

Bergey's International Society for Microbial Systematics (BISMIS)

Bylaws of BISMIS

(Effective 1st May 2023)

ARTICLE 1. NAME

The name of the Society is the Bergey's International Society for Microbial Systematics (BISMIS), referred to as the Society.

ARTICLE 2. PURPOSE

The purposes of the Society are educational and scientific endeavors, and no other.

ARTICLE 3. MEMBERSHIP

Section 1. Members. The Executive Board (EB, described in Article 7 below) will establish the categories of membership based on qualifications and determine the dues to be paid by each category.

Section 2. Removal. The EB may remove any member whose actions cause disrepute to the society's image either directly or indirectly. The motion for removal of such member may be initiated by any member(s) of the society to the EB with specific information of such actions. Once notified, the EB may call a special meeting of its board members within three days and inform the concerned member against whom such proceedings have been called upon. The EB will provide the member an opportunity to defend themselves followed by a vote on the removal of such member. An affirmative vote of a majority of the EB members entitled to vote and who are present or represented by proxy at the EB meeting will be necessary for such removal. A minimum quorum of five EB members is required for the voting process.

ARTICLE 4. OFFICERS

Section 1. Elective Officers. The Elective Officers are the President, President-Elect and Secretary as stated in the Constitution. The president and the president-elect are the presidential officers of EB.

Section 2. Succession of Presidential Officers. The term of each Presidential officer begins on the 1st of the month following the declaration of the election results. At the same time, the previous President-Elect becomes President, and the previous President becomes Past-President. Former Presidential Officers are not eligible for re-election to the office of President or President-Elect within four years of the end of their terms.

Section 3. The Secretary. The Secretary is elected by a majority of votes received from the Membership. The Secretary will assume office the 1st of the month following the declaration of the election results. The Secretary may serve two consecutive terms. However, for each term the secretary must be re-elected by a vote of the membership through the election process. In such cases, a serving secretary will not be involved in assisting the election officer as detailed in Article 5 due to conflict of interest.

Section 4. The Treasurer. The Treasurer is either the Treasurer of Bergey's Manual Trust or another individual designated by the EB in discussion with the Chair of Bergey's Manual Trust and elected on the basis of a majority of votes received from the EB Members. The Treasurer will present reports of accounts of the Society at its general meetings. The Treasurer will render to the EB at its regular meetings, or when the EB so requires, an account

of the financial transactions and status of the Society. The Treasurer assumes office on the 1st of the month following the election. The Treasurer may serve multiple four-year terms.

Section 5. Vacancies. A vacancy in the office of President will be filled by the President-Elect and will serve the remainder of the current term and the term to which he or she was elected.

A vacancy in the office of the Secretary or Treasurer will be filled *ad interim* by one of the members of the EB until the next regular election, unless a Secretary or Treasurer designate has already been elected by the membership, in which case the elected individual will take office at the moment of the vacancy and will serve the remainder of the current term and the term to which he or she was elected.

ARTICLE 5. ELECTION OF OFFICERS

Section 1. Election Officer. The President is the election officer and responsible for conducting the process with due diligence, secrecy and without prejudice. In the absence of the President, the President-Elect becomes the *de-facto* election officer. The secretary will assist the election officer during the entire process. In case a serving secretary contests for any elective officer position, he/she cannot assist the election officer in the conduct of the election process due to conflict of interest.

Section 2. Nominations. The Secretary on behalf of the President will call for nominations from the membership at least three months before the next general meeting of the Society or before the completion of the four-year term of the current elected officers, whichever is earlier. All members of BISMIS in good standing may submit their nominations. However, former Presidential Officers are not eligible for re-election to the office of President within four years from the end of their last term of office. Similarly, the Secretary is not eligible for re-election after two consecutive terms.

Nominations may be accepted by mail, e-mail, or other electronic means. The submission of nominations will be open for at least two calendar weeks. Nominations must include a photograph and biosketch of the candidate including the candidate's contribution to the field of microbial systematics and vision for BISMIS.

The secretary will compile a dossier of all received nominations and submit them to the President. The President will confirm with each nominated member their acceptance of candidature and the information included in their respective dossier. Nominations may be cancelled by the President for those candidate(s) who are found to submit incorrect information in their dossier.

The president will declare the nominations of eligible candidates for each position to the membership of BISMIS within two weeks of finalizing such nominations.

Section 3. Voting. The President will call for a vote on the nominations for each position. The voting may be conducted by mail, e-mail, or other electronic means. The voting will remain open for at least three weeks. The president will maintain secrecy of the voting process until the declaration of results. Only Full, Honorary and Emeritus members of BISMIS in good standing may vote in the elections.

Section 4. Declaration of Results. Election will be by simple majority of votes received from the Membership for each position. The election officer will declare the results of election at the general meeting of the membership of BISMIS or on the day of the completion of the two-year term of the serving elective officers, whichever is earlier. Results of the election must include a total tally of the voting members and the number of votes received for each candidate for each position.

ARTICLE 6. MEETINGS

Section 1. Biennial Meeting of the Membership. The Society membership will meet every-two years at a place and time designated by the EB in consultation with the Chair of the Meetings Committee. If the meeting could not be held physically, an online meeting could be organized in its place. The results of election of new officers of the EB will be declared to the membership during the general meeting of the Society or at the end of the term, whichever is earlier.

Section 2. Special Meetings. The Executive Board may also call special meetings of the membership. Such meetings may be held in-person or online through electronic modes.

Section 3. Notice of Meetings. The Chair of the Meetings Committee will notify members of the date, time, and place for the Biennial Meeting of the Membership. The Secretary of BISMIS will call for special meetings through a notice to the membership, which clearly identifies the purpose and agenda of such special meeting. Such notice of the Biennial Meeting or of the special meeting of the Membership will be distributed no less than 10 days and no more than 180 days prior to the date of the meeting.

Section 4. Quorum. The quorum requirement for any meeting of the membership is five percent of the total membership present in person or represented by proxy.

Section 5. Voting. The affirmative vote of a majority of the members entitled to vote who are present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the Articles of Constitution or these Bylaws. Voting by members is allowed by mail, e-mail, or electronic means.

ARTICLE 7. EXECUTIVE BOARD

Section 1. Executive Board. The Society's affairs are conducted by the Executive Board (EB) consisting of no fewer than 5 and no more than 11 members. At minimum, the EB will be comprised of the following officers: President, President-Elect, Treasurer, Secretary and Chair of the Bergey's Manual Trust. The President presides at all meetings of EB.

Section 2. Additional Members of the Executive Board. Additionally, six members may be included in the EB as the Society memberships increase or once regional chapters are established. These members may include Service Members, i.e., members providing outstanding service to the society, a maximum of two Regional Officers, i.e., President of the Society's Regional Chapters (if they exist), and a maximum of three at-large members. The at-large members will be elected by a simple majority of votes received from the Membership. The Service Members and Regional Officers are appointed by the elected members of the Board. All EB members are entitled to one vote each. The term of these additional members will be four-years and coincide to complete with the term of the elected board members.

Section 3. Duties. The function of the Executive Board is to set the strategic direction and uphold the objectives of the Society, authorize policy matters, direct fiduciary, legal, and business decisions, and hire, oversee, and work in partnership with the President of BISMIS.

Section 4. Quorum. A quorum of EB comprises a simple majority of the total number of Board members then in office with voting rights.

Section 5. Meetings. The President presides at these meetings and follows due processes during such meetings. The first EB meeting of newly elected officers will be held within two months of the start of the term of elective officers. Beyond this, the EB will plan to meet at regular intervals but no later than once every four months. Meetings may be conducted in person or by any means of communication by which all members participating may simultaneously hear each other during the meeting. Any exceptions to this will have to be voted upon by a majority of EB members. Action may be taken without a meeting of the EB if

all members consent to the proposed action in writing.

Section 6. Voting at meetings. The act of the majority of the members of the EB present at a meeting, at which a quorum is present, is an act of the EB unless a different proportion is specified by these Bylaws or the Constitution. Any or all members may participate in a meeting of the EB by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation will constitute presence in person at the meeting. The EB may not participate in a meeting by proxy.

Section 7. Action without a meeting. Any action required or permitted to be taken at a meeting of the EB may be taken without a meeting if a unanimous written consent which sets forth the action so taken is (1) signed by each member of the EB and (2) filed with the minutes of proceedings of the EB. Such consent may be given electronically.

Section 8. Vacancies. The core EB positions will be filled as described in Article 5 of the bylaws. The election for the executive officers will be held each term to fill vacancies. Newly elected officers of the EB will assume office on the 1st of the month following the declaration of results. Any vacancy on the Board with respect to an elected board member may be filled by vote of the EB for the remainder of such member's term.

Section 8. Removal. The Members may remove any EB member elected by them for causing disrepute to the Society. The Members may remove any EB member who fails to attend three consecutive meetings of the Board.

ARTICLE 8. REGIONAL CHAPTERS

Section 1. Formation and Function. As part of its aim to promote scientific activities and contacts among scientists with specialized knowledge in different fields of learning, the Society encourages the formation of geographic Branches. Branches may be chartered by the Board. Branches will have an obligation to promote, at the local level, the general objectives of the Society as defined in the Constitution, including its goals among professionals interested in microbial taxonomy and education of the general public and future microbial taxonomists.

Section 2. Organization and governance. The regional chapters will have a local Executive Board comprising of regional president, regional secretary and regional treasurer. The operations and activities of the regional chapters will be governed by these bylaws. The membership of such regional chapters will comprise of same categories, and its members will carry the same privileges as that of BISMis.

Section 3. Financial Obligations. If necessary, the regional chapters may open bank accounts for a corporation exempt from income tax or for a non-profit organization under appropriate section(s) of the local country's tax rules. The account may be used for collection of membership dues based on categories and fees as prescribed by the EB based on these bylaws and the Constitution of the Society. The regional branch may use 70% of the collection to cover the expenses incurred to carry out the activities as defined in the Constitution of BISMis and transfer the remaining 30% of the collected amount to the BISMis account. The treasurer of the regional branch will be required to submit annual reports of its accounts to the regional board as well as to the EB of BISMis main body.

ARTICLE 9. OUTREACH

Section 1. Formation and Function. As part of its aim to promote scientific activities and contacts among scientists with specialized knowledge in different fields of learning, the Society encourages the conduct of outreach activities. Such activities may be chartered by the EB and promote the Society's goals among professionals, provide training for microbial

taxonomists, and educate the public on microbial systematics.

ARTICLE 10. FISCAL YEAR

Section 1. Period. The fiscal year of the Society commences on the 1st day of January and end on the 31st day of December. For regional chapters, the fiscal year will be decided based on the local country's tax rules.

Section 2. Treasurer's Report. A report of the fiscal state of the Society will be made by the Treasurer and regional treasurer annually and whenever requested by the EB.

ARTICLE 11. AMENDMENTS

Section 1. Proposals. Amendments to these Bylaws may be proposed in writing by the EB or by at least 10% of the members in good standing.

Section 2. Discussion. The proposed changes will be available for discussion by the membership for at least two months prior to a vote on their adoption by the society.

Section 3. Approval. Approval of bylaw amendments requires a 3/5th favorable vote of voting Full, Honorary and Emeritus Members.

ARTICLE 12. INDEMNIFICATION

The Society may indemnify any current or past officer to the fullest extent permitted by law.

ARTICLE 13. TRANSITION PROVISIONS

Section 1. Officers. The election for officers under these Bylaws will first be held in accordance with the established calendar for elections to be held in 2023.

Section 2. Implementation. The remaining provisions of these Bylaws will be effective immediately upon the adoption of these Bylaws and will be implemented by the Society's Officers.

On 1st May 2023 the Society's Bylaws were formed in accordance with Article 1 of the Bylaws of BISMis included in the Constitution in force at that time.