

# **The International Society of Vertebrate Morphologists**

## STATUTES

(Last Amended 28 July 2023)

### Article I

#### Objectives and Purposes

The International Society of Vertebrate Morphologists (ISVM) (1) promotes international collaboration and cooperation in vertebrate morphology, and (2) as it deems desirable and useful, encourages international collaboration and cooperation between vertebrate morphology and other biological sciences.

To effect these objectives and purposes, the ISVM sponsors and promotes the International Congresses of Vertebrate Morphology (hereafter abbreviated Congress or ICVM) and other relevant international meetings; establishes and sponsors commissions and committees as it deems appropriate and desirable; establishes or sponsors other international activities in vertebrate morphology as it deems appropriate and desirable

### Article II

#### Membership and Business Meetings

A. Membership. Membership in the International Society of Vertebrate Morphologists is open to all persons interested in vertebrate morphology. Members of the ISVM in good standing include: a) all persons who registered for at least one of the last two Congresses; b) all who register for the next Congress, which may be the current Congress if it is in session; or c) any persons interested in vertebrate morphology requesting membership and paying membership dues, if any, between Congresses. The membership of members joining per II.A.c expires at the beginning of the ensuing Congress if the member does not attend said ensuing Congress or request their membership to be renewed.

B. ISVM Business Meetings. The ISVM meets at least once in a business session during each stated International Congress of Vertebrate Morphology. The ISVM may also meet virtually in a business session between Congresses with notice of the date and time sent electronically to all members at least 14 days before the virtual business session. An ISVM Business Meeting may be called by the President or by a majority vote of the Executive Committee. The quorum for transaction of business at an ICVM business meeting consists of the ISVM members present at that session. A member must be in attendance at the business session in order to vote on matters brought to the session.

C. Actions. Actions taken by the ISVM during a stated Congress or virtual business session may include: (1) selection of the site and time of future Congresses, and (2) taking actions appropriate and necessary to carry out the stated objectives and functions of the ISVM.

D. Presiding Officer. The President presides at the meetings of the ISVM and the ICVM.

E. Communications. Actions taken by the ISVM are summarized by the Secretary; and communicated electronically to the membership.

### Article III Officers

#### A. The President

1. Election. The President of the ISVM is elected as President-elect (see Article IIIB) and normally succeeds the previous President at the end of their term.

2. Term. The President holds office from the conclusion of the Congress at which the President-Elect normally succeeds the previous president until the conclusion of the next Congress.

3. Duties. The President of the ISVM also serves as President of the International Congress of Vertebrate Morphology and as Chair of the Executive Committee of the ISVM. The President of ISVM appoints all committees and commissions (with the exception of the Executive Committee), and serves for one term as the immediate Past-president.

#### B. The President-elect

1. Election. The President-elect of the ISVM is elected by a simple majority of the returned ballots. Should there be a tie, the current President casts the deciding vote.

2. Term. The President-elect holds office from the conclusion of the Congress at which their election is announced until the conclusion of the following Congress at which time the President-elect advances to the office of President.

3. Duties. The President-elect of the ISVM serves as vice chair of the Executive Committee, and assists the President as requested.

4. Succession. The President-elect shall serve as President of the ISVM in case of the inability of the President in office to continue until the completion of the normal term of that President in office. In such cases, the President-elect also serves their normal term as President.

#### C. The Past-president

1. Term. The Past-president serves one term on the Executive Committee, until the conclusion of the ensuing Congress.

2. Duties. The Past-president aids the President as requested. The Past-president chairs the Scientific Program Committee (SPC) for the ensuing International Congress of Vertebrate Morphology. The Past-president recommends members of the SPC, drawing from the Executive Committee and the membership, for the approval of the President, who appoints the committee. See Article III D of the Bylaws for further description. As Chair of the SPC, the Past-president prepares and announces the calls for symposia/workshops and for abstracts, and organizes the work of the SPC. In the event the Past President is unable to chair the SPC, the Executive Officers can recommend a replacement subject to approval by the Executive Committee.

#### D. The Secretary

1. Election. The Secretary of the ISVM is elected by a simple majority of the returned ballots, and is eligible for reelection. Should there be a tie, the current President casts the deciding vote.

2. Term. The Secretary holds office from the conclusion of the Congress at which their election is announced until the conclusion of the following Congress.

3. Duties. The Secretary shall keep all records of the ISVM and its Executive Committee, prepare the agendas of meetings of the ISVM and Executive Committee, serve as parliamentarian at these meetings, record and distribute the minutes of the business and Executive Committee meetings following the Congress maintain the ISVM web site and social media accounts, if any, and direct the preparation of the next Congress. The Secretary is responsible for communicating with and assisting potential organizing agencies in the preparation of invitations for future Congresses, and presenting them to the Executive Committee and directs the preparation of the next Congress. The Secretary is a member of the Executive Committee.

#### E. The Treasurer

1. Election. The Treasurer of the ISVM is elected by a simple majority of the returned ballots, and is eligible for reelection. Should there be a tie, the current President casts the deciding vote.

2. Term. The Treasurer holds office from the conclusion of the Congress at which their election is announced until the conclusion of the following Congress.

3. Duties. The Treasurer serves as the membership officer of the ISVM and as such shall maintain the membership list of the ISVM, be responsible for carrying out all ballots, collect dues, if any, and be responsible for the financial affairs of the ISVM. The Treasurer assists with communications to the membership. The Treasurer is responsible for sending the call for nominations for members of the Nominating Committee approximately one year before an upcoming Congress to allow time for the Nominating Committee to be selected and perform its duties in time for the membership to vote on the candidates for office prior to the Congress. The Treasurer is a member of the Executive Committee.

### Article IV Congress Organization

A. The Secretary is responsible for the organization of the International Congress of Vertebrate Morphology. The Secretary seeks host cities and organizations (“sites”). The Secretary assesses and presents bids, usually by agents of meeting organization firms, for ensuing congresses with a recommendation to the Executive Committee, which discusses the proposals and formulates its recommendation. The Executive Committee's recommendation is presented and voted upon by Congress participants (see Bylaws Article III B). Following site selection, the organizing firm responsible for the bid is contacted by the Secretary in order to prepare the Congress contract.

B. At the discretion of the President and the Secretary, a member of ISVM who is a resident of the site may be delegated to be a local liaison person who interacts with the Secretary, the President, the Past-president, and the organizing firm; such activities as reviewing on-site arrangements, soliciting funding, exhibitors, interacting with local morphologists, etc., may be requested of the liaison person by any of these listed Officers.

## Article V The Executive Committee

### A. Membership

1. The President, the President-elect, the Secretary, the Treasurer, and the immediate Past-president until the end of the following Congress.

2. Ten elected members.

a. No more than two of these elected members may be from a single country. These members shall be elected with proper attention to adequate international distribution, diversity of age, gender, career stage, and the scope of the science of vertebrate morphology in the Executive Committee.

B. Election of members. Members of the Executive Committee are elected by a simple majority of the returned ballots. The ten nominees with the highest numbers of votes are elected, subject to the conditions of Section 2 A above. Elected members are eligible for re-election to the Executive Committee for one additional term. Should there be a tie, the President casts the deciding vote.

C. Term. Elected members of the Executive Committee shall serve from the conclusion of the Congress at which they are elected to the conclusion of the following Congress.

### D. Duties

1. During the inter-Congress period, the Executive Committee acts on behalf of the ISVM.

2. During the inter-Congress period, the Executive Committee has general responsibility for the scientific policy of the International Congress of Vertebrate Morphology including the program of the Congress, as specified in the bylaws.

3. Establishes the dues, if any, for membership in the ISVM.

4. Prior to the ISVM business meeting(s) during an International Congress of Vertebrate Morphology, the Executive Committee meets during the Congress and:

- a. Sets the agenda for the ISVM business meeting(s);
- b. Provides a recommendation concerning the site for the ensuing Congress after due consideration of all invitations presented by the Secretary (see Article III D 3);
- c. Provides advice and counsel concerning any other matters deemed to be of interest within the purview or among the responsibilities of the ISVM.

5. The Executive Committee may convene virtual meetings between ICVMs and take actions electronically. An ISVM Executive Committee Meeting may be called by the President or by a majority vote of the Executive Committee.

#### Article VI Nominations, Elections and Successions

A. Nominating Committee. A Nominating Committee of three persons from different countries will be selected with regard to diversity of gender, geographic representation, career stage, and scope of morphology. The duties of the Nomination Committee are to identify and submit candidates for officers and members of the Executive Committee to the Treasurer for society-wide electronic ballot. Nominations for members of the Nominating Committee will be solicited from the ISVM membership by the Treasurer; all nominations should include a short justification and a statement that the nominee is willing to serve. Individuals may self-nominate. The Secretary will present the nominations to the officers and Executive Committee who will select the three prospective members using the criteria stated in the first sentence of this article. The results of this selection will be submitted to an electronic vote by the membership with the options being to accept or reject the selection, with a simple majority deciding. Should there be a tie, the current President casts the deciding vote. If the slate is rejected, the process will start again.

B. Election. An electronic ballot, listing candidates for each office and for election to the Executive Committee as specified in Article V A 2, shall be made available to all members of the ISVM by the Treasurer prior to the next ICVM. Ballots must be returned to the Treasurer prior to the Congress to be counted; deadlines to be established by the Treasurer in consultation with the President and Secretary. The results of the election will be announced at the ensuing ICVM.

C. Succession. In the event that any officer (except the President, See Art. III, B, 4) or member of the Executive Committee is unable to continue performing their duties, a replacement may be chosen by the remaining members of the Executive Committee. Should both the President and the President-elect be incapacitated, the Executive Committee should similarly designate a replacement. The replacement shall serve until the next Congress and shall be eligible for regular election.

#### Article VII

## Incorporation

A. The International Society of Vertebrate Morphologists is organized exclusively for charitable and educational purposes within the provisions of section 501 (c) (3) of the Internal Revenue Code of the United States of America. Notwithstanding any other provision of these articles, the society shall not carry on any other activities not permitted to be carried on by a society exempt from federal income under the United States Internal Revenue Code.

B. Employment of Management Firm: The ISVM may engage the services of a professional management company and Executive Director. The President, with the approval of the Executive Committee, has the authority to decide how the executive functions of the Society are to be managed.

C. Indemnification: The Corporation shall indemnify, to the full extent permitted by the laws of [State of incorporation] any Executive Committee member, officer, employee, or agent of the Corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Executive Committee member, officer, employee, or agent, except that the Corporation shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Executive Committee member, officer, employee, or agent may be entitled under any agreement, vote of the Executive Committee, or otherwise.

## Article VIII

### Amendment of the Statutes/Bylaws

A. Proposal of amendment. Proposals to amend the statutes/bylaws must be formally submitted by at least three members of the ISVM from at least three countries and must be transmitted to the President and the Secretary with sufficient time for their review before distribution to Executive Committee members. The Secretary will distribute the proposed amendments to all members of the Executive Committee for review and recommendations. The Executive Committee will present its recommendation on each proposed amendment to the full ISVM membership electronically or at a business meeting of the ISVM at the Congress.

B. Adoption. Adoption of an amendment of the statutes/bylaws by the ISVM requires two-thirds majority vote of the members of the ISVM voting by electronic ballot. Adopted amendments become effective immediately.

## Article IX

### Termination

A. Duration: The ISVM shall continue as a Corporation until a proposal for dissolution shall be passed by the Executive Committee.

B. Dissolution: Upon the dissolution of the Corporation, the Executive Committee shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets

of the Corporation exclusively for purposes related to the purposes in Article I of the Constitution to such organization or organizations organized and operated exclusively for educational or scientific purposes as determined by the Executive Committee.

## **BYLAWS**

### **Article I**

#### **Meetings of the International Society of Vertebrate Morphologists.**

A. One or more business meetings of the International Society of Vertebrate Morphologists shall be held during each stated International Congress of Vertebrate Morphology. Notice of the time(s) of these meetings shall be included in the Congress program and, if possible, in Congress brochures. Virtual business meetings may be held between Congresses with notice of the date and time sent electronically to all members at least 14 days before the virtual business session.

B. Members should inform the President and the Secretary well in advance of any business meeting of any topics they would like to have included in the agenda of the business meetings and meetings may include a call for new business from the floor.

### **Article II**

#### **Membership of the Executive Committee**

In addition to the officers specified in the statutes, the ISVM elects ten members to the Executive Committee in accordance with Article V of the statutes.

### **Article III**

#### **The International Congresses of Vertebrate Morphology**

A. The frequency of stated meetings of the Congresses. The Congresses shall be held at four-year intervals or less, unless for compelling reasons, the Executive Committee acting on behalf of the ISVM, deems otherwise.

B. The site and time of the Congresses. After consultation and agreement with the Executive Committee and the organizing agency, and with due consideration of the interests and convenience of the members of the ISVM, the site and time of the Congress are proposed by the Secretary, and voted on by the ISVM (see Article IV A of the Statutes).

C. Participation in the Congresses. Participation in an International Congress of Vertebrate Morphology shall be open to all persons interested in vertebrate morphology without distinction as to country of origin or other such variables upon payment of the stated Congress fee.

D. The scientific program of the Congress. The Past-president chairs the Scientific Program Committee. After consultation with the Executive Committee and upon the recommendation of the Chair of the Scientific Program Committee, the President appoints the Scientific Program Committee for the coming Congress. This committee should be broadly representative of the

areas of the science of vertebrate morphology, as well as geography, gender, career stage and age, and might include a member from the host country. The President and the Secretary are members ex officio of the Scientific Program Committee. This committee is responsible to the Executive Committee for the scientific program of the Congress.

E. The organization of the Congress. The general organization of and the arrangements for the Congress are the responsibilities of the Secretary and any committees commended by the Secretary and appointed by the President.

F. The official reports of the business meetings of the ISVM and of its Executive Committee, which are prepared by the Secretary, and the official reports of any committee or representative of the ISVM should be made available to ISVM members soon after each Congress.

G. Finances of the Congress. The Treasurer is the principal finance officer of the Congress (ICVM) and as such is responsible for all financial matters of the Congress. After consultation with and agreement by the President and the Secretary, the Treasurer and the deputy of the organizing firm develop the budget for the Congress and fix Congress fees. After all fiscal obligations have been absolved, any surplus funds are made available for inter-Congress activities, including arrangements for the ensuing Congress.

H. Hosting of future Congresses. Invitations from agencies to host a future International Congress of Vertebrate Morphology should be sent to the Secretary well in advance of the next scheduled Congress. On request, the Secretary shall provide representatives of potential sites with general guidelines and assistance in submitting an invitation for a future Congress.

#### **Article IV Amendment of the Bylaws**

A. Procedures for revision of the Statutes and/or Bylaws are described in Article VIII of the Statutes.

B. Conflict with the statutes. No amendments of the bylaws can have the effect of modification of the statutes.