

BYLAWS

Council of Science Editors, Incorporated (CSE, Inc.)

ARTICLE I - NAME AND LOCATION

1. **Name.** The name of this corporation shall be Council of Science Editors, Incorporated (CSE, Inc.) (hereafter "the Council"), a non-profit organization incorporated in the District of Columbia.
2. **Location.** A registered office of the Council shall be located in the District of Columbia. The Council's address shall be that of the Executive Director.

ARTICLE II – MISSION AND PURPOSE

CSE's mission is to promote excellence in the communication of scientific information.

CSE's purpose is to serve members in the scientific, scientific publishing, and information science communities by fostering networking, education, discussion, and exchange and to be an authoritative resource on current and emerging issues in the communication of scientific information.

ARTICLE III - MEMBERSHIP

Section 1. Categories of Membership

A. Regular Membership

Any individual interested in the purposes of the Council, as stated in these Bylaws, shall be eligible for regular membership. Upon receipt of application and payment of dues, members qualify to vote and hold office.

B. Sustaining Membership

Sustaining (non-voting) membership shall be open to any qualified organization or individual wishing to support the objectives of the Council.

C. Emeritus Membership

Emeritus-level membership shall be available to any member aged 65 years or older, and will include all the benefits of full membership. Dues for emeritus members will equal one-half the dues of full membership. Members who cannot afford the reduced membership fee may petition the Board of Directors for lenience. Board decisions will be made on a case-by-case basis.

D. Student Membership

Any full-time student in an accredited college or university shall be eligible for Student Membership after payment of dues. Student members are not eligible to hold office.

E. Discounted Membership for Developing Countries

Any member whose home country is in Band 1 or Band 2 of the HINARI list shall be eligible for Discounted Membership for Developing Countries. *Science Editor* will be provided to these members in the form of a PDF file. Members may continue to use the discount as long as their home country remains on the HINARI list. Upon receipt of application and payment of dues, members qualify to vote and hold office.

Section 2. Admission to Membership

Any individual or organization eligible for membership under the provisions hereof, and desiring to become a member of the Council, shall submit a membership application to Council headquarters and shall become a member on payment of first dues.

Section 3. Resignation

Any member may resign with written notification to the Board of Directors, whereupon such resignation shall be considered effective immediately.

ARTICLE IV - OFFICERS

Section 1. Titles

The elected officers of the Council shall be the President, who serves as Chair of the Board of Directors, the President Elect, the Vice President, the Secretary, Treasurer, and Treasurer-Elect.

Section 2. Duties

A. The President

The President shall be the Chief Executive Officer of the Council, shall preside at all meetings of the Board of Directors and of the membership, shall appoint committee members, and shall have such other powers and perform such other duties as the Board of Directors and Bylaws may prescribe.

B. The President Elect

The President Elect shall preside at meetings of the Board of Directors and of the membership in the absence or disability of the President, shall succeed the President should that office become vacant, and shall have such powers and perform such duties as the Board of Directors may prescribe.

C. The Vice President

The Vice President shall preside at meetings of the Board of Directors and of the membership in the absence or disability of the President and the President Elect, shall become the President Elect should that office become vacant, and shall have such powers and perform such duties as the Board of Directors may prescribe.

D. The Past President

The Past President of the Council is a member of the Board of Directors and the Executive Committee. The Past President also chairs the Administrative and Nominating Committees. The Past President may also assume other duties at the request of the President.

E. The Secretary

The Secretary shall (a) attend all sessions of the Board of Directors; (b) keep, or cause to be kept, minutes of the meetings of the Board of Directors; (c) be responsible for transcribing and distributing minutes of the meetings of the Board of Directors to all members of the Board within sixty (60) days after each meeting; and (d) in general, perform all the duties as may be assigned by the Board of Directors.

F. The Treasurer

The Treasurer, who serves as Chair of the Finance Committee, shall (a) attend all sessions of the Board of Directors; (b) be responsible for all funds and securities of the Council and depositing of all such funds in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) be responsible for receiving monies due and payable to the Council from any source whatsoever; (d) sign such documents as shall require the signature of the Treasurer; and (e) in general, perform all the duties incident to the office of Treasurer and such other duties as assigned by the Board of Directors.

G. The Treasurer-Elect

The Treasurer-Elect serves a 2-year term, concurrent with the Treasurer. He/she automatically succeeds as Treasurer. The Treasurer-Elect serves as Vice Chair of the Finance Committee and as an ex-officio member of the Board of Directors.

H. The Executive Director

The Executive Director is appointed by and responsible to the Board of Directors to assist them in managing the affairs of the Council, and may be a salaried employee of the Council or an employee of an organization with which the Council has contracted for such services. The Executive Director shall execute policy decisions of the Board of Directors and shall assume any duties and responsibilities of the Secretary or Treasurer as may be delegated by the Board. The duties of the Executive Director shall include, but are not limited to, (a) attending all sessions of the Board of Directors; (b) managing the Council's Office; (c) hiring and supervising personnel; (d) maintaining all the records and files of the Council; (e) seeing that all notices are duly given in accordance with law and these Bylaws; (f) being custodian of the seal of the Council and affixing such seal to all documents the execution of which, on behalf of the Council under its seal, is authorized by the Board of Directors or by any officer or agent of the Council to whom power to authorize the affixing of such seal shall have been delegated; (g) seeing that reports, statements, and all other documents and records required by law are properly kept and filed; (h) signing such instruments as require the signature of the Executive Director; (i) being responsible for organizing, staffing, and conducting meetings as designated by the Board of Directors; and (j) discharging any other duties and responsibilities as may be designated by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition, Terms, and Limitations

Except as otherwise provided in these Bylaws or in resolutions passed from time to time by the Board of Directors, the business affairs of the Council shall be managed and controlled, respectively, by the Board of Directors, consisting of 10 members, viz., the President, who serves as Chair of the Board, the President Elect, the Vice President, the Secretary, the Treasurer, three other

Directors elected as herein set forth, the Past President, and an appointed, non-voting Executive Director. The President, the President Elect, the Vice President, and the Past President shall each serve for a term of one year; the President Elect shall automatically succeed to the presidency at the end of his/her term. The Vice President shall automatically succeed to President Elect at the end of his/her term. Staggered terms of office for Secretary and Treasurer shall be two years, renewable once. The three elected Directors shall each serve three years on staggered terms, and one shall be elected annually. No individual shall serve as an elected member of the Board of Directors for more than six consecutive years, unless elected to the position of Vice President in the fifth or sixth year. No individual may hold two elective offices at one time. Each term shall begin with the close of that session of the annual meeting at which the election result is announced.

Section 2. Election of Officers and Directors

The slate of nominees submitted by the Nominating Committee, and including any member nominated by petition of 10 members submitted to the Executive Director, shall be prepared in ballot form and circulated to the entire membership by the Executive Director. Board elections are to be completed no later than 60 days prior to the start of the annual meeting of members. The Executive Director will count the ballots and present the election results to the President for announcement at the annual business meeting.

Section 3. Removal

Any member of the Board of Directors may be removed by an affirmative vote of two-thirds of the entire Board of Directors.

Section 4. Vacancies

If a vacancy occurs on the Board of Directors, the following procedures shall apply: (a) for officers and Directors whose remaining term of office is less than one year, including the Secretary and Treasurer, a successor may be elected by a majority vote of the Board to serve until the next annual meeting of the members; (b) for the President Elect, the Vice President and for Directors whose remaining term is greater than one year, the President shall require the Nominating Committee to nominate a slate of candidates, as provided in Article IV, Section 2, hereof. The ballot will be mailed to the membership within four weeks of when the vacancy's occurring and, to be valid, ballots must be returned to the Executive Director within six weeks of the mailing. Persons thus elected shall serve for the remaining term and a President Elect or Vice President so elected shall follow the normal path of succession to the Presidency; (c) for the positions of Secretary and Treasurer where the vacancy occurs after the normal annual ballot has been mailed and where the incumbent was the only nominee on the ballot, a special ballot shall be prepared. Terms and conditions for this ballot will be as in subsection (b) above.

Section 5. Regular Meetings

The Board of Directors shall have at least two meetings each year, one in conjunction with the annual membership meeting.

Section 6. Special Meetings

Special meetings of the Board of Directors may be actual or electronic and may be called at any time by the Chair of the Board or by a majority of the members of the Board.

Section 7. Notice of Meetings

Each member shall receive notice of meetings with adequate lead time to make arrangements to participate. Such notices shall specify the place, day, and hour of the meeting and the general nature of the business to be transacted. Whenever a meeting of the Board of Directors is to be continued on another day, it shall not be necessary to give any notice of the continuation meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such continuation is decided upon.

Section 8. Organization of Board Meeting

At all meetings of the Board of Directors, the President of the Council, or in the absence of the President, the President Elect, or in the absence of the President and the President Elect, the Vice President of the Council, a Temporary Chair chosen by a majority of the members present at an actual meeting or participating in a special telephonic meeting, shall act as Chair of such meeting and preside thereat. The Secretary shall act as Secretary at all meetings of the Board of Directors. In the absence from any such meeting of the Secretary, the Chair may appoint any person to act as Secretary of the meeting. A copy of the minutes of all meetings shall be supplied to each member of the Board.

Section 9. Quorum, Manner of Acting and Adjournment

At all actual meetings of the Board of Directors, the presence of a majority of the members then serving pursuant to law shall be necessary to constitute a quorum for the transaction of business. At each special telephonic meeting of the Board of Directors, the participation of a majority of the members then serving pursuant to law shall be necessary to constitute a quorum for the transaction of business. Except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws, the acts of a majority of the members present at a meeting at which a quorum is present, or participating in a special telephonic meeting in which a quorum is participating, shall be the acts of the Board of Directors. A member of the Board who is present at a meeting of the Board of Directors or participating in a special telephonic meeting of the Board of Directors, but who is required to abstain from participation in the vote upon any matter whether he/she remains in the meeting or withdraws therefrom during the vote, may be counted for purposes of determining whether or not a quorum is present or participating and, if a quorum is present or participating, the acts with respect to any such matter of a majority of the directors present or participating who are not required to abstain shall be the acts of the Board of Directors. A majority of the members present at or participating in any meeting, whether or not they shall constitute a quorum, may adjourn the meeting.

ARTICLE VI - COMMITTEES

Section 1. Standing Committees

The chairs of all standing committees of the Council shall be appointed by the President of the Council, subject to the approval of the Board of Directors, and shall be eligible for reappointment. Chairs and members of committees involved in the preparation of a publication shall, when possible, be retained until the publication has been completed. All members of committees shall be appointed by the Council President, in consultation with each committee chair, and subject to the approval of the Board of Directors, unless otherwise indicated in the specific charge of a committee. All committee appointees, chairs and members alike, shall be members in good standing of the Council. In making committee appointments, the Council President shall seek to involve in the activities of the organization as many different, qualified members as is practical.

Whenever a committee is formed, the mission of the group should be identified by written statements that define the (a) purpose of the committee; (b) specific obligations of the group; (c) number of members and method of appointment, including the method of appointment of the chair; (d) amount of funding; and (e) nature and frequency of reports expected and to whom they should be submitted.

A. Membership Committee

The President shall appoint a Membership Committee. The Membership Committee shall promote membership in the Council and advise the Board on matters concerning membership.

B. Finance Committee

The President shall appoint, subject to the approval of the Board of Directors, a Finance Committee. The Treasurer chairs the committee. The Finance Committee shall be responsible for reviewing and reporting to the Board of Directors the Council's financial and budgetary activities, systems, and practices, and shall be responsible for the preparation and presentation of the budget to the Board of Directors at the commencement of each fiscal year.

C. Nominating Committee

Not less than six months in advance of the Annual Meeting of members, the President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee. The Past President chairs the committee. The Nominating Committee shall present to the Board of Directors at its fall meeting a slate of two or more candidates (from among members in good standing) for each of the positions of Vice President, Secretary, or Treasurer, and Director. At its discretion, however, the committee may offer only one candidate each for the offices of Secretary and Treasurer. The Nominating Committee shall obtain the assent of each nominee to serve prior to the inclusion of such candidate on its slate. In proposing nominees, the Nominating Committee shall seek to maintain insofar as feasible a balance among the various professional interests of the membership of the Council on the Board of Directors.

D. Other Committees

The President may appoint, subject to the approval of the Board of Directors, such other standing or special committees as deemed advisable, with such membership, duration, functions, and authority as may be delegated or prescribed by the Board of Directors. Whenever a special committee or task force is formed, the mission of the group should be identified by written statements that define the (a) purpose of the committee or task force; (b) specific obligations of the group; (c) number of members and method of appointment, including the method of appointment of the chair; (d) amount of funding; (e) nature and frequency of reports expected and to whom they should be submitted; and (f) termination date of the special committee or task force.

ARTICLE VII - MEETINGS OF MEMBERS

Section 1. Annual Meeting

An Annual Meeting of the members shall be held at such place and on such dates as may be determined by the Board of Directors. The Annual Meeting shall be open to all attendees upon payment of the registration fees.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the Board of Directors.

Section 3. Notice of Meetings

Written notice of any meeting of the members shall be mailed to the last known address of each member not less than 10 days before the date of the meeting.

Section 4. Voting

At all meetings of the members, each member in good standing shall have one vote and may take part and vote, in person or by proxy. Unless otherwise specifically provided by the Bylaws, a majority vote of the members present and voting (including proxies) shall govern.

Section 5. Voting by Mail

Members may vote by mail on items submitted to them by the Board of Directors.

Section 6. Quorum

At an annual or special meeting of the members or a vote by mail, a quorum shall consist of 10% of the members.

ARTICLE VIII - DUES AND ASSESSMENTS

Section 1. Annual Dues

Annual membership dues shall be established by the Board of Directors.

Section 2. Failure to Pay

If any member fails to pay dues, charges, or assessments within a period of ninety (90) days after said dues, charges, or assessments have become due and payable, such member shall be suspended from all rights and privileges of the Council until all arrearages are paid. If such arrearages are not paid within one year of such due date, such member shall cease to be a member of the Council. The Board of Directors may reinstate a member upon such terms and conditions as it may deem appropriate.

ARTICLE IX – PARLIAMENTARY AUTHORITY

The business of the Council shall be conducted in accordance with Robert’s Rules of Order.

ARTICLE X - MANUSCRIPTS AND PUBLICATIONS

Any manuscript produced or in the process of production by a committee of the Council, or authorized for publication by the Council, shall be considered the Council's exclusive property and the Council shall have the right of first refusal with respect to copyright and sales of any resultant publication.

ARTICLE XI - FINANCES

Section 1. Contractual Obligations

No contract, commitment, or agreement of any kind shall be made at any time on behalf of the Council or to obligate the Council in any way unless such contract shall first have received the approval of the Board of Directors or, in the case of commitments up to and including \$5,000, the President or the President Elect of the Council and the Treasurer.

Section 2. Bonding

All officers or employees handling money on account of the Council shall be bonded in amounts to be determined by the Board of Directors. The expense of furnishing such bonds shall be paid by the Council.

Section 3. Audits

At the direction of the President, a certified public accountant chosen by the Board of Directors will audit all accounts of the council every other year, and provide a review of the accounts in the interim years. A report on the audit or review shall be transmitted to all members in good standing.

Section 4. Fiscal Year

The fiscal year of the Council shall begin on 1 January of each year.

ARTICLE XII- INDEMNIFICATION

By resolution of the Board of Directors, the Council may indemnify an officer, director, or employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, brought by or in the right of the Council or otherwise, civil, criminal, administrative or investigative, including appeals) to which he/she may be or is made a party by reason of his/her being or having been an officer, director, or employee of the Council, provided, however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Council for damages out of his/her own negligence or misconduct in the performance of a duty to the Council.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, cost and disbursements, and judgments, fines, and penalties against and amounts paid in settlement by such officer, director, or employee. The Council may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any officer, director, or employee; provided, however, that such officer, director, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he/she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption thereof.

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which such officer, director, or employee may be entitled, under any law, bylaw, agreement, vote of the Board of Directors, or otherwise, and shall not restrict the power of the

Council to make any indemnification permitted by law. Indemnification as provided for in this Article shall inure to the benefit of the executors, administrators, or other legal representatives of an officer, director, or employee.

If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XIII - SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Council, the year of its organization and the words "Corporate Seal, District of Columbia". The Council may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

ARTICLE XIV - DISSOLUTION

The remaining assets of the Council, in the event of dissolution or final liquidation, shall be applied and distributed as follows: All liabilities and obligations of the Council shall be paid, satisfied, and discharged, or provision shall be made therefor; any assets held on the condition they be returned, transferred, or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description whatsoever shall be distributed to one or more corporations, funds, or foundations, qualified for exemption from tax as an exclusively charitable or educational corporation fund or foundation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or its successor provisions.

ARTICLE XV – AMENDMENTS TO THE BYLAWS

Amendments may be proposed by the Board of Directors or by petition in writing to the Executive Director by 5% or more members of the Council. The Executive Director, after notifying the Board of Directors, shall send a ballot on amendments to the entire membership within 30 days after such amendments have been proposed. To be valid, the marked ballots shall be received at the Council's office no later than 30 days after submittal to the membership. A majority of the valid ballots, counted by the Executive Director, shall determine the fate of the amendment. The results shall be transmitted to the President for presentation at the next annual business meeting.

Adopted 7 July 1965;
amended by vote 1968, 1973, 1974, 1977, 1982, 1983, 1984, 1987, 1992, 1995, 1996, 1999, March 2004, May 2006, March 2011