



Sharing Insect Science Globally

Proposed Updates to ESA Bylaws

Outline Report for ESA Members

March 1, 2018

ESA Special Committee on Governance

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Background:

In 2018, the Entomological Society of America is conducting a full-scale review of its governance structure. The goal: to identify improvements to ESA policies, procedures, and bylaws that will strengthen the entomological profession and enable ESA to better meet the needs of today's and future entomologists, in three specific ways:

- **A more nimble, responsive ESA.** Agility in governance and in planning will allow ESA to adapt to a more rapidly changing world.
- **A more inclusive ESA.** Further commitment to inclusiveness and engagement will maximize opportunities for all members to participate in the Society.
- **Enhanced leadership development and planning for ESA.** Improved development of leadership skills and experience in the membership, and more intentional recruiting of future leaders, will strengthen governance of the Society.

This effort has been led by a volunteer task force of ESA members, formed by the ESA Governing Board in November 2017. The Special Committee on Governance has met via conference call several times in early 2018 to discuss ESA's past, present, and future; to examine best practices in nonprofit governance; and to consider changes to the Society's governance structures and practices that could allow it to better pursue goals of nimbleness, inclusion, and enhanced leadership development in the future.

Proposal:

The Special Committee on Governance suggests a set of improvements to the ESA Bylaws and now seeks member comment and feedback. The recommended updates follow a common focus: streamlining the bylaws to distribute greater decision-making authority to ESA's Committees, Sections, Branches, and Governing Board.

In short, several provisions in the current ESA Bylaws would be moved to ESA's Governing Board Policies and Procedures, where they could be updated by vote of the Governing Board. This is not intended to change the existing structure of the Society (such as was the case in ESA's "Renewal" effort circa 10 years ago). Rather, provisions for current Committees, Sections, and Branches and other operations would move, with minimal fine tuning, to a different governing document, which would allow more flexibility in how Committees, Sections, and Branches can accomplish their work.

The task force has recommended this change to meet the goals of nimbleness, inclusion, and leadership development. By moving highly specific provisions out of the ESA Bylaws and into Policies and Procedures, it would allow ESA to more quickly and easily adapt and evolve in the future as its environment changes. For instance, an ESA committee that identifies an urgent member need could propose changes to its charge or structure and have those changes

approved by a simple board vote within weeks instead of waiting to put the change before the full membership in the next ESA election, which could be several months away.

Next Steps:

On the following pages, please read an outline of the proposed updates to the ESA Bylaws. Then, please provide your comments and questions to ESA and the Special Committee on Governance online or in person at an upcoming ESA Branch Meeting:

[ESA Governance Review Member Comment Form](http://www.entsoc.org/governance/feedback)

(<http://www.entsoc.org/governance/feedback>)

[Schedule of Town Hall forums at ESA 2018 Branch Meetings](https://www.entsoc.org/about/bylaws-governance/2018-esa-governance-review)

(<https://www.entsoc.org/about/bylaws-governance/2018-esa-governance-review>)

The members of the Special Committee on Governance encourage you to share your questions or comments with them via the Member Comment Form noted above. All questions, comments, and concerns will be compiled, and generalized questions will be answered in a Frequently Asked Questions page on the ESA website.

After member input is received, the task force will refine and finalize its recommendations, which will be put forth for approval by vote of the ESA membership during its annual voting period in July 2018.

Learn More:

For answers to Frequently Asked Questions about the ESA governance review, updates about the process, and additional information on ESA governance, see the ESA website:

[2018 ESA Governance Review: Creating Opportunities for the Future](https://www.entsoc.org/about/bylaws-governance/2018-esa-governance-review)

(<https://www.entsoc.org/about/bylaws-governance/2018-esa-governance-review>)

Also see:

[Current ESA Bylaws](http://www.entsoc.org/PDF/about_esa/governance/documents/bylaws.pdf)

(http://www.entsoc.org/PDF/about_esa/governance/documents/bylaws.pdf)

Outline of Proposed Bylaws Improvements:

Article I: Name and Purpose

No changes.

Article II: Membership

Move criteria for membership categories and term definition to Policies and Procedures.

(This would allow ESA to respond more quickly if member needs change and new member categories or updates to current categories are needed.)

Article III: Societal Officers

Revise to specify that someone serving as a Past President of a Branch or Section may complete that service if elected Vice President-Elect of ESA.

(However, in Policies and Procedures, prohibit serving as an ESA officer at the same time as other officer positions for Sections or Branches.)

Clarify that Sections 1 and 2 apply to all officers if elected or progressing through ex officio appointments.

(The word "elected" is imprecise in these sections.)

Add a provision for removal of a Governing Board officer for cause by the Governing Board.

(No mechanism for removal currently exists if an officer fails to perform their duties or provides other cause for removal.)

Article IV: Governing Board

In Section 5, remove or adjust language about Business Meetings.

(See items under Article XII, below.)

Add a provision for removal of a Governing Board member for cause.

(No mechanism for removal currently exists if a board member fails to perform their duties or provides other cause for removal.)

Article V: Sections

Move most content in this Article to Policies and Procedures. Provide a mechanism for adding or changing the structure of the Sections that would require a vote of the full ESA membership.

(This would allow ESA to maintain the Section structure that is integral to the Society's foundation while giving the Sections more autonomy to experiment with new ideas and respond to changes in member needs.)

Article VI: Branches

Move most content in this Article to Policies and Procedures. Maintain current mechanism for changing boundaries of existing Branches and/or creation of new Branches in the bylaws as currently stated.

(This would allow ESA to maintain the Branch structure that is integral to the Society's foundation while allowing the Branches more autonomy to experiment with new ideas and respond to changes in member needs.)

Article VII: Affiliations

Remove this article and move entire content to Policies and Procedures.

(This article governs how Sections and Branches can affiliate with outside organizations such as the Council for Agricultural Science and Technology or the Entomological Collections Network. This change would allow such activity to continue and would provide flexibility to revise the policy if the needs of the Sections and Branches evolve in the future.)

Article VIII: Board Certification

Remove this entire Article.

(Because the ESA Certification Corporation is separately incorporated with its own bylaws, inclusion of this article in the ESA bylaws creates potential legal liability for ESA, which negates the purpose of having a separate certification entity.)

Article IX: Funds of the Society

Remove this article and move entire content to Policies and Procedures.

(As members of the Governing Board, directors are already required by Maryland nonprofit law to responsibly manage the finances of the Society. Specifying fiscal rules and requirements in the bylaws could prevent the Board from making appropriate and necessary decisions when needed.)

Article X: Communications

Retain Sections 1 and 5 (stating ESA will have publications and hold an Annual Meeting). Move all other content and procedures to Policies and Procedures.

(This would allow committees and editorial boards directly involved with ESA's Annual Meeting and publications to make changes as required to best address the needs of the meeting and publications, without requiring a member vote. For example, the Annual Meeting Program Committee might wish to adjust its membership in years where ESA is meeting jointly with other societies.)

Article XI: Committees

Retain the following committees as standing committees defined in the Bylaws: Finance; Audit; Ethics and Rules; and Common Names. Move all other committees to Policies and Procedures.

Consider revising Finance and Audit committee provisions to specify that they draw some members from the Governing Board.

(This addition would aim to provide these committees greater insight into strategies and priorities set for the Society by the Governing Board.)

Create a Leadership Development Committee via Policies and Procedures for establishing criteria for Vice President-Elect candidates and recruitment of candidates for that office.

(The above changes would enable greater flexibility in how committees are created and the work they are asked to do, so that they can rapidly respond to the needs of the membership, Society, and profession. It can also allow for new methods or models to be used as desired, such as Task Forces.)

Article XII: Business Meetings, Business Procedures, and Parliamentary Authority

Remove requirement for holding a Business Meeting at the Annual Meeting and adjust bylaws throughout to account for that change.

Specify that all elected and appointed roles begin and end with the Annual Meeting (as is current practice).

Add provision for members to create a ballot initiative to place before the membership for a vote. Require 100 current members to sign the petition for the ballot initiative to be created.

In Policy and Procedures, add a provision to hold Town Hall-style meetings at the Annual Meeting and Branch meetings at least once every two years.

(Requiring individuals to attend an in-person business meeting at the Annual Meeting excludes members who cannot attend the meeting and members with scheduling conflicts. Creating a procedure that allows any member anywhere to raise issues with the board is more inclusive, while holding town hall meetings and creating other communications channels would let members address the board in person or in other ways, based on their preferences and needs.)

Article XIII: Amendments to Bylaws

Add a provision to allow an electronic vote by members to amend the bylaws.

(Although ESA's elections are handled electronically today, the bylaws do not specifically state that electronic voting is permissible.)