



*Sharing Insect Science Globally*

**ESA Special Committee on Governance  
Recommendations:  
Bylaws Revisions  
and New Society Policy Manual**

**June 22, 2018**

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Memorandum from the ESA Special Committee on Governance

From: Special Committee on Governance (aka Governance Task Force)

To: ESA Members

**RE: Recommendations for Bylaws Revision and Creation of Policies & Procedures Document**

Date: June 22, 2018

Dear Members of the ESA,

At the end of 2017, the Governing Board formed this committee to develop recommendations to revise the Society's Bylaws and related governance procedures to help set the stage for the next 10 years of success for the Society.

The Governing Board charged us with identifying improvements to ESA policies, procedures, and Bylaws that will strengthen the entomological profession and enable ESA to better meet the needs of today's 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.

The committee analyzed survey input from the Society's volunteers as well as direction from a volunteer leadership summit, both conducted in 2017, to form a preliminary set of proposals. These proposals were shared with the membership and, during an open comment period in the spring of 2018, we gathered direct feedback from Society members via in-person "Town Hall" sessions at ESA Branch Meetings as well as via an online comment form. (Learn more about the process: "[2018 ESA Governance Review: Creating Opportunities for the Future.](#)")

Based on this foundation of member and volunteer direction, the recommendations of the committee are attached in the form of a revised Bylaws document and companion policies and procedures document, the Society Policy Manual. Detailed operational language was moved from the Bylaws to the Society Policy Manual. If adopted, the Society Policy Manual can subsequently be updated by a successful motion of the Governing Board.

On the advice of legal counsel, the Bylaws revision is designed so that all the changes will be voted on as a single issue by the members rather than voting individually on each change. Because of the extent of the revision and the interdependencies among many changes, an up or down vote on the complete package is required.

Memorandum from the ESA Special Committee on Governance

If the membership approves the revision, which requires two-thirds of voting members to vote in support, the changes would go into effect on January 1, 2019, as would the companion Society Policy Manual. Both the Bylaws and the Society Policy Manual document would remain available for member review at any time on the ESA website.

While the changes to the Bylaws, alone, will not achieve the outcomes set for the committee, they will enable the Society to adapt its procedures and volunteer structures over time to fulfill them and serve as an evolutionary step in improving the work of the Society through its volunteers.

The committee unanimously recommends these changes to the membership. Thank you for the opportunity to serve the Society in this important process.

Sincerely,

**Susan Weller** (Chair), University of Nebraska-Lincoln, ESA Past President

**Marianne Alleyne**, University of Illinois at Urbana-Champaign; Physiology, Biochemistry, and Toxicology Section Representative to the Governing Board

**Gary Brewer**, University of Nebraska-Lincoln, North Central Branch Representative to the Governing Board

**Chris Geden**, USDA Agricultural Research Service; Medical, Urban, and Veterinary Entomology Section Representative to Governing Board

**Scott Hutchins**, Dow Agrosiences, Former ESA President

**Tracy Leskey**, USDA Agricultural Research Service, Former Eastern Branch President

**Alix Whitener**, Washington State University, Former ESA Student Affairs Committee Chair

**C. David Gammel**, ESA Executive Director, Staff Liaison

**PROPOSED NEW ENTOMOLOGICAL SOCIETY OF AMERICA BYLAWS  
(REDLINE VERSION)**

**Effective Date: January 1, 2019**

~~**December 12, 2007**~~

~~**Amended: August 25, 2009**~~

~~**Amended: March 2, 2010**~~

~~**Amended: August 12, 2011**~~

~~**Amended: September 18, 2012**~~

**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 Regular Member, Honorary Member, Emeritus Member and Student Member and subcategories as determined by the Governing Board ~~and codified in The Society Policy Manual.~~

**Section 2. ~~Member~~Membership.** 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 63. 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.

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

**Section 74. Term.** The term for individual membership shall be 12 months and may 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— except for those officers who are serving as a Past President of a Section or Branch.

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

The Vice President-Elect shall automatically 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— and continue until a successor is confirmed.

**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~~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~~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. The Executive Committee cannot modify or overrule an action taken by the Governing Board.

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 4. Removals.** Any Director may be removed by an affirmative vote of two-thirds or more of the Governing Board whenever, in their judgment, the best interests of the Society will be served by such removal giving due process to the affected Director.

~~**Section 65. 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 and Purpose.** 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 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.

The Sections of The Society shall be:

- Systematics, Evolution, and Biodiversity
- ~~Integrative Physiological and Molecular Insect Systems~~Physiology, Biochemistry, and Toxicology
- ~~Structural, Veterinary, and Public Health Systems~~Medical, Urban, and Veterinary Entomology
- 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 2. Changes in Sections.** A new Section can be added or an existing Section may be dissolved or its discipline boundaries changed, in accordance with amendment procedures for Bylaws, provided the proposed amendment shall have been approved by the Section or Sections that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Sections affected by the proposed change.

**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 32. 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 43. 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 54. 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). Affiliation or association with The Society or any of its Sections or Branches does not convey or imply endorsement of positions, products, or policies.

~~**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 32. 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 VIIIIX: 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 IX: 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.

Other committees and work groups may be formed upon the approval of the Governing Board and as prescribed in the Society Policy Manual.

~~**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 32. 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~~ two members of the Governing Board. 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 43. 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 54. 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.~~ at least two members of the Governing Board, one of whom shall be appointed by the chair, and at least three at-large members of The Society. Each shall serve terms of three years. 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~~The members may petition for a business meeting which 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. The petition must be signed by a minimum of 100 members. Notice of any business meeting shall be distributed to the membership no later than twenty (20) days prior to such meeting.

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.~~

Ballots may be distributed by post or electronically. 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.

### **ARTICLE XIII: INDEMNIFICATION**

**Indemnification.** Members of the Governing Board, former members of the Governing Board, Society staff 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.

### **ARTICLE XIV: DISSOLUTION**

**Dissolution.** The Society may be dissolved by a two-thirds majority vote of the members voting by ballot to dissolve. Upon the dissolution of the Society, the Board shall, after paying or making provision of the payment of all of the liabilities of the Society, distribute all of the remaining assets of the Society to any organization recognized with 501(c)(3) status by the Internal Revenue Service.

**PROPOSED NEW ENTOMOLOGICAL SOCIETY OF AMERICA BYLAWS  
(REDLINE VERSION WITH EXPLANATIONS OF CHANGES)**

**Effective Date: January 1, 2019**

~~**December 12, 2007**~~

~~**Amended: August 25, 2009**~~

~~**Amended: March 2, 2010**~~

~~**Amended: August 12, 2011**~~

~~**Amended: September 18, 2012**~~

**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 Regular Member, Honorary Member, Emeritus Member and Student Member and subcategories as determined by the Governing Board ~~and codified in The Society Policy Manual.~~

Most specifications about membership in the Bylaws would be moved to the Society Policy Manual, but the Bylaws would continue to state that the Society has members and that all members in good standing have the right to vote and hold office. Moving the finer details of membership to the Society Policy Manual would allow the Governing Board to adjust the Society's membership structure if needed in the future to continue to align with the evolving nature of the entomological profession.

**Section 2. ~~Member~~Membership.** 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 63. 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.

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

**Section 74. Term.** The term for individual membership shall be 12 months and may 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. except for those officers who are serving as a Past President of a Section or Branch.

This added provision would clarify that a Branch or Section President could be nominated for Vice President-Elect of the Society and, if elected, serve as Vice President-Elect of the Society the following year without being required to vacate the Branch/Section Past President role.

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

The Vice President-Elect shall automatically 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. and continue until a successor is confirmed.

Only the Vice President-Elect and Treasurer are "elected" officers, while the others are filled via succession each year, from VP-Elect to VP to President to Past President. (Treasurer is elected once every three years.) The word "elected" would be removed from

the title of this section to better align with the existing structure of the Society officers. The role of Secretary (already codified in Article IV) would also be added in this section.

**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~~ 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~~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.~~

Because it is the duty of Governing Board members to represent the Society as a whole and because Governing Board members are also bound by fiduciary duties to maintain confidentiality of board discussions, allowing temporary replacements can be a disruptive practice, as alternates have not engaged in prior decision making and discussion of the Governing Board. Removing this seldom-used provision would fully discontinue this practice. Full minutes from each Governing Board meeting would continue to be made available online to fully inform any Branches or Sections whose representative was unable to attend a particular 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. The Executive Committee cannot modify or overrule an action taken by the Governing Board.

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.~~

This section on indemnification would be moved to its own separate Article in the Bylaws. See Article XIII: Indemnification.

~~**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.~~

The ESA annual business meeting has traditionally been held once per year, in person, at the ESA Annual Meeting's closing general session. However, this format excludes members who cannot attend, whether because of a lack of employer or funding support, scheduling conflicts, or family obligations or health issues that make travel difficult. In recent years, attendance at the business meeting and closing session has been just 50-60 people. Removal of the in-person business meeting from the Bylaws would go hand in hand with the development of other opportunities for member oversight of the Governing Board's work, including regular reporting of board activities in the ESA eNews, Q&A events in the online ESA Community or other social media platforms, and, for members who prefer in-person events, town hall meetings to be held at Branch meetings and the Annual Meeting. Also see: Article XI.

**Section 4. Removals.** Any Director may be removed by an affirmative vote of two-thirds or more of the Governing Board whenever, in their judgment, the best interests of the Society will be served by such removal giving due process to the affected Director.

This provision would codify a mechanism for the removal of a member of the Governing Board, should such a need arise. (No such mechanism exists in the current ESA Bylaws.) It would be intended to be used only in rare cases, such as significant dereliction of duty or violation of the ESA Code of Conduct or Code of Ethics, though specific circumstances would be left to the discretion of the Governing Board.

**Section 65. 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 and Purpose.** 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 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.

The Sections of The Society shall be:

- Systematics, Evolution, and Biodiversity
- ~~Integrative Physiological and Molecular Insect Systems~~ Physiology, Biochemistry, and Toxicology
- ~~Structural, Veterinary, and Public Health Systems~~ Medical, Urban, and Veterinary Entomology
- 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.

Here, sections on organization and purpose would be combined, and the Bylaws would be updated to reflect the current names of two ESA Sections.

~~**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 2. Changes in Sections.** A new Section can be added or an existing Section may be dissolved or its discipline boundaries changed, in accordance with amendment procedures for Bylaws, provided the proposed amendment shall have been approved by the Section or Sections that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Sections affected by the proposed change.~~

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

Here, a provision would be added to codify the process for changes in Section structure, while specifications about Section activities, officers, and representation would be moved to the Society Policy Manual, which would provide Sections the autonomy to adjust these practices in the future, if necessary, without the need for a Society-wide member vote.

~~**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.~~

Specific Branch boundaries would be moved to the Society Policy Manual. Because Section 2: Changes in Boundary (below) already requires a member vote for changes in boundaries, they need not be listed in the Bylaws.

**Section 32. 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 43. 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 54. 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.~~

Specifications about Branch activities, officers, and representation would be moved to the Society Policy Manual, which would provide Branches the autonomy to adjust these practices in the future, if necessary, without the need for a Society-wide member vote.

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

~~**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 32. 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.~~

ESA's certification program (which includes the ACE program, the BCE program, and any future credentialing programs) was separately incorporated in 2009 as a 501(c)6 corporation to protect the nonprofit tax status of both ESA and the certification program and to provide additional liability protection to the Society. ESA remains committed to supporting certification. However, removing the certification program from the Bylaws would help maintain liability protection for ESA and make clear that the certification program is separately incorporated.

## **ARTICLE VIII~~X~~: 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 62. 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.~~

As members of the ESA Governing Board, directors have a legal fiduciary duty to be faithful stewards of the Society and its finances and to act in the best interest of the organization. Denoting this in bylaws is somewhat redundant and could even restrict the Governing Board's ability to take necessary actions in the financial interest of the society. Moving specifications on funds of the Society to the Society Policy Manual would ensure that these guidelines are always member-accessible while allowing adjustments via debate and vote of the full Governing Board.

## **ARTICLE IX: 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.~~

Sections 2 through 5 in this Article would be moved to the Society Policy Manual to allow committees and editorial boards that manage ESA's Annual Meeting and publications to make changes to best address the needs of the meeting and publications, without requiring a member vote.

## **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.

Other committees and work groups may be formed upon the approval of the Governing Board and as prescribed in the Society Policy Manual.

Changes to this Article would move most specifications on committees to the Society Policy Manual, to allow greater flexibility in how committees are created and the work they are asked to do and to allow committees themselves to more rapidly respond to the needs of the membership, Society, and profession. Existing Bylaws already grant the Governing Board the authority to create, modify, or discontinue ESA's Presidential and Special Committees. The proposed changes would move the parameters for most current Standing Committees to be in line with that of other committee types, leaving only three legally required committees delineated in the Bylaws (Finance, Audit, and Ethics and Rules.)

~~**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 32. 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~~ two members of the Governing Board. 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 43. 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 54. 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. at least two members of the Governing Board, one of whom shall be appointed by the chair, and at least three at-large members of The Society.~~ Each shall serve terms of three years. 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 meetingsThe members may petition for a business meeting which 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. The petition must be signed by a minimum of 100 members. Notice of any business meeting shall be distributed to the membership no later than twenty (20) days prior to such meeting.~~

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.~~

Ballots may be distributed by post or electronically. 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.

The ESA annual business meeting has traditionally been held once per year, in person, at the ESA Annual Meeting's closing general session. However, this format excludes members who cannot attend, whether because of a lack of employer or funding support, scheduling conflicts, or family obligations or health issues that make travel difficult. In recent years, attendance at the business meeting and closing session has been just 50-60 people. Removal of the in-person business meeting from the Bylaws would go hand in hand with the development of other opportunities for member oversight of the Governing Board's work, including regular reporting of board activities in the ESA eNews, Q&A events in the online ESA Community or other social media platforms, and, for members who prefer in-person events, town hall meetings to be held at Branch meetings and the Annual Meeting.

## **ARTICLE XII: 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.

## **ARTICLE XIII: INDEMNIFICATION**

**Indemnification.** Members of the Governing Board, former members of the Governing Board, Society staff 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.

This new Article would be created to align with standard practice in nonprofit bylaws. It would be moved from its current location under Article IV: Governing Board.

#### **ARTICLE XIV: DISSOLUTION**

**Dissolution.** The Society may be dissolved by a two-thirds majority vote of the members voting by ballot to dissolve. Upon the dissolution of the Society, the Board shall, after paying or making provision of the payment of all of the liabilities of the Society, distribute all of the remaining assets of the Society to any organization recognized with 501(c)(3) status by the Internal Revenue Service.

This new Article would be created to align with standard practice in nonprofit bylaws and would codify the requirements necessary for dissolution of the Society.

**PROPOSED NEW ENTOMOLOGICAL SOCIETY OF AMERICA BYLAWS  
(CLEAN VERSION)**

**Effective Date: January 1, 2019**

**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 Regular Member, Honorary Member, Emeritus Member and Student Member and subcategories as determined by the Governing Board and codified in The Society Policy Manual.

**Section 2. Membership.** 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. 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.

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

**Section 4. Term.** The term for individual membership shall be 12 months and may be based on the calendar year.

**ARTICLE III: SOCIETAL OFFICERS**

**Section 1. Eligibility.** All officers of The Society, including those of Sections and Branches, shall be members in good standing and may not serve in simultaneous Officer positions except for those officers who are serving as a Past President of a Section or Branch.

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

The Vice President-Elect shall automatically 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 Meeting following a member's election to office and continue until a successor is confirmed.

**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 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 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.

**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. The Executive Committee cannot modify or overrule an action taken by the Governing Board.

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

**Section 4. Removals.** Any Director may be removed by an affirmative vote of two-thirds or more of the Governing Board whenever, in their judgment, the best interests of the Society will be served by such removal giving due process to the affected Director.

**Section 5. 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 and Purpose.** 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 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.

The Sections of The Society shall be:

- Systematics, Evolution, and Biodiversity
- Physiology, Biochemistry, and Toxicology
- Medical, Urban, and Veterinary Entomology

- 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. Changes in Sections.** A new Section can be added or an existing Section may be dissolved or its discipline boundaries changed, in accordance with amendment procedures for Bylaws, provided the proposed amendment shall have been approved by the Section or Sections that will be affected by the proposed change. The proposal shall be accompanied by written concurrence of all existing Sections affected by the proposed change.

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

## **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. 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 3. 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 4. 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.

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

**Section 2. Disclosure.** A list of The Society, Section, and Branch affiliates shall be available to the membership.

#### **ARTICLE VIII: 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.

**Section 2. Report.** The Treasurer shall prepare an annual report on the current status of all of the funds of The Society.

#### **ARTICLE IX: COMMUNICATIONS**

**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.

#### **ARTICLE X: COMMITTEES**

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

Standing Committees of The Society shall include:

- Finance
- Audit
- Ethics and Rules

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.

Other committees and work groups may be formed upon the approval of the Governing Board and as prescribed in the Society Policy Manual.

**Section 2. 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 two members of the Governing Board. 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 3. 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 4. Committee on Ethics and Rules.** The Committee on Ethics and Rules shall consist of at least two members of the Governing Board, one of whom shall be appointed by the chair, and at least three at-large members of The Society. Each shall serve terms of three years. The purpose of this Committee shall be to maintain currency and consistency in the governing documents of The Society. 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.

## **ARTICLE XI: BUSINESS MEETINGS, BUSINESS PROCEDURE, AND PARLIAMENTARY AUTHORITY**

**Section 1. Business Meetings.** The members may petition for a business meeting which 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. The petition must be signed by a minimum of 100 members. Notice of any business meeting shall be distributed to the membership no later than twenty (20) days prior to such meeting.

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.

Ballots may be distributed by post or electronically. 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 XII: AMENDMENTS TO BYLAWS**

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

## **ARTICLE XIII: INDEMNIFICATION**

**Indemnification.** Members of the Governing Board, former members of the Governing Board, Society staff 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.

## **ARTICLE XIV: DISSOLUTION**

**Dissolution.** The Society may be dissolved by a two-thirds majority vote of the members voting by ballot to dissolve. Upon the dissolution of the Society, the Board shall, after paying or making

Proposed New ESA Bylaws (Clean Version)

provision of the payment of all of the liabilities of the Society, distribute all of the remaining assets of the Society to any organization recognized with 501(c)(3) status by the Internal Revenue Service.

**PROPOSED NEW SOCIETY POLICY MANUAL**  
***ESA POLICIES AND PROCEDURES***

**GENERAL GUIDELINES**

**Policy Creation and Amendments**

**Purpose of the ESA Society Policy Manual.** The purpose of the ESA Society Policy Manual is to explicitly define the policies and procedures that have been established by the ESA Governing Board. The policies and procedures are consistent with and in concert with - **but do not supersede** - the ESA Bylaws. They have been established to assist the Governing Board and Headquarters in their operation of the Society's affairs.

**Responsibilities of the Governing Board with Regard to Policies**

- a) Policies will be established, reviewed, and amended by the Governing Board.
- b) If a problem or issue is identified by the Governing Board, staff, a committee, or an individual, the key elements are identified and the policy drafted by the same body or by an individual or group appointed by the President. The policy draft is disseminated to the Board for input and revision.
- c) The Governing Board adopts and amends policy by majority vote and disseminates as appropriate. After policy and any accompanying rules are implemented, the policy's effectiveness is evaluated periodically by the Governing Board.

**Robert's Rules of Order.** Robert's Rules of Order will serve as the governing mechanism unless these policies and procedures conflict. In that case, the policy should be followed.

**Process:** These Policy and Procedures were created on 6/4/2018 by the Governance task force in conjunction with the Bylaws review and revision. These texts were moved verbatim from the Bylaws to this document. The document was submitted to the Governing Board for their review, amendments, and approval on 6/19/2018. The intent is for them to be constantly available to the ESA membership for reference. If the membership votes to enact the proposed changes to the Bylaws, these policies would go into effect on 1/1/2019.

**MEMBERSHIP**

The Society offers the following categories of membership:

**Regular Member.** Any person who meets the requirements set forth in the ESA bylaws.

**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.

**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. Emeritus Gold status is available for those who have reached 75 years of age.

**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.

**Student Transition Member.** A discounted membership for those who have just completed their terminal degree. Available for two years after graduation.

**Early Professional Members.** A discounted membership for those within five years of graduation.

**President's Circle Member.** A sub-category of membership with an increased fee that can be used to support the membership of someone anywhere in the world who might not otherwise be able to join the Society.

**Family Members.** A sub-category of membership for members in the same household that allows for a savings on dues by consolidating membership.

**Developing Country Members.** Dues are the same as the student rate for members from countries that qualify for the Society's free access journal program.

**Membership Dues.** Membership dues will be determined through the annual budgeting process and dues payment is due by January 1.

## **SECTIONS**

The Society membership is organized by subject matter-oriented Sections to advance the purpose of The Society and their own Section agendas. A member is invited to affiliate with any number of Sections. The ESA sections include:

- Systematics, Evolution, and Biodiversity
- Physiology, Biochemistry, and Toxicology
- Medical, Urban, and Veterinary Entomology
- Plant–Insect Ecosystems

Sections will be governed as outlined below:

**Officers.** The Governing Council of each Section consists 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 are 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 will 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 will be filled by appointment by the President of the Section, and the appointee will serve until the term expires or a successor is elected.

Sections at their request can be represented on designated editorial boards, committees, and other boards and councils of The Society as provided elsewhere by the Bylaws.

**Activities of Sections.** Sections 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 do not charge dues but may charge fees to directly support the agenda and activities of Sections with the approval of Section membership.

## **BRANCHES**

The Society membership is organized by geographic Branches to advance the purpose of the Society and their own Branch agenda. The default membership of a Branch is those Society members whose membership addresses lie within the boundaries of the Branch. However, Society members may elect to choose a different Branch or more than one Branch by notifying ESA staff. Members belonging to more than one Branch are asked to pay an additional fee.

The ESA branches include:

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

**Branch Boundaries.** The Eastern Branch is composed of 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 is composed of 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 is composed of 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 is composed of 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 is composed of 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 is composed of all global territories not included in the other Branches.

Branches will be governed as outlined below:

**Officers of Branches.** The officers of each Branch include, at a minimum, a President, Secretary/Treasurer, and Representative on the Governing Board of The Society.

The Representative on the Governing Board is 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 will 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 will be filled by appointment by the President of the Branch, and the appointee will serve until the term expires or until a successor is elected.

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

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

**Representation.** Branches at their request can be represented on designated editorial boards, committees, and other boards and councils of The Society as provided elsewhere by the Bylaws.

## **FUNDS OF THE SOCIETY**

**Dues.** 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.

**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.

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

**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.

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

## **COMMUNICATIONS**

**Publications Council.** The Publications Council advises the Governing Board about the publication needs and policies of The Society, facilitates communication among the Governing Board, editorial boards, and Sections, and recommends editorial policy for The Society.

The Publications Council consists 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 At-Large members appointed by the President. Editors-in-chief of publications of The Society, the Book and Media Review Editor, and The Society Managing Editor will be ex-officio members.

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

Officers of the Publications Council are a Chair and a Secretary. The Chair is elected by the voting members of the Publications Council from among the Section or At-Large members by the close of the Annual Meeting of The Society. The newly elected Chair appoints 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 meets at least once each year at the call of the Chair. A majority of the elected and At-Large members will constitute a quorum.

**Editors.** Unless otherwise provided, each publication of The Society will have an Editor appointed by the Governing Board and an editorial board or equivalent body. Each Editor serves 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 sets 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 consists of a representative elected from each Section, for a four-year term, one term expiring each year. The Chair is a member of The Society. Midterm vacancies of a Section representative are filled by the Section President, who appoints 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.

**Newsletter.** The Newsletter carries Society news. The Newsletter does not have an editorial board.

**Annual Meeting.** The Society organizes an Annual Meeting to include, but not be limited to, the exchange of scientific information.

## **ESA COMMITTEES**

**Purpose, Establishment, and Constitution.** In addition to the three Standing Committees defined in the Bylaws (Finance, Audit, and Ethics and Rules), other Committees are established by policy of the Governing Board to conduct important business functions for the Society. Unless otherwise indicated, members of Committees serve for terms of three years each. Terms commence at the close of the Annual Meeting of The Society and are arranged so that approximately one-third will expire each year. When a new committee is established, the Governing Board determines the terms for each newly elected or appointed member and designate the Chair and Vice Chair. Suggestions for new committees may be sent to the Governing Board for consideration by the Sections, Branches or by a signed petition of 10 members.

**Committee on Membership.** The Committee on Membership consists of one representative from each Section and Branch. The President appoints one student member liaison to the Committee. The purpose of this committee is to recruit and retain members of The Society.

**Committee on Annual Meeting Program.** The Annual Meeting Program Committee consists 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 is appointed by the Vice President of The Society and serves in succeeding years as chair and past chair. The President appoints one student member

liaison to the Committee. The purpose of this Committee is to meet the goals of the Annual Meeting, in part by arranging the program.

**Committee of Education and Outreach.** The Committee on Education and Outreach consists of one representative from each Section and Branch. The President appoints one student member liaison to the Committee. The purpose of this Committee is to provide leadership and guidance to The Society in entomological education and outreach.

**Committee on Awards and Honors.** The Committee on Awards and Honors consists of a representative from each Section and each Branch. The purpose of this Committee is 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 oversees the awards program of The Society.

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

**Committee on International Affairs.** The Committee on International Affairs consists of 15 At-Large members. The President appoints one student member liaison to the Committee. The purpose of this Committee is to increase awareness of the international aspects of entomology as a science and profession, and to advise the Governing Board.

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

**Committee on Early Career Professionals.** The Early Career Professionals Committee was created to conceive and execute any specific needs that are not being met through other measures. The Committee is also a vehicle for recognizing the perspectives of and experiences of the Student Transition and Early Professional population and helps develop our next generation of ESA leaders. (Formerly the Student Transition & Early Professionals and formerly Student & Young Professionals Committees.)

**Committee on Diversity and Inclusion.** ESA's Strategic Principles state, "ESA has a social responsibility to develop all of its members." ESA's Outcome Statement includes: "To increase the diversity and satisfaction of members and customers as well as the value provided to them." To determine how ESA can best meet these principle and outcome statements and to support diversity and inclusion within ESA and within the science, ESA's Governing Board established a Committee on Diversity and Inclusion (D&I) in July 2015. The Committee will propose

resources, programs, and services that will maximize D&I support among ESA members, and increase the cultural competency of ESA members.

**Committee on Science Policy.** In keeping with ESA's strategic principles to increase our profession's full potential by increasing the Society's influence, the Governing Board formed the Science Policy Committee. With the immediate past president of ESA serving as Chair, the committee works closely with the Governing Board and ESA's advocacy firm in Washington DC to set the Society's public policy agenda. The committee includes a representative from each Section, each Branch, the past Chair, and two At Large members, one of whom also serves as the SME to the EPA-OPP.

### **PRESIDENTIAL COMMITTEES AND TASKFORCES**

**Purpose, Establishment, and Constitution.** The ESA president has the authority to convene a one-year committee or taskforce to address an issue of pressing need. These committees are convened upon receipt of a charge letter from the president, and their work ends at the close of the Annual Society Meeting. Some Presidential Committees are carried forward by successive presidents.

**Presidential Committee on Insect Calendar.** The Insect Calendar Committee is charged with determining the most appropriate process for the selection of images for future ESA insect calendars.

**Presidential Committee on Linnaean Games.** The Linnaean Games Committee is charged with planning and running the Linnaean Games at the ESA Annual Meeting each year, with consistent rules and procedures and fair and interesting questions.

**Presidential Committee on YouTube Your Entomology.** The Presidential Committee on YouTube Your Entomology is charged with evaluating the submitted videos to the "YouTube Your Entomology Contest" in an impartial manner, determining rules and procedures each year, and selecting the award nominees.

### **BUSINESS MEETINGS**

While the Society will not hold an annual business meeting, Members are allowed to petition for a business meeting. Petitions must be signed by a minimum of 100 members.

Members desiring to start a petition will be directed to use Google Docs or a similar online document hosting service to create a petition form that they can distribute via email.

Once a petition is complete, the Governing Board will schedule the meeting and provide members a minimum of 20 days' notice of the meeting. The President will determine if the business meeting should be held online or in person unless the petition specifies.