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## **Bylaws**

### **ARTICLE 1. Name.**

The name of the organization shall be the Society for Molecular Biology and Evolution, hereafter called “the Society.” The Society shall be an international organization.

### **ARTICLE 2. Purpose.**

The purposes of the Society are to provide facilities for association and conference among molecular evolutionists and to further the goals of molecular evolutionary biology and its practitioners, including the publication of the two journals, *Molecular Biology and Evolution*, and *Genome Biology and Evolution*.

### **ARTICLE 3. Membership.**

All individuals actively interested in any field of molecular evolutionary biology shall be eligible for active membership. One becomes an active member when the dues are accepted.

### **ARTICLE 4. Officers and Council.**

- a. **Composition.** The officers of the organization shall be the Immediate Past President, the President, the President-elect, the Secretary, and the Treasurer. There will be three elected councilors. The officers and the councilors shall constitute the Council.
- b. **Nominations.** The President shall appoint a Nominating Committee by the end of December each year to propose candidates for the following year’s election of Council members who will begin their duties January 1 of the year after the election. The Nominating Committee shall consist of three to five active Society members who are not members of the Council. The Secretary shall be an ex officio non-voting member of the Committee. The Committee shall be chaired by a senior Society member. Once the Nominating Committee is formed, the Secretary shall inform the entire Society membership of its composition and invite suggestions for nominees. Two candidates shall be put forward for each office to be filled. Upon recommendation by the Council, a single name may be put forward for the offices of Treasurer and/or Secretary. The Nominating Committee may or may not accept this recommendation. Candidates for all offices must be Society members at the time of the election.
- c. **Election of Officers and Councilors.** Election shall be by a simple majority of those voting. Elections shall be held by mail ballot. Here and elsewhere in these Bylaws, the term “mail” shall be interpreted as standard postal mail, electronic mail, or other types of clear announcement to the Society membership.
- d. **Terms of Officers, Councilors, and Editor.** The terms of the officers shall be three years. A person elected for

Presidency shall serve as President-elect, President, and Past-President for the first, second, and third year, respectively. Councilors will each serve 3-year staggered terms so that one new councilor is elected annually. The Editors of *Molecular Biology and Evolution* and of *Genome Biology and Evolution* shall be appointed by the Council. The terms of the Editors shall be five years but may be extended or terminated by the Council after consultation with members of their respective Editorial Boards. The terms of the Secretary and the Treasurer shall be staggered. Terms shall begin on January 1, except for the Editors, who shall assume their duties so as to be responsible for the next volumes of their respective journals. An overlap period between outgoing and in-coming Editors, Secretary, and Treasurer may be negotiated with terms mutually agreed upon and approved by Council. During any overlap period, final decisions on matters concerning each position will be determined by the individual actually serving at that time (defined by the start dates indicated above).

e. Vacancies. Vacancies on the Council shall be filled by appointment by the Council, except: in the event of a vacancy in the Office of President, the President-elect shall become the President for the remainder of the unexpired term as well as for the subsequent term. In the event of vacancy of any other office, the Council shall appoint an active member to serve for the remainder of the year, and the office shall be filled at the next annual election.

f. Duties.

i) President. The President shall preside at the meetings of the Society and the Council. With the advice of the Council, the President shall appoint such committees and representatives as may be needed. With the exception of the Nominating Committee, Committees shall consist of a maximum of one Council member and at least two Society members not on Council. Individuals not members of the Society may be asked to join committees and may be offered a one one-year gratis membership.

ii) President-elect. The President-elect shall preside in the absence of the President. The President-elect shall direct the planning of annual meetings in accordance with rules established by the Council.

iii) Past-president. The Past-president shall Chair the Fitch Committee to choose participants in the Fitch Symposium. This committee or another appointed by the Past-president shall also take responsibility for awarding travel grants and promoting participation at annual meetings of younger scientists and under-represented groups.

iv) Secretary. The Secretary shall: (1) keep the records of the Society; (2) send to all members the date and place of the annual meeting, a call for contributions to be presented at that meeting, and a call for suggestions for nomination for all offices to be filled by election; (3) At least six weeks before the annual meeting, send all members a ballot bearing the names of nominees for office; (4) prepare minutes of the annual meeting and present an annual report to the members concerning actions of the Council and activities of the Society and its Committees and representatives; (5) deposit those records of the Society no longer needed on an electronic archive accessible through the Society web site; in addition to Society records such as all formal reports, minutes of Council and Society meetings, and materials relating to the annual meetings, other material deemed of historical value may be deposited in the archive only with approval of Council; and (6) be responsible for maintaining the Society web site; for this purpose, the Council may designate a webmaster.

v) Treasurer. The Treasurer shall: (1) have charge of all funds of the Society and be responsible for their investment; (2) be bonded in an appropriate amount fixed by the Council; and (3) prepare an annual statement to the members of the financial status of the Society. This annual statement shall be reviewed by two

auditors appointed by the President before the annual meeting of the Society.

vi) Councilors. Elected councilors shall participate in all matters of the Council and attend annual meetings of the Society.

vii) Editors. Each Editor shall carry out policy decisions of the Council, report directly to the Council, and be authorized to act for his/her respective Editorial Boards in arriving at Editorial decisions and conducting routine business. Editorial Board meetings may be held by electronic means. Each of the Editors shall submit an annual report to the Society regarding the operation of their respective journals.

#### **ARTICLE 5. Meetings.**

Meetings of the Council may be called by the president or any three other members of the Council. Meetings of the Council may be by electronic means or teleconference. The time and place of the Annual Meeting of the Society shall be determined by the Council at the recommendation of the President-Elect. The registration fee shall be set by the organizing Committee in consultation with the Council to allow a lower fee for members than for non-members.

A Society Business Meeting shall coincide with the annual meeting. At the business meeting, the President shall present an annual report of the Society, including the financial status and the next annual meeting. Each Editor shall present a report concerning the publications of the Society journals. At the business meeting, the President shall also solicit recommendations concerning any Society activities to be considered by the Council.

#### **ARTICLE 6. Quorum.**

Two thirds of the Council shall constitute a quorum for Council meetings; in the case of electronic meetings, two-thirds of Council must respond within a reasonable time period set by the President in order to be considered a quorum. A quorum of the membership shall be those attending a duly called meeting or responding to a polling by mail within a reasonable time period set by the President.

#### **ARTICLE 7. Voting.**

Actions of the Council at a duly constituted meeting require a majority of those present to approve. A meeting is duly constituted if properly called and a quorum is present. Actions of the membership at the annual meeting also require a majority, but are not binding on the Council excepting demands for a mail polling of the membership on any issue. Actions taken by a majority of the active membership in a mail polling are binding on the Council except amendments to these by-laws (see article 11).

#### **ARTICLE 8. Finances.**

a. Budget. The Council shall be responsible for determining the budget. Expenditures in accord with the budget are to be jointly authorized by the President and Treasurer.

b. Dues. Annual dues shall be determined by the Council and will normally include a subscription to *Molecular Biology and Evolution*, although Society membership without a subscription is an option. Graduate students who provide evidence of their status are entitled to active membership at reduced cost for a period not exceeding five years. Postdoctoral Fellows are also entitled to active membership at a reduced cost for no more than three years. Payment shall be due January 1. New members shall be billed for dues from the previous January 1, and shall receive *Molecular Biology and Evolution* for the entire year. Members who have not paid their dues by January 1 shall be dropped from the rolls. *Genome Biology and Evolution* shall be an open access journal, and is therefore freely available to members as well as nonmembers.

#### **ARTICLE 9. Publications.**

a. Journals. The Society shall publish 1) *Molecular Biology and Evolution* and 2) *Genome Biology and Evolution* as its official journals. Publication in the journals shall be open to members and non-members alike. Acceptance shall be decided after Editorial review solely on merit and suitability. Other publications may be issued as the Council shall authorize.

b. Editorial Boards. The Editorial Boards of society journals shall be appointed by the respective Editors from a list of candidates submitted to the Council by each Editor and approved by the Council. Editorial Board members shall serve three-year terms which may be renewed by the Editor and Council.

#### **ARTICLE 10. Procedural Problems.**

Procedural problems will be resolved according to Robert's Rules of Order.

#### **ARTICLE 11. Amending By-Laws.**

Amendments to the Bylaws may be proposed by Council or by petition of Society members, whose proposal must be approved by Council. The Bylaws may be changed by a two-thirds vote of the members voting in a mail ballot. Voting ceases 45 days after initial announcement. Proposed Bylaws changes must be accompanied by an explication and rationale for the proposed changes.

Adopted June 12, 1992 by unanimous vote of those attending meeting and amended by mail ballot October 8, 1993, March 1, 1995, March 30, 2007, and November 7, 2008.