

**United States Society for Ecological Economics
Constitution and By-Laws
Adopted October 2000¹**

Article 1

Name

Sec. 1. The name of this organization shall be the United States Society for Ecological Economics.

Article 2

Purpose

Sec. 1. The purposes of the Society are the advancement of understanding of the relationships between ecological systems and economic systems, and the application of this understanding to the mutual well-being of nature and people, especially that of the most vulnerable, now and in the future. To serve these purposes, the Society will assist its members, as well as ecological economists generally, affiliated societies, and other organizations, in such matters of common concern as can be dealt with more effectively by united action. Among other activities, the Society will sponsor scientific meetings; facilitate the development of public-education as well as curricular materials; cooperate as appropriate with local, national, and international organizations; facilitate a voice for ecological economists in both public-policy and academic forums; promote unity and effectiveness of effort among all those who are devoting themselves to ecological economics and its applications; and foster the relations of ecological economics to scientific, business, environmental, religious, and other communities for the public good.

Article 3

Membership

Sec. 1. Membership in the Society shall be open to all persons or entities who share the stated purposes of the Society.

Sec. 2. The Membership of the Society consists of all members in good standing.

Sec. 3. Effective January 1, 2001, all members of the Society must also be members of the International Society for Ecological Economics. This provision will be enforced at the time of submission of membership forms or at the time of membership renewal.

Article 4

Officers

Sec. 1. Officers of the Society shall include the President, President-elect, Immediate Past President and Secretary-Treasurer.

¹ Amended September 2002; Amended June 2009

Article 5

Board of Directors

Sec. 1. The Board of Directors shall establish policy for the Society and shall be responsible for the fulfillment of the stated purposes of the Society.

Sec. 2. The Board of Directors shall consist of eight individuals, drawn from the President, President-elect, Immediate Past President, Secretary-Treasurer, four at-large members, and one student member. The positions of President-elect and Immediate Past President shall be vacant every other year for periods of one year so that the two never simultaneously serve on the Board. The at-large members, student member, Secretary-Treasurer, and President-elect shall be elected by a direct vote of the Membership. Candidates for the student position must be student members of the Society. The existence of a student position shall not be construed to mean that students may not be candidates for any other positions.

Sec. 3. The Officers and members of the Board of Directors, individually and collectively, shall be held harmless by the Society in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where Officers and/or Board members are adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

Article 6

Executive Committee

Sec. 1. The President, President-elect, Immediate Past President and Secretary-Treasurer shall comprise the Executive Committee and shall act on behalf of the Board of Directors between the meetings of the Board of Directors.

Article 7

Professional Staff

Sec. 1. The Board of Directors may appoint an Executive Director to act as the chief administrator of the Society; contract with professional organizations to provide membership and other services to the Society; and make other decisions with respect to professional assistance and staff. The Executive Director shall supervise staff, properties, and operations of the Society, and carry out the policies and directives of the Board of Directors and the Executive Committee. The Executive Director will serve ex officio (without vote) on all committees, boards, and councils of the Society.

Article 8

By-laws

Sec. 1. The provisions of the Constitution of the Society shall be reflected in the By-laws of the Society.

Article 9

Relationship to the International Society for Ecological Economics

Sec. 1. This Society shall represent the United States region in all matters related to the role of Regional Societies of the International Society for Ecological Economics.

Sec. 2. The President of the Society shall represent the Society on the Regional Council for Ecological Economics.

Article 10 Amendments

Sec. 1. Amendments to the Constitution may be initiated by the Board of Directors or by a petition to the Board of Directors by 25 Members in good standing. The Board of Directors must approve amendments by a two-thirds majority vote. Amendments must then be ratified in a mail ballot by two-thirds of those Members of the Society voting.

Article 11 Dissolution

Sec. 1. Dissolution of the Society for any cause may be initiated by the same mechanism used for amending the Constitution. Dissolution must be in accordance with the applicable regulations of the 1954 Internal Revenue Code, Section 501, or any amendments thereto.

Sec. 2. All funds or other assets of the Society including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor organization which has among its principal purposes the encouragement, development, and dissemination of ecological economics, and has qualified as an exempt organization under Section 501 of the 1954 Internal Revenue Code, or any amendments thereto.

Sec. 3. The selection of the successor organization shall be approved by a two-thirds majority vote of the Board of Directors and be named in the Board's minutes and its Articles of Dissolution, but need not be named in the motion or petition for dissolution.

By-Laws

Article 1 Membership

Sec. 1. There shall be seven classes of Membership in the Society: Charter Members, Regular Member, Student Member, Partner Member, Honorary Member, Supporting Member, and Life Member. The criteria for each class of membership are:

(A) Charter Member: Any member who joins the Society on or before July 9, 2000, provided membership of one of the other classes is maintained. Charter membership would be recognized in conjunction with another class of membership. Charter members participate in the ratification vote of the Constitution and By-laws.

(B) Regular Member: A person or entity who is engaged in pursuits contributing to the development and advancement of ecological economics.

(C) Student Member: A person who is enrolled at least half time in an institution of higher learning.

(D) Partner Member: A person qualified to be a Regular Member and living with a Regular Member or Student Member, but who wishes to pay reduced dues and share certain membership benefits with the Regular Member or Student Member.

(E) Honorary Member: A person who has rendered long and distinguished service to ecological economics may be elected an Honorary Member.

(F) Supporting Member: A person or entity qualified to be a Regular Member, but who wishes to provide additional financial support for the Society.

(G) Life Member: A person or entity qualified to be a Regular Member, but who wishes to pay life-time dues.

Sec. 2. Membership for all classes except Honorary may be obtained by application to the Society. Honorary Membership may be obtained by a majority vote of the Board of Directors, followed by ratification by a two-thirds majority of the Membership at the next Scheduled Meeting of the Membership.

Sec. 3. Any individual who, or business or organization that, shares the stated purposes of the Society and wishes to contribute to the support of the Society may become a Benefactor. Recognition as a Benefactor may require ratification by a majority vote of the Board of Directors. Benefactors have all of the privileges of Members except those of voting and running for office.

Sec. 4. Each Member and Benefactor shall be entitled to receive, as they appear, notices, reports, and publications of the Society.

Article 2 Meetings

Sec. 1. The Society shall provide for at least one conference every two years.

Sec. 2. A Scheduled Meeting of the Membership occurs when the Board of Directors meets with the Membership. Scheduled Meetings of the Membership will take place at the biennial conference, at which the Board will provide the Membership with a written report summarizing its activities since the previous biennial conference, including any By-law amendments. Scheduled Meetings of the Membership may occur at other times and venues by action of the Board of Directors provided notice is sent to the Membership at least 60 days in advance of the meeting.

Sec. 3. The Board of Directors shall normally meet no less than annually. Additional meetings may be called by the Executive Committee or by a majority of members of the Board of Directors.

Sec. 4. Executive Committee and Board of Directors meetings may be conducted by telephone or any other medium in which all can participate effectively.

Article 3

Quorums

Sec. 1. A majority of Board of Directors members plus one shall constitute a quorum for transacting the business of the Board of Directors. A majority of members plus one of other committees of the Society will constitute a quorum for transacting the business of the committees, except the Executive Committee. A majority of the members shall constitute a quorum for transacting the business of the Executive Committee.

Sec. 2. A quorum for a Scheduled Meeting of the Membership shall consist of ten (10) Members in good standing.

Article 4

Dues and Finances

Sec. 1. Dues shall be established for each class of membership by a two-thirds majority vote of the Board of Directors in attendance at a Board Meeting, assuming a quorum exists.

Sec. 2. The Board of Directors may authorize any officer or officers, agent or agents, to enter into contracts or to execute and deliver instruments in the name or on behalf of the Society; such authority may be general or confined to specific instances.

Sec. 3. All checks, drafts, or other orders for the payment of money in the name of the Society shall be signed by such officer or officers, agency or agents, of the Society, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Sec. 4. All funds of the Society not otherwise employed shall be deposited promptly to the credit of the Society in such banks or other depositories as the Board of Directors may select.

Sec. 5. The annual budget shall be subject to approval by the Board of Directors.

Sec. 6. The Society's books and accounts may be audited by an independent certified public auditing concern and presented to the Board of Directors.

Sec. 7. Members will remain in good standing unless membership dues are not paid within a period of time to be set by the Finance Committee.

Article 5

Fiscal Year

Sec. 1. The fiscal year for the Society shall run from January 1 through December 31 of the calendar year.

Article 6

Duties of Officers

Sec. 1. The President shall be the chief elected officer of the Society, provide scientific leadership for the Society, and supervise the conduct of the affairs of the Society. The President shall preside over meetings of the Executive Committee and the Board of Directors, and shall be the principal contact between these bodies and the staff of the Society. The President, in consultation with the Executive Committee, and with the advice and consent of a majority of the Board of Directors, shall appoint and charge the chairpersons and members of all Standing Committees of the Society, and such ad hoc committees as may be deemed necessary. The President may sign, with the Secretary-Treasurer, or any other officer, agent, or agents, of the Society hereunto authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Society, or shall be required by law to be otherwise signed or executed. The President shall carry out other activities usually pertaining to the office.

Sec. 2. In the absence of the President, or in the event of the President's inability or refusal to act, the President-elect shall perform the duties of the President. The President-elect shall carry out such other duties as assigned by the President or the Board of Directors.

Sec. 3. The Secretary-Treasurer shall be the chief fiscal officer of the Society, supervise all funds and securities of the Society, review and certify the minutes of the meetings of the Executive Committee and the Board of Directors, be custodian of the corporate seal and the records of the Society, and in general perform all duties incident to the office of Secretary-Treasurer, and such other duties as may be assigned by the President or the Board of Directors.

Article 7

Vacancies and Recall

Sec. 1. The President-elect will automatically succeed to the presidency when the office becomes vacant. If the position of President-elect is vacant when the office of President becomes vacant, the Board of Directors will elect by majority vote an Acting President from the at-large members of the Board. The Acting President will complete the term of office of the President and succeed to the position of Immediate Past President. The at-large position on the Board previously held by the Acting President will be filled in the following regularly-scheduled election with a term of office that does not disrupt the election cycle.

Sec. 2. If a vacancy occurs in the office of President-elect, it shall be filled by the next elected President-elect as soon as ballots have been counted and certified.

Sec. 3. If a vacancy occurs in the office of Secretary-Treasurer, the President will appoint, with the advice and consent of the Board of Directors, an Acting Secretary-Treasurer who will complete the normal term of the Secretary-Treasurer. The Acting Secretary-Treasurer is empowered to carry out all the duties of the Secretary-Treasurer.

Sec. 4. If a vacancy occurs among the elected members of the Board of Directors, the President shall appoint a replacement to serve for the remainder of the term of the vacant position giving priority to runner-up candidates in the previous election.

Sec. 5. Any member of the Board of Directors may be recalled from office by a majority vote of the Membership in a mail ballot recall election. Such elections may be initiated by a majority vote of the Board of Directors in attendance at a Board Meeting if a quorum exists or by a petition signed by 25 Members in good standing. Vacancies resulting from recall will be filled according to the rules established in this Article.

Article 8

Duties of the Executive Director

Sec. 1. The Executive Director shall be the chief administrator of the Society, and shall supervise or carry out policies and directives of the Executive Committee and the Board of Directors. The Executive Director shall be authorized, within the budget of the Society, to employ such persons as are necessary for the proper conduct of the affairs of the Society, and to determine compensation. The Executive Director shall make such reports, recommendations, and suggestions to the Executive Committee and the Board of Directors as shall be judged to be for the benefit of the business of the Society. A vacancy in the office of Executive Director shall be filled by the Executive Committee with the advice and consent of a majority of the Board of Directors. The Executive Director and appropriate staff designated by the Board of Directors shall be bonded for the faithful performance of their duties.

Article 9

Elections

Sec. 1. The Board of Directors by majority vote shall nominate at least one but no more than three candidates for each office to become vacant. Additional nominations may be made by a petition signed by any 25 individual members and filed with the President, together with a signed statement of consent from each person nominated. The final ballot, containing at least two names for each vacancy to be filled, shall be mailed to the Membership. The candidate for each office receiving the highest number of votes will be elected. Ties will be resolved by a coin flip.

Sec. 2. All terms of office begin on June 1. The term of office of the President is two years and begins in the year preceding a biennial conference meeting. The terms of office of the President-elect and Immediate Past President are one year. The position of Immediate Past President will be held during the first year of the President's two-year term, while the position of President-elect will be held during the second year of the President's two-year term. The terms of office of the Secretary-Treasurer and at-large Board members will be two years. The Secretary-Treasurer election will coincide with the President-elect election. Elections of the at-large Board members will be staggered to ensure continuity of membership on the Board.

Sec. 3. Neither the President nor the Immediate Past President may run for the position of President-elect while holding their offices.

Article 10

Standing, Ad Hoc, Special, and Member-Initiated Committees

Sec. 1. Standing Committees shall study and make recommendations to the Board of Directors on matters of policy. The Standing Committees and their areas of responsibility shall be:

(A) the Finance Committee, which shall advise the Board of Directors and Executive Director on all aspects of the Society's finances, including the annual operating budget, increasing the Society's financial base, membership dues changes, and long-range planning for the Society;

(B) the Conference Committee, which shall oversee the biennial conference of the Society, recommend conference locations and dates to the Board, evaluate past conferences, make recommendations for future ones, and formulate policy recommendations with respect to conferences to the Board of Directors; and

(C) the Policy Committee, which shall investigate and make recommendations to the Board of Directors on issues related to public policy.

Sec. 2. Chairs of Standing Committees that are not members of the Board of Directors will be ex-officio members of the Board of Directors. The chair and members of Standing Committees will be appointed by the President following consultation with the Board of Directors. Vacancies on Standing Committees will be filled by appointments made by the President. Members who are inactive may be replaced by appointments made the President.

Sec. 3. A brief written report from each Standing Committee summarizing activities and key issues shall be submitted to the Board of Directors prior to each Board meeting.

Sec. 4. Existing Standing Committees may be terminated, and new Standing Committees established, by a two-thirds majority vote of the Board of Directors.

Sec. 5. The President may appoint and charge the chairperson and members of such ad hoc committees as may be deemed necessary. The terms of these committees shall coincide with the term of the President who appointed them.

Sec. 6. Special committees to serve for a period of no more than two years may be authorized by a two-thirds majority vote of the Board of Directors, and be appointed by the President. Vacancies on such committees will be filled by appointments made by the President. Members who are inactive may be replaced by appointments made by the President.

Sec. 7. Members of the Society may independently initiate committees and request recognition from the Board of Directors. Members will submit a request that includes the name of the committee, its chairperson, its initial membership, and its purpose. The Board of Directors by majority vote can recognize the committee as a Committee of the Society. Member-initiated committees must allow any Member of the Society to be a member of the committee. Member-initiated committees will not undertake any duties or exercise any rights reserved for officers, the Executive Director, or Standing Committees, such as the commitment of funds of the Society, unless express provision is made by a majority vote of the Board of Directors. Member-initiated committees will be recognized as a Committee of the Society for

periods of up to two years, at which time a new request for recognition must be submitted to the Board of Directors and subject to a majority vote of the Board of Directors. A brief written report from each Member-initiated committee summarizing activities and key issues shall be submitted to the Board of Directors prior to each Board meeting.

Sec. 8. In exceptional circumstances, Committee Members will not be required to be members of the Society.

Article 11

Amendments and Residual Powers

Sec. 1. Amendments to these By-laws may be initiated by the Board of Directors by a two-thirds majority vote, or by petition to the Board of Directors signed by 25 Members in good standing. Amendments must be approved by a two-thirds majority vote of the Board of Directors. Amendments can be put into effect immediately but must be reported at the next Scheduled Meeting of the Membership, and ratified by a majority vote of those Members present. In the event an amendment is not ratified, it no longer remains in effect. The Board of Directors then must either rescind the amendment or place the amendment on the next ballot for the election of members of the Board of Directors.

Sec. 2. Residual powers of the Society shall rest with the Membership. Any action of the Board of Directors may be rescinded by a majority vote of the Membership in a mail ballot election. Such election may be initiated by the President, President-elect, or by a petition signed by 25 Members in good standing.

Article 12

General Prohibitions

Sec. 1. The Society shall be organized and operated exclusively for scientific and educational purposes in accordance with the public interest.

Sec. 2. No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private shareholder or individual.

Sec. 3. No substantial part of the activities of the Society shall consist of attempting to influence legislation.

Sec. 4. The Society shall not participate in, or intervene in (including the publishing or distributing of statements contrary to the public interest), any political campaign on behalf of any candidate for public office.

Sec. 5. The Society shall not be organized or operated for profit.

Sec. 6. The Society shall not:

(A) Lend any part of its income or corpus, without the receipt of adequate security or reasonable rate of interest to;

(B) Pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;

(C) Make any part of its services available on a preferential basis to;

(D) Make any purchase of securities or any other property for more than adequate consideration in money or money's worth from;

(E) Sell any securities or other property for less than adequate consideration in money or money's worth to; or

(F) Engage in any other transactions that result in substantial diversions of its income or corpus to any officer, member of the Board of Directors, or substantial contributor to the Society.

The prohibitions contained in Section 6 do not mean to imply that the Society may make such loans, payments, sales to, or purchases from anyone else, unless such authority is given or implied by other provisions of the Constitution or By-laws.

Sec. 7. The Sections of this Article are in effect notwithstanding any provisions of the Constitution or By-laws that might be susceptible to a contrary construction.