

THE HUMAN BEHAVIOR AND EVOLUTION SOCIETY

BYLAWS

ARTICLE 1

Name and Purpose

Section 1. The Human Behavior and Evolution Society (hereinafter the Society) has been formed as a California nonprofit public benefit corporation, by filing of a Certificate of Incorporation dated _____.

Section 2. The purposes of the Society shall be those set forth in the Certificate of Incorporation.

Section 3. Neither the Society, nor its Council, committees or officers acting in their capacity as such, shall take positions on social or political issues and controversies.

ARTICLE II

Membership and Dues

Section 1. The corporation shall have two classes of Members: general Members and Student Members. Except where specifically limited, any reference to Members shall include both classes. Any persons shall be eligible for general membership who have contributed (or, for student membership who as registered graduate or undergraduate students, are preparing to contribute to) the development and use of Darwinian evolutionary theory to improve understanding of human behavior, the behavior of other animals or the organic processes associated with behavior. Membership shall commence on payment of first dues and shall continue until one year after dues have come into arrears. In any matter relating to membership status, the good faith determination of a majority of the Council shall be binding.

Section 2. The Council shall determine dues for memberships. Members whose dues are not in arrears shall have the right to vote on all matters to be decided by a vote of the Members.

ARTICLE III

Officers and Council

Section 1. The elected Officers of the Society shall be a President, a President-Elect, a Past-President, and a Secretary-Archivist and a Treasurer each serving two-year terms. The President-Elect and the Treasurer and Secretary-Archivist shall be elected directly by the members of the Society entitled to vote. The President-Elect and the

President shall automatically become President and Past-President, respectively, at the completion of their two-year terms. The President-Elect shall become President if the office of President becomes vacant and shall then serve until the end of the term following the term of the previous President. A President who resigns before the end of her or his elected term shall become Past-President at the end of the term.

Section 2. Except as otherwise set forth in these Bylaws or required by law, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of a board of directors, called in these By Laws the Council. The Council shall consist of between ten and fifteen voting members. The members shall be the five officers of the Society, at least three members-at-large elected for two year terms, not more than two member at-large appointed by the Council for a two-year term, and at least one student representative to be elected for a two-year term by the Student Members as their representative to Council.

Section 3. The Council shall be the governing body of the Society. The Council shall meet at least once each year at the time of the annual meeting of the Society. Additional Council meetings may be called by the President or by a majority of the Council members. The Council shall call regular and special meetings of the Society. It shall approve registration fees and other policies for each annual meeting. It shall adopt an annual budget for the regular meeting, for routine administrative expenses and for any other Society activities it may authorize. It shall fill vacancies in its elective membership, such appointees to hold office until the next regular election. It shall have the power to interpret the Bylaws. It shall decide policies on any activities representing the society. In making decisions on behalf of the Society, the Council may decide to consult the membership. When the Council is not in session, the President may make such temporary rulings as are necessary, subject to review by the Council at its next meeting, or he/she may submit questions to all members of the Council for their vote by mail. A majority of the members shall constitute a quorum of the Council.

Section 4. The President shall preside at meetings of the Society and shall chair the Council. The President shall be authorized to fill any vacancies that may occur on committees for the remainder of unexpired terms and shall perform such other duties as are incident to the office or as may be required by vote of the membership or of the Council at any duly constituted meeting.

Section 5. The President-Elect shall chair meetings of the Society and the Council in the absence of the President.

Section 6. The Secretary-Archivist shall be the recording secretary of the Council and of the Society. The Secretary-Archivist shall make a report to the membership once each year on the organization and activities of the Council and the Society. The Secretary-Archivist shall maintain information concerning the Bylaws, persons serving on the Executive Council and their terms of office, and the annual meeting including local hosts and program chairs, the program and the book of abstracts.

The Treasurer shall receive and have custody of the Society's funds, maintain its accounts and pay expenses authorized by the Society's budget. Each year the Treasurer will report on the finances of the Society and submit the records to the President necessary to verify the report. The Treasurer shall provide a list of members eligible to vote and to receive newsletters and meeting announcements. The Treasurer shall receive election ballots in order to determine voting eligibility, and also retain the ballots for a period of 30 days after the results have been officially announced to the membership pending any requested review of voting procedures.

Section 7. The immediate Past-President shall preside over the election of Council members.

ARTICLE IV

Meetings

Section 1. The Council shall call a general, annual meeting of the society to be held each year at a time and location of its choosing. At each annual meeting there shall be at least one business meeting of the Members at which the Officers and Council shall report to the Society and respond to questions from Members. A majority of the Members present may pass resolutions consistent with Article I, Section 3, duly noticed to the extent required by law, provided there is a quorum of 25% of the total membership. In the absence of a quorum, resolutions adopted by members present at the business meeting shall be subject to a mail ballot of all members.

Section 2. Notice of each regular business meeting and any special business meeting that may be called by the Council shall be mailed to each member of the Society who, on the record date for notice of the meeting, is entitled to vote there at not less than 10 nor more than 90 days before the date of the meeting to each member.

ARTICLE V

Elections and Appointments

Section 1. The President-Elect, Secretary-Archivist and Treasurer and elected members of the Council shall be elected by mail ballot of those Members qualified to vote. They shall take office at the end of the annual meeting of the Society following their election.

Section 2. Appointed members-at-large of the Council shall be appointed at the Council meeting held during the annual meeting of the Society and shall take office at the end of that meeting.

Section 3. The Elections Committee consisting of Past-President and any

members of Council approved by the Council shall invite the electorate to suggest nominees. The invitation shall be issued by mail no less than four months prior to the next annual meeting and shall be returned no less than three months prior to that meeting. The Elections Committee shall select the final slate of candidates. This selection shall be guided by the suggestions of the electorate and shall endeavor to maintain representation of the various disciplines of the Society's membership. The Elections Committee shall determine the willingness of nominees to serve, if elected. The election ballot shall contain the names of at least two nominees for the office of President-Elect, and shall designate space for write-in candidates for all offices. The Elections Committee shall be responsible for the conduct of the election. Ballots shall be mailed no less than two months prior to the next annual meeting and shall be returned no less than one month prior to that meeting. Members of the electorate may vote for one candidate for each officer position and for multiple candidates for elected Council members. The candidates that received the highest number of votes for each officer position and the highest and second highest number of votes for elected Council member-at-large shall be elected. The Elections Committee shall oversee the tabulation of the ballots and report the results to the President.

Section 4. Election results shall be reviewed and verified by the Council if any voter so requests within thirty days after results are announced to the membership of the Society. All ballots shall be retained by the Treasurer at least until the end of that thirty-day period and until any requested review has been completed.

ARTICLE VI

Committees

Section 1. The Elections Committee shall consist of the Past-President serving as chair and up to three members appointed by the Council at or following its regular annual meeting. The ballots in elections under ARTICLE V will be remitted to the Treasurer who will retain the ballots until they are counted by the Treasurer and at least one member of the Elections Committee.

Section 2. The Program Committee and its chair shall be appointed by the Council at or following the Society's regular annual meeting. The Program Committee shall issue announcements and call for papers and presentations for the next meeting and distribute a program in advance of the meeting. All program proposals and all submitted papers and presentations shall be judged and accepted or rejected by the Program Committee, or by appropriate persons selected by the Committee, on their scientific or scholarly merits and their conformity to the purposes of the Society.

Section 3. The Council shall appoint a Local Arrangements chair at or following the Society's regular annual meeting. The new Local Arrangements chair, in consultation with the President, may appoint a co-chair and/or a Committee to assist in making arrangements for the next meeting.

Section 4. The Council may establish such other committees as may be helpful in the management of the Society's affairs.

Section 5. In appointing committee members and chairs, the Council shall endeavor to maintain representations of the various disciplines of the Society's membership.

ARTICLE VII

Amendments

Section 1. The Bylaws may be amended by affirmative vote of two-thirds of those voting in a referendum submitted by mail to the Society's voting membership.

Section 2. Amendments may be proposed by majority vote of the Council or by petition of at least five percent of the Society's voting membership.

Section 3. Proposed amendments shall be transmitted to eligible voters at least 45 days before the deadline for return of votes.

Draft Resolutions

In order to create flexibility in the Bylaws and to avoid the need to frequently amend the Bylaws (a costly and cumbersome process for an incorporated organization) the Council will need to implement detailed policies and policy changes as Resolutions. The following proposed resolutions will be offered at the 2005 Council meeting. They all codify current practices, some of which were written into the old Bylaws. The six-year terms in the current Bylaws for the Treasurer, Secretary-Archivist, and Council members would likely not be accepted by the Department of Corporations, hence two year terms with Resolution 2005-1 to achieve the desired continuity in these offices. Since "mail" has come to be email for all practical purposes in the conduct of the Society, all references to paper mail have been removed from the Bylaws and Resolution 2005-2 is offered to codify current practice. Despite wording in the Bylaws, the Society has never formally audited its books. This would cost several thousand dollars and is not recommended until non-profits have annual budgets of a few million dollars. Nevertheless, the Council does need to supervise the Treasurer's activities. Resolution 2005-3 corresponds to current practice.

HBES Resolution 2005-1 Multiple Terms of Office

Whereas the offices of Treasurer and Secretary-Archivist are difficult to fill with competent persons, and

Whereas continuity of service in these offices benefits the Society, and

Whereas the Society also desires continuity on the Executive Council,

Therefore be it resolved that incumbents in these offices may, at the discretion of the Elections Committee, be run unopposed, but with provision made for a write-in candidate, for up to a total of three two-year terms. Members of the Council may not serve more than three terms in succession.

Ayes:

Nays:

HBES Resolution 2005-2 Definition of "Mail"

Whereas communication by electronic mail is desirable for the purposes of contacting members, conducting the business of the Council, securing votes in elections, and conducting other business of the Society, and

Whereas electronic mail is sufficiently secure and difficult to forge for almost all purposes,

Therefore be it resolved that “mail” in the Bylaws of the Society may be interpreted as electronic mail. The Council may require special security requirements for membership votes and other sensitive communications at its discretion.

Ayes:

Nays:

HBES Resolution 2005-3
Verification of Treasurers Report

Whereas the current budget of the Society is not sufficient to warrant a formal audit of its books, and

Whereas the accounts of the Society are rather simple, and

Whereas the largest and most complex part of the accounts are handled by a University bookkeeping office with adequate safeguards against abuse, and

Whereas the Society does need to verify that the Treasurer’s annual report is accurate and complete,

Therefore be it resolved that the Treasurer will deliver to the President for her/his inspection copies of all bank statements, university account summaries, tax returns and other documents necessary to verify the accuracy of the Treasurer’s report. At the discretion of the Council, these documents will be further reviewed for accuracy by other appropriate means.

Ayes:

Nays:

HBES Resolution 2005-4
Budget Committee

Whereas the current income and capital of the Society are substantial and growing, and

Whereas the Society needs to expend some of its funds in new ways that enhance its services to members,

Therefore be it resolved that the Society after each two-year election cycle establish a Budget Committee to propose budgets to be passed at the Executive Council meetings in the subsequent two years. The Budget Committee shall consist of the President and Treasurer ex officio and shall have as many other Executive Council officers as members as the Council deems appropriate. The Council shall elect a chair of the Budget Committee.

Ayes:

Nays: