

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

Approved by Board of Directors: 6 October 2009

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. Principal Office

The principal office (main administrative center) of the corporation for the transaction of business is located in Gainesville, Florida. The principal office and/or legal address of the Society may be changed through a vote of the majority of the Board of Directors.

Article 3. 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 4. Membership

Section 1. COMPOSITION

The Society is open to any person throughout the world who holds Ph.D. or other terminal degree in their field (e.g., MD or JD), faculty position at a College or University, or is a graduate student who understands her or his scholarly interests to cohere with the mission of the society. Membership is also possible through a nomination process that involves the evaluation of the scholarly interests of the nominee, as determined through society-approved procedures (See Article 13, section 3). Members pay dues, have voting rights, may be elected to office, and may serve as members of committees.

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 5. Officers and Voting Rights

Voting officers of the Board of Directors are the President, President Elect, Secretary, Treasurer, four Members at Large (see Article 6, section 3), one student representative, one representative of each affiliated group that meets

established criterion and has been approved by the Board of Directors, the immediate two past Presidents (if any), and the Editor-in-Chief of the *Journal for the Study of Religion, Nature, and Culture*. Chairs of Standing Committees, and the Society's Executive Director, serve as ex officio (non-voting) members of the Board of Directors.

The Executive Director is appointed by the Board of Directors. 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 four at Large Members are elected within each respective category by a simple majority of all voting members. The Student member is elected by a majority vote of the student members. Officers who are representatives of society-recognized regional or topical group sections are elected by the members of their section subject to the restrictions set out in Article 6.

Article 6. 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

The four Members at Large shall include individuals from each of the following disciplines:

1. the humanities (e.g., religious studies, literature, history, art history, philosophy, theology, etc.)
2. the social sciences (e.g. anthropology, political science, sociology,

etc.)

3. the natural sciences (e.g. biology, physics, geology, etc.)

4. Interdisciplinary studies (e.g., Environmental Studies, Women's Studies, Urban Studies, African Studies, Cultural Studies, Latin American Studies, etc.)

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

Section 4. REPRESENTATIVES OF REGIONAL, TOPICAL, AND OTHER AFFILIATE SECTIONS

Regional, topical, and other affiliate sections 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 and made available at the society website. Sections will normally have at least twenty-five members of the society and in all cases must be interested in if not directly engaged in scholarly work that coheres with the mission of the Society. Approved Sections may elect a representative to the Board of Directors. Society members may not vote for representatives for more than one regional, topical, or affiliate section. Section membership that falls below 30 for more than two years will normally lose its representation on the Board of Directors, which will be responsible for all decisions about Sections and their voting rights.

Section five, STUDENT REPRESENTATIVE:

The Student member representative must hold a student membership.

Article 7. Duties of the Board of Directors

The Board of Directors is the executive and policy-making body of the Society. It shall, 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 shall convene no less frequently than at the international conference and shall conduct business whenever necessary either in person or by media as determined by the Board.

Article 8. Duties of Officers

Section 1. PRESIDENT

The President is empowered to speak for the Society after consultation with the Executive Committee (see Article 11). 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) receive election ballots and forward 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 (c) 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 the Society,

(d) provide a budget and statement of financial condition annually to the Board of Directors,

(e) present a general report on the Society's current budget and financial condition at each General Members' Meeting, and

(f) under direction of the Board of Directors, supervise Society investments and buy, sell, assign, and transfer securities for this purpose.

(g) The duties described in subsections (a) through (f) 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 Treasurer shall also

(h) arrange for the annual audit of Society finances by an accredited accounting firm and present the auditor's report to the Board of Directors.

The President may appoint Financial Trustees for one or more three-year term(s) to advise the Treasurer on management of the endowment. 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, and may be appointed by the President and given an appropriate title for the work in which they are engaged. 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 SECTIONS

Representatives of regional sections 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. EDITOR(S)

The performance of the Editors of any Society sponsored or endorsed publications shall be reviewed periodically, as determined by the Publications Committee in consultation with Society Staff and the Board of Directors. The Publications committee will submit evaluations and may make recommendations to the Board of Directors.

Section 8. STUDENT REPRESENTATIVE

The student member's duties include representing student interests before the Board and other duties as assigned by the President.

Article 9. Terms of Office

Section 1. DURATION

All members of the Board except the student member representative 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 representative may serve successive terms. The President Elect assumes the presidency and all other newly-elected members assume their offices 15-days after the election. The student member representative serves a one-year term and may serve successive terms. Once the student has earned a

terminal degree, however, the student may not be re-elected as the student board member.

Section 2. INTERIM SERVICE

If the office of President Elect, Secretary, or Treasurer 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 10. 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 on and implement fair procedures for recall vote.

Article 11. Executive Committee

Section 1. MEMBERSHIP

The Executive Committee shall consist of the President, immediate two past Presidents, President Elect, Secretary, and Treasurer. The Executive Director 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.

Section 3. VOTES

- (a) All votes of the Executive Committee shall be decided by a simple majority of those voting.
- (b) Three members shall constitute a quorum of the Executive Committee.

Article 12. Board of Advisors

Section 1: The Board of Advisors is established and maintained by the President and Executive Director 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 Director may waive membership dues for Board of Advisors members.

Article 13. 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, Program, Awards, Student Affairs, Education, and Publications. The nature and charges of these committees are described immediately below. The chairs of all standing committees shall appoint additional committee members to their respective committees. Appointed members of all standing committees serve at the pleasure of their respective Chairs.

Section 2. NOMINATIONS/ELECTION COMMITTEE

The Nominations/Election Committee is chaired by the most immediate past President of the Society (or when unavailable, by the President of the Society). The Nominations/Elections Committee consists of the three most immediate past Presidents and any other members appointed by the Chair of the Nominations/Election Committee. The Nominations/Election 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. Chairs of all standing committees other than the Nomination/Election Committee shall be appointed by the President with the approval of the Board of Directors; serve two-year, staggered terms; and may be reappointed to any number of terms. Chairs shall be selected from the Board of Directors or from the general membership.

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, regional, ethnic, and gender diversity. It will also be responsible for developing policies regarding membership, and in particular, the guidelines for admitting scholars nominated by members who are not in academic positions or graduate programs. These procedures will be implemented in coordination with the President and Executive Director, and are subject to evaluation and approval by the Board of Directors.

Section 4. DEVELOPMENT COMMITTEE

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. PROGRAM COMMITTEE

The Program Committee shall solicit proposals to host general meetings and workshops and provide advice and guidance to local conference planning committees. The Program 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 programs. While society membership in the society is restricted to scholars, society programs and educational efforts can involve any sector of government or civil society in ways that cohere with the mission of the society. Non-members may participate in society programs designed for them without becoming members.

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 shall

- (a) propose nominees for awards to the Board of Directors in time for approval by the Board of Directors before the annual meeting of the Society,
- (b) propose new awards to the Board of Directors, and
- (c) 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 shall

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

Section 8. EDUCATION COMMITTEE

The Education Committee shall facilitate and carry out initiatives designed to promote the education of the general public in areas related to the mission of the Society, often proposing projects to the Program and Publication committees and working with them toward implementation.

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 and assist Society staff and the Board of Directors and Society staff in website design and content.

Article 14. 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 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 15. Board of Editors of Sponsored Journal(s)

Section 1. 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 2. CHARGE

The Board of Editors is responsible for assisting the editor of sponsored journals with the selection and editing of papers for publication.

Article 16. 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 17. 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.

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.

- 1) 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.
- 2) 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.
- 3) 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

a) the proposer of the original resolution participates in the meeting and

b) 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.

4) 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.

5) 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 a week.

Article 18. 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 19. 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 30 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 telephone or videophone conference, the call-in number and access code or other relevant information shall be included in the notice. If the meeting is to be held by electronic means, the notice shall include the email address to which votes must be sent by the date and time established for the meeting.

Article 20. 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 21. 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 22. Dues

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

Article 23. Regional Chapters

Regional Chapters of the Society may be established in accordance with guidelines approved by the Board of Directors. All Chapter officers must be members of the Society.

Article 24. 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 25. Interim Executive Committee.

Between the time when these articles are incorporated and the first election of

the society, all affairs of the society will be facilitated by the Interim Executive Committee, which was established at the Cocoa Beach Florida planning meeting, which was held 9-11 September 2005, and added to, as approved by planning meeting participants. The interim executive committee shall select its officers to lead the society during the interim period. Society officers shall have final say on all society matters until the Society's first Board of Directors is established, as specified in these bylaws, through an election in which all who have become members and paid dues during the interim period are eligible to vote. Upon this initial election and the installation of the Board of Directors, Article 25. of these bylaws will be moot and therefore deleted from the official bylaws.

Article 26. 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.