

PROPOSED IHSS BYLAWS
OCT. 2006

ARTICLE I. NAME AND PURPOSE

Section 1. Name: The name of the organization is the International Humic Substances Society, which shall be referred to as IHSS.

Section 2. Purpose: The IHSS is a scientific and educational society organized exclusively to advance the knowledge and research of humic substances and natural organic matter.

ARTICLE II. MEMBERSHIP

Section 1. There shall be the following classes of memberships:

- A. Regular
 - a. Professional
 - b. Student
 - c. Retired
- B. With honors
 - A. Honorary
 - B. Distinguished Service

Section 2. A Professional member must be actively engaged in the study and/or use of humic substances and natural organic matter in the biosphere, and interested in the purposes of the IHSS. Regular members shall pay annual dues as determined by the IHSS Board.

Section 3. Student members must be full-time undergraduate or graduate students engaged in the study or use of humic substances and natural organic matter and interested in the purposes of the IHSS. Student members shall pay annual dues as determined by the IHSS Board. These dues shall be less than for regular members. Students may become Professional members by paying Professional membership dues.

Section 4. Retired members shall be those former Professional members who have retired from active paid employment and any other retirees interested in the purposes of the IHSS. Retired members shall pay annual dues as determined by the IHSS Board. These dues shall be less than for Professional members.

Section 5. Honorary membership shall be a high honor conferred for lifetime to members who have made exceptional contributions to the understanding of humic substances and natural organic matter and have been voted into their membership by the Board. There shall not be more than ten (10) Honorary members at any one time and no more than one (1) can be named in one year. Honorary members shall not be required to pay membership dues.

Section 6. Distinguished Service lifetime membership shall be a high honor conferred for

lifetime to members who have made exceptional contributions to the IHSS organization and have been voted into their membership by the Board. There shall not be more than three (3) Distinguished Service members at any one time and no more than one (1) can be named in a year. Distinguished Service members shall not be required to pay membership dues.

Section 7. Other membership categories may be created by the Board

Section 8. All members shall have the right to vote.

Section 9. All members, with the exception of Student members, have the right to hold office and be members of the Board.

Section 10. The Board shall have the right to review and approve or disapprove all membership applications.

ARTICLE III. BOARD OF DIRECTORS AND OFFICERS

Section 1. The IHSS Board of Directors, which shall be referred to as the Board, shall be the governing body of the IHSS.

Section 2. The Board shall be comprised of the Officers: President, Vice President/President Elect, Secretary, Treasurer, and the immediate Past President; plus two (2) At-Large Directors. The Chairman of the Standard and Reference Collection Committee shall be an *ex officio* member without voting rights. All Officers and At-Large Directors must be IHSS members in good standing.

Section 3. Terms of service. All terms of service shall be four years except as specified in Article III section 4. With the exception of the Treasurer, no Board member shall hold the same office for more than two (2) consecutive terms and no Board member shall serve more than twelve (12) consecutive years. Newly elected Officers and At-Large Directors shall assume their duties on the first day of the next International Meeting following their election. If a biennial meeting is postponed, the elected officers shall assume office no later than October 1, of that year.

Section 4. Duties of Officers.

A. President: The President shall preside at all membership and Board meetings and shall perform such other duties that may be delegated by the Board or the General Assembly. The term of office is two years. After completion of two years of service the President shall continue to serve on the Board for two additional years as Past President.

B. Vice President/President Elect: The Vice President/President Elect shall assume the duties of the President if the President is unable to be present or to perform those duties. If the President resigns or is terminated the Vice President/President Elect shall assume the office of President. The Vice President/President Elect shall be the liaison between the Board and the local organizing committee for the International Meeting

and the liaison between the Board and the Chapter Coordinators. The term of office is two years. At the end of the two-year term the Vice President/President Elect shall assume the office of President.

C. Secretary: The Secretary shall be the custodian of the records of the IHSS, maintain an up-to-date list of members in collaboration with the Vice President/President Elect and Chapter Coordinators, maintain minutes of all membership and Board meetings, conduct or supervise the correspondence of the IHSS, serve as editor of the IHSS Newsletter, and shall perform such other duties that may be delegated by the President, Vice President or the Board. The term of office is four years.

D. Treasurer: The Treasurer shall have the responsibility for management of the IHSS financial accounts. The Treasurer shall assure that accurate records of income and disbursements are maintained and shall present a financial report at each Board and membership meeting. The Treasurer shall assure that the appropriate tax and incorporation forms are filed in a timely manner. The term of office is four years.

Section 5. Duties of At-Large Directors: The At-Large Directors will participate in all Board meetings and serve on such committees as designated by the President.

Section 6. Resignation: Resignation must be in writing and received by the President.

Section 7. Termination of Officers: Any three (3) voting members of the Board can request a Board hearing on the issue of removal of an Officer. The individual whose removal is sought must be notified in writing of this action at least thirty (30) days in advance of the Board hearing. A Board member shall be elected by simple majority vote of the Board to preside at the hearing. Removal requires the approval of a minimum of five (5) members of the Board who are present and voting.

Section 8. Vacancies: With the exception of the Vice President/President Elect and the Past President, vacancies shall be filled by appointment by the Board to serve until the next regular election. If a vacancy occurs within the first 2 years of service the position shall be on the ballot in the subsequent election for completion of the final 2 years of service. Vacant Vice President/President Elect and Past President positions shall remain vacant until the next regular election. In the event both Vice President/President Elect and President positions are vacant the Board shall chose a President from among the other Board members.

ARTICLE IV. BOARD MEETINGS

Section 1. The Board shall meet at least once annually to conduct the IHSS business. Meetings may be conducted via teleconference.

Section 2. A quorum necessary to conduct business shall be five (5) voting members.

Section 3. Parliamentary rules: Board decisions shall be made by consensus whenever possible. If consensus is not possible, the Board shall use Robert's Rules of Order and decisions shall be

made by simple majority. Board decisions made by consensus or other means shall be documented in the minutes of the meetings, which shall be available to any member, upon request.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. The IHSS shall hold an International Meeting biennially at a time and place determined by the Board to discuss the results of recent scientific research on humic substances and natural organic matter.

Section 2. The Board shall convene a General Assembly of the members at each biennial meeting.

Section 3. A quorum for conducting the IHSS business at a General Assembly shall consist of at least fifty (50) members. If a quorum of fifty (50) is not assembled by 30 minutes after the announced time of the meeting, the Board may declare that the assembled members constitute a quorum.

Section 4. Parliamentary rules for the General Assembly: Decisions shall be made by consensus whenever possible. If consensus is not possible, Robert's Rules of Order shall apply and decisions shall be made by a simple majority of those present. Decisions made by consensus or other means shall be documented in the minutes of the meetings, which shall be available to any member, upon request.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. All of the Officers and At-Large Directors, with the exception of Treasurer, shall be elected by simple majority of the members voting from lists of candidates presented by the Nominations Committee.

Section 2. Elections shall be held within the first two (2) months of even numbered years.

Section 3. The Board will approve and publish election procedures to assure that only IHSS members are allowed to vote and that the votes are cast anonymously.

Section 4. The Nominations Committee shall submit to the Secretary the names of at least two (2) nominees for each office with a vacancy by November 30 of odd number years. Additional nominations for any elective Board position may be made by a petition signed by at least thirty (30) members and received by the Secretary no later than November 30.

Section 5. The Secretary in collaboration with the President will transmit election ballots to members.

Section 6. Number of votes required: Fifty total valid ballots submitted by IHSS members are required for an election.

Section 7. Ballots will be returned to the Nominations Committee chair no later than March 31 of even numbered years. Ballots will be counted by the Nominations Committee Chair, assisted by two (2) other IHSS members. The election results shall be reported to the Secretary by April 30, and published in the subsequent Newsletter.

Section 8. The Treasurer shall be elected by majority vote of the Board.

ARTICLE VII. COMMITTEES

Section 1. The Nominations Committee shall have four (4) members. No member of this committee shall be chosen from the Board. The members of this committee shall serve four (4) years. When a newly elected President assumes office he/she shall appoint two (2) new members to replace retiring members. The President shall also appoint, from among the Nominations Committee members, a Chair to serve for two (2) years. In appointing Nominations Committee members the President shall seek to represent the diversity of the IHSS membership.

Section 2. The Standard and Reference Collection Committee shall have 3 regular members. The members of the Committee will be appointed by the Board to serve four (4) year terms. The Treasurer shall serve as an *ex officio*, non-voting, member of the committee. The Board shall appoint the Chair from among the regular members of the committee. This committee shall be responsible for the oversight of the maintenance and sales of the Standard and Reference Collection of humic substances and natural organic matter. The Standard and Reference Collection Committee Chair shall be the custodian of the Collection and be responsible for sales of Standard and Reference samples. The Chair shall maintain records of all transactions in collaboration with the Treasurer. A biennial report, summarizing the committee's work and recommendations, shall be submitted orally and in writing annually to the Board and to the membership at each International Meeting.

Section 3. Other committees may be created by the Board to assist in the development of policies and programs. Committee members shall be appointed by the President. The Chairs of the committees shall communicate regularly with the Board.

Section 4. Each committee Chair shall submit to the Secretary a written report of committee activities and recommendations prior to annual Board meetings.

Section 5. Committee appointments may be terminated at any time by majority vote of the Board of Directors on recommendation of the President.

ARTICLE VIII. NATIONAL AND REGIONAL CHAPTERS

Section 1. National and Regional Chapters, which shall be referred to as Chapters, comprised of the IHSS members in countries or parts and/or groups of countries shall be encouraged. The Chapters shall promote the purposes of the IHSS.

Section 2. An organized group of members interested in becoming a Chapter of IHSS may

petition the Board for Chapter status.

Section 3. All Chapters shall have a Coordinator plus additional officers as deemed necessary by the Chapter membership. The Coordinator shall submit a report of Chapter activities to the Vice President/President Elect prior to annual Board meetings.

Section 4. Chapters shall be encouraged to sponsor scientific meetings.

Section 5. The IHSS shall not be liable for any financial obligations or legal involvements of Chapters.

Section 6. Each Chapter may adopt its own Bylaws, provided these do not conflict with the Bylaws and purposes of IHSS.

ARTICLE IX. GENERAL PROVISIONS

Section 1. The IHSS shall not place its name or approval on any commercial product, enterprise, or work.

Section 2. The IHSS shall not be responsible for any statements advanced in papers or discussions at its meetings or set forth in its publications.

Section 3. English shall be the official language of the IHSS for all correspondence, promotional material, literature, and presentations at International Meetings.

ARTICLE X. AMENDMENTS

Any proposed amendment to these Bylaws shall first be presented in writing to the Board. If approved by a majority vote of the Board a proposed amendment shall then be published in the Newsletter at least ninety (90) days before being submitted to the membership for a vote. A two-thirds (2/3) majority of the votes cast shall be required for adoption of the proposed amendment. Results of the vote shall be published in the next Newsletter published after the vote.

ARTICLE XI. DISSOLUTION

In the event that IHSS is dissolved, the IHSS Board of Directors shall, after payment of all liabilities, distribute all the assets to non profit tax exempt scientific organizations engaged in the promotion of research in soil and water sciences. The money will be distributed to such organizations so as to equally benefit soil and water sciences. All Board members shall then be released from their obligations.

ARTICLE XII. ADOPTION.

Upon a majority vote of the membership, these Bylaws will supplant the current Bylaws.