

AMERICAN INSTITUTE OF BIOLOGICAL SCIENCES, INC.

CONSTITUTION

(Date Approved: June 27, 2019      Date Effective: November 12, 2019)

ARTICLE I. Name

The name of this association shall be the AMERICAN INSTITUTE OF BIOLOGICAL SCIENCES, INC., hereinafter called the Institute.

ARTICLE II. Purposes

The purposes of the Institute shall be the advancement of the biological sciences and their applications to human welfare, and to foster and encourage research and education in the biological sciences, including the medical, environmental, and agricultural sciences. To serve these purposes, the Institute will assist societies, other organizations, and biologists in such matters of common concern as can be dealt with more effectively by united action; hold and sponsor scientific meetings; cooperate with local, national, and international organizations concerned with the biological sciences; provide a voice for biologists in the public forum; promote unity and effectiveness of effort among all those who are devoting themselves to the biological sciences and their applications; and foster the relations of the biological sciences to other sciences, to the arts and industries, and to the public good.

ARTICLE III. Membership

Membership in the Institute shall be open to persons or organizations who share the stated purposes of the Institute.

ARTICLE IV. Officers

The Officers of the Institute shall be the President, the Vice-President, the Secretary, and the Treasurer, each with terms of office as specified in Article VI herein.

ARTICLE V. Executive Committee

The Executive Committee shall be composed of the Officers of the Institute plus one additional member of the Board of Directors appointed by the President each year to a one year term, such selection to be made with the advice of the Board. The Executive Committee shall act on behalf of the Board of Directors between the meetings of the Board of Directors.

ARTICLE VI. Board of Directors

The Board of Directors shall establish policy for the Institute, and shall be responsible for the fulfillment of the scientific and corporate obligations of the Institute.

The Board of Directors shall be composed of the four Officers of the Institute plus not less than eight or more than 14 additional positions, making for a total Board size of 12 to 18. The Board shall elect the Officers and four to eight of the other Board positions, the Council shall elect another four positions, and the Individual Membership shall elect another two positions.

All Board positions have terms of three years except those of President and Vice-President, each of which has a term of two years. Re-election to multiple terms for all Board positions, including President and Vice-President, is permitted; the President and Vice-President may serve no more than three consecutive terms of two years each in their respective offices. Directors shall continue in office until their successors have been duly elected and assumed office, or unless they resign, are removed, or are otherwise unable to fill an unexpired term.

The members of the Board of Directors, individually and collectively, shall be held harmless by the Institute, to the fullest extent permitted by law, in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties except where Board members are adjudged guilty of willful misfeasance or

malfeasance in the performance of their duties.

#### ARTICLE VII. Council

The Council shall provide effective and responsible guidance to the Institute. The Council shall consist of the Board of Directors and one Representative appointed by each Institutional Member. Each Council Representative, by virtue of this appointment, shall be deemed an Individual Member of the Institute.

The Council shall, (1) review the actions of the Board of Directors, (2) make recommendations to the Board of Directors on matters of policy for action and response by the Board of Directors, (3) consider agenda items brought before it by the Board of Directors, (4) initiate agenda items for its meetings, and (5) elect Representatives from its ranks to the Board of Directors as per Article VI herein.

#### ARTICLE VIII. Chief Executive Officer and Executive Director

A Chief Executive Officer and an Executive Director shall be appointed by the Board of Directors as the executive officers of the Institute. These Executives shall supervise the staff, properties, and operations of AIBS, and carry out the policies and directives of the Board of Directors and the Executive Committee consistent with their duties as specified in Section VI of the Institute's by laws. The Chief Executive Officer and Executive Director will serve ex officio (without vote) on committees, boards, and councils consistent with their duties as specified in Section VI of the Institute's by laws.

#### ARTICLE IX. Bylaws

The provisions of the Constitution of the Institute shall be carried out in accordance with the current Bylaws of the Institute.

#### ARTICLE X. Amendments

Amendments to this Constitution may be initiated by the Board of Directors, the Council, or by a petition to the Board of Directors by one or more Individual Members of the Institute. After receiving advice from the Council, the Board of Directors must approve amendments by a two-thirds majority vote. Amendments must then be ratified in a ballot by two-thirds of those Individual Members of the Institute voting.

#### ARTICLE XI. Dissolution

Dissolution of the Institute for any cause may be initiated by the same mechanism used for amending the Constitution. Dissolution must be in accordance with the applicable regulations of the 1954 Internal Revenue Code, Section 501, or any amendments thereto.

All funds or other assets of the Institute, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor organization, which has among its principal purposes the encouragement, development, and dissemination of knowledge in the biological sciences, and has qualified as an exempt organization under Section 501 of the 1954 Internal Revenue Code, or any amendments thereto.

The selection of the successor organization shall be approved by a two-thirds majority of the Board of Directors and be named in the Board's minutes and its Articles of Dissolution, but need not be named in the motion or petition for dissolution.

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