

International Society for Anthrozoology

BYLAWS

Article I. Title and Offices

Section 1. Name. The name of the corporation is the International Society for Anthrozoology (abbreviation ISAZ).

Section 2. Principal Office. The principal office of the corporation is located in Philadelphia County, State of Pennsylvania.

Section 3. Other Offices. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article II Non-Profit Purposes

Section 1. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes. The specific objectives and purposes of this corporation shall be to promote the study of all aspects of human-animal relationships and interactions by encouraging and publishing research, holding meetings, and such other activities as may be held to forward the purposes of the corporation.

Article III Directors and Officers

Section 1. Number. The affairs of the corporation shall be conducted by a Board of Directors. All members of the Board will be full, paid-up members of the Society and the Board will consist of at least seven and not more than fifteen members, exclusive of co-opted and ex officio members and one student member. The Student Member, at the time of his or her election, will be a paid-up student member of the Society. Membership will reflect the broad interests of the Society by including representatives of a diverse selection of geographic and cultural regions and a range of scholarly disciplines and administrative expertise. Additional board members may be co-opted to satisfy these requirements.

Section 2. Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. It shall be the duty of the Directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; (b) Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation; (c) Meet at such times and places as required by these Bylaws.

Specific duties for office bearers are as follows. These are not exhaustive and all board members may be expected to perform additional duties as required:

| POSITION | DUTIES |
|-------------------------------------|---|
| PRESIDENT | The President functions as the Chief Executive Officer of the organization. The President will convene all meetings, is authorized to sign all contracts and checks and, in general, acts on behalf of the Society and is responsible for general management of the affairs of the Society. The President may delegate specific duties to the Officers and to the Administrative Manager and Journal Editor/s as deemed appropriate, but assumes responsibility for ensuring that all orders and resolutions of the Board are carried into effect. |
| PRESIDENT-ELECT | The President-Elect assumes all duties of the President in the latter's absence or inability to serve and, for succession purposes, is privy to all duties carried out by the President |
| TREASURER | The Treasurer is primarily responsible for managing the Society's financial affairs. The Treasurer is expected to work closely with the Administrative Manager to manage the Society's assets and receive and bank all of the Society's revenues including membership subscriptions, donations and gifts, merchandise sales, conference earnings, proceeds from journal sales. The Treasurer is also authorized to sign checks and make payments on behalf of the ISAZ President and Board. Finally, the Treasurer is responsible for preparing annual, audited financial accounts for presentation to the Board and Membership at their annual meetings. The Treasurer must reside in the U.S.A. as banking is established in the U.S.A. |
| TREASURER-ELECT | The Treasurer-Elect assumes all duties of the Treasurer in the latter's absence or inability to serve and, for succession purposes, is privy to all duties carried out by the Treasurer. The Treasurer must reside in the U.S.A. as banking is established in the U.S.A. |
| SECRETARY FOR DEVELOPMENT | The Secretary for Development conducts a range of proactive duties for the Society, including fundraising, working closely with the Administrative Manager. The Secretary for Development acts as chair of the Development Committee and liaises closely with the Secretary for Communications and the Programs Officer. |
| SECRETARY FOR COMMUNICATIONS | The Secretary for Communications conducts a range of proactive duties for the society to increase the visibility of the society, identify development opportunities, and liaise with the press and members of the Society. The Secretary for Communications develops and implements the marketing plan for the society, maintains the Society's website, and has oversight for the social media presence of the Society. |
| PROGRAMS OFFICER | The Programs Officer works closely with local conference hosts, including the Conference Organizer, in order to ensure that the ISAZ annual conference has a scientific program that is rich, diverse, and of the highest standard possible. The Programs Officer represents the interests of ISAZ in all aspects of conference planning, and may assist the Conference Organizer with identifying and contacting invited speakers, recruiting the abstract review committee, overseeing the call for abstracts and abstract review process, and developing the conference program, including identifying session themes and appointing Session Chairs. The Programs |

| | |
|---------------------------|---|
| | Officer also ensures that ISAZ is effectively promoted at ISAZ conferences, including arranging for advertising materials to be included in conference satchels and distributed widely at the conference venue. |
| ORDINARY MEMBERS | Ordinary members include co-opted members and the Student Member, who are expected to serve in an advisory capacity to the Society's officers. Ordinary Members may be called on to fill vacant offices, chair ad hoc committees or serve on such committees from time to time. Ordinary Members, other than the Student Member, will also be expected to contribute to Society activities, including reviewing at least one manuscript annually for the Journal and reviewing conference abstracts and grant applications as required. |
| EX OFFICIO MEMBERS | Ex officio members are non-voting members who may be invited to serve by the Board to represent the interests of specific stakeholders. |

Description of major paid positions within the Society

| POSITION | DUTIES |
|-------------------------------|---|
| ADMINISTRATIVE MANAGER | <p>The Administrative Manager is hired and retained by the President, in consultation with the Board, for an indeterminate period. The Administrative Manager is designated to perform certain tasks in support of the Board and its Officers. These generally include:</p> <ul style="list-style-type: none"> • MEMBERSHIP: The Administrative Manager acts as membership secretary. This involves serving as the coordinator of the membership subcommittee, comprised of the President and two other board members. The Administrative Manager receives and ensures the completeness of membership applications, distributes membership applications to the membership subcommittee for review, and notifies applicants and Officers of the subcommittee's decisions. The Administrative Manager also manages the membership database and ensures that all information is kept up-to-date, processing changes of address, working with the journal publisher to ensure that member subscriptions are properly filled and handled, assisting members with any subscription difficulties, and coordinating and managing the annual renewal process, the Administrative Manager is responsible for preparing annual membership reports for presentation to the Board and membership at their annual meetings. • COMMUNICATIONS: The Administrative Manager works with the Secretary for Communications to assist with management of the society's listserv and maintenance of the ISAZ web site. • FINANCE: The Administrative Manager assists the Treasurer in preparing financial reports for the Board and the general membership, deposits funds into the local bank account, generates invoices to vendors and donors as needed, gathers and organizes financial data to be presented to the accountant for tax filing, makes payments to vendors, monitors all bank accounts, and performs other duties at the request of the Treasurer or Board. • JOURNAL: The Administrative Manager assists the Editor of the Journal with administrative tasks. • OTHER: The Administrative Manager assists with other less routine or well- |

| | |
|-----------------------------|---|
| | <p>defined administrative functions of the society. These include acting as a liaison between the Board and the membership, responding to requests for routine information from the membership or from those outside the organization, consulting with the Board about non-routine requests, providing as-needed assistance to Conference Organizers, and other administrative tasks that arise on an as-needed basis as directed by, or in consultation with, the appropriate board Officers. The Administrative Manager maintains the files of by-laws, minutes, records, and correspondence of the society.</p> |
| <p>EDITOR</p> | <p>The Editor is hired and retained by the President, in consultation with the Board, for an indeterminate period and, in addition, serves as an ex officio board member. The Editor is primarily responsible for publication of the Society's journal, Anthrozoös. Responsibilities include soliciting articles, receiving unsolicited articles, organizing and utilizing the peer review process, appointment of associate editors and editorial board members, and ensuring the content of the Journal maintains the Journal's standing as one of the premier journals in the field of human-animal interaction. Decisions about the Journal's publication policy and scope, as well as critical business aspects of the Journal, will ordinarily be developed in consultation with the Board of the Society. The Editor will report to the Board annually regarding performance of the journal.</p> |
| <p>DEPUTY EDITOR</p> | <p>The Deputy Editor is appointed by the Editor, in consultation with the Board, for an indeterminate period. The Deputy Editor is responsible for administering the journal in place of the Editor on a temporary basis due to the latter's absence or inability to serve. For succession purposes, the Deputy Editor is privy to all duties carried out by the Editor. The Deputy Editor also will provide guidance re journal operations to the newly appointed Editor if the outgoing Editor is unable to do so.</p> |

Section 4. Elections. Elections for Ordinary Board Members will be conducted biennially by members of the Society. All positions will be declared vacant apart from President and Treasurer. The outgoing board will determine whether these positions will be retained by the current incumbents (for up to two terms) or filled automatically by President-Elect and Treasurer-Elect respectively. If the latter, the outgoing President and Treasurer will be invited to retain positions on the incoming Board as ex officio members.

At least 8 weeks prior to the AGM, the Administrative Manager shall send to every member a call for nominations to the Board. The Board of Directors may itself nominate members of the Board at any time up to the sending out of the ballot paper. Prior to the closing date for nominations, all nominees will be required to complete an application form, stating their qualifications, their contribution to the field of anthrozoology, their previous experience on the ISAZ Board (including attendance at all formal Board meetings (face-to-face and electronic) for which they were eligible to attend), an explanation of why they are seeking a Board position and any potential conflicts of interest, such as membership of other Professional Bodies or Boards. Applicants for the position of Student Member must also provide proof of their academic status. The existing Board shall review all applications and have absolute discretion in deciding which nominations to accept, based on the need to ensure representation of diverse interests.

At least 3 weeks prior to the AGM, the Administrative Manager shall send to every member a complete list of approved nominations for members of the Board of Directors, as well as a list of nominations for the position of Student Member.

Voting will take place using a dedicated online portal and will cease at 5 PM EST on the day preceding the Annual General Meeting by one week. Votes will be collated by the Administrative Manager and presented at a meeting of the outgoing Board, who shall examine the results and declare elected those candidates who have received the necessary number of votes, in accordance with the numbers of vacancies to be filled. Following this, the outgoing Board will select Officers for the following term from among the successful candidates and will identify whether additional Board members should be co-opted to fill the requirements for diversity in geographic area, scholarly discipline and/or administrative skills. At this meeting, the outgoing Board will also determine whether to issue invitations to major stakeholder groups to nominate ex officio members.

Section 5. Term of Office. The term of office shall ordinarily be two years, the only exceptions being:

| | |
|------------------------|---|
| President | May be invited by the Board to serve a second consecutive term and, when replaced by President-Elect, can choose to remain an ex officio member (non-voting) for an additional term of two years, and will then be eligible for re-election as described below. |
| Treasurer | May be invited by the Board to serve a second consecutive term and, when replaced by Treasurer-Elect, can choose to remain an ex officio member (non-voting) for an additional term of two years, and will then be eligible for re-election as described below. |
| President-Elect | When the President is replaced, at the end of either their first or second two-year term, the outgoing President-Elect will automatically assume the position of President for the following two-year term. |
| Treasurer-Elect | When the Treasurer is replaced, at the end of either their first or second two-year term, the outgoing Treasurer-Elect will automatically assume the position of Treasurer for the following two-year term. |

All other Board members may apply for re-election when their two year term expires, but no person may serve on the Board for more than twelve successive years and no person may hold an Officer position for more than six consecutive years. The Student Member is eligible to hold a position on the Board for only one two-year term but may remain in this role if their student status ends during their two-year term, provided they apply for and are successful in acquiring ordinary membership of the Society. Persons holding an Officer position for six years can be re-elected as an Ordinary member for subsequent terms of office.

Any member of the Board of Directors who has attended fewer than 50% of all formal board meetings (as identified by the Board and may include face-to-face and electronic meetings) for which they were eligible during their two year term of office shall be ineligible for re-election to the Board for a two-year period.

Section 6. Compensation. Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the Officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Section 7. Co-option. If any casual vacancy occurs among the Officers and members of the Board of Directors, the Board may fill that vacancy by co-option. All co-opted members of Board shall cease to be members of the Board at the next election of Board members following their co-option, but shall be eligible for election or co-option as members of the Board as though they had not served thereon during the previous year.

Section 8. Majority Action as Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 9. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 10. Indemnification by Corporation of Directors and Officers. The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article IV Committees

Section 1. Committees. The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

Article V Corporate Records

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the Board;
- (b) A conformed copy of the corporation's Articles of Incorporation and Bylaws;
- (c) Adequate and correct books and records of its corporate bank account(s);
- (d) Copies of all correspondence and filings with the IRS.

Article VI IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or

shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article VII Membership

Section 1. Membership Eligibility. The membership of the corporation shall be open to all individuals who are, or have been, engaged in academic, scientific or scholarly research on any aspect of human-animal relationships. Additionally, honorary, corporate, affiliate and student membership is allowed and shall be governed by the Bylaws.

Section 2. Applications for Membership. Candidates for election to individual or corporate membership of the corporation must be proposed by an individual member and seconded by another individual member, or they may apply for and receive nomination by the Board of Directors. Candidates for non-voting membership categories (affiliate and student), do not require full approval by the Board of Directors, and do not need to be nominated by existing members of the corporation. A completed application submitted to the membership secretary, as well as proof of student status (if applicable), is all that is required for acceptance to these non-voting membership categories. Membership as a student is normally allowed for only three years, after which it is expected that students will apply for regular or affiliate membership. In exceptional circumstances students may apply to renew their student membership beyond three years. Such requests will only be considered by the Membership Committee upon receipt of a signed and dated letter from a recognized educational institution confirming that the student is currently actively engaged in a program of study. Affiliates and former students seeking election as individual members must apply under the normal rules for individual members.

Section 3. Election of Members. Applicants who meet the criteria for membership may have their membership approved out-of-session by the Membership Committee. Alternatively, the election of new members may take place at any board meeting. The dissent of a majority of board members present shall disqualify any candidate. Upon the request of the disqualified candidate, the Board of Directors must provide that candidate, in confidence, with the reasons for his or her disqualification.

Section 4. Honorary Members. Election of Honorary members, who have made extraordinary contributions to the aims of the corporation, may be nominated and elected by the board of directors, and are allowed one vote at any General Meeting attended.

Section 5. Corporate Members. Corporate members, who are organizations actively interested in the aims of the corporation, may be nominated and elected by the Board of Directors. Corporate members are allowed one vote at any General Meeting attended, but cannot be elected to the board.

Section 6. Removal of Members. Any member of the Society may be removed from membership by the unanimous decision of the Board of Directors, but such removal may be reversed by an Extraordinary General Meeting of the corporation, a bare majority of those voting being sufficient to cancel the member's removal.

Article VIII Fellows

Individual Members of ISAZ may be elected as ISAZ Fellows in recognition of their research and scholarly accomplishments in the field of anthrozoology and their service to the Society. The criteria and procedures for appointment of Fellows will be defined by the Board of Directors. Fellows have no specific responsibilities, obligations or term limits. Fellows must maintain ISAZ membership to retain their positions as Fellows.

Article IX Meetings

Section 1. Regular meetings of the Board of Directors shall be held at least annually prior to any Annual General Meeting, as well as at such additional times as the Directors may consider necessary to further the aims of the corporation. To facilitate attendance by all members, Members of the Board of Directors may participate in meetings by conference telephone or other electronic technology provided all persons participating in the meeting can hear each other. Voting on board actions may occur concurrently or immediately after a meeting via a dedicated online portal. Meetings of the Board of Directors and voting on Board actions may not be conducted by email.

Section 2. Quorum for Board Meetings. The quorum for a meeting of the Board of Directors shall be six members, who shall include the nationals of at least two countries.

Section 3. Annual General Meetings. Between 1st April and 30th November each year the Board of Directors shall call an Annual General Meeting of the corporation, at which it shall present a report of its work since the previous Annual General Meeting, and at which it shall notify the members of the outcomes of any elections for ordinary Board members and appointment of Officers for the ensuing two years. At least eight weeks before the Annual General Meeting, the Administrative Manager shall send to all members a Preliminary Notice of the Meeting. On this Notice shall appear:

- a. The names of officers and directors.
- b. The names of those members of the board of directors who are due to retire automatically at the Annual General Meeting under Article III, Section 5.

The notice shall invite items for the Agenda and nominations to fill vacancies among the ordinary members of the Board of Directors. Such nominations must be made by at least two ordinary members of the corporation and must be accompanied by the candidate's signed statement of his or her willingness to serve. All nominees are also required to complete an application form, stating their qualifications, their contribution to the field of anthrozoology, their previous experience on the ISAZ board (including attendance at Board meetings for which they were eligible to attend), an explanation of why they are seeking a board position and any potential conflicts of interest, such as membership of other professional bodies or Boards. Applicants for the position of Student Member must also provide proof of their academic status. This information must reach the Administrative Manager within four weeks of the sending out of the Preliminary Notice. Items for the Agenda must also reach the Administrative Manager no later than four weeks before the date of the Annual General Meeting.

Not later than three weeks before each Annual General Meeting, the Administrative Manager shall send to every member an Agenda for that meeting, a summary of the audited accounts for the previous financial year, the minutes of the previous Annual General Meeting, information about approved candidates for Board positions and instructions on how to vote for ordinary board members and the

Student Member.

Section 4. Ordinary General Meetings. The Board of Directors shall have power to call Ordinary General Meetings of the corporation at such other times as it shall think fit, to transact any business necessary to promote the objects of the corporation.

Section 5. Quorum for General Meetings. The quorum for any General Meeting shall be two members of the board of directors and seven ordinary members, who shall together include the nationals of at least two countries.

Section 6. Extraordinary General Meetings. Not less than six weeks and not more than twenty-five weeks from receiving written requests to that effect signed by not less than a quarter of the individual members, or one hundred and fifty individual members, whichever is the lesser number, but in either case including the nationals of at least two countries, the Board of Directors shall call an Extraordinary Meeting to discuss such matters and to vote upon such resolutions as may be demanded by the requesting members. The Board of Directors itself may place upon the Agenda of such an Extraordinary General Meeting any matters it thinks fit, provided that three weeks' notice of this business is given to members. If less than two members of the Board attend such a meeting, the membership may dismiss the Board and elect a new Board of Directors from those members attending the Meeting.

Section 7. Chairmanship of Meetings. At any meeting of the corporation, the Chair shall normally be taken by the President of the Board of Directors. In the absence of the President, the President Elect shall normally chair the meeting. If both Officers are absent, the Board shall appoint its own Chairperson.

Article X Finance

Section 1. Membership Dues. Every member or affiliate of the corporation shall pay an annual membership subscription payable on January 1 of each year.

Section 2. Cost of Subscription. The annual subscription for individual members shall be determined by the Board of Directors, and will be reviewed on an annual basis, to ensure that the fee appropriately reflects the corporation's operating and publication costs. Annual subscription rates for affiliates will be equal to those of individual members. Rates for full-time student and unemployed members shall be equal to one half of the individual membership rate.

The annual subscription for Corporate members shall be three times the subscription for individuals.

The fee for Life Membership, which is open only to individuals, shall be twenty times the annual subscription for individual members. Life-members of the corporation shall be liable for no further subscriptions, but such sum shall not be recoverable, wholly, or in part, by the member, nor by his representatives, heirs or assignees.

Honorary members are freed from payment of annual subscriptions.

Section 3. Membership Entitlement. All classes of member other than student members are entitled to receive one copy of each issue of the Society's journal, *Anthrozoös*. Members are also entitled access to appropriate members-only sections of the corporation website. Student members receive access to the online version of the journal only but, on request, may obtain hard copies for a fee specified by the Board.

Section 4. Voluntary Contributions. The Board of Directors is empowered to accept voluntary financial contributions from individuals or organizations, whether or not they are members, with the proviso that they will not utilize the name of the corporation or its abbreviation without the express permission of the Board.

Section 5. Banking. The Board of Directors is empowered to open and maintain bank accounts on behalf of the corporation, and to appoint an auditor. The corporation's financial year shall be from 1st January to 31st December.

**Article XI
Alteration of the Bylaws**

The Bylaws of the corporation may be altered only by a vote of the members at, or immediately following, a properly constituted Ordinary, Extraordinary or Annual General Meeting, provided that:

- a. A copy of any proposed new or altered Bylaw be sent to every member at least 21 days before the meeting.
- b. More of the members vote in favor of the alteration or introduction of a Bylaw than vote against such alteration or introduction.

**Article XII
Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of _____ preceding pages, as the Bylaws of this corporation.

Dated: _____

Signatures of initial Board Members or Incorporators