



Council of Scientific Society Presidents By-Laws

*Approved by the CSSSP Executive Board October 28, 2015
Approved by the CSSSP Membership December 7, 2015*

Article 1: Name and Purpose

Scientific Society Presidents, hereinafter referred to as CSSSP.

SECTION 1.2. Purpose. CSSSP is organized for the following purposes:

- a. To foster science leadership development and wise public policy in science.
- b. To promote science literacy and science education.
- c. To encourage free flow of scientific information.
- d. To provide a forum for exchange of information about science.
- e. To enhance cooperation among scientific societies.

The views expressed by CSSSP in furtherance of these objectives represent a consensus of its members and do not necessarily represent the official positions of their respective organizations.

SECTION 1.3. Offices. The principal office of CSSSP shall be in the District of Columbia. It may also have offices at such other places as the Executive Board may from time to time designate.

Article 2: Membership

SECTION 2.1. Supporting Societies. Scientific societies are accepted as Supporting Societies upon application, payment of dues, and approval by a three quarters vote at a regular meeting of CSSSP. Applicants may also be approved by unanimous vote of those present and voting at a regular meeting of the Executive Board when such applicants meet the general criteria established by the Council.

SECTION 2.2. Members. Members of CSSSP are the chief elected officers (hereinafter called Presidents) of the Supporting Societies from the time of their election as President-Elect until two years after conclusion of their tenure as President. Members of the Executive Board are also members of CSSSP. Two years after their tenure as President, members are eligible to become CSSSP Alumni/-ae members.

SECTION 2.3. Voting. All members have the full privileges of debate, but only one member per Supporting Society shall vote on any item of business before CSSSP. For each meeting, each Supporting Society shall designate which of its CSSSP members shall be the voting member, ordinarily the President of that Supporting Society. Members of the Executive Board also have full voting privileges.

Section 2.4. Affiliate Members. The Executive Board may admit affiliate, non-voting, members, and establish the dues and purposes of such members.

SECTION 2.5: Dues. Supporting Societies are expected to support the work of CSSSP by payment of dues. Dues shall be set by the Executive Board.

SECTION 2.6: Withdrawal of Membership. A Supporting Society may withdraw by giving written notice to the Secretary of CSSSP. Withdrawal shall be effective on the date of receipt of the notice of withdrawal.

SECTION 2.7: Revocation of Membership. The designation as a Supporting Society may be revoked either upon a majority vote of the Executive Board based on non-payment of dues for two consecutive years or for good cause shown. The Supporting Society may appeal this decision by filing written notice with the Secretary explaining why the revocation should be vacated within 21 days of receiving notice of revocation from CSSP. The appeal will be heard and voted on by the full CSSP membership at a meeting.

SECTION 2.8: Institutional Affiliates. Institutional Affiliates may be designated by the Executive Board to support and advise CSSP. Such Affiliates shall not have the voting privileges of Members.

Article 3: Officers

SECTION 3.1. Officers. The officers of CSSP shall be a Chair, Chair-Elect, Past-Chair, Secretary, and Treasurer.

SECTION 3.2. Chair. The Chair shall exercise general supervision over the affairs of CSSP. He or she shall preside at all meetings of CSSP and of the Executive Board, unless he or she specifically delegates such duty to some other person.

SECTION 3.3. Chair-Elect. The Chair-Elect will be the Vice-Chair of CSSP and, in the absence of the Chair, shall exercise the duties of the Chair.

SECTION 3.4. Past-Chair. The Past-Chair will serve as Chair of the Nominations Committee.

SECTION 3.5. Secretary. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the direction of the Executive Board. He or she shall keep the minutes of all meetings of CSSP and of its Executive Board, but may delegate this duty on specific occasions to such other persons as may be approved by the Chair.

SECTION 3.6. Treasurer. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the direction of the Executive Board. The Treasurer shall have the custody of all corporate funds, property, and securities, subject to such regulations as may be imposed by the Executive Board. When necessary or proper, the Treasurer may endorse for collection, on behalf of CSSP, checks, notes, and other obligations, and shall deposit the same to the credit of CSSP at such banks or depositories as the Executive Board may designate. He or she shall make such payments as may be necessary or proper to be made on behalf of CSSP, in such manner as may be determined by CSSP or by the Executive Board. The Treasurer shall enter regularly on the books of CSSP a full and accurate account of all moneys and obligations received and paid or incurred for or on account of CSSP, and shall, upon written request, exhibit such books to any member of the Executive Board or of CSSP. The Treasurer may sign with the Chair, in the name and on behalf of CSSP, any contracts or agreements.

Article 4: Executive Board

SECTION 4.1: Composition. The Executive Board of CSSP shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Past-Chair, an Alumni Representative, the President/CEO (non-voting), and up to five Members-at-Large. In addition, the immediate past-Treasurer shall be a member of the Executive Board for one year after leaving the position of Treasurer.

SECTION 4.2: Election. The Chair-Elect, the Secretary, the Treasurer, the Alumni Representative, and the Members-at-Large of the Executive Board shall be elected at a meeting of CSSP by plurality vote. Those nominees receiving the plurality of votes shall be declared elected. They shall at the time of their election be members of CSSP. All elected members of the

Executive Board shall be voting members.

SECTION 4.3: Terms. The Chair-Elect, Chair, and the Past-chair shall serve terms of one year in each position. The Secretary, the Treasurer, Alumni Representative, and the Members-at-Large of the Executive Board shall serve for up to two years commencing on the first of January following the annual meeting at which they were elected, or until their successors are duly elected and installed. At the on-set of this by-laws adoption, Members-at-Large, the secretary, and the treasurer will draw lots to achieve staggered terms. The Chair-Elect shall, at the close of his or her term of office, become Chair of CSSP and serve in that capacity for a term and then serve as past Chair for the same period.

SECTION 4.4: Limitations. No person shall serve as a Member-at-Large of the Executive Board for more than three consecutive full terms. No person shall serve as Secretary for more than four consecutive years and no person shall serve as Treasurer for more than four consecutive years.

SECTION 4.5: Resignation. Any member of the Executive Board, other than the Chair, may resign at any time by giving written notice to the Chair; the Chair may resign at any time by giving written notice to the Chair-Elect. Any such resignation shall take effect at the time specified therein, or if the time be not specified therein, upon its acceptance by the Chair (or the Chair-Elect).

SECTION 4.6: Vacancies.

- a. If the position of Chair becomes vacant, then the Chair-Elect shall immediately succeed to the position of Chair and serve in that office for the remainder of the previous Chair's term plus the term to which he or she was elected.
- b. If a vacancy occurs in the offices of the Chair-Elect, Secretary, Treasurer, Member-at-Large of the Executive Board, or alumni representative, then the Executive Board shall fill the vacancy from the membership.
- c. If a vacancy occurs in the position of Past-Chair or immediate Past-Treasurer, that position on the Executive Board shall not be filled.

SECTION 4.7: Meetings. The Executive Board shall convene at least once in each calendar year in regular sessions for its annual meeting. Other meetings of the Board (in person or by electronic means) may be held from time to time at such intervals and at such places as may be fixed by the Board.

SECTION 4.8: Special Meetings. Special meetings of the Executive Board may be called for any purpose at any time by the Chair, pursuant to notice given as provided in Section 4.9. At the written request of any three (3) members of the Board, the Chair shall call a special meeting at such place as may be mutually agreeable. Meetings may be held via conference calls or other means of communication to the extent permitted by law. Any business of the Board may be transacted by providing the members an opportunity to take action by mail or electronic means. A period of at least five (5) calendar days shall be afforded for responses to a request for action by mail and written affirmative votes from a majority of the Board members will give approval to such action.

SECTION 4.9: Notice of Meetings. Notice of all meetings of the Board, both regular and special, shall be given each member of the Board at least (5) days before the meeting, and the notice of any special meeting shall state the business of the meeting.

SECTION 4.10: Quorum. At all meetings of the Executive Board, in person or by conference call or other means, actual presence of a majority of the voting members shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board. If at any meeting there is less than a quorum present, the Board shall transact no business, except as expressly provided in these by-laws, and the only motion that its members shall consider shall be a motion to adjourn.

SECTION 4.11: Compensation. Elected members of the Board shall not receive any compensation for their services. Under extraordinary circumstances, they may be reimbursed for actual and necessary expenses incurred by them in the performance of their duties, if pre-approved by the Executive Board.

SECTION 4.12: Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these by-laws or with the articles of incorporation, and may alter, amend, or repeal any such rule or regulation adopted.

SECTION 4.13: Removal of Members. Any member of the Executive Board, including any officer, may be removed from office for conduct detrimental to the interest of CSSP by the affirmative vote of two-thirds (2/3) of the voting members of the Executive Board at a regular meeting or at a special meeting called for that purpose. Any such member of the Executive Board proposed to be removed shall be entitled to at least twenty-one (21) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. The decision of the Executive Board is final.

SECTION 4.14: Executive Board Authority. In accordance with the Seventh Article of Incorporation which states that the Executive Board "shall be the legal representative of the corporation and as such, shall have, hold and administer all the property, funds and affairs of the corporation", the Executive Board is authorized to enter into such contracts as may be necessary for the conduct of CSSP business.

SECTION 4.15: President/CEO. The Executive Board shall contract with an individual to be the CSSP President, to manage the principal offices and daily operations of CSSP. The President/CEO shall have such powers as may reasonably be construed as belonging to the chief executive of any organization. The President/CEO shall report regularly to the Executive Board on progress, problems and plans of CSSP. The President/CEO may enter into contracts on behalf of CSSP with the advice and consent of the Chair and Executive Board. Except when some other person is specifically authorized by vote of the CSSP Executive Board or by these by-laws, the President/CEO shall sign for and on behalf of the CSSP all instruments, contracts, reports, and press releases which may be necessary or appropriate in the conduct of its business. The President/CEO shall be an ex-officio member of the Executive Board, without vote. With the consent of the Executive Board, the President/CEO hires and manages personnel to conduct the business of CSSP.

Section 4.16: Advisors to the Executive Board. To satisfy special needs of the Executive Board, Advisors to the Executive Board (non-voting) may be invited for a stated purpose and duration by a vote of the board.

SECTION 4.17: Conflict of Interest. The CSSP Conflict of Interest Policy covers all individuals in significant decision-making capacities of CSSP, including officers, board members, committee members, employed staff, and members as volunteers for CSSP.

Persons serving CSSP in significant decision-making capacities have an ethical duty to place CSSP interests foremost. High standards of integrity, honesty and good faith are expected so

that decisions are made, and actions are taken, in the best interests of CSSP and the CSSP membership. The conflict of interest policy is established to ensure that no one uses their position in CSSP, or the knowledge gained in such a position, in a way that gives rise to questions about a conflict between the interests of CSSP and that individual's personal interests.

All Executive Board members, and others as determined by the Ethics Committee and legal counsel, will be required to sign a conflict of interest statement, revealing all potential conflicts of interest, annually or whenever potential conflicts of a Board member change. The conflict of interest form will be reviewed at least every three years by the CSSP Ethics Committee, CSSP's legal counsel, and the CSSP Board, for compliance with applicable law and general ethical principles.

Members must voluntarily recuse themselves from discussions that may lead to perceived or actual conflicts of interest as defined in the CSSP conflict of interest statement. Decisions concerning conflicts of interest and the participation of Board members on any given topic reside with the Chair, as informed by CSSP legal counsel, as needed. Conflict of interest of the Chair is likewise adjudicated by the Past-Chair. All disclosures and judgments of conflicts of interest will be recorded in the minutes, including actions taken to avoid such conflicts of interest.

Article 5: Meetings of CSSP

SECTION 5.1. Meetings. At least one meeting of CSSP shall be held in each calendar year. Such additional meetings as may be desirable in furtherance of the objectives of CSSP shall be held at such times and places as may be determined by the Executive Board.

SECTION 5.2. Special Meetings. On petition of at least one-third of the voting members of CSSP, the Chair shall call a special meeting of CSSP. At least fourteen (14) days' notice shall be given to the members of CSSP of the time and place of each meeting.

SECTION 5.3. Quorum. At all meetings of CSSP, the number of members actually present shall constitute a quorum for the passage of resolutions, election of officers, or for the development of consensus positions of CSSP. The act of a majority of the members present at any meeting shall be the act of CSSP, except for the passage of resolutions, which shall require a two-thirds majority.

SECTION 5.4. Proxies. In the event that the designated voting member from a Supporting Society is not present at a meeting, any member of that society at the meeting may act as proxy with full voting power. A CSSP member named as voting member by more than one Supporting Society may vote on behalf of each of the societies they represent. A CSSP member named as a voting member by a Supporting Society who is also a member of the Executive Board may vote on behalf of themselves and their society. A member whose voting privilege derives solely from membership on the Executive Board may not be represented by proxy.

SECTION 5.5. Parliamentary Authority. The rules for the conduct of all meetings of CSSP and its Executive Board shall be those in the latest edition of Robert's Rules of Order unless otherwise provided in these by-laws.

Article 6: Committees

SECTION 6.1. Policy. Committees shall be established by the Executive Board for the development and recommendation of CSSP policy. Each member of CSSP shall be encouraged to participate as members in committee activities, and may attend the meetings of any that are open to such attendance. Committee Chairs and some members are appointed annually by the Chair of CSSP. The Awards and Nominations committees' deliberations are normally closed to the general membership. The Awards and Nominations Committees are chaired by the Chair-

Elect and the Past-Chair, respectively. The membership of these committees is made up of members of the board selected by their Chairs.

SECTION 6.2. Task Forces. The Chair of CSSP may appoint *ad hoc* Task Forces, either upon the recommendation of the Executive Board, the President, or of a CSSP Committee. Task Forces are appointed to accomplish a specific purpose. They are appointed for one year, renewable upon action of the CSSP Chair. They may be composed of members of CSSP, or others.

SECTION 6.3. Advisors. The Chair may appoint advisors or advisory bodies as may be needed or beneficial to CSSP. The terms of such appointments shall automatically expire at the end of the appointing Chair's term of office, but may be renewed by the new Chair. Such appointees may be members of CSSP, or others.

Article 7: Financial Affairs

SECTION 7.1. Budget. The fiscal year of CSSP shall be the calendar year. The Executive Board shall approve a budget covering the activities of CSSP during the fiscal year.

SECTION 7.2. Auditors. The Executive Board shall engage an outside auditor to perform an audit of the financial operations of CSSP every second year. An audit committee shall be appointed by the Chair to review the audit and report to the Executive Board.

SECTION 7.3. Tax-Exempt Status. CSSP is a non-stock and non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation in connection with one or more of its purposes. No director, officer, or employee of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. The corporation shall not participate in or intervene in any political campaign for or against any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities prohibited for an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

Article 8: Amendments and Dissolution

SECTION 8.1. Amendment of Articles of Incorporation. The articles of incorporation may be amended at any meeting of CSSP upon any proposed amendment receiving the affirmative vote of two-thirds of all voting members of CSSP, or their proxies, provided that the proposed amendment shall have been stated in the call for the meeting at which the motion for the amendment is to be made. In the event that a proposed amendment fails to receive such affirmative vote, but receives the affirmative vote of half of the voting members, or their proxies, present at the meeting, it shall be submitted to all the voting members of CSSP in a letter ballot or electronic ballot. The amendment shall become effective on receiving the affirmative vote of two-thirds of all voting members of CSSP.

SECTION 8.2. Amendment of By Laws. These by laws may be amended at any meeting of CSSP upon any proposed amendment receiving the affirmative vote of two-thirds of a quorum of members at a CSSP meeting. Proposed amendments shall have been communicated to the membership at least 14 days prior to the meeting. No amendment to these by-laws shall be made which is not in conformity with the articles of incorporation of CSSP. Alternatively, the action prescribed for amendment of the Articles of Incorporation may be followed, to amend the By-Laws. Amendments shall take effect on the date they are approved.

SECTION 8.3: Dissolution. If needed, dissolution or termination of the corporation shall be enacted by the Executive Board. The Executive Board shall, after the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the objectives of the corporation, in such manner, or to such organization or organizations organized exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of proper jurisdiction, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.
