

THE HELMINTHOLOGICAL SOCIETY OF WASHINGTON
CONSTITUTION and BY-LAWS
(October 2006, 2007, 2019, 2020, 2021)

The name of the Society shall be the Helminthological Society of Washington.

The object of the Society shall be to provide for the association of persons interested in parasitology and related sciences for the presentation and discussion of items of interest pertaining to those sciences.

Article 1
Membership

Section 1. There shall be six classes of members, namely, regular, life, honorary, emeritus, spouse, and student.

Section 2. Any person interested in parasitology or related sciences may be elected to regular membership in the Society. The privileges and responsibilities of regular members include eligibility to hold office, to vote, and to receive Society publications.

Section 3. Spouses of regular members may apply for election to spouse membership with all the privileges and responsibilities except that they will not receive the Society publications and will pay annual dues at a reduced rate.

Section 4. Any person enrolled in a graduate or undergraduate program at a university or college or community college and interested in parasitology or related sciences may be elected to student membership in the Society. The privileges and responsibilities of student membership include eligibility to vote and to receive Society publications. Dues of student members shall be half that of regular members.

Section 5. Any person who has rendered conspicuous and continuous service as a member of the Society for a period of not less than 15 years and has reached the age of retirement, may be elected to life membership. Life members shall have all the privileges of regular members but shall be exempted from payment of dues. The number of life members shall not exceed 5 percent of the membership at time of election.

Section 6. Any person who has attained eminent distinction in parasitology or related sciences may be elected to honorary membership. An honorary member shall have all the privileges of membership except voting, holding office, or having any interest in the real or personal property of the Society and shall be exempt from payment of dues. The number of honorary members shall not exceed 10 at any one time and not more than one honorary member shall be elected in any one year.

Section 7. Any person who has been a member in good standing for not less than 10 years and who has retired from active professional life, may upon application in writing to the Corresponding Secretary have the membership status changed to emeritus. An emeritus member shall be exempt from payment of dues and, with the exception of receiving the Society's

publications shall enjoy all privileges of membership. An emeritus member, upon payment of 75 percent of the current dues, may elect to receive the Society's publication.

Section 8. Candidates for regular and student memberships shall submit a duly executed and signed application to the Corresponding Secretary. The Corresponding Secretary shall admit all applicants unless he or she has reason not to admit them, and shall inform the Executive Committee of the admittance or denial of admittance for all members.

Section 9. Payment of dues shall be considered as evidence of acceptance of membership in the Society. The membership term begins on receipt of dues and is valid for one year.

Section 10. Nominations for Honorary and Life Memberships, approved by the Executive Committee, shall be submitted to the membership for election at a regular meeting.

Article 2 Officers

Section 1. The officers of the Society shall be President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President and such other officers as the Society may deem necessary. The six named officers shall also be the Directors of the Society. Only members in good standing and whose dues are not in arrears shall be eligible for election to office. Terms of office shall be for two years, with a maximum of 2 consecutive terms, except for the office of Treasurer, the term for which will be 3 years, with a maximum of 2 consecutive terms.

Section 2. The President shall preside over all meetings, appoint all committees except the Executive Committee, and perform such other duties as may properly devolve upon a presiding officer. The President may appoint an Archivist, a Librarian, a Custodian of Back Issues, and Webmaster, as needed.

Section 3. The Vice-President shall preside in the absence of the President, and when so acting shall perform such duties as would otherwise devolve upon the President. The Vice-President shall serve as Program Officer.

Section 4. In the absence of both the President and Vice-President, the member, among those present, who last held the office of President shall be the presiding officer. Under other circumstances, members may elect a presiding officer, but business action taken shall be reviewed by the Executive Committee.

Section 5. The Recording Secretary shall record the proceedings of all meetings and shall present at each meeting a written report of the transactions of the preceding meeting, and shall keep an accurate and complete record of the business transacted by the Society in its meetings. The Recording Secretary shall prepare for publication in the Society's publications an annual digest of scientific meetings and business transacted, including elections of officers and new members. The Recording Secretary shall keep the meeting attendance book and manage grants awarded by the Society.

Section 6. The Treasurer shall be responsible for all funds, collections, payment of bills, and maintenance of financial records. At the beginning of each year, the Treasurer shall present to

the Society an itemized statement of receipts and expenditures of the previous year; this statement shall be reviewed by at least two members of the Society.

Section 7. The Corresponding Secretary shall be responsible for maintaining the membership database and for communicating with the Society by email and through social media accounts.

Article 3

Executive Committee

Section 1. There shall be an Executive Committee that shall be the administrative body of the Society.

Section 2. The Executive Committee shall consist of 11 members (Directors) in good standing as follows: President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Editor-in-Chief, Immediate Past President, and four Members at Large. The Committee shall represent to the fullest practicable degree the varied scientific interests of the Society's membership and the local distribution of its members.

Section 3. The President shall serve as chair of the Executive Committee.

Section 4. Members-at-large shall serve for a term of 2 years. Two Members-at-large shall be appointed each year following the last regular meeting by the President-elect for the proscribed term of two years, renewable.

Section 5. Vacancies occurring on the Executive Committee for any reason shall be filled by appointment by the President, except as otherwise provided, the appointee to serve for the remainder of the unexpired term.

Section 6. The Executive Committee shall carry out the provisions of the Constitution and Bylaws and shall make decisions on all matters of general and financial policy not otherwise set forth in the Constitution and Bylaws and shall report its actions to the Society annually at the last regular meeting of the year.

Section 7. The Executive Committee, having sole fiduciary responsibility for the Society, shall approve the selection of a depository for the current funds, direct the investment of the permanent funds, and act as the administrative body of the Society on all matters involving finance. The Directors may delegate authority over the Organization's investments to a properly formed and constituted Investment Committee of at least three members, being a Committee comprised only of Directors.

Section 8. The Treasurer, in consultation and approval of the Executive Committee, shall prepare and make available to the Society at the beginning of each calendar year a budget based on the estimated receipts and expenditure of the coming year with such recommendations as may seem desirable.

Section 9. The Executive Committee shall inform the Society, if feasible, of the estimated cost for publication to be charged to contributors to the Society's publication for that year.

Section 10. Costs of publication, in excess of amounts borne by the Society, shall be borne by authors in accordance with guidelines established by the Executive Committee.

Section 11. Except as otherwise provided in these bylaws, meetings of the Executive Committee shall be conducted in person in conjunction with regular meetings of the Society.

Section 12. Any Executive Committee meeting may be conducted solely by one or more means of remote communication through which all the Directors may participate with each other during the meeting, if the number of Directors participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting. Electronic meetings may be conducted through use of Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Executive Committee shall be subject to all rules adopted by the Executive Committee, or by the Society, to govern them, which may include any reasonable limitations on, and requirements for, Executive Committee members' participation. Any such rules adopted by the Executive Committee shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Society. A vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Section 13. Special Executive Committee meetings may be called by the president and shall be called by the president or other officer performing their duties upon the written request of six (6) directors. Notice of special Executive Committee meetings shall be given by the Recording Secretary or other officer performing their duties, orally, by electronic means, or by mail, not less than five (5) days before the meeting.

Section 14. Special Executive Committee meetings may be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, or in such other manner as the Executive Committee may approve, provided that notice of the meeting is given to all Executive Committee members (as described in Article 3, Section 13) and a quorum of the Executive Committee participates in such meeting.

Section 15. Motions that are time-sensitive, noncontroversial, and require minimal discussion may be decided without a meeting by electronic vote of the Executive Committee. For the motion to pass, the vote must be unanimous and in writing. The President or the Recording Secretary will promptly report vote results to the Executive Committee as well as including a report in the next meeting minutes issued. Guidelines for email voting shall be determined by the Executive Committee.

Article 4

Nomination and Election of Officers

Section 1. The Executive Committee, acting as the nominating committee of the Society, shall prepare a slate of officers and present this to the Society at the Spring Meeting of each year. Independent nominations may be made by any five regular members in writing or electronic mail. In order to receive consideration, such nominations must be in the hands of the Recording Secretary at the time of election at the October/November meeting.

Section 2. The election of officers shall be held at the October/ November meeting. Voting may be either by voice or ballot.

Section 3. The last order of business at the last meeting of the calendar year shall be the installation of officers, and the naming of necessary appointments.

Article 5

Awards Committee

Section 1. There shall be an Awards Committee to select individuals for special commendation. The Committee shall consist of three members.

Section 2. Members shall serve for a term of 3 years with appointments staggered so that one new member is added each year. The senior member of the Committee shall serve as Chairman.

Section 3. The Awards Committee shall be charged with the duty of recommending candidates for the Anniversary Award to the Executive Committee, which may be given annually or less frequently at the discretion of the Committee.

Section 4. The recipient of the Anniversary Award shall be, or have been, a Society member who is honored for one or more achievements of the following nature: (a) Outstanding contributions to parasitology or related sciences that bring honor and credit to the Society, (b) an exceptional paper read at a meeting of the Society or published in *Comparative Parasitology*, (c) outstanding service to the Society, and (d) other achievement or contribution of distinction that warrants highest and special recognition by the Society.

Section 5. The individual recommended shall be subject to approval by the Executive Committee.

Article 6

Editorial Board

Section 1. There shall be an Editorial Board for the Society's publications which shall include *Comparative Parasitology*.

Section 2. The Editorial Board shall consist of an Editor-in-Chief, Manuscript Editor(s), and Graphics Editor and other members in good standing, representing to the fullest practicable degree the varied scientific interests of the Society's membership.

Section 3. The Editor-in-Chief shall be elected by the Society, on nomination by the Executive Committee, for a term of 3 to 5 years, renewable for an additional term.

Section 4. Other members of the Editorial Board shall be appointed for terms of 3 years, renewable.

Section 5. The Editor-in-Chief, after consultation with the Editorial Board, shall appoint new members, formulate publication policies, and make all decisions with respect to format and

content of the Society's publications. The Editor shall operate within financial limitations as determined by the Executive Committee.

Article 7 Publications

The publications of the Society shall be issued at such times and in such form as the Society, through its Editorial Board, in consultation with the Executive Committee, may determine.

Article 8 Meetings

Section 1. Meetings of the Society shall be held as often as deemed desirable by the Executive Committee.

Section 2. The October/November meeting shall be known as the Anniversary Meeting and the Anniversary Award, when made, ordinarily shall be presented at this meeting.

Section 3. Notice of time and place of meetings shall be given by the Corresponding Secretary at least 10 business days before the date of the meeting.

Article 9 Procedure

The rules contained in *The Standard Code of Parliamentary Procedure (Sturgis)*, Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of the Society.

Article 10 Order of Business

Call to order
Presentation of notes and papers
Approval of minutes of the previous meeting
Announcement of new members
Reports of officers
Reports of committees
Unfinished business
New business
Installation of new officers
Adjournment

Article 11 Quorum

The members in attendance at any regular meeting shall constitute a quorum. One-half of the members of the Executive Committee shall constitute a quorum for that body.

Article 12

Dues and debts owed to the Society

Section 1. Annual dues for regular, student, and spouse members shall be fixed by the Executive Committee. Spouse members shall pay dues at a reduced rate.

Section 2. The fiscal year for business purposes shall be the same as the calendar year, that is, from 1 January to 31 December. The membership term runs for one year from the date of dues receipt. Dues must be received before the term expires to avoid being in arrears. The dues shall include subscription to the Society's publications; with the exception of honorary and life members, only those members whose dues are paid shall receive society publication(s).

Section 3. All other obligations owed to the Society by members or nonmembers shall be due and payable 30 days after bills are rendered; further extension of credit to those whose obligations are in arrears shall be a matter for decision by the Executive Committee.

Article 13

Suspension and Reinstatement

Section 1. Any member whose dues are in arrears for 1 month shall be dropped from membership. Members who have been dropped for nonpayment of dues may be reinstated automatically upon payment of the dues in arrears and the dues for the current year, or may be otherwise reinstated by action of the Executive Committee.

Section 2. When the Executive Committee receives written allegations by at least three members of the Executive Committee, or by at least ten Active Members of the Society, that an officer or member-at-large is not faithfully performing the duties of office or has otherwise acted in a manner adversely affecting the Society, the Executive Committee shall investigate the allegations and may thereafter suspend or remove the officer or member-at-large by a two-thirds vote. Upon suspension, or inability to serve for any reason, the President shall nominate an Active Member of the Society to carry out the duties of the office according to Article 3, Section 5 of the bylaws.

Section 3. Should repeated complaints, patterns of inappropriate behavior, or other events be reported to the Executive Committee regarding a Member, the Executive Committee can, upon two-thirds vote of those members without a conflict of interest in the matter, exclude the member from Society events, or eject the member from the Society, through a process that has no appeal.

Article 14

Provision for Dissolution of Funds

In the event the Society is disbanded, all monies shall be presented to the American Society of Parasitologists for such purposes as that continuing body may deem advisable.

Article 15

Amendments to the By-Laws

Any amendment to these By-Laws shall be presented in writing at a regular meeting. It shall not be acted upon until the following meeting. A two-thirds vote of the members in attendance shall be required for adoption.

Article 16
Indemnification

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.