INTERNATIONAL BRANCH ENTOMOLOGICAL SOCIETY OF AMERICA APPROVED BYLAWS

ARTICLE I: NAME

The name of the Branch is the International Branch (the Branch) of the Entomological Society of America (ESA), a 501(c)(3) nonprofit corporation incorporated in the District of Columbia.

ARTICLE II: PURPOSE

The purpose of the Branch is to promote entomology for the advancement of science and the benefit of society through: scientific and professional communications, outreach on science and public policy, program development, continuing education, and fostering interest in entomology; and to promote and further the interests of the Entomological Society of America.

ARTICLE III: MEMBERSHIP

Section 1. Classes of membership shall be the same as in the Entomological Society of America.

Section 2. Membership in this Branch shall be restricted to members of the Entomological Society of America who reside outside the following areas: United States, Canada, Mexico, American Samoa, the Federated States of Micronesia, Guam, Johnston Atoll, Commonwealth of the Northern Mariana Islands, Midway Islands, Puerto Rico, the United States Virgin Islands and Wake Island. **Section 3.** In accordance with the ESA Bylaws, members of ESA who reside in the geographical area of another branch may elect to become a member of the International Branch by notice to the ESA Executive Director. A member may belong to only one Branch.

ARTICLE IV: GOVERNING BOARD

Section 1. The affairs of the Branch shall be managed by a Governing Board. **Section 2.** The Governing Board shall consist of a President, a President-Elect, a Secretary, a Treasurer, a Past President and a Representative to the Governing Board of the Entomological Society of America. No person may hold more than one office at the same time. **Section 3.**

Qualifications. Members of the Governing Board must be regular members of the Society.

Section 4. Election and Term of Office.

A. Governing Board members are elected by the membership of the Branch. With the exception of the Branch Representative to the Entomological Society of America, terms of office begin at the close of the Annual Business Meeting following election.

B. Elections shall be conducted electronically and shall be held at least thirty (30) days prior to the Annual Meeting. The names and biographies of all candidates shall be transmitted to the membership at least thirty (30) days prior to the opening of the election. Winners of the election shall be decided by plurality.

C. The President shall serve for one year, and shall then become Past President for one year.

D. The President-Elect shall serve for one year, and shall then become President for one year.

E. The Secretary shall serve for three years and may not serve for more than two consecutive terms.

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F. The Treasurer shall serve for three years and may not serve for more than two consecutive terms.

G. In accordance with the ESA Bylaws, the Branch Representative to the Governing Board of the Entomological Society of America shall serve for three years and, may not serve for more than two consecutive terms.

H. The first Governing Board shall be elected by a plurality of Branch members in attendance and voting at the Organizational Meeting of the International Branch held at the ESA Annual Meeting in December 2009 in Indianapolis.

Section 5. Duties and Responsibilities.

A. The President shall be the Chief Executive Officer of the Branch and shall preside at business meetings, Governing Board meetings, and any other meetings. The President shall perform the duties prescribed in the Bylaws using the parliamentary authority adopted by the Branch, including the appointment of representatives or delegates to such scientific, professional, or other organizations as may be appropriate.

B. The President-Elect shall preside at business meetings, Governing Board meetings, and other meetings whenever the President is unable to serve. In the case of vacancy or the inability of the President to serve, the President-Elect shall serve for the remainder of the term and then succeed to a full term as President.

C. The Secretary shall take and keep the minutes of all meetings of the Branch and of the Governing Board and shall perform such other duties as are prescribed by the Governing Board.

D. The Treasurer is the financial officer of the Branch and shall have custody of the all accounts, securities, property, and records of the Branch; and shall perform such other duties as are prescribed by the Governing Board.

E. The Past President shall serve as an advisor and consultant to the President to provide continuity in the development and implementation of long-term policies of the Branch. A vacancy in the office of Past President shall be filled from the roster of willing former Presidents of the Branch by ballot of the Governing Board.

F. The Branch Representative to the Governing Board of the Entomological Society of America shall represent the Branch on the ESA Governing Board. **Section 6. Vacancies.** If a vacancy occurs among the Governing Board, the position may be filled for the unexpired portion of the term by a majority vote of the Governing Board. **Section 7. Compensation.** All members of the Governing Board shall serve without compensation, but may be reimbursed for expenses in accordance with reimbursement policies established by the Governing Board.

Section 8. Meetings. The Governing Board shall meet at least annually at whatever time and place it selects. A majority of the members of the Governing Board shall constitute a quorum for the conduct of business. A majority of votes is required to carry a matter when a quorum is present, unless otherwise provided by these Bylaws. Proxy voting is not permitted. Voting by mail, overnight delivery, or electronic mail is permitted. Meetings may be held electronically if each director can hear the others.

ARTICLE V: ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. There shall be an Annual Meeting of the Branch at a time and place selected by the Governing Board. Notice must be sent to Branch members at least (10) days prior to the Annual Meeting. **Section 2. Special Meetings.** The Governing Board may call special meetings for any purpose relevant to the objectives of the Branch, provided that notice is sent to Branch members at least fifteen (15) days prior the meeting.

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Section 3. Quorum. Thirty-five (35) members and a majority of the Governing Board shall constitute a quorum at Annual and Special Meetings for transaction of business. A majority of votes cast shall prevail in all matters put to a vote unless otherwise specified by the Branch Bylaws. **Section 4. Electronic and Online Meetings.** Meetings may be convened using electronic and online methods.

ARTICLE VI: SECTIONS

Section 1. The membership of the Branch may be arranged into sections comparable to those of the Entomological Society of America.

ARTICLE VII: COMMITTEES **Section 1.** Committees may be appointed by the Governing Board. **Section 2.** Members of all Committees shall be members of the Branch. **Section 3. Audit Committee.** An Audit Committee shall be appointed by the President to oversee the financial audit of the Branch. The Audit Committee shall consist of three members of the Branch, with at least one member of the Audit Committee having expertise or experience in financial matters.

ARTICLE VIII: FUNDS OF THE BRANCH

Section 1. Membership Dues. There shall be no membership dues. **Section 2. Registration Fees.** A registration fee may be charged all persons attending the Branch's Annual Meeting or any other Branch sponsored events. The amount of the registration fee shall be established by the Governing Board. **Section 3. Bank Accounts.** All funds must in FDIC insured accounts in United States' Banks. **Section 4. Transactions.** All transactions must in United States Dollars

ARTICLE IX: RULES AND PARLIAMENTARY AUTHORITY

Section 1. The rules set forth in the current edition of Robert's Rules of Order Newly Revised shall govern the Branch in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Branch or any special rule of order adopted by the Branch. **Section 2.** No part of the Bylaws of the Branch shall be conflict with the Articles of Incorporation or the Bylaws of the Entomological Society of America. **Section 3.** The Governing Board may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Branch.

ARTICLE X: AMENDMENTS **Section 1.** These Bylaws may be amended by a two-thirds vote of votes received, provided such amendments have been distributed to the voting members at least 20 days in advance of the vote. A proposed amendment shall become effective upon approval unless a later effective date is specified in the motion for adoption or in the ballot.