

Constitution—International Sea Turtle Society – November 2020

INTERNATIONAL SEA TURTLE SOCIETY CONSTITUTION

Article I: Name and History

Section 1. The first “Sea Turtle Research Workshop” was convened from 1 to 3 April 1981, in Jacksonville, Florida, USA; and the "Annual Sea Turtle Symposium" was incorporated on 29 August 1994 as a non-profit corporation in the state of South Carolina, USA, "exclusively for scientific and educational purposes", "[s]pecifically to exchange information about scientific study and conservation of sea turtles."

Section 2. The name of the Corporation was amended, under the laws of South Carolina, to the "Sea Turtle Society" on 7 December 2001, and subsequently amended to the "International Sea Turtle Society" on 11 August 2003 (hereafter “Society”).

Article II: Registered Office and Other Society Offices

Section 1. The Society shall obtain and maintain status as a registered agent in the State of South Carolina as required by the South Carolina Non-Profit Corporation Act.

Section 2. The principal office for the transaction of business of the Society shall be located at such place as the Board of Directors designate.

Section 3. The Society may have such other offices as directed by the Board of Directors.

Article III: Vision and Mission

Section 1.

The Vision of the International Sea Turtle Society is globally robust populations of sea turtles fulfilling their ecological roles within a healthy environment, in harmonious co-existence with all Peoples.

Section 2. The Mission of the International Sea Turtle Society is to promote understanding, appreciation, and value of sea turtles and their habitats through the exchange and sharing of information, techniques, ideas, and inspiration that will promote actions from local to global levels, for the advancement of sea turtle biology and conservation.

Article IV: Membership

Section 1. Membership shall be open to persons who share the Vision and Mission of the Society.

Section 2. Membership shall be governed by the Bylaws of the Society.

Article V: Board of Directors and Executive Committee

Section 1. The Board of Directors shall be elected from the Membership, by the Membership of the Society, in accordance with the Bylaws of the Society; in addition to working to develop and further the Vision and Mission of the Society, the Board of Directors shall be responsible for the management and financial security of the Society, in accordance with the Bylaws of the Society.

Section 2. The Board of Directors shall comprise 15 members, 5 of whom (the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past-President) shall comprise the Executive Committee.

Section 3. In addition to working to develop and further the Vision and Mission of the Society, the Executive Committee shall be responsible for operational aspects of the Society, in accordance with the Bylaws of the Society.

Article VI: Representation

Section 1. The legal representative of the Society shall be the President, who is thereby empowered to make contractual and other legal and financial arrangements involving the Society, in accordance with the Bylaws of the Society.

Section 2. The President-Elect is empowered to make contractual arrangements in accordance with the Bylaws of the Society, for the preparation and organization of the symposium for which s/he was elected to preside.

Section 3. If the President is unavailable, the legal representative of the Society shall be the President-Elect; if the President-Elect is also unavailable the Board of Directors shall designate another person as the legal representative of the Society.

Article VII: Committees

Section 1. Standing committees shall be elected from the Membership, by the Membership of the Society, in accordance with the Bylaws of the Society, to further its Vision and Mission; these committees may include, but are not limited to, a Nominations

Committee and a Career Awards Committee, which shall operate in accordance with the Bylaws of the Society.

Section 2. The President and/or Board of Directors of the Society may create ad hoc committees as deemed necessary to promote the Vision and Mission of the Society, in accordance with the Bylaws of the Society.

Article VIII: Unforeseen Vacancies

Section 1. Any unforeseen vacancy in any elected position of the Society shall be resolved by the Board of Directors in accordance with the By-laws of the Society.

Article IX: Meetings of the Society

Section 1. All official meetings of the Society shall be open to all Members of the Society.

Section 2. The Board of Directors shall convene, by electronic means if necessary, at least once a year to discuss the business of the Society.

Section 3. The Society shall convene a Symposium during which a Business Meeting shall be held for the purposes of hearing and approving a report on the transactions of the Society, its Board of Directors, its Executive Committee, and its Committees, including, but not limited to, the annual financial report and the projected budget for the following year, election results, any other business requiring action and/or approval shall be presented so that it may properly be considered and acted upon by the Membership, in accordance with the Bylaws of the Society.

Article X: Quorum

Section 1. A quorum of the Society shall be constituted when at least 10% or at least 100 Members, whichever number is lower, are present; if necessary a quorum of the Membership may be constituted by electronic means, in accordance with the Bylaws of the Society.

Section 2. A quorum of the Board of Directors shall be constituted when at least 51% of the Board members are present; if necessary a quorum of the Board of Directors may be constituted by electronic means, in accordance with the Bylaws of the Society.

Article XI: Insurance

Section 1. The Society shall indemnify all Board Members, employees, agents, partners, and trustees against all liability and expenses in any proceeding directly involving the Society to which s/he may be a party, (including without limitation, a proceeding brought by or on behalf of the Society itself) arising out of their status as such or their activities in any of the foregoing capacities, or others described in the Bylaws, except in such cases wherein the Board Member, employee or agent, partner or trustee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, pursuant to the State of South Carolina (USA) Non-Profit Corporations Act: Title 33 – Corporations, Partnerships and Associations, Article 8, Sub Article E: Indemnification: Section 33-31-850 through Section 33-31-858.

Section 2. The Society shall have in effect members of the Board of Directors liability insurance; and general liability insurance for the period and location of the current symposium if held in the United States and to the extent possible internationally.

Article XII: Financial Management

Section 1. There shall be an annual audit performed by a certified public accountant in the USA, who shall not be a Member of the Society.

Section 2. The audit report and financial statements shall be reviewed in accordance with the Bylaws of the Society.

Article XIII: Extreme Circumstances

Section 1. In the event of extreme circumstances, such as a pandemic or other emergency situations, that prevent the Society from holding Symposia and/or operating in its normal way, the Society can operate temporarily in accordance with rules of an Emergency Response Plan that has been formulated by the Board of Directors and duly approved by the Membership. Policies regarding adoption and implementation of an Emergency Response Plan are described in the By-Laws.

Article XIV: Changes in the Constitution and Bylaws

Section 1. Amendments to this Constitution or Bylaws of the Society may be adopted if first approved by at least two-thirds of the Board of Directors, and then approved at the Business Meeting with a quorum of Members, where at least two-thirds approve.

Article XV: Termination of the Society

Section 1. In case of the dissolution of the Society, its assets shall be "resolved" according to Article 2 Section 6 of the Articles of Incorporation of the Society, such that after payment of necessary expenses thereof, the remaining assets shall be transferred to some other non-profit organization of like character as to be determined by a vote of the majority of the remaining Members of this Society; if however the Society is unable to dissolve itself then the dissolution shall be according to the statutes, pursuant to the State of South Carolina (USA) Non-Profit Corporations Act: Title 33 – Corporations, Partnerships and Associations, Article 14, Dissolution, Section 33-31-1401 through Section 33-31-1440.

