

Constitution of
THE AMERICAN FERN SOCIETY, INC.

Last amended 2019

Article I: Name

Section 1: The name of this society shall be The American Fern Society, Incorporated.

Article II: Objectives

Section 1: The objectives of the Society shall be to affiliate those who are interested in the study of ferns and other seed-free vascular plants, to foster such an interest, to encourage correspondence and exchange of specimens between members, and to publish matters pertaining to these groups.

Article III: Membership

Section 1: Any person interested in the objectives of the Society shall be eligible for membership. Libraries, businesses, and other institutions are not eligible for membership in the Society but can subscribe to Society publications upon payment of annual fees fixed by actions of the Council.

Section 2: The admission fee shall be payable when application for membership is made. The fee shall constitute the dues for the first calendar year of membership.

Section 3: The annual dues shall be payable by January first of each year and shall be fixed by action of the Council.

Section 4: Regular members in good standing shall be entitled to all privileges of the Society, except the receipt of the American Fern Journal.

Section 5: Journal members in good standing shall be entitled to all privileges of the Society, including the receipt of the American Fern Journal.

Section 6: Life members shall be entitled to all the privileges of the Society, including the receipt of the American Fern Journal, upon payment of a one-time fee of fifteen times the amount of the journal membership dues, and shall thereafter be subject to no dues or assessments. All such fees shall be held and invested as a permanent fund, the principal of which shall not be expended during a member's lifetime, but the income from which may be expended for regular publications of the Society at the discretion of the Treasurer or which may be used for other purposes at the discretion of the Council.

Section 7: Honorary members shall be entitled to all the privileges of the Society, including the receipt of the American Fern Journal, upon election of honorary member status, and shall be subject to no dues or assessments. Honorary members shall be unanimously nominated and placed on the annual ballot by the Council, and shall be elected by at least three fourths of the votes cast on the question. The number of honorary members shall not exceed ten at any one time.

Section 8: Members who have not paid their dues by March first of any year shall be considered not in good standing and shall forfeit all privileges of the Society including its regular publications. Any such member may be reinstated by the payment of arrears. However, the Council shall have the power to remit any dues for reasons it considers sufficient.

Article IV: Officers

Section 1: The officers of the Society shall be the President, President-Elect, Secretary, and Treasurer. Their terms of office shall begin on September first, following election, and shall be for two years. Election of the Secretary shall be in odd-numbered years and the election of the Treasurer and President-Elect shall be in even-numbered years. The President-Elect shall be promoted without election to succeed the President for a term after that officer's term has expired.

Section 2: The president shall be in immediate charge of the general interests of the Society; shall preside at all meetings of the Council, and shall conduct the meetings according to the agenda as presented by the Secretary; shall appoint all committees; when necessary, shall appoint a Membership Secretary, Outreach Coordinator, Editors and Managing Editors of publications, Spore Exchange Curator, Promotional Materials Manager, and Webmaster, whose appointments shall be confirmed by a majority of the other elected Council members. The President shall report annually to the Society.

Section 3: The President-Elect shall act in the absence of the President, and shall act as Program Chairperson for the annual meeting of the Society.

Section 4: The Secretary shall keep the records of the Society and shall conduct the correspondence pertaining to the office including general inquiries from the membership and from the general public concerning pteridophytes; shall notify the Council members of meetings and request items for the agenda from each of them and prepare the agenda; shall conduct meetings of the Council in the absence of the President and President-Elect. The Secretary shall report annually to the Council, keep minutes of Council meetings, and send written reports of such meetings to the Council.

Section 5: The Treasurer shall maintain an accounting of all money belonging to the Society subject to the direction of the Council; shall receive and deposit funds receivable into appropriate Society accounts; and shall pay all bills when approved in the manner prescribed by the Council. At such times as the Council shall direct, the Treasurer shall furnish the Council with a statement showing the financial transactions since the date of a previous report, any outstanding indebtedness, the cash balance in hand, and such other simple facts as shall enable the Council to know clearly the financial condition of the Society at the time. The Treasurer shall close the accounts for the calendar year as of December thirty-first of each year, and, as soon

as practicable thereafter shall select an auditor who is neither a Council member nor a regular member of the Society. The Treasurer shall make an annual report to the Council and to the Society of all receipts and disbursements for that year and send copies to all Council members, and file appropriate reports with the Internal Revenue Service; shall prepare a proposed budget annually and send copies to all Council members with a ballot page so they may vote for approval or not. At the end of the term of office, the Treasurer shall deliver to the successor all money and other property of the Society in the Treasurer's possession.

Section 6: The unexpired term or vacancy in any office shall be filled until the ensuing election by appointment by the Council.

Article V: Council

Section 1: The President, President-Elect, Secretary, Treasurer, At-Large Council Member, At-Large Student Council Member, Membership Secretary, Outreach Coordinator, Journal Editor, Journal Managing Editor, Bulletin Editor, and Bulletin Production Editor shall constitute a standing committee to be known as the Council.

Section 2: The four Society officers, the At-Large Council Member, and the At-Large Student Council Member shall be the voting members of the Council. Election of the At-Large Council Member shall be in odd-numbered years and the election of the At-Large Student Council Member shall be in even-numbered years. At-Large terms of office shall begin on September first, following election, and shall be for two years.

Section 3: Appointed members of the Council are non-voting; however, they can offer and second motions at Council meetings.

Section 4: The Membership Secretary shall bill and receive dues payments from members and subscribers, and maintain accounts of such transactions; shall maintain the Society mailing list and provide copies to Editors and printers of

publications when requested; and shall regularly send the Treasurer funds from the account and an annual balance sheet of all receipts.

Section 5: The Journal Editor and Journal Managing Editor shall establish a format for the Journal; shall keep records and receipts of all expenses; and shall report annually to the Council. The Bulletin Editor and Bulletin Production Editor shall have the same duties as the Journal editors, but for the Bulletin. They shall also report annually to the Council, and submit a written report and balance sheet to the Treasurer.

Section 6: The Council shall have general charge of the affairs of the Society, of its publications and property; shall have power to expend the Society's money and to act upon all questions not requiring a vote of the Society.

Section 7: All Council actions shall require the support of two-thirds of the voting members of the Council, in person or by proxy.

Section 8: No funds accruing to the Society may be paid to any individual members as dividends or income.

Section 9: In case of the dissolution of the Society, the Council shall have the power to distribute the assets of the Society in conformity with the laws which govern its incorporation, providing that such distribution be made to nonprofit plant science societies of national scope incorporated within the United States of America.

Article VI: Elections

Section 1: Before the first day of February of each year, the President, with the approval of the Council, shall appoint a nominating committee, consisting of a chairperson and two other members, none of whom shall be an elected member of the Council.

Section 2: The committee shall nominate a diverse (in terms of gender, sexual orientation, race, ethnicity, country of origin, and/or career status) slate of eligible and willing members of the

Society for upcoming Officer and At-Large vacancies and forward the list of nominees to the President before March first. Any other nominations, if endorsed by three members in good standing and received by the President no later than March first, shall be incorporated on the ballot for that year.

Section 3: The President shall, by March first, appoint some member not a candidate for office to act as Judge of Elections, and shall forward that person's name together with the list of nominees to the Secretary.

Section 4: The Secretary shall, before April first, send to each member of the Society a notice of the election, giving a list of the nominees and the name and contact information for the Judge of Elections, to whom each member shall communicate his or her votes.

Section 5: Balloting shall begin April first and end May first. Immediately after the election, the Judge of Elections shall send to the Secretary a true statement of the ballots cast and shall send the ballots to the chairman of the nominating committee. For each vacancy, the candidate receiving the largest number of votes shall be declared elected, and shall be notified of his or her election by the Secretary. In case of a tie, the nominating committee shall cast the deciding vote and shall notify the Secretary of its action.

Article VII: Amendments

Section 1: Proposed amendments to this Constitution must be presented to the Secretary before March first, with the support of four Council members. The Secretary shall publish such proposed amendments with the notice of the next annual election, and they shall be voted upon at that election. If two-thirds of the votes cast for any proposed amendment are in favor of its adoption, the amendment shall be declared adopted.