

Society of Nematologists

CONSTITUTION & BY-LAWS CONSTITUTION

ARTICLE I - NAME

The name of this society shall be the Society of Nematologists, Inc. (Organized December, 1961)

ARTICLE II - PURPOSE

The purpose of the Society shall be the advancement of the science of nematology, in both its fundamental and its economic aspects. To serve this purpose, the Society shall act as an agency for the exchange of information, shall hold regular meetings, and shall promote and extend knowledge in all phases of the subject. The Society is organized and shall be operated on a nonprofit basis exclusively in advancing these educational and scientific purposes for the science of nematology.

BY-LAWS

ARTICLE I MEMBERSHIP

- Section 1. CLASSES OF MEMBERSHIP.** The classes of membership shall be Regular, Student, Postdoctoral, Emeritus, Honorary, and Sustaining Associate.
- a. **REGULAR MEMBERS.** Any person interested in the study of nematology is eligible for membership. A membership is activated upon receipt and acceptance of the applicant's dues.
 - b. **STUDENT MEMBERS.** Any person who is studying nematology at the college or university level and who is enrolled in a recognized educational institution, may become a student member at reduced dues. Student membership may not exceed a period of five years and should be limited to individuals who are not gainfully employed more than two-thirds time. Applications must be endorsed by the major professor, and the employment status must be certified annually by the major professor or appropriate department head of the educational institution.
 - c. **POSTDOCTORAL MEMBERS.** Any person with a Ph.D. or equivalent who is studying nematology at a recognized educational institution, government agency, or company may become a postdoctoral member at reduced dues. Postdoctoral membership should be limited to individuals in temporary, non-tenure-track or equivalent positions, and have no more than five years of research experience since receipt of their most recent doctoral degree. Applications must be certified annually by the postdoctoral supervisor at the hiring institution.
 - d. **EMERITUS MEMBERS.** Upon approval by the Executive Board, regular members who are in good standing and who have retired from active service may, upon request, be continued as active members without payment of dues. These members shall be designated as emeritus members.
 - e. **HONORARY MEMBERS.** Regular or emeritus members may be awarded an honorary life membership in recognition for meritorious and superlative contributions to the science of nematology.
 - f. **SUSTAINING ASSOCIATES.** Any organization which contributes to the Society an amount prescribed in the Bylaws shall be designated a Sustaining Associate. That organization may designate one representative who shall have all the privileges of a regular member of the Society.
- Section 2. PRIVILEGES.** All individual members may participate in the annual meeting of the Society, vote on all matters submitted to the membership, hold an office, (elective offices limited to regular and emeritus members), appointment, or committee membership, offer nominations for office.- Regular, Student,

Postdoctoral, and Honorary members as well as Sustaining Associates receive the newsletter of the Society; Emeritus members retain all rights and privileges of regular membership, except being exempt from payment of dues. All members in good standing have the right to resign. Terminations of membership of any member for due cause is reserved by the Society, but excluding nonpayment of dues, no membership shall be terminated without an opportunity for a hearing before the Executive Board. The name of the Society shall not be used by any member or associate for financial gain.

Section 3. DUES AND FEES. The annual dues of all membership levels shall be set at amounts determined by a majority of voting members of the Executive Board.

Section 4. MEETINGS OF MEMBERS.

- a. ANNUAL MEETING. There shall be an annual meeting of members to be held as designated by the Executive Board. Notice of the time and place of the annual meetings shall be given to all members not less than eight months prior to such meeting. The meeting site shall be selected to promote the attendance of as many members as possible.
- b. QUORUM. Those members present and entitled to vote at a meeting of the Society, after proper notice of the meeting, shall constitute a quorum.
- c. VOTING. At all meetings of the members, all motions shall be resolved by a majority vote of the members present in person except as specified elsewhere in the Bylaws.
- d. BUSINESS SESSIONS shall be conducted in accordance with Robert's Rules of Order, newly revised, in all cases to which the rules are applicable and in which they are not inconsistent with the Constitution and Bylaws and any special rules of order the Society may adopt. The President shall appoint a Parliamentarian to advise as needed; the Parliamentarian shall serve for the duration of the meeting for which the appointment is made.
- e. SPECIAL MEETINGS. Special meetings of members other than those regulated by statute, may be called at any time by a majority of the Executive Board. Notice of such a meeting, stating the purpose for which it is called, shall be served personally, by electronic means or by mail not less than sixty (60) days before the date set for such meeting. If the notice is electronically mailed or mailed, it shall be directed to a member at the respective address as it appears on the membership roll. However, the giving of the notice stating the purpose of the meeting may be dispensed with for any meeting at which either all members shall be present or of which members not present have waived notice in writing. The Executive Board shall also, in like manner, call a special meeting of members whenever so requested in writing by members representing not less than one-third of the membership. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the members.

ARTICLE II OFFICERS

A. SELECTION OF OFFICERS

Section 1. The officers of the Society shall be a President, a President-Elect, a Vice-President, a Secretary, and a Treasurer. All officers must be regular members of the Society in good standing.

Section 2. The Vice-President, Secretary, and Treasurer shall be elected by secret electronic mail or mail ballot, whereas the office of the President shall be filled by the elevation of the President-Elect from the preceding year. The office of President-Elect shall be filled by the elevation of the Vice-President from the preceding year. In the event the President-Elect cannot succeed to the Presidency for any reason, an election for President shall be held at the same time and in the same manner as for the other elective offices. Similarly, should the Vice-President be unable to assume the office of President-Elect, an election for President-Elect shall be held as described for the other offices. The Secretary shall send a nomination ballot for those offices to be elected, to all members of the Society in time to allow the nominations to be returned not less than 120 days prior to the expiration of the term of office. The

President shall appoint an Ad Hoc Elections Committee comprised of at least one Society member and one other person, to tabulate the ballots. The individual's name receiving the most nominations for each office will be on the final ballot for that office. The second nominee for each office shall be selected from among the five individuals who received the most nominations for the office by the membership after the individual receiving the most nominations. This selection will be made by a majority of voting Directors of the Executive Board. The final ballot shall be sent to all members not less than 60 days before expiration of the term of office. In circumstances where one person received sufficient ballots to qualify for more than one nomination, that member's name shall be placed on the final ballot as a candidate for the office for which the most nominations were received. In a circumstance where a person received an equal number of ballots that qualify that person for more than one office, that member's name shall be entered as a candidate for the office of the individual's preference. A plurality vote shall elect. No elected officer is eligible for immediate reelection to the same office.

Section 3. **PRESIDENT, PRESIDENT-ELECT AND VICE-PRESIDENT (1-year terms).** The Vice-President assumes office at the close of the Annual Business Meeting. The Vice-President shall serve for one year as Vice-President and the following year as President-Elect. The President-Elect assumes the office of President at the close of the Annual Business Meeting held at the end of the term of the incumbent President.

Section 4. **SECRETARY.** The Secretary shall serve for three years, beginning with the close of the Annual Business Meeting held at the end of the term of the incumbent Secretary.

Section 5. **TREASURER.** The Treasurer shall serve for three years, commencing with the close of the Annual Business Meeting held at the end of the term of the incumbent Treasurer. The terms of the Secretary and Treasurer terminate in alternate years.

Section 6. **APPOINTED EXECUTIVE BOARD MEMBERS.** Each of the three appointed Directors of the Executive Board serves a 3-year term. Each President-Elect, prior to being installed as President at a given annual meeting, shall have the privilege and obligation to fill the vacancy created by the appointed Director whose term will expire during the annual meeting. The incoming appointed Director will assume office at the close of the Annual Business Meeting for that year. The Editor-in-Chief of the JOURNAL OF NEMATOLOGY, Editor of the NEMATOLOGY NEWSLETTER, Web Site Editor, and Public Relations Representative upon being installed in these appointive offices, shall become Directors of the Executive Board.

B. DUTIES OF OFFICERS

Section 1. **PRESIDENT, PRESIDENT-ELECT, AND VICE-PRESIDENT.** The President shall preside over meetings of the Society and the Executive Board, and perform such other duties as may be necessary. The President shall preside at the annual meeting of the Society and of the Executive Board and report on the condition of the business and affairs of the Society. All regular and special meetings of the members and the Executive Board shall be called by the President, in accordance with these Bylaws and the Constitution. The President shall appoint and remove, employ and discharge, and fix the compensation of all assistants, agents, employees and clerks of the Society other than the fully appointed officers subject to approval of the Executive Board; see that the books, reports, statements, and certificates required by the Statutes are properly kept, made, and filed according to law; serve as an ex-officio member of all Committees of the Society. The President shall enforce all of the duties which are required by the law and incident to the position and office.

The President-Elect shall preside in the absence of the President and perform the functions of the President when so acting. The President-Elect serves as chairman of the Program Committee for the next annual meeting of the Society. In this capacity, the President-Elect shall preside at all meetings of the Program Committee; report to the Executive Board on all program plans that require their approval; coordinate the development of the Annual Meeting Program, including the editing of abstracts in cooperation with the Editor-in-Chief of the JOURNAL OF NEMATOLOGY; appoint all Chairs and Co-Chairs for contributed paper sessions; and coordinate with the Chair of the Local Arrangements Committee all arrangements for the program.

The Vice-President is a member of the Executive Board and presides at all Board meetings in the absence of both the President and President-Elect. The Vice-President shall serve as the Chair of the Meeting Site Selection Committee, and as Vice-Chair of the Program Committee. Immediately after taking office, the Vice-President commences planning the program for the Annual Meeting at which he/she shall be installed as President. The Vice-President shall assemble the roster of existing members of standing committees, identify new members, and forward the roster to the President for appointment of new members at least 30 days prior to the annual meeting at which he/she is installed as President-Elect, in order that new members can participate in committee meetings during the annual meeting. Because potential committee members may also be identified in person at the annual meeting, the outgoing Vice-President will present a finalized committee roster to the President and incoming Vice-President no more than 30 days after the meeting.

Section 2. **SECRETARY.** The Secretary shall take and maintain the minutes of the annual meetings of the Executive Board and of the membership; prepare and distribute the call for nominations, election Ballots, constitutional amendment proposals, and other notices of the Society; maintain annual reports of officers and committees, and forward such records to the Archivist as appropriate at the end of each year. The Secretary will bring to have accessible for presentation to the Executive Board at their stated meetings, all communications addressed to the Secretary officially by the President or any officer or member of the Society; attend to all correspondence and perform all the duties incident to the office of Secretary; and announce results of the election of officers in appropriate news media; and assist the President in preparing the agenda for regular and called meetings of the Executive Board and of the membership. The Secretary shall maintain and update the official file copies of the CONSTITUTION & BYLAWS and the MANUAL OF OPERATIONS of the Executive Board, Committee Chairs, and Representatives.

Section 3. **TREASURER.** The Treasurer shall have care and custody and be responsible for all the funds and securities of the Society and deposit all funds in the name of the Society. The Treasurer shall sign, make, and endorse in the name of the Society, all checks, drafts, warrants, and orders for payment of money, and pay out and dispose of same and receipt thereof, as authorized by the President or the Executive Board; exhibit at all reasonable times, the Treasurer's books and accounts to any Board Member or Member of the Society upon application at the office of the Treasurer; render a statement of the condition of the finances of the Society at each meeting of the Executive Board and at such other times as shall be required, and a full financial report to the membership at the Annual Meeting of the Society. The Treasurer and/or the Business Office of the Society shall keep correct books of accounts of all business transactions, and such other books of account as the Executive Board may require; keep the membership roll so as to show at all times the names of members, alphabetically arranged, their respective places of residence, their post office addresses, and keep such records open, subject to the inspection of any member of the Society and permit such members to make abstracts from said records to the extent prescribed by law. The Treasurer will provide access to the financial records for an audit by a Certified Public Accountant and perform all duties pertaining to the office of Treasurer. In consultation with the Executive Board, the Treasurer shall prepare an annual budget for the Society, including all costs of all publications, for consideration and approval of the Executive Board during the annual meeting of the Society; and make recommendations to the Executive Board on all matters pertaining to the immediate and long-term financial planning for an efficient management of the Society affairs. The Treasurer shall assist the Program Chair (President-Elect) and the Chair of the Local Arrangements Committee in developing a budget for the Annual Meeting of the Society which is approved by the Executive Board.

ARTICLE III THE EXECUTIVE BOARD/BOARD OF DIRECTORS

Section 1. **DUTIES OF EXECUTIVE BOARD.** The Executive Board, comprised of thirteen Directors, shall have the control and general management of the affairs and business of the Society; this Board may adopt such rules and regulations for the conduct of its meetings and management of the Society as it deems proper, subject to these Bylaws and the laws of the State of Maryland.

Section 2. **COMPOSITION.** The Executive Board shall include the President, President-Elect, Vice-President, Secretary, and Treasurer, who are designated as the Board of Directors, the three appointed

members of the Society, the immediate Past-President, the Editor-in-Chief of the JOURNAL OF NEMATOLOGY, and the Editor of the NEMATOLOGY NEWSLETTER, THE Web Site Editor, and the Public Relations Representative.

Section 3. REGULAR EXECUTIVE BOARD MEETINGS. Regular meetings of the Executive Board shall be held at the time of the Annual Meeting of the Society. The President presides at all Board meetings; or in the President's absence, the President-Elect presides. In the absence of both the President and the President-Elect, the Vice-President presides at meetings of the Executive Board.

Section 4. SPECIAL EXECUTIVE BOARD MEETINGS. Special meetings of the Executive Board may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of the majority of the Board. Notice of meetings, other than the regular annual meetings, shall be given to all Board Directors in person or by electronic means at least 7 days before the date therein designated for such meeting, notice thereof specifying the time, form, and place of such meeting, and the business to be brought before the meeting; no business other than that specified in such notice shall be transacted at any special meeting. Any business of the Society may be transacted by the Executive Board without prior notice if every voting Board Director is present.

Section 5. QUORUM. At any meeting of the Executive Board, the majority of the voting Directors (4) shall constitute a quorum for the transaction of business.

Section 6. VOTING. The voting Directors of the Executive Board shall be those Directors elected by the membership of the Society (President, President-Elect, Vice-President, Immediate Past- President, Secretary, Treasurer) and the Editor-in-Chief of the JOURNAL OF NEMATOLOGY. Each of the seven voting Directors of the Executive Board shall have one vote.

Section 7. VACANCIES. If the President is unable to continue serving the Society, the office shall be filled for the remainder of the term by the President-Elect. Other vacancies on the Executive Board that occur between Annual Meetings shall be filled by appointment for the unexpired term by a majority of the remaining voting Board Directors. The voting Directors of the Executive Board shall remove, by a two-thirds vote, any Director of the Board for failure to carry out the responsibilities of office.

Section 8. POLICY. Between Annual Meetings of the Society, the Executive Board must carry out the necessary functions to implement existing policies of the Society. The Executive Board is authorized to conduct mail or electronic mail ballot(s) of the Society membership between annual meetings of the Society on matters the Board deems necessary to place before the entire membership for a vote, provided each ballot is accompanied with explanatory information. Interim actions on policy are reported to the membership at the next Annual Meeting of the Society.

ARTICLE IV COMMITTEES AND SOCIETY REPRESENTATIVES

A. GENERAL

Society Committees are of three categories: Standing Committees, Special Committees, and Ad Hoc Committees. Unless indicated differently in the Bylaws, the President-Elect, as incoming President, designates the Vice-Chair, if any, of each committee which person will elevate to Chair of the Committee in the following year, unless circumstances require an alternate process which then must be approved by the Executive Board.

B. STANDING COMMITTEES

Section 1. The Standing Committees to be designated in the MANUAL OF OPERATIONS are concerned with matters of continuing interest to the Society, including general policies and program development. Each committee must submit to the Executive Board an annual report which is published, at least in abstract form, as part of the official report of the Annual Meeting of the Society. Upon recommendation by the Executive Board, Standing Committees may be added or discontinued by a plurality vote of the membership at the Annual Meeting.

Section 2. **TERMS OF OFFICE AND ROTATION.** Unless approved otherwise by the Executive Board, each member of a Standing Committee shall serve for a minimum period of three years, commencing with the close of the Annual Meeting of the Society. Appointments shall be so arranged that approximately one-third of the terms shall expire annually. Committee members will have the option to continue their appointments in additional 3-year terms upon approval of the President

Section 3. **APPOINTMENT OF STANDING COMMITTEES AND FILLING OF VACANCIES.**

- a. The Vice-President shall develop the rosters of all Standing Committees, identify new committee members, and forward to the President at least 30 days prior to the Annual Meeting. Both the Chair and Vice-chair of standing committees need to be members in good standing of the Society of Nematologists. Because new committee members may also be identified in person at the annual meeting, a final committee roster will be sent to the President and incoming Vice-President up to 30 days after the end of the annual meeting.
- b. The President shall fill vacancies in Standing Committees by appointment. The appointees shall serve until the terms expire or successors are appointed to serve for the remainder of the unexpired terms, whichever comes first.

Section 4. **COMPOSITION OF COMMITTEES.** The Program Committee shall consist of the Chair (President-Elect), Vice-Chair (Vice-President), and the Chairs of the subject-matter committees. The Vice-President shall serve as Chair of the Meeting Site Selection Committee. The immediate Past-President shall serve as Chair of the Long-Range Planning Committee with responsibilities of consulting and communicating with the Chairs of appropriate subject-matter committees in this regard.

C. **SPECIAL COMMITTEES**

The special committees are concerned with matters of short-term interest to the Society. A Special Committee will be appointed for a period which in the judgment of the Executive Board is required to fulfill its purpose. Progress reports should be provided and a final report must be made to the Executive Board at the termination of the Committee's appointment.

D. **AD HOC COMMITTEES**

These committees are concerned with issues of specific purpose involving a limited period. The President of the Society establishes these committees and appoints their membership and Chairs. The term of any Ad Hoc Committee will not extend beyond the term of the President who appoints it. The succeeding President, however, may reinstate an Ad Hoc Committee. These committees make reports to the President or the Executive Board as requested by the President.

E. **SOCIETY REPRESENTATIVES**

The President-Elect, as incoming President, shall appoint all Society Representatives to other organizations, such as, Council for Agricultural Science and Technology (CAST), American Institute of Biological Sciences (AIBS), National Science Collections Alliance (NCSA), etc., prior to the Annual Meeting of the Society.

ARTICLE V PUBLICATIONS

Section 1. **THE SOCIETY SHALL ISSUE JOURNALS AND NEWSLETTERS, AND MAINTAIN A WEB SITE,** as determined by the Executive Board of the Society with the approval of a plurality of the voting membership. The types of publications and frequency of issues shall be determined by the Executive Board.

Section 2. JOURNALS. For each Journal, the Executive Board shall appoint an Editor-in-Chief. The Editor-in-Chief, subject to approval by plurality vote of the Executive Board, shall appoint Editorial Board Members, and as many Editors and Associate Editors as deemed necessary. A Senior Editor will be appointed by the Executive Board one year prior to the completion of the Editor-in-Chief's term of office. The Editor-in-Chief shall serve for a term of three years; and may be reappointed thereafter, for two consecutive 1-year terms at the discretion of the Executive Board. The Editorial Board Members shall each serve a term of three years, terms not to expire concurrently, and may be reappointed. Associate Editors shall serve terms of two years with the terms of one-half expiring in even years and the other half expiring in odd years, and may be reappointed.

If the office of any editor is vacated for any reason, the President and the Editor-in-Chief shall jointly nominate a replacement. Where possible, the newly named Editor-in-Chief should have served one year as Senior Editor prior to assuming the position of Editor-in-Chief. The duties of the Editor-in-Chief, Editorial Board Members, Editors, and Associate Editors, shall be those necessary to maintain a high quality journal. Each Editorial Board Member shall have an equal voice and equal vote in all Journal matters not reserved for other Society Officers by the Constitution and Bylaws.

Section 3. NEWSLETTER. The Executive Board shall appoint an Editor for the Newsletter. The Editor may request a Co-Editor or Associate Editors. The Editor of the Newsletter shall serve for a term of three years, and may be reappointed thereafter, for two consecutive 1-year terms at the discretion of the Executive Board. Any Co-Editor or Associate Editor shall serve terms no longer than that of the Editor. The duties of the Editor shall be those necessary to keep Society members aware of current events in and affecting the science of nematology and related disciplines.

Section 4. SPECIAL PUBLICATIONS. The Society may solicit and/or receive manuscripts for consideration as special publications. Acceptance for special publication shall be the responsibility of the Executive Board, subject to the following conditions: (a) a Special Committee shall be appointed by the Executive Board to study the feasibility of publication of each manuscript and their findings shall be reported to the Executive Board; (b) if the manuscript is accepted for publication, the Special Publications Committee shall handle all pre-publication and post-publication publicity related to sales, and shall serve for one year after the publication is released; and (c) actual sales of such publications shall be the responsibility of the Treasurer or Business Manager.

If the Executive Board accepts a manuscript for special publication, a Special Editor shall be appointed for that publication. The Special Editor, in association with the authors, shall decide on format, type of printing, paper, binding, cover, number of copies, cost, and other publishing details. At least two bids shall be obtained. The Special Editor shall report to the Special Publication Committee and the Executive Board. All costs relating to each special publication must be approved by the Executive Board and will be borne by the Society; however, special publications shall be managed so as to recover the cost through contributions and/or sales of individual copies.

Section 5. The Executive Board shall appoint a Web Site Editor to maintain the official Society Web Site. Content of the Web Site shall be determined by the Executive Board. The Web Site Editor shall serve for a term of three years.

Section 6. The Society shall issue such other publications, brochures, and publicity materials as deemed necessary by the Executive Board and coordinated by the Public Relations Representative. The Executive Board shall decide the manner of funding of such issues.

ARTICLE VI HONORS

Section 1. HONORARY MEMBER. This award, the highest honor the Society bestows, is limited to no more than one person per year. The number of living persons in this category of membership shall not exceed 2% of the Regular and Emeritus membership counted at the time of the Annual Meeting prior to the time of selection. Nominations for Honorary Member(s) may be made by any member of the Society. The nominator must provide a dossier for each individual nominated to the Honors and Awards Committee at least 180 days prior to the Annual Meeting of the Society. The Honors and Awards Committee will

evaluate all nominations for Honorary Member. This Committee will forward their nomination and dossier to the Executive Board no later than 120 days prior to the Annual Meeting. The Executive Board must give approval of the nominee for Honorary Member of the Society at least 90 days prior to the Annual Meeting. The President will notify the Honorary Member Elect, at least 60 days prior to the Annual Meeting.

Section 2. FELLOW. This honor is bestowed upon regular and emeritus members in recognition of distinguished contributions to the science of nematology. No more than 0.40% of the membership may be elected to Fellow of the Society in any given year. Nominations for Fellow may be made by any member of the Society. All nominations for Fellow must include a dossier which must reach the Honors and Awards Committee at least 180 days prior to the Annual Meeting of the Society. The selection of Fellows is made by the Honors and Awards Committee. The President will notify the Fellows-Elect no later than 60 days prior to the Annual Meeting. The Executive Board shall be advised of the Fellows-Elect before the public announcement at the Annual Meeting.

Section 3. SPECIAL HONORS. The Executive Board may establish other special honors and awards categories it deems appropriate.

ARTICLE VII FUNDS

Section 1. CONTROL. The control of Society funds from dues, subscriptions, publications, gifts, endowments, bequests, and investments is vested in the Executive Board to be managed through the Treasurer and any appointed Executive Officer(s) and/or committees. The Executive Board shall have the authority, in its discretion, to take such actions, if any, as they deem necessary or appropriate for the safekeeping of the Society's cash, cash accounts, and investments, including, but not limited to, the bonding of signatories on Society accounts or requiring multiple signatures for withdrawals.

Section 2. OBLIGATIONS. The Executive Board is authorized to enter into obligations and to pay obligations essential to conducting the affairs of the Society and the editing, printing, and publishing of the official journals and other publications authorized by the Society.

Section 3. ANNUAL AUDIT. Receipts and disbursements of the Society shall be examined annually by a Certified Public Accountant (CPA) to be approved by the Executive Board. The CPA shall provide an audit of all accounts as requested by the Executive Board. The reports of the Treasurer and/or Business Manager, and the Certified Public Accountant shall be published annually.

ARTICLE VIII AFFILIATED SOCIETIES AND ORGANIZATIONS

The Executive Board is authorized to investigate and recommend to the Society, the establishment of affiliations with other societies and organizations. Such affiliations should be developed for the purpose of promoting national and international collaboration between the Society of Nematologists, other societies of nematologists, and other appropriate organizations.

ARTICLE IX RATIFICATION AND AMENDMENTS

Section 1. This Constitution and Bylaws become effective upon their ratification according to the procedure for amending given in Article VII of the August 1980 revision of the Constitution and Bylaws of the Society. This 2023 revision supersedes the Constitution and Bylaws as originally ratified in February 1962 and all intervening revisions.

Section 2. Proposals for amendments to this Constitution and Bylaws may be made to the Executive Board by any member of the Society.

- Section 3. Changes in SECTION 3 THROUGH 5 OF ARTICLE I OF THE BYLAWS may be made by a two-thirds majority vote of the members in attendance at the Annual Meeting of the Society or by electronic ballot, if that means of voting is approved by a majority of the Executive Board, provided that the proposed amendment(s) were distributed to the membership electronically at least 30 days prior to the date of the Annual Meeting at which such proposals are to be considered, or 30 days prior to the first day of the electronic ballot, whichever applies.
- Section 4. THIS CONSTITUTION AND THE REMAINING SECTIONS OF ARTICLE I AND ALL OTHER ARTICLES OF THE BYLAWS may be amended under the following provisions:
- a. Any proposals for amendments shall first be submitted in writing to the Secretary of the Society at least 45 days before the Annual Meeting of the Society at which action thereon is to be taken.
 - b. The Executive Board shall consider all amendment proposals which may be modified by the Executive Board only to clarify obscure language or to facilitate carrying out the intent of the proposed amendment(s).
 - c. At least 30 days before the annual meeting at which action is to be taken, the Executive Board shall mail or electronically mail to all members a copy of the proposed amendment(s). This notification may be by publication in the NEMATOLOGY NEWSLETTER, or by electronic mail or letter to each member of the Society.
 - d. Proposals to amend the Constitution, duly made in the prescribed manner, together with the recommendations of the Executive Board, shall be presented to the members of the Society at the Annual Business Meeting for discussion and vote as described in paragraphs e-g of this section.
 - e. Approval of a proposed amendment requires an advisory approval by a two-thirds majority of members voting in a mail, electronic mail, or online ballot. If a proposed amendment receives advisory approval at the Annual Meeting, it shall be published electronically on the SON website, in the next NNL, by direct email or mail, or other electronic means. Publication will include the part of the Constitution affected by the proposed amendment. Justification and criticism for the proposed amendment(s) and the recommendations of the Executive Board concerning its passage shall be printed with the proposal. Should the Executive Board be opposed to the proposed amendment, supporting comments of the group originating the amendment shall be included. An electronic vote including all members shall be conducted online or by email within 30 days after the proposed amendment is published.
 - f. The President shall appoint a special committee of two members (or the Secretary and one other person) to attest to the results of the electronic ballot, with the Secretary serving as Chair of this Committee. The Committee shall tabulate all votes received 30 days after distribution and inform the President in writing of the results of the ballot. The results will be immediately announced electronically and in the next NEMATOLOGY NEWSLETTER. The amendments shall be adopted if two-thirds or more of the votes are in favor, otherwise, it shall be defeated.
 - g. An adopted amendment shall become effective as of the date the ballots are counted unless a later date is specified in the amendment itself.

ARTICLE X DISSOLUTION

In the event that the Society is dissolved for any reason, all assets remaining after payment of debts shall be distributed exclusively for educational and scientific purposes as recommended by the Executive Board.

**APPENDIX Articles of Incorporation
(Without authorized capital stock) SOCIETY
OF NEMATOLOGISTS, INC.**

FIRST; We, the undersigned, Charles A. Dukes, Jr., whose post office address is 5303 Baltimore Avenue, Hyattsville, Maryland 20781, Jo B. Fogel, whose post office address is 5303 Baltimore Avenue, Hyattsville, Maryland 20781, and Joan Katz, whose post office address is 5303 Baltimore Avenue, Hyattsville, Maryland 20781, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND; The name of the corporation (which is hereinafter called the Corporation) is Society of Nematologists, Inc.
THIRD; The purposes for which the Corporation is formed are as follows: a) To advance the science of nematology, in both its fundamental and its economic aspects; to act as an agency for the exchange of information; to hold regular meetings and promote and extend knowledge in all phases of nematology, b) and generally to carry on any other business in connection therewith not contrary to the laws of the State of Maryland, and with all the powers conferred upon non-profit corporations which are contained in the General Laws of the State of Maryland.

FOURTH; The Post Office address of the principal office of the Corporation in this State is 5303 Baltimore Avenue, Hyattsville, Maryland. The name and post office address of the resident agent of the Corporation in this State are Charles A. Dukes, Jr., 5303 Baltimore Avenue, Hyattsville, Maryland. Said resident agent is a citizen of this State and actually resides herein.

Pursuant to closure of the above-mentioned firm, the Society of Nematologists contracts annually with The Corporation Trust, Inc., 2405 York Road, Suite 201, Lutherville-Timonium, MD 20193-2264 to provide resident agent services necessary to maintain the Society's corporate status in the state of Maryland.

FIFTH; The Corporation is not authorized to issue capital stock.

SIXTH; The number of directors of the Corporation shall be not more than nine which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Harold A. Jensen, Burton Y. Endo, and George A. Bird.

SEVENTH; The duration of the Corporation shall be perpetual.