

PHYTOCHEMICAL SOCIETY OF NORTH AMERICA

CONSTITUTION

ARTICLE I

NAME

Section 1. The name of this organization shall be the *Phytochemical Society of North America*, hereinafter called the *Society*. For convenience, the expression *PSNA* shall be deemed to be an appropriate abbreviation.

Section 2. The *Society* is the successor to the Plant Phenolics Group of North America and, as such, assumed all of the assets and liabilities of the aforementioned Group on January 1, 1967.

ARTICLE II

OBJECTIVES

The objectives of the society shall be to encourage and stimulate research into the chemistry and biochemistry of plants, their effects upon human, plant, and animal physiology and pathology, as well as their industrial importance and utilization; and to encourage and stimulate communication of these interests among members by providing a forum for the presentation, discussion and publication of scientific research for the advancement of science and promotion of the common welfare.

ARTICLE III

MEMBERSHIP

Section 1. Membership in the *Society* shall be open to any person interested in plant chemistry and biochemistry, and the role of plant-derived substances in physiology, pathology, chemistry and related scientific disciplines.

ARTICLE IV

ELECTED OFFICERS

Section 1. The elected officers of the *Society* shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. The office of Vice-President shall be considered to be that of President-elect.

Section 3. The offices of Secretary and Treasurer may be combined.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Management of the *Society* shall be vested in an Executive Committee consisting of the President, the Vice-President, the Secretary, the Treasurer, the immediate Past-President and the Editor-in-Chief. In the event of vacancies, the President shall make interim appointments until the next election is held; provided, however, vacancies of elected officers shall be filled as hereafter provided.

Section 2. The Executive Committee shall meet each year immediately preceding the Annual meeting, and at additional times in person or via teleconference at their discretion.

Section 3. The Executive Committee shall establish policies of the *Society* and shall be responsible for the administration of all *Society* funds.

Section 4. The Executive Committee shall appoint committees for special purposes such as Membership and Society Advancement, Website, Newsletter, Awards and Recognition, Proceedings and Publications, Future Meetings, Constitution and Bylaws, Young Scientists, and any other functions deemed necessary by the Executive Committee. Co-chairs of each committee will serve overlapping two-year terms to carry out duties related to the committee.

Section 5. The Executive Committee shall determine the annual assessment of dues on regular members and on student members.

Section 6. The Executive Committee shall consider and recommend to the membership from time to time appropriate changes in the Constitution, and

shall promulgate Bylaws appropriate to the implementation of the Constitution.

Section 7. Through appropriate Bylaws, the Executive Committee shall provide for publication of the annual Symposium Proceedings.

ARTICLE VI

ELECTION OF OFFICERS

Section 1. Election of officers shall be by a simple majority of returned election ballots distributed to the membership by the Secretary at least two months prior to the Annual Meeting of the *Society*. Nominations by the membership for Vice-President, Secretary and Treasurer will be sent to the immediate Past-President; for this purpose, a deadline and nomination ballot form shall be distributed electronically at least four months prior to the Annual Meeting. A nominating committee consisting of the immediate Past President as Chairperson and two members appointed by the President shall prepare a slate for Vice-President that will consist of the two names most nominated by the membership-at-large, willing to run, plus one name selected by the nominating committee if they desire; a minimum of two names for Vice-President shall be presented for voting. The Secretary will send the election ballot to the membership by a special electronic mailing at least two months prior to the Annual Meeting. Ballots will be received by the Chairperson of the nominating committee and will be counted by persons selected by the presiding President. The results will be announced at the Annual Business Meeting of the *Society*, and will be communicated electronically to all members of the *Society* immediately thereafter.

Section 2. Upon election, the term of office for such officers shall extend through the Business Session of the next Annual Meeting. The Vice-President shall automatically ascend to the presidency at the end of the President's scheduled term of office or at any prior time that the office of President may be vacated. However, the Vice-President will not be eligible for election to the office of President (or Vice-President) at a later date, and shall not succeed himself/herself as President after serving the scheduled term of office. The term of office for the President and Vice-President shall be one (1) year, but may be extended to two (2) years when deemed in the best interest of the *Society*. The term of office for the Secretary and the

Treasurer shall be for three (3) years; this term may be renewable by election.

Section 3. All vacancies in the *Society* offices, other than President, occurring between Annual Meetings of the *Society* shall be filled by members of the *Society* approved by the Executive Committee. Members so selected shall serve until the next Annual Meeting of the *Society*.

Section 4. All officers of the *Society* shall serve without remuneration, but, at the discretion of the Executive Committee, may be reimbursed for certain expenses incurred in conducting the business of the *Society*.

ARTICLE VII

EDITOR-IN-CHIEF

Section 1. The Editor-in-Chief shall be appointed by the Executive Committee and shall serve as a member of the Executive Committee.

Section 2. There shall be no restrictions on the tenure of office of the Editor-in-Chief.

Section 3. The Editor-in-Chief shall serve without remuneration, but, at the discretion of the Executive Committee, may be reimbursed for certain expenses incurred in conducting the business of the *Society*.

ARTICLE VIII

AFFILIATED SOCIETIES

Section 1. The Executive Committee shall have the power to establish or discontinue affiliation with the *Society* of scientific societies or associations organized for the study and advancement of any branch of science.

ARTICLE IX

MEETINGS AND BUSINESS

Section 1. The Annual Meeting of the *Society* shall be arranged in accordance with procedures established by the Executive Committee in appropriate Section Bylaws.

Section 2. Business requiring action by the membership shall be transacted at a Business Session that shall be scheduled by the Executive Committee during the Annual Meeting, or through electronic voting following dissemination of necessary informational materials to the membership. Items scheduled to be voted upon at the Business Session of the Annual Meeting may be required to be subjected to an electronic vote of the full membership in the event that 25% of the members attending the Business Session vote in favor of such a motion. The administration of such a vote is the responsibility of the Executive Committee and must be conducted within 60 days of the Business Meeting.

Section 3. A meeting of the Executive Committee shall be called by the President prior to the convening of the Annual Meeting. The President may call additional meetings of the Executive Committee as may be required.

Section 4. The parliamentary procedure for all Business Meetings of the Society shall be governed by Robert's Rules of Order, current revised edition, and the Executive Committee shall provide for a Parliamentarian.

ARTICLE X

QUORUM

Section 1. Twenty members, including officers, shall constitute a quorum at the Business Session of the Annual Meeting of the *Society*.

Section 2. A majority of the total number of members of the Executive Committee shall constitute a quorum for all meetings of the Executive Committee.

ARTICLE XI

FISCAL YEAR

Section 1. The fiscal Year of the *Society* shall be from January 1 to December 31.

ARTICLE XII

BYLAWS

Section 1. The Executive Committee shall establish appropriate Bylaws, not in conflict with the Constitution, as may be necessary and proper to implement or further clarify the Articles of the Constitution.

Section 2. The establishment or amendment of such Bylaws shall require a simple majority vote of the members present at the Business Session of the *Society's* Annual Meeting, or of the votes returned following an electronic ballot.

Section 3. Proposed Bylaws and amendments shall be made in writing to the Secretary four months prior to the Annual Meeting and voting materials shall be distributed electronically to the membership at least two months prior to the Annual Meeting together with the ballot for election of officers.

Section 4. As deemed necessary or appropriate by the Executive Committee, proposed Bylaws and amendments may be distributed electronically to the membership. Twenty electronic votes, including those from officers, shall constitute a quorum for proposed Bylaws and amendments evaluated by the membership in this fashion.

ARTICLE XIII

AMENDMENTS TO THE CONSTITUTION

Section 1. Upon recommendation of the Executive Committee this Constitution may be changed or amended by a simple majority of votes collected for this purpose.

Section 2. Proposed amendments shall be made in writing to the Secretary four months prior to the Annual Meeting and voting materials shall be distributed electronically to the membership at least two months prior to the Annual Meeting together with the ballot for election of officers.

Section 3. As deemed necessary or appropriate by the Executive Committee, proposed Constitutional amendments may be distributed electronically to the membership. Twenty electronic votes, including those from officers, shall

constitute a quorum for proposed amendments evaluated by the membership in this fashion.

ARTICLE XIV

ARTICLES OF INCORPORATION

Section 1. In the event the *Society* becomes incorporated, the Articles of Incorporation (Charter) shall conform to the provisions of this Constitution and all amendments hereafter adopted.

Section 2. The Executive Committee shall review and coordinate all necessary appropriate revisions of the Constitution and Bylaws and be responsible for the submission of all required reports to State and other governmental agencies, annually or otherwise as required by law.

ARTICLE XV

DISSOLUTION OR LIQUIDATION

Section 1. In the event of dissolution or liquidation, all liabilities and obligations of the *Society* shall be paid, satisfied and discharged.

Section 2. All assets remaining shall be transferred to one or more societies or organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and are engaged in activities substantially similar to those of the *Society*; provided, however, that no assets shall accrue to the benefit of any officer or member of the *Society*.