

IS-MPMI BYLAWS

ARTICLE I. Name

The Association shall be known as the International Society for Molecular Plant-Microbe Interactions, Inc.

ARTICLE II. Purposes

The purposes of the International Society for Molecular Plant-Microbe Interactions, Inc. (IS-MPMI) are to engage in activities which advance interdisciplinary science pertaining to molecular interactions of plants with microbes (bacteria, viruses, and fungi) as well as parasitic angiosperms, nematodes and insect pests (referred to as molecular plant-microbe interactions) affecting plant growth and productivity on a worldwide basis. To that end the Society may engage in activities of the following nature:

- a. Sponsoring publications, which include original research and reviews, detailing advances in the field of molecular plant-microbe interactions.
- b. Organizing periodically an international symposium open to any individual interested in molecular plant-microbe interactions.
- c. Developing molecular data banks which can be exchanged among scientists for purposes of facilitating and assisting research in studies on molecular plant-microbe interactions.
- d. Sponsoring seminars and conferences related to molecular plant-microbe interactions.
- e. Encouraging national and regional organizations to affiliate with the Society.
- f. Providing periodic information and news in the field of molecular plant -microbe interactions to the Society members.
- g. Any other activities that will advance the science of molecular plant-microbe interactions and that are consistent with the role of the Society as a nonprofit organization, exempt under revenue ruling 501(c)(3) of the Internal Revenue Code.

ARTICLE III. Membership

SECTION 1. Membership Types.

Individuals or corporations interested in the advancement and promulgation of knowledge relevant to molecular plant-microbe interactions are eligible to join the Society. An individual or corporation that has fully paid the designated membership fees for a year shall be considered a member during that year. Four classes of membership shall exist: full member, post doctorate, student, and corporate (sustaining). To be eligible for student membership, an individual must be enrolled in a degree program at a school of higher education; a major professor or department head must certify status annually. To be eligible for post doctorate membership, an individual must be employed in a post-doctoral position at a school of higher education; a major professor or department head must certify the post doctorate status annually.

SECTION 2. Privileges of Members.

Members shall have the right to vote for candidates to the Board of Directors. The Board will then elect the President, and will appoint or elect other officers.

ARTICLE IV. Election of Board of Directors and Officers

SECTION 1.

The Board of Directors shall number nine (11) members including the President.

SECTION 2.

Members shall be elected to the Board of Directors from a slate of candidates prepared by the Nominations Committee and approved by a two-thirds vote of the entire Board. The slate will consist of names numbering at least twice the positions to be filled.

SECTION 3.

Board members shall be elected by a majority vote of electronic and/or mail ballots returned to the Society prior to the biennial International Congress.

SECTION 4.

The election of officers by the Board, and their installation, shall be made at the Board's meeting during the biennial Symposium meeting.

SECTION 5.

When, due to unexpected circumstances, Symposia are not held in alternating years, the terms of incumbent Board members and officers shall be extended until the next Symposium is held. At that time new board members shall be elected and installed in the usual manner.

ARTICLE V. Duties of the Board of Directors and Officers

SECTION 1.

The officers elected by the Board shall be the President and the President-Elect. The President-Elect shall serve two years as President-Elect and the following two years as President. The immediate past president shall serve on the Board of Directors for an additional two years in an ex officio capacity.

SECTION 2.

The President shall be the Chief Executive Officer of the Society and shall serve as Chairman of the Board. The President shall preside at all meetings of the Society and of the Board; shall appoint all committees not otherwise provided for in the Bylaws; shall fill all vacancies in appointive positions; shall have the general direction of the affairs of the Society; and shall perform such other duties as may be prescribed by the Board.

SECTION 3.

The President-Elect shall serve as President in case of the absence or inability of the President to serve. This service shall not affect succession to the office of President two years following election as President-Elect. The President-Elect, upon request by the President, may preside at any meeting of the Board.

SECTION 4.

The Secretary shall be responsible for keeping the minutes of meetings of the Society and the Board; for distributing minutes of such meetings to members of the Board; shall attend to the giving and serving of all notices of the Society; and shall perform such other duties as may be prescribed by the Board. The Secretary shall be appointed by the Board for a two-year term.

SECTION 5.

The Treasurer shall be responsible for the custody of funds and securities of the Society; shall report to the President and Board as to the financial condition of the Society; and shall perform such other duties as may be prescribed by the Board. The Treasurer shall be appointed by the Board for a four-year term followed by a two-year ex officio term.

SECTION 6. Resignation.

Any officer of the Society may resign at any time by giving written notice to the Board.

SECTION 7. Removal.

The Board shall have the power, by a two-thirds vote of the entire Board, to remove an individual from a position as an officer for conduct prejudicial to the interest of the Society, provided that any such officer shall have received at least thirty days notice of the time of the vote concerning the officer's possible removal, together with a copy of the charges against such officer, so that such officer may have an opportunity to provide a written rebuttal to such charges to the Board.

ARTICLE VI. Election of the Board of Directors

SECTION 1.

The board will consist of 11 elected members, including the President, the President-Elect, the Secretary, the Treasurer, and seven Directors. In addition, the Editor-in-Chief of the journal *Molecular Plant-Microbe Interactions* (MPMI), and the Editor-in-Chief of the IS-MPMI Reporter shall be included as a voting member of the Board. The immediate past president and immediate past Treasurer will serve as ex-officio Board members with full voting privileges for one year. The Executive Officer of the Society will serve on the board as ex-officio with no voting privileges. The members of the Board shall be elected by the members of the Society from a slate provided by the Nominations committee. Geographic representation on the Board will be taken into consideration. Board members shall rotate off the Board after serving four years unless he/she is an officer or an officer appointed or elected to another officer position. All members shall rotate off the Board after a maximum of eight year of service excluding ex officio service. In the case of a vacancy in a position of an elected Board member, the President will appoint a replacement from the same geographical area as the vacated elected member to complete that member's four year term

SECTION 2.

Regular (actual, telephonic or electronic) meetings of the Board shall be held at least annually at such time and place as may be determined by the Board. Meetings may be called at any time by the President or any four Board members. Notices of both regular and special meetings shall be given at least three weeks before any such meeting and shall state the purposes thereof.

SECTION 3.

The Board of Directors shall appoint an Executive Officer (title to be designated by the Board) to administer the business affairs and offices of the Society and any other duties assigned to him/her by the Board or the Officers. The Board shall also authorize the employment of whatever permanent or part-time help as may be necessary to conduct the affairs of the Society.

ARTICLE VII. Committees

SECTION 1.

The Finance Committee shall consist of the President, the Treasurer, the Secretary, the Executive Officer, and at least one other member of the Board appointed by the President. The Finance Committee shall recommend annual membership dues and a budget each year to the Board, including costs of Society publication. A two-thirds vote of the Board shall be required for approval of the membership dues and budget.

SECTION 2.

The Nominations Committee shall be composed of the President, President-Elect, and at least two other members of the Board appointed by the President. The Nominations Committee shall prepare a slate for election of Board members consisting of names numbering at least twice the positions to be filled. The Nominations Committee shall take into consideration geographical location of Board members. A two-thirds vote of the entire Board shall be required to approve the slate recommended by the Nominations Committee.

SECTION 3.

Conference Committee. The Conference Committee shall be appointed by the President and shall minimally include the President-Elect, the Treasurer, and the heads of the current and immediate past local organizing committees. The Conference Committee, in consultation with the President, shall consider other meetings of similar interest, recommend the site and local organizing committee for future Conferences to be sponsored by the Society, and shall provide guidelines for interaction between the Board, its agents and representatives, and the local organizing committee in financial and administrative decisions.

ARTICLE VIII. Amendment of By-Laws

These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of at least two-thirds of the members of the Board. Any such changes must be ratified by simple majority vote of the membership of the Society. Said vote may occur at any regular or special meeting or by mail ballot.

ARTICLE IX. Dissolution

SECTION 1. Assets.

The Society shall be organized as non-profit corporation. No money or assets of the corporation shall be distributed to directors of the corporation, except as compensation for services, nor shall the corporation make any loans of any kind of corporate assets.

SECTION 2.

In the event of dissolution of this Society by vote of the membership or legal action, after the discharge of all debts and obligations, any funds and property remaining thereafter shall be conveyed to another qualified non-profit organization(s) dedicated to the perpetuation of objectives similar in nature to those of the International Society for Molecular Plant-Microbe Interactions, Inc., providing that such organization(s) at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provisions of the Code as may be in effect at the time of dissolution, and also provided that the conveyance of such funds and property is consistent with the Articles of Incorporation of the Society and the provision of Chapter 317, Minnesota state as amended to date of dissolution.