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ARTICLE I: NAME AND PURPOSE

Section 1. Name. The organization shall be known as THE ENTOMOLOGICAL SOCIETY OF AMERICA, hereinafter referred to as The Society.

Section 2. Purpose. The purpose of The Society 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.

Section 3. Nondiscrimination. The Society shall maintain a policy of nondiscrimination and equal opportunity in both membership and employment.

ARTICLE II: MEMBERSHIP

Section 1. Categories. The categories of membership shall be Member, Honorary Member, Emeritus Member and Student Member and subcategories as determined by the Governing Board.

Section 2. Member. Any person may apply for membership and may become a Member after a properly executed application, accompanied by the required fee, has been filed with The Society.

Section 3. Honorary Member. Honorary membership may be conferred on Members and Emeritus Members in good standing who are at least 60 years of age, have served with distinction in the field of entomology, and have had significant involvement in the affairs of The Society. If the number of Honorary Members reaches one percent of the total membership, the Society may elect only one honoree per year until such time that the total number of honorees is less than one percent of the total membership.

Section 4. Emeritus Member. Members who are in good standing and who have retired from active professional service with 15 consecutive or 20 cumulative years of membership may apply to the Governing Board for Emeritus Member status.

Section 5. Student Member. Any person who is enrolled at least half-time as a student in an educational institution may apply to become a Student Member.

Section 6. Privileges. All members in good standing who are at least 18 years old shall have the right to vote and hold office.

The benefits of membership shall be determined by the Governing Board.

The right to terminate the membership of any member is reserved by the Governing Board.

Section 7. Term. The term for individual membership shall be based on the calendar year.

ARTICLE III: SOCIETAL OFFICERS

Section 1. Eligibility. All elected officers of The Society, including those of Sections and Branches, shall be members in good standing and may not serve in simultaneous Elected Officer positions.

Section 2. Elected Officers. The elected officers of The Society shall be President, Vice President, Past President, Treasurer, and Vice President-Elect.

The Vice President-Elect shall transition to the positions of Vice President, President, and Past President in successive years.

Unless otherwise stated in these Bylaws, terms for each elected office begin at the close of the Annual Business Meeting following a member's election to office.

Section 3. Vice President-Elect. The Vice President-Elect shall preside at business meetings, Governing Board meetings, and Executive Committee meetings whenever the President and Vice President are temporarily unable to serve.

The Vice President-Elect may be nominated by the Sections, Branches, and/or petition of at least ten members.

The election shall be held annually by ballot. Members may write in other names of their choice.

The person elected shall immediately terminate candidacy in any other current election in The Society and also vacate any office of The Society held at the time of election to be effective not later than the date of assuming office as Vice President-Elect.

The Governing Board shall fill a vacancy in the office of Vice President-Elect by ballot as soon as practical from among the nominees in the most recent Vice President-Elect elections and the individual shall serve for the remainder of the term. If there are no available candidates from among the remaining nominees, The Society will hold a special election with a new slate of candidates. A member may serve as Vice President-Elect only once.

Section 4. Vice President. The Vice President shall preside at business meetings, Governing Board meetings, and Executive Committee meetings whenever the President is unable to serve. The Vice President-Elect shall fill a vacancy in the office of Vice President. The person shall serve for the remainder of the term as Vice President and succeed to the offices of President and Past President.

Section 5. President. The President presides at business meetings, Governing Board meetings, and Executive Committee meetings. The President shall perform the duties prescribed in the Bylaws using the parliamentary authority adopted by The Society, including the appointment of representatives or delegates to such scientific, professional, or other organizations as may be appropriate. In the case of vacancy or the inability of the President to serve, the Vice President shall serve for the remainder of the term and then succeed to a full term as President.

Section 6. Past President. 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 Society. A vacancy in the office of Past President shall be filled from the roster of willing former Presidents of The Society by ballot of the Governing Board.

Section 7. Treasurer. The Treasurer shall have custody of the corporate seal and all accounts, securities, property, and records of The Society. The Treasurer shall furnish a suitable corporate security bond, the premium to be paid by The Society. The Treasurer shall perform such other duties as are prescribed by the Governing Board.

The Treasurer shall serve for a term of three years and not more than two consecutive terms. Nomination and election of the Treasurer shall be conducted in the same manner as for the office of Vice President-Elect.

Vacancy in the office of Treasurer shall be filled by ballot of the Governing Board, and the person so selected shall serve for the remainder of the three-year term.

Section 8. Appointed Officers. An Executive Director shall be appointed by the Governing Board and shall serve as chief operating officer and Secretary of The Society with authority to perform the duties prescribed or delegated by the Governing Board or Executive Committee, including the authority to enter into contractual agreements on behalf of The Society.

The Executive Director shall furnish a suitable corporate-security bond, the premium to be paid by The Society.

ARTICLE IV: GOVERNING BOARD

Section 1. Membership and Authority. The Governing Board shall conduct the business of The Society, including oversight of Sections and Branches, and shall be responsible for updating The Society Policy Manual. The Governing Board shall consist of the following:

- President
- Vice President
- Vice President-Elect
- Past President
- Treasurer
- One Representative elected by each Section
- One Representative elected by each Branch
- One Representative elected by Student Members
- Executive Director (nonvoting), who shall serve as Secretary.

More than 50 percent of voting members of the Governing Board shall constitute a quorum.

Section 2. Terms and Vacancies. The Section and Branch Representatives to the Governing Board shall serve for three years, commencing with the close of the final Annual Business Meeting of The Society. A person may not be elected as a Representative to the Governing Board for more than two consecutive three-year terms, except for the Student Representative, who may not be elected as a Representative for more than two consecutive two-year terms.

The terms of the Section and Branch Representatives to the Governing Board shall overlap so that approximately one-third of the terms expire each year. Vacancies to the Governing Board shall be filled by their respective Section or Branch President as soon as practical. The Student Representative to the Governing Board shall serve for two years, commencing with the close of the annual Final Business Meeting of The Society. To be eligible to stand for election as Student Representative, candidates must be enrolled in an accredited degree program and also be an enrolled student in an accredited degree program at the time his/her term commences. Once his or her term commences, the Student Representative shall serve the full two years of his/her term, regardless of student status. In the event a Section or Branch Representative is unable to attend a particular meeting of the Governing Board, the President of the Section or the Branch concerned shall serve or designate an alternate Representative to serve as the Section or Branch Representative to the Governing Board at such meeting. In the event that the Student Representative is unable to attend a particular meeting of the Governing Board, the Chair of the Student Affairs Committee shall serve or designate an alternate Representative to serve as the Student Representative to the Governing Board at such meeting.

Section 3. Meetings and Executive Committee. The Governing Board shall meet as a body at least once each year, at the call of the President. In the interim, activities of The Society shall be directed and coordinated by an Executive Committee of the Governing Board, which shall be chaired by the President and comprise the elected officers of The Society, two additional members of the Governing Board, who shall be elected to the Executive Committee each year by ballot of the Governing Board, and the Executive Director (Secretary) nonvoting.

The Executive Committee shall carry out duties and act on behalf of the Governing Board for emergency actions subject to subsequent ratification by the Governing Board, but shall not fill any vacancy in office or settle any tied election vote. Four voting members of the Executive Committee shall constitute a quorum.

Unless otherwise specified in the Bylaws, the Governing Board has authority to act on behalf of The Society.

Section 4. Indemnification. Members of the Governing Board and officially constituted committees, boards, and councils of The Society individually and collectively, shall be indemnified and held harmless by The Society in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where such members are adjudged guilty of willful misconduct.

Section 5. Business Meeting. The Society shall hold an Annual Business Meeting, on a date, at a time, and in a place decided upon by the Governing Board, typically in conjunction with the Annual Meeting. The Governing Board also may call special business meetings.

Section 6. Transition. The Vice President may call a meeting of the incoming Governing Board at the conclusion of the meeting of the outgoing Governing Board.

ARTICLE V: SECTIONS

Section 1. Organization. The membership shall be organized by subject matter-oriented Sections to advance the purpose of The Society and their own Section agendas. Sections may elect to develop their own policies for governance consistent with the Bylaws of The Society.

The Sections of The Society shall be:

- Systematics, Evolution, and Biodiversity
- Integrative Physiological and Molecular Insect Systems
- Structural, Veterinary, and Public Health Systems
- Plant–Insect Ecosystems

The name of a Section may be modified with a two-thirds majority vote of the Section members voting by ballot and approval of the Governing Board.

Section 2. Purpose. The purpose of the Sections is to develop and implement the key capabilities for their membership that result in: outreach related to science and public policy, program development, continuing education, and fostering interest in entomology.

Section 3. Membership. A member may affiliate with any number of Sections.

Section 4. Activities of Sections. Sections shall hold at least one business meeting per calendar year and may hold other meetings or conferences at the call of the President of the Section and approval by the Section Governing Council. Sections may put forward proposals and develop program activities for the Annual Meeting of The Society. Sections shall not charge dues but may charge fees to directly support the agenda and activities of Sections with the approval of Section membership.

Section 5. Officers. The Governing Council of each Section shall consist of elected officers to include: President, Vice President, Vice President-Elect, Past President, Treasurer, and Representative to the Governing Board of The Society. Section Governing Councils may identify and appoint additional members, including a Secretary of the Section.

Section officers shall be elected by members of The Society who are on record as belonging to that Section in a ballot provided concurrently with the election for officers of The Society. Nominations of candidates for election shall be solicited from all members of the Section according to procedures adopted by the Section.

Vacancy in the office of Section Representative on the Governing Board shall be filled by appointment by the President of the Section, and the appointee shall serve until the term expires or a successor is elected.

Section 6. Representation. Sections shall be represented on designated editorial boards, committees, and other boards and councils of The Society as provided elsewhere by the Bylaws.

ARTICLE VI: BRANCHES

Section 1. Organization and Purpose. The membership shall be organized by geographic Branches to advance the purpose of The Society and their own Branch agendas. Branches may elect to develop their own policies for governance consistent with the Bylaws of The Society.

The Branches of The Society shall be:

- Eastern Branch
- North Central Branch
- Pacific Branch
- Southeastern Branch
- Southwestern Branch
- International Branch

The name of a Branch may be modified with a two-thirds majority vote of the Branch members voting by ballot and approval of the Governing Board.

Section 2. Boundaries. The Eastern Branch shall comprise Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia in the United States; and New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario (East of 80 degrees longitude), Prince Edward Island, and Quebec in Canada.

The North Central Branch shall comprise Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin in the United States; and Manitoba, Nunavut, and Ontario (West of 80 degrees longitude) in Canada.

The Pacific Branch shall comprise Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming in the United States; Alberta, British Columbia, Saskatchewan, Yukon, and Northwest Territories in Canada; Baja California, Baja California Sur, Sinaloa, and Sonora in Mexico; and American Samoa, the Federated States of Micronesia, Guam, Johnston Atoll, Commonwealth of the Northern Mariana Islands, Midway Islands, and Wake Island.

The Southeastern Branch shall comprise Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee in the United States; Puerto Rico; and the United States Virgin Islands.

The Southwestern Branch shall comprise Oklahoma, New Mexico, and Texas in the United States; and all of Mexico excepting Baja California, Baja California Sur, Sinaloa, and Sonora.

The International Branch shall be comprised of all global territories not included in the other Branches.

Section 3. Changes in Boundary. An existing Branch may be dissolved, or its name or boundaries changed, in accordance with amendment procedures for Bylaws, provided the

proposed amendment shall have been approved by the Branch or Branches that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Branches affected by the proposed change.

Section 4. Establishment of New Branches. A new Branch may be established in accordance with amendment procedures for Bylaws, provided the proposal is submitted over the signatures of 50 or more members who reside in the area to be covered by the proposed Branch and receives approval of the Governing Board. The proposal shall set forth the territorial limits of the proposed Branch and state how and why its establishment will be useful to The Society and to entomology. The proposal shall be accompanied by written concurrence of any existing Branch affected by the proposed new Branch.

Section 5. Branch Membership. The default membership of a Branch shall be those members of The Society whose membership addresses lie within the boundaries of the Branch.

However, a member of The Society may elect to choose a different Branch than the default by notice to ESA staff.

A member of the Society also may elect to become a member of additional Branches by notice to ESA staff and remittal of the appropriate fee(s) set by the Governing Board.

Section 6. Officers of Branches. The officers of each Branch shall include, at a minimum, a President, Treasurer, and Representative on the Governing Board of The Society.

The Representative on the Governing Board shall be elected by ballot, to be distributed to members of The Society who are on record as belonging to the Branch, concurrent with election for officers of The Society. Nominations of candidates for election shall be solicited from all members of the Branch according to procedures adopted by the Branch. Vacancy in the office of Branch Representative on the Governing Board shall be filled by appointment by the President of the Branch, and the appointee shall serve until the term expires or until a successor is elected.

Section 7. Activities of Branches. Branches may hold meetings or conferences at the call of the President of the Branch. Branches shall hold at least one business meeting per calendar year.

Branches shall not charge dues, but they may charge registration fees for meetings and charge for materials and other services or products related to Branch activities.

Section 8. Representation Branches shall be represented on designated editorial boards, committees, and other boards and councils of The Society as provided elsewhere by the Bylaws.

ARTICLE VII: AFFILIATIONS

Section 1. Affiliates. The Society or one or more Sections and/or Branches of The Society may affiliate/associate and subsequently disaffiliate/disassociate with an organization upon acceptance by the relevant governing body(ies).

Section 2. Member Networks. The Society will facilitate the establishment of member networks and support their interests without any direct regulation or oversight by The Society.

Section 3. Disclosure. A list of The Society, Section, and Branch affiliates; and member networks shall be available to the membership.

Affiliation or association with The Society or any of its Sections or Branches does not convey or imply endorsement of positions, products, or policies.

ARTICLE VIII: BOARD CERTIFICATION

Section 1. Certification Board. The Society shall conduct a certification program through which entomological expertise is examined and certified by peers.

A Certification Board shall administer the certification program, set certification standards, and promote recognition of Board-Certified Entomologists and other classes of certification as developed by the Certification Board and approved by the Governing Board.

The Certification Board shall consist of a Director-Elect, Director, Past Director, and one Representative from each Branch of The Society. All members of the Certification Board shall be Board-Certified Entomologists. The Director-Elect shall serve for three years: one year as Director-Elect, one year as Director, and one year as Past Director. Vacancy in any of these positions shall be filled by the President of The Society, who shall appoint a successor to serve for the remainder of the term.

Branch Representatives shall be elected in the same manner and at the same time as Branch Representatives on the Governing Board. The terms of the Branch Representatives shall be staggered so that approximately one-third of the terms expire each year. When a vacancy occurs in a position of Branch Representative, the Branch President shall appoint a successor to serve for the remainder of the term.

Section 2. Fees. The Certification Board, with concurrence of the Governing Board, shall establish fees for the certification program of The Society.

Section 3. Eligibility. Any person may apply for certification. Applicants who meet the standards for certification and pay the required fees shall be certified by the Certification Board and their names shall be listed in a Register.

ARTICLE IX: FUNDS OF THE SOCIETY

Section 1. Dues. Funds of The Society shall be collected, managed, disbursed, and accounted for as directed by the Governing Board, which will remain the sole fiduciary authority for The Society.

The Governing Board may delegate elements of financial management to Sections and Branches, including responsibility to collect and disburse monies as specified through policies of The Society.

Membership dues shall be established by the Governing Board, subject to approval by ballot of the members of The Society. However, The Governing Board may make an adjustment in dues once each year, not to exceed the percentage increase in the Consumer Price Index for All Urban

Consumers (CPI), or a successor index, for the preceding calendar year. The Governing Board may postpone an allowable adjustment for one year and combine it with an allowable adjustment for the following year. The Treasurer shall provide recommendations to the Governing Board for dues adjustment.

Members whose dues are not paid for the current year are not in good standing.

Section 2. Registration Fees. Registration fees for the Annual Meeting of The Society and special meetings of The Society shall be set by The Governing Board upon recommendation by the Treasurer.

Section 3. Subscription Fees. All fees for periodical and other publications of The Society shall be set by the Governing Board upon recommendation by the Treasurer.

Section 4. Restricted Funds. Reserve, restricted, donor-restricted, named, and endowment funds may be established by the Governing Board. Expenditures from any such funds shall follow policies established by the Governing Board.

Section 5. Management. The Governing Board may establish or engage entities for the purpose of managing or enhancing the resources of The Society.

Section 6. Report. The Treasurer shall prepare an annual report on the current status of all of the funds of The Society to be published in a source available to all members of The Society.

ARTICLE X: COMMUNICATIONS

Section 1. Publications. The Society shall publish periodicals and other publications appropriate to The Society's interest and purpose.

General responsibility and authority for publications of The Society shall rest with the Governing Board.

Section 2. Publications Council. The Publications Council shall advise the Governing Board about the publication needs and policies of The Society, facilitate communication among the Governing Board, editorial boards, and Sections, and recommend editorial policy for The Society.

The Publications Council shall consist of one member from each Section who has served on an Editorial Board of a publication of The Society, a member of the Governing Board, and two AtLarge members appointed by the President. Editors-in-chief of publications of The Society, the Book and Media Review Editor, and The Society Managing Editor shall be ex-officio members.

Section representatives shall be elected by their Sections in the same manner as Section officers and shall serve a four-year term. Terms of Section representatives shall be overlapped so that one representative is elected each year. If a vacancy occurs in a Section representative position, the President of the Section shall appoint a successor to serve for the remainder of the term. At-Large appointments by the President shall be for four year terms.

Officers of the Publications Council shall be a Chair and a Secretary. The Chair shall be elected by the voting members of the Publications Council from among the Section or At-Large members by the close of the Annual Business Meeting of The Society. The newly elected Chair shall appoint a Secretary from among the other Section or At-Large representatives on the Publications Council. A person may not be elected to the Publications Council for more than two consecutive four-year terms.

The Publications Council shall meet at least once each year at the call of the Chair. A majority of the elected and At-Large members shall constitute a quorum.

Section 3. Editors. Unless otherwise provided, each publication of The Society shall have an Editor appointed by the Governing Board and an editorial board or equivalent body. Each Editor shall serve for a term of five years or until a successor is appointed by the Governing Board. The editorial body may include associate or subject-matter editors for each publication of The Society, which shall set guidelines for the publication within the established policies. Editorial bodies may appoint associate editors or subject-matter editors, including nonmembers of The Society, with approval by the Governing Board.

Each editorial board shall consist of a representative elected from each Section, for a four-year term, one term expiring each year. The Chair shall be a member of The Society. Midterm vacancies of a Section representative shall be filled by the Section President, who shall appoint a successor to serve for the remainder of the term. A person may not be elected to an editorial board for more than two consecutive four-year terms.

Section 4. Newsletter. The Newsletter shall carry Society news. The Newsletter shall not have an editorial board.

Section 5. Annual Meeting. The Society shall organize an Annual Meeting to include, but not be limited to, the exchange of scientific information.

ARTICLE XI: COMMITTEES

Section 1. Standing Committees. Standing Committees shall be established to facilitate the purpose and function of The Society.

Standing Committees of The Society shall include:

- Membership
- Finance
- Audit
- Ethics and Rules
- Annual Meeting Program
- Education and Outreach
- Awards and Honors
- Student Affairs
- International Affairs
- Common Names

Unless otherwise indicated, members of Standing Committees shall serve for terms of three years each. Terms commence at the close of the Annual Business Meeting of The Society and shall be arranged so that approximately one-third shall expire each year. When a new committee is established, the Governing Board shall determine the terms for each newly elected or appointed member and designate the Chair and Vice Chair.

The Governing Board, having solicited and considered suggestions from Branches, Sections, and members of the Society, shall appoint all standing committee members, and their Chairs and Vice-Chairs, except as provided otherwise in the Bylaws.

A vacancy in any position on a Standing Committee shall be filled by appointment by the President.

Section 2. Committee on Membership. The Committee on Membership shall consist of one representative from each Section and Branch. The President shall appoint one student member liaison to the Committee. The purpose of this committee shall be to recruit and retain members of The Society.

Section 3. Committee on Finance. The Committee on Finance shall consist of the Treasurer of The Society, who shall serve as chair, and five additional members including not more than two from any Branch or Section. The purpose of this committee shall be to ensure fiscal responsibility and soundness of The Society. The Committee shall advise the Governing Board on matters pertaining to fiscal management of the affairs of The Society, recommend a proposed budget for the following year, and provide other assistance and consultation on fiscal matters to the Governing Board.

Section 4. Committee on Audit. The Committee on Audit shall consist of the Vice President-Elect of The Society, who shall serve as chair, and two additional members appointed by the President. The purpose of this committee shall be to engage a certified public accountant to conduct an audit, review the professional audit of fiscal operations of The Society, to provide an internal audit and to ensure compliance of The Society and all entities to legal and fiduciary obligations. The Committee shall prepare an annual report and advise the Governing Board on matters of compliance.

Section 5. Committee on Ethics and Rules. The Committee on Ethics and Rules shall consist of five At-Large members of The Society, who shall serve terms of five years each. The purpose of this Committee shall be to maintain currency and consistency in the governing documents of The Society, and to encourage and facilitate educational efforts devoted to ethical issues in entomology and related natural sciences. At the request of the Governing Board, the committee shall review and recommend changes in various governing documents and make recommendations about ethical issues that might place the integrity of The Society at risk.

Section 6. Committee on Annual Meeting Program. The Annual Meeting Program Committee shall consist of the President of each Section and/or designate(s) and three Committee officers: a vice-chair, a chair, and a past chair. The vice-chair shall be appointed by the Vice President of The Society and shall serve in succeeding years as chair and past chair. The President shall appoint one student member liaison to the Committee. The purpose of this Committee shall be to meet the goals of the Annual Meeting, in part by arranging the program.

Section 7. Committee of Education and Outreach. The Committee on Education and Outreach shall consist of one representative from each Section and Branch. The President shall appoint one student member liaison to the Committee. The purpose of this Committee shall be to provide leadership and guidance to The Society in entomological education and outreach.

Section 8. Committee on Awards and Honors. The Committee on Awards and Honors shall consist of a representative from each Section and each Branch. The purpose of this Committee shall be to facilitate recognition of outstanding achievement in entomology including but not limited to the awards and honors of Fellow, Honorary Member, Comstock Outstanding Graduate Student Award, and Founder's Memorial Lecture Award. The Committee shall oversee the awards program of The Society.

Section 9. Committee on Student Affairs. The Committee on Student Affairs shall consist of one representative from each Section and Branch, who shall be Student Members at the time of election to the Committee. Members of this committee shall serve terms of two years. The purpose of this Committee shall be to stimulate interest in student participation in The Society, and to advise the Governing Board on matters of interest to Student Members.

Section 10. Committee on International Affairs. The Committee on International Affairs shall consist of 15 At-Large members. The President shall appoint one student member liaison to the Committee. The purpose of this Committee shall be to increase awareness of the international aspects of entomology as a science and profession, and to advise the Governing Board.

Section 11. Committee on Common Names of Insects. The Committee on Common Names of Insects shall consist of nine At-Large members. The purpose of the Committee shall be to review proposals for common names and recommend names to be used in publications of The Society for approval by the Governing Board.

Section 12. Special Committees. Special Committees may be established from the membership at large of The Society by a majority vote of the Governing Board. Each Committee thus formed shall have a specific charge given by the Governing Board, and a sunset provision.

Section 13. Presidential Committees. Presidential Committees may be appointed as needed by the President to serve during his/her term as President.

Section 14. Capability Committees. Capability Committees shall be established by the Governing Board to create and share approaches, perspectives, and innovations, and to facilitate communication across Sections.

Capability Committees shall include, but not be limited to:

- Outreach on Science and Public Policy
- Continuing Education
- Fostering Interest in Entomology
- Program and Issue Leadership

Capability Committees will consist of one representative appointed by each Section President with the chair to be elected from among the appointed members.

Capability Committees will report annually to the Governing Board.

ARTICLE XII: BUSINESS MEETINGS, BUSINESS PROCEDURE, AND PARLIAMENTARY AUTHORITY

Section 1. Business Meetings. Business meetings shall be conducted by the President in accordance with the current revision of *Robert's Rules of Order* in all cases to which the rules are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order The Society or the Governing Board may adopt.

One hundred members of The Society shall constitute a quorum. A majority of votes cast shall be considered as deciding in all matters, unless otherwise specified in the Bylaws.

Section 2. Ballots. Matters of major importance shall be decided by ballot of the membership of The Society:

- on the initiative of the Governing Board
- upon written petition to the Governing Board by a minimum of 100 members, or
- as directed by a majority of the members voting at the Annual Business Meeting of The Society.

The deadline for return of ballots shall not be less than 30 calendar days after the date of release to the members. All ballots received by the deadline shall be tabulated not later than 10 calendar days after the deadline for ballot return, and the Secretary shall promptly inform the President, in writing, of the results.

Unless otherwise stated, a majority of votes cast shall be required for approval. No vote of a member shall be cast by proxy.

ARTICLE XIII: AMENDMENTS TO BYLAWS

Section 1. Submission. Amendments to the Bylaws shall be carried out in accordance with Article XII, Section 2.

Section 2. Notice. Notice of a proposed amendment shall be sent to members at least 30 days before the amendment is to be voted upon. The notice shall include the expected impact of the amendment and the recommendation of the Governing Board. The Governing Board may seek the counsel of the Standing Committee on Ethics and Rules in preparing and presenting amendments to the membership.

Section 3. Voting Majority Requirement, and Effective Date. Each proposed amendment shall be voted upon by a ballot, pursuant to Article XII, Section 2. A two-thirds majority of the members voting shall be required for approval. The membership shall be notified of the results of the ballot. A proposed amendment shall become effective upon approval unless a later effective date is specified in the motion for adoption or in the ballot.