

# **Constitution and Bylaws of the International Society for the Study of Religion, Nature, and Culture**

*Approved by General Membership: April 20, 2017*

## **Article 1. Name**

The name of this organization shall be the International Society for the Study of Religion, Nature, and Culture, hereinafter referred to as the Society.

## **Article 2. Mission**

The mission of the Society is to promote critical, interdisciplinary inquiry into the relationships among human beings and their diverse cultures, environments, and religious beliefs and practices.

## **Article 3. Membership**

### ***Section 1. COMPOSITION***

The Society is open to any person throughout the world who understands her/his scholarly interests to cohere with the mission of the society. Members pay dues, have voting rights, may be elected to office, may serve as members of committees, and may enjoy other privileges and benefits as provided by the Society.

### ***Section 2. TERMINATION OF MEMBERSHIP***

#### **(a) Grounds for termination.**

The membership of an individual shall terminate upon the occurrence of any of the following events:

1. his or her notice of termination delivered to the President or Secretary of the Society personally or by mail, such membership to terminate upon the date of delivery or the notice or date of deposit in the mail;
2. a determination by at least two-thirds of the voting officers

of the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or the purposes of the Society;

3. a failure to renew his or her membership by paying dues on or before their due date.

**(b) ) Procedure of expulsion.**

Following the determination that a member should be expelled under this section, the following procedure shall be implemented.

1. A notice shall be sent by first class or registered mail to the last address of the member as shown in the Society's records, setting forth the expulsion and the reasons of therefore. Such notice shall be sent at least twenty days before the proposed effective date of the expulsion.

2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five days before the effective date of the proposed expulsion. The hearing shall be held by the Board of Directors in accordance with the quorum and voting rules set forth in this document applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

3. Following the hearing the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. At least two-thirds of the voting members of the Board must agree upon the suitable course of action. The decision of the Board shall be final.

All rights of a member in the Society shall cease on termination of membership as herein provided.

**Article 4. Officers and Voting Rights**

Voting officers of the Board of Directors are the President, President Elect, Secretary, Treasurer, six Members at Large (see Article 6, section 3), two student representatives, one representative of each affiliated group that meets the established criterion and has been approved by the Board of Directors, the immediate two past Presidents, and an

representative of the *Journal for the Study of Religion, Nature, and Culture* (either the Editor-in-Chief or another editor designated by the Editor-in-Chief). Chairs of Standing Committees, and the Society's Executive Director when applicable, serve as ex officio (non-voting) members of the Board of Directors.

The Board of Directors may appoint an Executive Director. All other officers are nominated at, or subsequent to, the General Members' Meeting by the Nominations Committee or by members. These officers are elected by secret ballot circulated to all members as soon thereafter as is feasible. Voting through the Society website may be authorized by the Board of Directors. The President Elect will succeed the President. If the President Elect decides not to assume the presidency, an election will be held for the position of President. President Elect, Secretary, and Treasurer are elected by a simple majority of voting members. If an election is held for the presidency, the President is elected by a simple majority of voting members. The six At Large Members are elected by a simple majority of all voting members. The Student members are elected by a majority vote of members.

## **Article 5. Qualifications of Officers**

### ***Section 1. MEMBERSHIP***

All members of the Board must be members of the Society in good standing.

### ***Section 2. PRESIDENT ELECT***

Nominees for President Elect must have served on the Board of Directors at some time during the history of the Society.

### ***Section 3. MEMBERS AT LARGE***

In the nomination and election of officers, the Society will aspire to have representation from the biophysical sciences, the social sciences, and the humanities. The six members at large will normally include individuals from each of the following disciplines:

- The Biophysical Sciences
- The Social Sciences

- General at-large members

Candidates in each of these categories shall be identified as such on the ballot.

***Section 4. REPRESENTATIVES OF REGIONAL, TOPICAL, AND OTHER AFFILIATE WORKING GROUPS***

Regional, topical and other affiliate working groups of the Society may be established through an application to and approval by the Board of Directors. Guidelines for application will be developed by the President and Executive Director, if applicable, and made available at the society website.

***Section 5. STUDENT REPRESENTATIVE:***

The two Student representatives must be elected prior to the completion of degree and while holding student membership. Student representatives may choose to serve the remainder of their term following the completion of their degree.

**Article 6. Duties of the Board of Directors**

The Board of Directors is the executive and policy-making body of the Society. It should, among other duties: adopt a budget and approve in advance proposed annual expenditures; approve proposals for and financial issues related to programs and conferences submitted to it by the Program Committee; propose dues adjustments and other fees to the general membership; make decisions about the society's publication program, including regarding the suitability of publications, position papers, website content, and statements to be issued in the name of the Society; decide upon motions of censure or expulsion; supervise the Society's finances; handle legal aspects of the Society's operation; and assist the President in carrying out the executive work of the Society. The Board of Directors should convene no less frequently than at the Society's conference and should conduct business whenever necessary either in person or by media as determined by the Board.

## **Article 7. Duties of Officers**

### ***Section 1. PRESIDENT***

The President is empowered to speak for the Society after consultation with the Executive Committee (see Article 10). The President shall

- (a) preside over the general meetings of the Society and meetings of the Board of Directors and
- (b) arrange for meetings of the Board of Directors.

Independently or following action of the Board of Directors, the President shall organize, charge, or discharge ad hoc committees as needed in the conduct of the affairs of the Society, and shall perform such other duties as stated in the Constitution and Bylaws.

### ***Section 2. PRESIDENT ELECT***

The President Elect shall

- (a) assume the duties of the President in his or her absence,
- (b) succeed to the presidency at the completion of the President's term of office at the end of the General Members' Meeting at the Society's annual meeting, and
- (c) perform such other duties as stated in the Constitution and Bylaws.

### ***Section 3. SECRETARY***

The Secretary shall

- (a) keep and report minutes of all meetings of the Board of Directors and General Members' Meetings,
- (b) oversee board election and verify results to the entire Board,
- (c) witness delegations of financial authority to other Board members, and
- (d) transfer all records and files to his or her successor upon completion of a term of office,
- (e) Any of the duties described in subsections (a) through (d) may be delegated to an appropriate party with the approval of the Board of Directors.

#### ***Section 4. TREASURER***

Working with society administrators the Treasurer shall

- (a) collect all dues and other monies of the Society and maintain accurate accounts of such funds,
- (b) disburse Society funds,
- (c) notify members of fees due to the Society,
- (d) provide a budget and statement of financial condition annually to the Board of Directors, and
- (e) present a general report on the Society's current budget and financial condition at each General Members' Meeting,
- (f) arrange for the annual audit of Society finances by an accredited accounting firm and present the auditor's report to the Board of Directors.
- (g) The duties described in subsections (a) through (e) may be delegated to the Executive Director and staff under the direct supervision of the Executive Director, in which case the Treasurer shall oversee these activities with final responsibility for compliance of such activities with all applicable laws, regulations, and Board direction.

The President may appoint Financial Trustees for one or more three-year term(s) to advise the Treasurer. Amounts budgeted annually for expenses of the offices of President, Secretary, and Treasurer shall not exceed two thousand dollars each, excluding travel to the annual meeting, auditing and accounting fees, and special projects approved by the Board of Directors. The Treasurer shall revise the current year's budget for action by the Board of Directors whenever desired changes will materially affect the budget.

#### ***Section 5. MEMBERS AT LARGE***

Members at Large work for the Society on various committees and projects. Their work and status as representatives of the Society is subject to review by the Board of Directors.

#### ***Section 6. REPRESENTATIVES OF REGIONAL, TOPICAL, AND AFFILIATE WORKING GROUPS***

Representatives of working groups work for the Society on various committees and projects. Their work and status as society representatives is subject to review by the Board of Directors.

***Section 7. JOURNAL EDITOR(S)***

The performance of the journal's Editor(s) and any Society sponsored or endorsed publications shall be reviewed periodically by the Board of Directors. The Board of Directors can by a simple majority make decisions based on these evaluations.

***Section 8. STUDENT REPRESENTATIVES***

The student members' duties include representing student interests before the Board and other duties in consultation with the President.

**Article 8. Terms of Office**

***Section 1. DURATION***

All members of the Board serve a three-year term. The President Elect serves a three-year term unless there is a need to succeed the President sooner. All members of the Board except the student member representatives may serve successive terms. The President Elect assumes the presidency and all other newly-elected members assume their offices 15-days after the election.

***Section 2. INTERIM SERVICE***

If the office of President Elect, Secretary, Treasurer or member of the board is vacated unexpectedly, the President shall appoint a replacement to serve until the next regularly scheduled election. Such appointment must be approved by majority vote of the Board of Directors.

**Article 9. Recall**

A voting officer may be removed from office at any time by a two-thirds majority of the membership using a secret mail ballot or other procedures approved by the Board of Directors that ensure a secret vote. Such a recall election shall be called by a petition signed by 20 percent of the members, and such an election must be held within four months

after receipt of such a petition. The President and Executive Director shall supervise this process, unless the President is subject to the recall. In this case the Board of Directors not subject to the recall vote shall elect by majority vote one of their members to work with the Executive Director (if applicable) to implement fair procedures for recall vote.

## **Article 10. Executive Committee**

### ***Section 1. MEMBERSHIP***

The Executive Committee shall consist of the President, President Elect, Secretary, and Treasurer. The Executive Director, when applicable, shall be an ex officio member. The President serves as Chair of the Executive Committee.

### ***Section 2. CHARGE***

The Executive Committee may decide and act on matters of concern between regularly scheduled meetings provided the financial ramifications of the decision do not exceed \$20,000. The Executive Committee shall inform the Board of their decisions and actions in a timely manner, by at least as early as the next regularly scheduled board meeting.

### ***Section 3. VOTES***

- (a) All votes of the Executive Committee shall be decided by a simple majority of those voting; in the event of a tie, the decision shall be referred for a vote by the full board.
- (b) Three members shall constitute a quorum of the Executive Committee.

## **Article 11. Board of Advisors**

The Board of Advisors is established and maintained by the President and the Executive Committee to solicit advice about society policies and programs. It will be made up of a prominent, interdisciplinary, and international team of scholars whose own scholarship reflects the aims of the society. Board of Advisors members shall be members of the



Society and have voting rights as members but no voting representative on the Board of Directors. The President and Executive Committee may waive membership dues for Board of Advisors members and may periodically review and modify the composition of the Board of Advisors.

## **Article 12. Standing Committees**

### **Section 1. *MISSION***

Standing committees have a broad mission that is central to the activities of the Society and are expected to be in existence for at least five years. Standing committees include Nominations, Membership, Development, Conference Planning, Awards, Student Affairs, Communications, and Publications. The nature and charges of these committees are described immediately below. The chairs of all standing committees shall, in consultation with the President, appoint additional committee members to their respective committees. Appointed members of all standing committees serve at the pleasure of their respective Chairs. Chairs of all standing committees other than the Nomination Committee shall be appointed by the President with the approval of the Board of Directors. Chairs shall be selected from the Board of Directors or from the general membership as appropriate.

### **Section 2. *NOMINATIONS COMMITTEE***

The Nominations Committee is chaired by the President Elect of the Society. The Nominations Committee consists of at least two other members of the board. The Nominations Committee shall prepare slates of nominees for the elected offices of the Board of Directors, and will recommend to the President and Board of Directors prospective Chairs of Standing Committees.

### **Section 3. *MEMBERSHIP COMMITTEE***

The Membership Committee shall develop and implement strategies to retain and expand membership in the Society, with special attention to interdisciplinary, geographic, ethnic, and gender diversity. It will also be responsible for developing policies regarding membership. These procedures will be implemented in coordination with the President and

Executive Director, when applicable, and are subject to evaluation and approval by the Board of Directors.

***Section 4. DEVELOPMENT COMMITTEE***

The Development Committee is chaired by the Treasurer the Society. The Development Committee consists of at least two other members of the board. The Development Committee shall promote the financial sustainability of the membership, assisting Society staff, Board of Directors, and other members in grant writing and other fund raising activities, and organize the Society's strategic planning process.

***Section 5. CONFERENCE PLANNING COMMITTEE***

The Conference Planning Committee shall solicit proposals to host general meetings and workshops and provide advice and guidance to local conference planning committees. The Conference Planning Committee shall submit proposals for approval to the Board of Directors, and in cases when these proposals are approved, will work with Society staff and other committees and members to promote and carry out Society conferences.

***Section 6. AWARDS COMMITTEE***

The Awards Committee shall establish awards in order to recognize the contributions of individuals and organizations to the society's field of inquiry. The Awards Committee should consist of at least three Society Members as least one of whom is a Board Member. The Awards Committee shall

- (a) solicit and review nominations for awards in time for approval by the Board of Directors before society conferences,
- (b) propose new awards to the Board of Directors,
- (c) support the Student Affairs Committee in the administration of the student awards program, and
- (d) in consultation with the Development Committee propose potential sources of funds for such awards.

***Section 7. STUDENT AFFAIRS COMMITTEE***

The Student Affairs Committee shall promote a supportive environment for graduate student members of the Society. The Student Affairs

Committee should consist of the two Student Representatives who serve on the board and at least two other student members at large. The Student Affairs committee shall

- (a) encourage student participation in meetings,
- (b) create opportunities for interaction among students and professionals, and
- (c) administer, in consultation with the Awards Committee, the student awards program.

### ***Section 8. COMMUNICATIONS COMMITTEE***

The Communications Committee shall facilitate and carry out initiatives designed to promote the mission of the Society, proposing projects to the Conference Planning and Publication committees and working with them toward implementation. The Communications Committee shall develop policies related to outreach, communications, technology, and information dissemination, and shall be chaired by the Secretary. The Communications Committee should include at least two other Society Members and the Executive Director, if applicable.

### ***Section 9. PUBLICATIONS COMMITTEE***

The Publications Committee shall evaluate the role and quality of current and potential Society publications and the Society's overall publications strategy. The Publications Committee should be chaired by the Board Representative of the Journal and shall consist of at least two additional Board Members.

## **Article 13. Ad Hoc Committees**

### ***Section 1. CHAIRS AND MEMBERSHIP***

Ad Hoc committees may be appointed at any time by the President or the Board of Directors. Chairs of ad hoc committees shall be appointed by the President with the approval of the Board of Directors. Chairs, in consultation with the President, shall appoint additional committee members. Appointed members of an ad hoc committee serve at the pleasure of the Chair.

## ***Section 2. CHARGES***

If a committee is charged with development of a final report, it shall present that final report to the President and Board of Directors, and automatically shall be disbanded upon receipt of that report. Ad Hoc committees with a continuing mission may, after two years of activity, petition the Board of Directors to be established as a standing committee. If, after two years, no such petition is received, the President and the Board of Directors must reappoint the committee as an ad hoc committee or it is automatically disbanded. Chairs of Ad Hoc committees may be invited to participate in meetings of the Board of Directors.

## **Article 14. Sponsored Journal(s)**

### ***Section 1. SPONSORSHIP***

The sponsored journal (currently the *Journal for the Study of Religion Nature and Culture*) is a publication affiliated to the International Society for the Study of Religion, Nature and Culture. This publication is subject to periodic review.

### ***Section 2. MEMBERSHIP***

Members of the Board of Editors shall serve at the discretion of the Editor(s). Specific titles for editors with different responsibilities shall be at the discretion of the Editor(s).

### ***Section 3. CHARGE***

The Board of Directors is responsible for assisting the editor of sponsored journal(s) with the selection of editors and editorial staff.

## **Article 15. Finances**

### ***Section 1. SUPPORT, COMPENSATION, AND AUDITING***

The Society shall be supported by annual dues of the members; by gifts, grants, bequests, trust funds, and similar instruments; by loans

approved by the Board of Directors; by the proceeds of the sale of publications or other items the Society may issue with the approval of the Board of Directors; by registration and other fees charged for programs and revenues from book sellers at such programs; and from such property or funds as it may acquire. All elected officers serve gratis, although the Society may hire professional staff as needed.

***Section 2. FISCAL YEAR***

The fiscal year of the Society shall begin the first day of each calendar year.

**Article 16. Votes**

***Section 1. DECISIONS***

All votes of the Society on matters not specified in the Articles of Incorporation or Constitution and Bylaws shall be decided by a simple majority of those voting. Voting on such matters by the Board of Directors requires the presence of a quorum.

***Section 2. TIES***

Tie votes in general meetings or in meetings of the Board of Directors shall be broken by the presiding officer. Tie votes in committee meetings shall be broken by the Chair.

***Section 3. VOTES AT SPECIAL MEETINGS OF THE BOARD OF DIRECTORS***

A special meeting of the Board of Directors shall be conducted as a regular meeting of the Board of Directors, except that the proxy rules described in Article 18, Section 2 shall apply. The following protocol applies to motions that require a vote by the Board of Directors at a special meeting.

- (a) A motion with background material shall be circulated by the President to the Board of Directors via electronic mail

at the same time the special meeting is announced.

- (b) There shall be a ten-day comment period during which members of the Board of Directors may submit comments and proposed amendments to the President by electronic mail. The President shall compile these comments into a single document and circulate the document to the Board of Directors at least two days prior to the scheduled special meeting.
- (c) Members of the Board of Directors may submit votes to the President by electronic mail after reviewing the compiled comments. Only votes on the original resolution shall be accepted during this period. Amendments may be discussed and voted upon during the special meeting provided
  - 1) the proposer of the original resolution participates in the meeting and
  - 2) a quorum (not including proxies) participates in the meeting. If a majority of the Board of Directors votes “yea” or a majority votes “nay” prior to the special meeting, the meeting shall be cancelled.
- (d) Final discussion and a vote shall take place during the scheduled special meeting. Votes submitted by electronic mail shall be included in the final tally for those unable to participate in the special meeting.
- (e) The outcome of the vote shall be distributed to the Board of Directors via electronic mail. If there is no quorum the resolution shall still carry unless a voting member of the Board of Directors formally objects within seven days.

## **Article 17. Quora and Proxies**

### ***Section 1. MEMBER AND BOARD QUORA***

Thirty members including members represented by proxy shall constitute a quorum of the Society, and five members a quorum of the Board of Directors.

***Section 2. PROXIES AT SPECIAL MEETINGS OF THE BOARD OF DIRECTORS***

At special meetings of the Board of Directors, a quorum shall include both members participating in the meeting and members who have designated another Board member to serve as their proxy. Members may designate a proxy by sending an email to the President and Secretary which indicates whom they have designated as their proxy and the special meeting for which the proxy has been designated. The President or Secretary may request verification for any and all proxies. Proxies shall be limited in term to a specified meeting.

**Article 18. Meetings**

***Section 1. GENERAL MEMBERS' MEETINGS***

General meetings will be held at all ISSRNC international meetings. All members will be notified by email prior to any general meeting.

***Section 2. SPECIAL MEMBERS' MEETINGS***

A special members' meeting of the Society may be called at any time by the Board of Directors, provided that notice of the purpose, place, and date of the meeting be given to the membership at least thirty days in advance.

***Section 3. REGULAR BOARD MEETINGS***

Regular meetings of the Board of Directors will normally be held at the annual meeting of the Society. They may also be held at any other time set by the Board. No notice of regular Board meetings shall be required if the date, time, and location of a regular Board meeting was set at a previous regular Board meeting and the date, time, and location of the regular meeting was included in a timely report to Board members. If the date, time, and location of a regular Board meeting was not set at a previous regular meeting, or if the date, time, or location of the meeting is changed, then 14 days written notice shall be required.

#### ***Section 4. SPECIAL BOARD MEETINGS***

Special meetings of the Board of Directors may be called by the President or by simple majority of the Board of Directors. Special meetings may be held in person, by telephone or videophone conference call, or by electronic means.

Special meetings require 14 days written notice. Electronic mail to the address of record for Board of Directors members shall constitute official notice. Notice shall include the date, time, and mode of the meeting; an agenda; and an indication of whether a vote of the Board will be required for each agenda item. If the meeting is to be held in person, the location of the meeting shall be included in the notice. If the meeting is to be held by remote technology, all information necessary to participation shall be included in the notice.

#### **Article 19. Rules of Procedure**

In order to promote informality and collegiality, meetings will normally be facilitated through procedures established by the presiding officer. At the request of two voting members of any meeting, however, that meeting will then be governed by Robert's Rules of Order (The Modern Edition, revised by Darwin Patnode, 1993).

#### **Article 20. Order of Business**

The content of business at the general members' meeting shall be as follows: approval of the minutes of the last members' meeting, financial report, Executive Director's report, Editors; reports, reports from standing committees, reports from Regional Sections, reports from ad hoc committees, consideration of amendments to the Constitution and Bylaws, new business, and adjournment.

#### **Article 21. Dues**

Dues for membership may be changed by a simple majority vote of the Board of Directors.



## **Article 22. Changes in the Articles of Incorporation and Constitution and Bylaws**

The Articles of Incorporation may be modified by a two-thirds vote of the entire membership. The Constitution and Bylaws may be modified by a two-thirds vote of the members present and voting at any scheduled general meeting of the Society, or through procedures established and approved by a majority of the Board of Directors.

The undersigned, duly elected and acting Secretary of the Society for the Study of Religion, Nature, and Culture, a Florida nonprofit, public benefit corporation, certifies that the above copy of a resolution adopted by the Directors at a duly held meeting at which a quorum was present is a true and accurate copy and that the resolution has not been rescinded or modified as of the date of this certification.

## **Article 23. Dissolution of the Society**

The Society may be dissolved by a vote according to the procedures outlined in the bylaws. In the case of dissolution, the Society's remaining assets will be distributed to the University of Florida Foundation, LAS Ethics Fund, #5445, to be used ongoing inquiry that coheres with the mission of the Society.