

## **Article 1. Membership.**

*Section 1. Membership Classes.* The following classes of membership shall be recognized: regular members, student members, early career members, developing country regular members, developing country student members, and emeritus members. Student membership can be of unlimited duration but requires proof of student status. Early career members are defined as within ten years following graduation. Emeritus membership shall be granted to individuals who are 65 years old or older, and who have been members of the Society for at least 25 years. Emeritus membership requires no further membership dues. Change of status of membership may be effected at any time by the payment of appropriate dues. Application for membership shall follow the instructions given on the Society Web site.

*Section 2. Record of Members.* An up-to-date record of members shall be maintained and reviewed annually by the Board of Directors (the "Board"). A list of members shall be made available to Society members on the Society Web site.

*Section 3. Dues.* An applicant will be considered a member only upon payment of dues. The due date for dues payment for any year will be January 1 of that year. The annual dues shall be established by the members of the Society. Annual dues shall be proposed by the Finance Committee, recommended by the Board, and approved by a majority vote of members present at the Annual Business Meeting. Dues notices shall be sent to members approximately two (2) months prior to the date due. Dues paid after November 1 of any year shall be credited to the next year.

*Section 4. Decision Making by Members.* Members shall approve changes to the Constitution and By-laws in accordance with Article 14 of the Constitution. Dues increases also must be approved by a vote of two-thirds (2/3) of the members present at the Annual Business Meeting. Proposals for such amendments must be presented to the members at least thirty (30) days in advance of the Annual Business Meeting. Election of officers and delegates will take place electronically in accordance with Article 1, Section 5 of the By-laws.

*Section 5. Voting.* Votes to amend the Constitution and By-laws or increase dues shall take place during the Annual Business Meeting. Special circumstances may dictate a vote by ballot, although in most circumstances voice votes will be used. Electronic voting may be allowed for annual election of officers and delegates, special elections, or emergency circumstances.

The affirmative vote of at least a majority of the members present at or participating in a properly called meeting is necessary and sufficient to make decisions or pass resolutions by the members, unless a greater proportion is required by law, the Constitution, or By-laws. All decisions require a clearly stated motion, a second, discussion and debate, and a vote. All motions that are successfully adopted must be recorded in the written minutes.

## **Article 2. Officers, Delegates, and Appointed Officials.**

*Section 1. Officers.* The officers of the Society must carry out the policies and decisions of the Board as directed by the Board in accordance with the By-laws. The officers must include a President, Vice President, President-Elect, Vice President-Elect, Past-President, Past-Vice President, Secretary, and Treasurer. The same person may not simultaneously hold more than one office, except in an emergency

and until such time that a special election can be held. All officers serve simultaneously as members of the Board. All members of the Society shall be eligible to hold office.

*Section 2. President.* The President shall serve as the Chair of the Board and the Chair of the Executive Committee, a member of the Finance Committee, and as a non-voting member of the Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education.

Specific responsibilities of the President include: A) overall responsibility for the business of the Society; B) using the President's Discretionary Fund to advance the Society's goals and objectives; C) representing the Society by signing approved letters and contracts, serving as a representative at member organizations (e.g., Council of Scientific Society Presidents, and the Consortium of Aquatic Science Societies); D) overall organization of the Annual Meeting, including selection of the Chair(s) of the Annual Meeting Committee; E) fundraising for the Annual Meeting and the Society; F) appointing chairs and members to standing committees, as outlined in Article 5; G) making other appointments that s/he deems necessary; and H) establishing special committees required for the business of the Society.

*Section 3. Vice President.* The Vice President shall assist the President and shall serve as a voting member of the Board, a non-voting member of the Executive Committee, and along with the Executive Director as the Co-Chair overseeing standing committees. S/he shall lead all Board and Executive Committee meetings.

*Section 4. President-Elect.* The President-Elect shall assist the President and shall serve as a member of the Board, the Executive Committee, and the Finance Committee, and as the Chair of the Awards Selection Committee. S/he or the Past-President shall assume the duties of President upon the death, incapacitation, or resignation of the President, and this assumption of duties as President shall not alter in any way his/her normal term as President. Upon election, the President-Elect shall appoint a Vice President-Elect.

*Section 5. Vice President-Elect.* The Vice President-Elect shall be appointed by the President-Elect and shall serve a three (3) year term as a voting member of the Board, concurrent with the President-Elect. S/he shall also be a non-voting member of the Executive Committee.

*Section 6. Past-President.* The Past-President shall assist the President and shall serve as a regular member of the Board, the Executive Committee, and the Finance Committee. S/he will serve as the Chair of the Election and Place Committee, which will select candidates for President-Elect, Secretary, Treasurer, and five (5) Delegates to the Board.

*Section 7. Past-Vice President.* The Past-Vice President shall serve as a voting member of the Board. Unlike the Vice President and Vice President-Elect, s/he will not serve on the Executive Committee.

*Section 8. Secretary.* The Secretary shall be responsible for keeping the minutes of Annual Business Meetings, Executive Committee meetings, and Board of Directors meetings, and the normal correspondence of the Society. The specific duties carried out by the Secretary shall be outlined and updated regularly in the Society's Operations Manual. Upon the death, incapacitation, or resignation of the Treasurer, s/he shall assume the duties of the Treasurer until a new Treasurer is elected. S/he shall serve as a member of the Board and the Executive Committee.

*Section 9. Treasurer.* The Treasurer shall keep the financial records of the Society. Specific duties carried out by the Treasurer shall be outlined and updated regularly in the Society's Operations Manual. Upon the death, incapacitation, or resignation of the Secretary, the Treasurer shall assume the duties of the Secretary until a new Secretary is elected. S/he shall serve as a member of the Board, a member of the Executive and Finance Committees, and a non-voting member of the Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education.

*Section 10. Delegates.* Five (5) Delegates to the Board shall be elected by Society members. The Delegates will represent the following employment, geographic and demographic sectors: A) academic employment; B) non-academic employment; C) non-North American residence; D) Early Career Membership category; and E) Student Membership category.

*Section 11. Executive Director.* Along with the Vice President, the Executive Director will serve as liaison to the standing and special committees of the Society. In addition, the Executive Director will be a non-voting member of the Executive, Finance, Development, Election and Place, Long-Range Planning, Public Information and Publicity, and Constitutional Revision Committees.

### **Article 3. Board.**

*Section 1. Duties of the Board.* The Board will establish the Society's policies and review and revise them as necessary, oversee its programs and activities, appoint or employ and supervise its staff, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Directors must diligently prepare for, attend, and participate in the meetings of the Board and any Board committees as needed, in order to carry out these tasks. The Vice President and the Executive Director will serve as the general liaison between standing committees and the Board. In some cases where a Delegate represents specific sectors or standing committees of the Society, such as the Early Career Membership category Delegate, that Delegate shall also serve as a liaison between his or her represented constituency or standing committee and the Board.

Specific responsibilities of the Board shall include: A) fiduciary and personnel management responsibility for the Society (including approval of contracts and personnel) and oversight of the Finance Committee. The Board will receive quarterly reports on the financial condition of the Society, and an annual report that includes the finances of the journal. B) Oversight of the activities of the Executive Committee. The Board will grant authority to the Executive Committee to make day-to-day decisions on behalf of the Society. C) Oversight of the Long-Range Planning Committee in developing and updating the Society's Strategic Plan. D) Implementation of the Strategic Plan in collaboration with the Society's standing committees. E) Review of the Constitution and By-laws and recommendation of changes to be acted upon at the Annual Business Meeting. F) Approval of the Annual Meeting location (identified by the Election and Place Committee). G) Promotion of the Society and fundraising for the Endowment, student awards, Annual Meeting, and in support of initiatives that promote the Society's goals and mission.

*Section 2.* Composition of the Board of Directors. The Board will consist of eighteen (18) Directors. There shall be three (3) classifications of Directors as follows: A) Officers of the Society, including the President-Elect, Vice President-Elect, President, Vice President, Past-President, Past-Vice President, Secretary, and Treasurer. B) Five (5) Delegates (see Article 2, Section 10 of the By-laws). C) Three (3) appointed Members: the Chair of the Publications Committee, the Chair of the Finance Committee, and the Past-Chair of the Education and Diversity Committee. In addition, the Executive Director and a representative from the Public Information and Publicity Committee shall serve as non-voting members of the Board.

*Section 3.* Election and Terms of Office. The President shall serve one (1) year as President-Elect, one (1) year as President, and one (1) year as Past-President. The Vice President shall serve one (1) year as Vice President-Elect, one (1) year as Vice President, and one (1) year as Past-Vice President. The President shall be ineligible for reelection. The President-Elect and Vice President-Elect shall automatically accede to the office of President and Vice President the year following their election or appointment. The President and Vice President shall automatically accede to the office of Past-President and Past-Vice President upon completion of their year of service as President and Vice President. The Secretary and Treasurer shall serve for a three (3) year term of office, and their terms shall not be conterminous. Only the Secretary and Treasurer can be elected to sequential terms. The official terms of all officers shall begin at the close of the Annual Business Meeting at which their election is announced. Each officer will hold office until her/his successor has been properly elected and has taken office, unless s/he resigns or is removed. The President-Elect, Secretary, Treasurer, and Delegates with the exception of the Student Member Delegate, shall be elected by a majority vote of members responding within thirty (30) days to a ballot distributed to members before the end of January. Delegates, with the exception of the Student Member Delegate, shall serve for a period of three (3) years. The Student Member Delegate shall be the Past-Chair of the Student Resources Committee and will serve a one (1) year term.

*Section 4.* Unexpired Terms. The unexpired term of the President-Elect, Secretary, Treasurer, or a Delegate vacated because of incapacitation, death, or resignation, shall be filled by a majority vote of Society members responding within thirty (30) days to a special ballot. In the event that the Past-President or the Past-Vice President resigns or otherwise leaves their posts because of incapacitation, death or resignation, the Board shall select a replacement. In emergency situations, interim appointments can be made by the Board. Unexpired terms of the President will be filled by either the President-Elect or Past-President as decided by the Board based primarily on the timing of the President's incapacitation, death, or resignation. Unexpired terms of the Vice President or Vice President-Elect shall be filled by the President or President-Elect, respectively, by appointing a replacement. In the event the Past-Chair of the Student Resources Committee cannot serve on the Board, the Society President will select a replacement in consultation with the Student Resources Committee Chair.

*Section 5.* Quorum. At all meetings of the Board, the presence or participation by phone, or other conference communication forum, of a quorum, which is at least a majority of the number of Board members in office immediately before the meeting begins, is necessary to allow the transaction of Society business or the making of Society decisions.

*Section 6. Decision-Making and Voting.* All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion. In rare cases where sensitive issues are involved, the Board may choose (by the usual 2/3 margin) to vote anonymously on a motion. In such cases, the Secretary will simply record the number of Directors who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any Director may request and require that a vote be taken in which the affirmative vote of at least two thirds (2/3) of all of the Directors participating in any properly called meeting at which a quorum is present, is sufficient to make a decision of the Board unless a greater proportion is required by law or by these By-laws.

Society business is normally done at the regular meetings of the Board or Executive Committee. Occasionally, matters that require prompt action may arise between regular meetings. In such cases, the Board or Executive Committee may conduct discussions and votes by email, allowing for a minimum of seven (7) calendar days for participation. Such email voting should not be used to replace business that can be deferred to regular Board or Executive Committee meetings.

*Section 7. No Proxy Voting.* No proxy voting is allowed at any meeting of the Board or as part of reaching any decision of the Board.

*Section 8. Telephonic Meetings.* Meetings may be held by telephone, or other method, so long as all participating Directors may simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

*Section 9. Decisions without Meetings.* The Board may make any decision or take any action within its power without a meeting through a written "unanimous consent resolution" that sets forth the action so taken. The unanimous consent resolution may be sent or transmitted by mail, fax, or email in counterparts. The unanimous consent resolution must be filed with the Society records.

*Section 10. Board of Director Meetings.* The Board must meet at least four (4) times per year, and shall strive to do this by meeting at least once each quarter of the year. At least one (1) such meeting will take place at the Annual Meeting.

*Section 11. Notice of Board of Director Meetings.* Notice must be given every Director of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these By-laws. Except in an emergency, the notice must be given not less than seven (7) days in advance of the meeting either in person or by telephone conversation, email, or fax to an address provided by each Director.

**Regular Meetings:** After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Special meetings: One-third (1/3) of the current sitting Board may call for a special, non-regularly scheduled meeting to consider a timely topic. The scope of the meeting is limited to the topic indicated in proper notice sent to all Directors. At least three (3) business days' notice must be given along with the times, place and means of meeting participation. Phone participation must be available.

*Section 12. Waiver of Notice.* Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the Secretary to be placed in the Society's records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

*Section 13. Authority of Directors.* No Director may speak or act on behalf of the Society without specific authorization by the Board to do so.

*Section 14. Removal.* Any officer or agent, elected by the membership or appointed by the Board, may be removed by a two thirds (2/3) majority of the Board whenever in its judgment the best interests of the Society will be served thereby.

#### **Article 4. Executive Committee.**

*Section 1. Duties of the Executive Committee.* The Executive Committee shall be delegated part of the power of the Board to review and recommend budgets, policies and programs, including oversight of planning for the Annual Meeting and implementation of the Strategic Plan, to authorize expenditures, and recommend employee appointments and releases, to be approved by the Board. They shall review the Constitution and By-laws as needed and recommend changes to be acted upon at the Annual Business Meeting. Notwithstanding anything in these By-laws to the contrary, the Executive Committee will exercise oversight of all standing committees except the Finance Committee. The current Vice President and the Executive Director will serve as the liaison between standing committees and the Board.

It is expected that the Executive Committee will consult the appropriate committee Chairs, and especially the Finance Committee, when conducting Society business, and may therefore request current and timely financial statements or recommendations from the Finance Committee. All contracts/agreements, employee changes, or activities beyond the day-to-day operations of the Society, as specified in the Operations Manual, are subject to Board approval and shall be presented to the Board with adequate information for Board approval in a timely manner. The President may sign routine contracts pertinent to the Annual Meeting without seeking prior Board approval. The President will send signed copies of such contracts promptly to the Executive Committee.

*Section 2. Composition of the Executive Committee.* The Executive Committee will consist of the President, who will be the Chair, Past-President, President-Elect, Secretary, and Treasurer. The current Vice President, Vice President-Elect, Executive Director, and Finance Committee Chair, as well as a representative from the Public Information and Publicity Committee, shall serve as non-voting members of the Executive Committee.

*Section 3. Meetings and Other Provisions.* The Executive Committee must comply with the provisions of the By-laws concerning the full Board as far as they are reasonably applicable to the Executive Committee. The Executive Committee must make reasonable efforts to inform all Directors of the issues

to be dealt with at an Executive Committee meeting. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board following each meeting.

#### **Article 5. Standing Committees.**

*Section 1. Standing Committee Assembly.* Standing committees will be one of the primary mechanisms by which the Strategic Plan is implemented. Activities of the standing committees shall be coordinated by the current Vice President and Executive Director. The Vice President and Executive Director shall also serve as liaisons between standing committees and the Board; the Vice President shall be responsible for breaking any tie votes within standing committees. Unless expressly stated otherwise, committee Chairs will be appointed by the President for one (1) year, and committee members will be appointed by committee Chairs for terms of three (3) years, with no term limits. The Society shall maintain the following standing committees, whose Chairs shall report their committees' activities to the Society at the Annual Business Meeting.

*Section 2. Finance Committee.* The Finance Committee (the "FC") is responsible for ensuring the financial well-being of the Society by reviewing and providing guidance regarding the Society's financial matters, including the finances of the Society's journal, Freshwater Science. Specifically, the FC assures that internal controls are in place, that an independent, annual financial review is completed by a Certified Public Accountant, and that the financial analyses and projections necessary for continued operation of the Society are provided in a timely fashion. The FC reviews all financial statements and reports on financial activity to the Board in a clear and concise manner so that both new and returning Directors can fully understand the financial status of the Society. The FC reports to the Board, and shall provide the Executive Committee with financial information as requested. The FC shall present an annual budget to the Board for approval, which shall also include three (3) year budget projections.

The FC shall consist of seven (7) voting members in addition to the chair: the President, President-Elect, Past-President, Treasurer, and three (3) appointed members. The Executive Director and Chair of the Publications Committee shall serve as a non-voting members.

The duties of the FC shall be to: A) prepare annual fiscal year budgets for the Society in cooperation with the Treasurer, the Publication Committee, and the Editor of the Society's Journal and/or Society Journal Publishing Partner, as appropriate; B) prepare a three-year (3) budget plan for the Society, which will include fund allocation in support of the Strategic Plan; C) arrange an annual financial review of the Society's books by a Certified Public Accountant and report the results to the President at the Society's Annual Business Meeting; D) advise the Board concerning significant errors or omissions in the Treasurer's report; E) assist the Treasurer in the investment of such monies as may become available from the Society's operations and other sources; F) cooperate with the Treasurer and the Editor of the Society's Journal and/or Society Journal Publishing Partner, as appropriate, in continually reviewing the Society's portfolio of income and expenses; and G) review and recommend approval of contracts to the Executive Committee.

The FC Chair shall serve as a member of the Board and as a non-voting member of the Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education and the Executive Committee.

*Section 3.* Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education (the “Board of Trustees”). It shall be the duty of the Board of Trustees to establish and maintain guidelines for the operation of the Endowment Fund, to promote the Endowment Fund, and to advise the Board in all matters pertaining to the operation of the Endowment Fund, including designation of specific endowment funds. The Board must approve creation and termination of all endowment funds. The Board of Trustees shall consist of a Chair and eight (8 ) other members, who will each serve four (4 ) year terms. The President will appoint two (2 ) members every year, and members shall be eligible for a maximum of two (2) terms. One member in the third ( 3rd) year of his/her current term shall serve as Chair by appointment of the President, and shall act as an advisor during the fourth (4 th) year. The President, the Treasurer, and the Chair of the Finance Committee shall be non-voting members of the Board of Trustees.

*Section 4.* Development Committee. The Development Committee (the “DC”), previously known as The Sponsorship and Development Committee, shall organize, coordinate, solicit, and track long-term and strategic donor funding for the Society. The DC will seek sponsorship and donations from entities whose activities are consistent with the mission of the Society and will report activities to the Board quarterly. The DC shall engage with the Finance Committee, the Board of Trustees, and the Long-Range Planning Committee to ensure a coordinated strategy for identifying development goals and pursuing development opportunities. The Committee shall consist of a Chair and at least three (3) other members. Additionally, the Executive Director shall serve as a non-voting member.

The DC shall assume the Development functions previously held by the Sponsorship and Development Committee prior to the reorganization of the Sponsorship and Development Committee.

*Section 5.* Journal Endowment Committee. A Journal Endowment Committee shall manage the Endowed Publication Fund. The duties and responsibilities of the Journal Endowment Committee shall be to: A) prepare policies for management of the Endowed Publication Fund, B) establish and maintain guidelines and criteria for financial support to authors, C) determine total annual funding available for awards, and D) review and approve author requests for financial support. The Journal Endowment Committee shall consist of at least five (5) voting members: Editor of Freshwater Science, Chair of the Publications Committee, one (1) member of the Board of Trustees, and at least two (2) members of the Freshwater Science Editorial Board. The members from the Board of Trustees and the Editorial Board shall be appointed by the current President for three (3) year staggered, non-conterminous terms, such that one member from either the Board of Trustees or the Editorial Board shall be appointed each year. The Chair of the Journal Endowment Committee shall be appointed by the President.

*Section 6.* Election and Place Committee. The Election and Place Committee (the “EPC”) shall be responsible for organizing elections of Society officers and delegates to the Board and shall recommend possible Society Annual Meeting sites at least three (3) years in advance of the meeting. The EPC shall consist of the last two (2) Past-Presidents who will each serve two (2) year terms, three (3) appointed members serving three-year (3) staggered terms, with one (1) member appointed each year by the incoming President, and the Executive Director. The Executive Director will serve as a non-voting member of the EPC.



The Chair will be the Past-President in the year following their Presidential term. It shall be the duty of the EPC to notify the members of the Society of vacancies in elected offices (President-Elect, Secretary, Treasurer, and Delegates) and to solicit nominations for these offices. After reviewing the nominations, the committee shall select (a) consenting nominee(s) for each office.

The EPC shall also identify possible locations of the Society's Annual Meeting. At least one (1) potential location for the Annual Meeting will be presented at least three (3) years in advance of the meeting. The EPC will recommend its choice of location at the Board meeting held in conjunction with the Annual Meeting, and the final location must be approved by a majority vote of the Board.

*Section 7. Awards Selection Committee.* The Awards Selection Committee (the "ASC") shall be chaired by the President-Elect, who shall communicate with the following subcommittees as needed: A) Award of Excellence, Distinguished Service Award, Leadership Award, and Environmental Stewardship Award Selection Subcommittee; B) Hynes Award for New Investigators Selection Subcommittee; and C) Student Awards Selection Subcommittee. The duty of these first two (2) subcommittees shall be to solicit nominations from the entire membership, then select suitable recipients for the Society for Freshwater Science Award of Excellence, the Society for Freshwater Science Distinguished Service Award, the Society for Freshwater Science Leadership Award, the Environmental Stewardship Award, and the Hynes Award for New Investigators. Normally, recipients for the awards shall be chosen annually. Selections shall require a majority vote by the subcommittee. The duty of the Student Awards Selection Subcommittee shall be to select suitable recipients for the Student Awards at each Annual Meeting.

a. The Award of Excellence, Distinguished Service Award, Leadership Award, and Environmental Stewardship Award Selection Subcommittee shall consist of the three (3) immediate Past-Presidents of the Society, and three (3) other members, each appointed by successive Presidents.

b. The Hynes Award for New Investigators Selection Subcommittee (the "Hynes Committee") shall consist of six (6) members appointed by Society Presidents, such that each successive President shall appoint two (2) members. Each of the appointees shall have been a non-student member of the Society for at least five (5) years. The Hynes Committee will elect one (1) of the third-year appointees to serve as Chair during the third and final year of their term.

c. The Student Awards Selection Subcommittee shall ensure the efficient operation of the Student Awards program at each Annual Meeting.

*Section 8. Long-Range Planning Committee.* The Long-Range Planning Committee (the "LRPC") shall compile the Society's five (5) year Strategic Plan based upon the Society's mission and financial capabilities. The LRPC shall consist of a Chair(s), up to ten (10) additional members appointed to staggered terms, and the Executive Director as a non-voting member. The LRPC will draft a new Strategic Plan every five (5) years, and will seek broad input in developing the draft, including the Board, Society committees, and general Society membership. The Strategic Plan will be reviewed and approved by the Board. In years intervening the drafting of the plan, LRPC members will facilitate implementation of plans and ideas put forth in the Strategic Plan. The LRPC will also comment on potential long-range activities for the Society proposed by the Board or President and will perform additional long-range planning functions requested by the Board or President. Pending availability of funds, the LRPC will review and approve proposals seeking to implement aspects of the Strategic Plan, for approval by the Board. The Chair of the LRPC will serve as a member of the Publications Committee and the Development Committee.

*Section 9. Annual Meeting Committee.* The Annual Meeting Committee (the “AMC”) shall consist of two (2) subcommittees, the Program Subcommittee and the Local Arrangements Subcommittee, to organize the scientific program and local arrangements for the Annual Meeting. The Program Subcommittee shall work hand-in-hand with the Local Arrangements Subcommittee to plan a successful meeting which shall include a scientific program, Society committee meetings, an Annual Business Meeting, and other activities that enhance social interactions and information exchange among meeting attendees. At the discretion of the Board, a meeting management professional may be hired to assist with meeting planning. The AMC will work in cooperation with the Finance Committee and Treasurer when developing the meeting budget. The President-Elect shall appoint Chairs of the Program and Local Arrangements Subcommittees, and additional members as necessary, to serve until the conclusion of the Annual Meeting for which they were appointed.

The AMC shall assume the Sponsorship functions previously held by the Sponsorship and Development Committee prior to the reorganization of the Sponsorship and Development Committee.

*Section 10. Publications Committee.* The Publications Committee (the “PC”) will provide long-range planning and broad oversight of all publications published under the Society’s name, as approved by the Board. The PC will not participate in the day-to-day operations of the Society’s publications. The PC will work cooperatively with the Finance Committee to manage the finances of the Society’s publications.

The Publications Committee shall consist of a Chair, the Chairs of the Long-Range Planning and the Public Information and Publicity committees, and three (3) other members, with one new member appointed each year by the President to replace a current member. The Chair shall serve on the Board. The committee shall also include the following non-voting members: Journal Editor, Media Officer, and Newsletter Editor.

The Publications Committee, excluding the non-voting members, in consultation with the Journal’s Editorial Board shall evaluate and recommend appointment of the Society’s Journal Editor and other publication editors. The PC will review and recommend all publication-related contracts to the Executive Committee, with final approval by the Board. Budgets of all publications, including salary agreements of editors and assistants, will be determined in consultation with the Finance Committee and Executive Committee. All paid publication personnel will serve three (3) year renewable terms.

The Publications Committee shall oversee the following subcommittees:

a. *Freshwater Science* Editorial Subcommittee. The Journal Editor, operating under policies established by the Editorial Board and approved by the Publications Committee, shall be responsible for managing and editing the Society’s Journal. The Journal Editor and the Editorial Board, working in consultation with the Journal’s publishing partner, will work with the Publications Committee to implement long-range planning initiatives for the Journal, as approved by the Board. The Journal Editor shall submit an annual report of the activities of the Journal to the Publications Committee and to the Board. The *Freshwater Science* Editorial Subcommittee (The “Journal Editorial Subcommittee”) shall consist of the Journal Editor (who shall be Chair) and the Journal Associate Editors (the Editorial Board).

The Journal Associate Editors shall be appointed by the Journal Editor, and shall advise the Journal Editor on scientific and editorial matters pertaining to the Journal.

The Journal Editor, Society Treasurer, and the Journal's publishing partner shall work cooperatively to manage the finances of the Journal, shall prepare an annual budget in cooperation with the Finance Committee, and shall submit an annual report on the finances of the Journal to the Board.

b. Newsletter Editorial Subcommittee. The Newsletter Editor shall be responsible for the management and editing of the Society's Newsletter, operating under policies established by the Board. The Newsletter Editorial Subcommittee shall consist of the Newsletter Editor, who shall be Chair, and other members as needed. The Chair shall submit an annual report of the activities and costs of the Society's Newsletter to the Board.

c. Society for Freshwater Science Web Site Subcommittee. The Society for Freshwater Science Media Officer shall oversee the format and content of the Society's Web site with input from the Board and the Public Information and Publicity Committee. The Society for Freshwater Science Web Site Subcommittee (the "Web Subcommittee") shall consist of the Media Officer, the Chair of the Public Information and Publicity Committee, and other members as needed. The Media Officer shall also serve on the Public Information and Publicity Committee.

*Section 11.* Public Information and Publicity Committee. The Public Information and Publicity Committee (the "PIPC") shall promote awareness of the Society's activities and policies to the Society's members and the public. The PIPC shall consist of a Chair(s), the Society Media Officer, other members as needed, as well as the Executive Director as a non-voting member. The Chair(s) of the PIPC shall serve on the Society for Freshwater Science Web Site Subcommittee. The PIPC's responsibilities will include: A) providing information and publicity about the Society and its Annual Meetings, B) overseeing the content of the Society Web site in cooperation with the Publications Committee, and C) overseeing the electronic communications of the Society across various platforms. The PIPC shall designate one (1) representative to serve on the Board and Executive Committee as a non-voting member.

*Section 12.* Constitutional Revision Committee. The Constitutional Revision Committee (the "CRC") shall be responsible for periodically reviewing and making revisions to the Society's Constitution and/or By-laws as directed by the Board. The CRC shall consist of a Chair, additional members as needed, and the Executive Director as a non-voting member. The CRC ensures that proposed changes are published in the Society Newsletter or Web site at least thirty (30) days in advance of the Annual Business Meeting during which they will be voted on by the membership.

*Section 13.* Student Resources Committee. The Student Resources Committee (the "SRC") shall represent the interests of graduate and undergraduate students within the Society. It shall be the duty of the SRC to A) provide representation for the student body within other Society committees, B) facilitate cooperation and interaction among student members of the Society, C) raise funds for the Society Endowment to the benefit of Society students, and D) generate new ways to accommodate Society students' inputs and needs.

Membership in the SRC shall be unlimited. The Chair of the SRC shall be elected by a majority vote of those attending the SRC meeting held at the Society's Annual Meeting. The Past-Chair of the SRC shall serve as the Student Delegate to the Board.

The SRC shall have a number of subcommittees that manage the activities of the committee, including but not limited to organizing the student workshop, live and silent auctions, mentoring mixer,

undergraduate awards, and merchandising. Its Cabinet shall be composed of the Chair, Past-Chair/Delegate to the Board, and subcommittee chairs. The Cabinet will establish and periodically review the policies and direction of the SRC, and oversee implementation of SRC activities associated with the Annual Meeting.

*Section 14. Early Career Development Committee.* The Early Career Development Committee (the "ECDC") shall represent the interests of early career members within the Society. Membership in the ECDC shall be unlimited. The Chair of the ECDC shall be elected by a majority vote of those attending the ECDC meeting held at the Society's Annual Meeting. The term of the Chair will be two (2) years. Serving as the Chair of the committee does not exclude one from serving as the Early Career Delegate on the Board and vice versa.

The ECDC may have subcommittees as necessary to manage the activities of the ECDC. Its Cabinet shall be composed of the Chair, Delegate to the Board, and subcommittee chairs. The Cabinet will establish and periodically review the policies and direction of the ECDC, and oversee implementation of ECDC activities associated with the Annual Meeting.

*Section 15. Taxonomic Certification Committee.* The Taxonomic Certification Committee (the "TCC") shall assist the Society in developing and maintaining a taxonomic certification program for North America and, eventually, beyond the North American continent. Specifically, the TCC will focus on issues regarding A) increasing and improving taxonomic capabilities within the Society membership, B) fostering increased awareness of high-quality taxonomy, and C) advancing the importance of good taxonomic capabilities as a basis for scientific research and biological assessment. The TCC will provide oversight to the Taxonomic Certification Coordinator who will be selected and commissioned by the TCC.

*Section 16. Technical Issues Committee.* It shall be the duty of the Technical Issues Committee (the "TIC") to promote the exchange of information on issues related to applied freshwater science. At each Annual Meeting, the TIC shall arrange for at least one (1) Technical Information Workshop and a Taxonomy Fair. TIC members will also act as points of contact for members of the Society, agencies, and other scientific societies seeking expertise on applied aspects of freshwater science. Membership shall include a Chair(s) and other members as needed.

*Section 17. Science and Policy Committee.* The Science and Policy Committee (the "SPC") shall be responsible for developing informational statements that inform the Society, policy makers, and the public on the use of sound scientific practices when considering issues that affect freshwater resources. The SPC shall consist of a Chair and a minimum of nine (9) other members. The SPC will assist the Society in A) developing and strengthening links between the Society and policy makers; B) helping formulate and influencing scientifically sound aquatic policy in North America and around the globe; C) promoting proactive aquatic scientific research and management; D) supporting performance standards, methods comparisons, and standard methods in biomonitoring and bioassessment in coordination with the Technical Issues Committee; E) supporting ambient biological criteria in ecological assessments of the continent's waters; and F) performing additional science and policy functions requested by the Board or President.

*Section 18. International Coordination Committee.* The International Coordination Committee (the "ICC") shall assist the Society in assessing the current and future level of international participation and

to provide recommendations on how the Society's international membership could be better served. The ICC shall consist of a Chair and other members as needed. Membership will focus on an international representation.

*Section 19. Conservation and Environmental Issues Committee.* It shall be the duty of the Conservation and Environmental Issues Committee (the "CEIC") to promote the exchange of information related to conservation of freshwater resources and environmental issues affecting freshwater systems. It shall be the duty of the CEIC to A) promote interaction between the Society and freshwater conservation organizations, B) play a proactive role in making scientific information available as a conservation decision-making tool, C) operate as an open forum to Society members on conservation and environmental issues, and D) perform other functions requested by the Board regarding conservation and environmental issues.

*Section 20. Education and Diversity Committee.* It shall be the duty of the Education and Diversity Committee (the "EDC") to A) provide opportunities to share ideas and information that enhance the teaching and educational interests of the Society, and B) monitor and promote diversity and inclusivity among Society membership. The EDC shall consist of a Chair appointed to a three (3) year term and a minimum of seven (7) other members, including two (2) members from the Student Resources Committee.

The EDC shall arrange sessions or activities on education, outreach, diversity, and inclusivity, normally to be held at the Annual Meeting. The EDC shall also develop activities that target: A) under-represented groups to help promote a greater diversity and inclusivity among the membership in the society, B) faculty and students at predominantly undergraduate institutions (PUI) to promote and facilitate opportunities geared toward members from colleges and universities that primarily focus on teaching undergraduates, and C) the use of innovative techniques and resources that promote teaching freshwater science at all levels.

The Past-Chair of the EDC shall serve on the Board. If the Past-Chair is not able to serve as the EDC Delegate to the Board, the EDC will elect a member to assume that role.

*Section 21. Membership and Data Committee.* It shall be the duty of the Membership and Data Committee (the "MDC") to A) in coordination with the Media Officer and the Public Information and Publicity Committee, develop innovative ways to grow, retain, and diversify members, B) in coordination with the Membership Services Provider, Media Officer, and PIPC, implement an annual membership renewal campaign and membership drive, C) review, as needed or upon request by the Board, membership categories and fees, D) in collaboration with the Education and Diversity Committee, review and revise, as needed or upon request by the Board, demographic data collected from members, E) develop, review, and revise as needed Society policies and best practices regarding the collection, maintenance, and sharing of Society membership data, and communicating these practices to the membership, and F) provide an annual report of Society membership numbers, trends, and demographics to the Board. The MDC shall consist of a chair or co-chair(s) and other members as needed. The Secretary shall serve as a non-voting member of the MDC.

## **Article 6. Special Committees.**

Special committees may be appointed by the President or the Board. Chairs of special committees will be appointed by the President and members shall be appointed by the Chair. Special committees shall exist for one (1) year from the time of inception and will be automatically dissolved at the adjournment of the Annual Business Meeting unless renewed by the President or Board.

#### **Article 7. Endowment Funds.**

*Section 1. Society Endowment Fund.* The Society for Freshwater Science Endowment Fund for Scientific Research and Education (the "Endowment Fund") shall promote various aspects of freshwater and benthic biology exclusively for scientific and educational purposes. Endowment funds shall be managed by the Board of Trustees of the Endowment Fund in consultation with the Finance Committee and the Board.

The Board, in consultation with the Board of Trustees of the Endowment Fund, shall have the power to receive grants, gifts, contributions, and other sums of like nature; and to receive and hold, sell, and resell property (real, personal, or mixed), without limitations to its value, under the provisions of this By-law. Awards, prizes, and recurring special programs shall, in general, be supported by specific endowments. The Board in consultation with the Board of Trustees of the Endowment Fund, shall establish new endowment funds.

Termination of a specific endowment fund can be effected by a two-thirds (2/3) approval of the Board, upon recommendation by the Finance Committee. Funds from terminated specific endowment funds shall be transferred to another specific endowment fund or the General Endowment Fund by the Board in consultation with the Board of Trustees of the Endowment Fund.

*Section 2. Endowed Publication Fund.* The Endowed Publication Fund for Freshwater Science (the "Endowed Publication Fund") establishes, in perpetuity, a source of funding dedicated to providing financial support to authors who submit manuscripts for publication in Freshwater Science. Funding awards shall be available to authors for improving the quality, distribution, and access of scientific papers submitted or published in Freshwater Science, including but not limited to editorial assistance to authors whose primary language is not English, pages charges, open access fees, and charges for color figures. Interest income generated by investment of capital in the Endowed Publication Fund shall provide funding for author awards. The Board, in consultation with the Journal Endowment Committee, shall have the power to receive grants, planned gifts (cash, securities, real estate, personal property), contributions, and other sums of like nature, and to receive, hold, sell and resell property (real, personal, or mixed) without limitations to its value, for the Endowed Publication Fund. If Freshwater Science ceases publishing papers, termination of the Endowed Publication Fund can be effected by a two-thirds (2/3) approval of the Board, upon recommendation by the Editorial Board and the Publication Committee. Funds from the terminated Endowed Publication Fund shall be transferred to the Society's General Endowment Fund.

#### **Article 8. Annual Meeting.**

There shall be at least one (1) Annual Meeting, preferably in the spring, which shall include a Board meeting and a Society Business Meeting. Five (5) percent of the current membership of the Society shall constitute a quorum at the Business Meeting. The President shall preside at the Business Meeting, which shall be conducted in accordance with Robert's Rules of Order. The President-Elect shall report on

the Board's activities to the membership at the Annual Business Meeting. Each person attending the Annual Meeting shall pay a registration fee of such amount as determined by the Annual Meeting Committee.

**Article 9. Indemnification.**

The Society shall indemnify any person who shall be a current or former officer, Director, or employee of the Society against legal expenses and liabilities reasonably incurred or imposed while serving as an officer, Director, or employee.

**Article 10. Fiscal Year.**

The fiscal year for the Society shall be the calendar year.

**Article 11. Registered Agent.**

The Registered Agent shall maintain a permanent Society address in the state of incorporation. S/he shall assist the Secretary and Treasurer in maintaining the Society as an incorporated, non-profit organization. S/he shall be appointed by the Executive Committee and his/her term of office shall be continuous until revoked by the Executive Committee. The appointment of a Registered Agent shall be approved by the Board.

**Article 12. Files and Records.**

The Society shall keep correct and complete files and records of accounts, files containing the minutes of the regular and special meetings of the Board and Executive Committee, and a record giving the names and addresses of the members of its Board and Executive Committee. All files and records of the Society may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time. Annual reports, made by the Chair of each standing committee at each Annual Business Meeting, shall likewise be kept on file and shall be available for review by any member or his/her agent or attorney for any proper purpose at any reasonable time.

**Article 13. Record Retention and Document Destruction.**

The Society shall retain records, including paper records, electronic mail, and electronic files, for such period as may be deemed necessary to comply with contractual and/or legal requirements. Material records without contractual and legal retention requirements shall be kept for a minimum of five (5) years and shall only be destroyed upon request by the Board. The Society's records shall be stored in a manner that ensures preservation of the document in its original form (which shall include such document's original clarity and original quality).

**Article 14. Conflict of Interests.**

Any Director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any material and relevant facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Society's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of those voters entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether there was a quorum present.

#### **Article 15. Whistleblower Policy.**

The Society requires Directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The Directors, officers and employees must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the responsibility of all Directors, officers and employees to report ethics violations or suspected violations.

No Director, officer, or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Society prior to seeking resolution outside the organization.

#### **Article 16. Regional Chapters.**

Chapters of the Society for Freshwater Science are groups of Society members, authorized by the Board, who are interested in the freshwater science of a given region, and which conduct activities that serve the objectives of and represent the Society. Activities and operations of chapters are considered operations of the Society, and must conform to its goals, Constitution, and By-laws. Chapters may conduct fundraising events consistent with Society policies, but as a component of the Society's 501(c)(3) certification, all funds raised must be sent to the Treasurer and will be dispersed upon submission of receipts for Chapter expenses. A Chapter may be authorized by the Board upon a petition presented by at least ten (10) Society members in good standing who are interested in freshwater research and collaboration in a designated geographic region. The petition must contain a statement of the purpose and geographic scope of the proposed Chapter and the member names who have agreed to form the Chapter. Individuals within a Chapter must maintain active Society membership and pay additional dues to become a member of the Chapter. Each Chapter must have a Chair who is elected by the members of that Chapter. Other Chapter officers may be elected as needed. To qualify and maintain good standing as a regional chapter of the Society each chapter must A) formally adopt the Constitution and By-laws of the Society, and B) submit an annual report of its activities to the Chapters Liaison by 1 April each year. A Chapter may be dissolved by a vote of the Board. Reasons for dissolution include failure to maintain at least ten members, Chapter inactivity, or Chapter actions that fail to conform to the norms, policies, or By-laws of the Society. Upon dissolution of a Chapter, the assets and records of that Chapter shall revert to the Society for disposal in the best interests of the Society, as decided by the Board.



**Article 17. Fellows of the Society for Freshwater Science.**

Fellows of the Society are accomplished members who are leaders in their disciplines and who have dedicated substantial time and resources to benefit the Society. Election as a Fellow shall be for life. A rotating committee of five to ten current Fellows will be responsible for selecting up to five new Fellows each year.