

# CONSTITUTION AND BY-LAWS OF THE INTERNATIONAL SOCIETY ON TOXINOLOGY

## ARTICLE I

### *NAME*

*Section 1.* **Name.** The name of this organization shall be the INTERNATIONAL SOCIETY ON TOXINOLOGY.

## ARTICLE II

### *OBJECT*

The object of the Society is to advance knowledge on the properties of poisons, toxins and antitoxins derived from animals, plants and microorganisms, and to bring together those scholars interested in these substances through a common Society.

## ARTICLE III

### *NOT FOR PROFIT CLAUSE*

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## ARTICLE IV

### *MEMBERS*

- Section 1.* The Society shall consist of Members and Associate Members and Student Members.
- Section 2.* Persons who have conducted and published meritorious original investigations in toxinology shall be eligible for membership to the Society.
- Section 3.* Persons who do not qualify for membership but are working or interested in the field of toxinology shall be eligible for associate membership.
- Section 4.* Persons who are registered students studying an aspect of toxinology shall be eligible for student membership.
- Section 5.* *A.* Nominations for membership shall be made by a Member of the Society on forms provided by the Secretary. The Member proposing a candidate must upon request submit to Council a letter in support of the candidate.  
*B.* Applications for associate membership shall be submitted by the applicant on forms provided by the Secretary. Nomination by a Member of the Society is not required.  
*C.* Applications for student membership shall be submitted by the applicant on forms provided by the Secretary. Nomination by a Member of the Society is not required, but proof of student status is required. Student membership status is only permissible while the person is a bona fide student.
- Section 6.* The Secretary will, on request of a Council Member, circulate details of all such applications to all Council Members. After consideration these Council Members may effect election and the Secretary will then inform the Member of such election. The Secretary may be delegated by Council to determine, on Council's behalf, if an application can be approved and effect election. A list of all members, including associate and student members, will be made available to all Members of the Society, not less than once a year.

*Section 7.* Failure of a Member or Associate Member to pay the annual assessment for two successive years constitutes forfeiture of membership. The Member may be reinstated by majority vote of the Council upon payment of the full amount of the assessment due.

*Section 8.* **Dues.** Each Member and Associate Member shall pay annual dues as be prescribed by the Council, and as approved by the membership at the general meeting.

## **ARTICLE V ANNUAL MEETING**

There shall be a regular, formal “annual” meeting of the Society which, whenever possible, shall include a meeting of the Council. The meeting shall be scheduled to occur once each year, except where Council decides that for practical reasons given the international membership of the Society, a meeting must be delayed beyond one year, but such a delayed meeting must be held within two years of the previous meeting. The meeting will be held at a time and place prescribed in the ByLaws, or by notice communicated by electronic or other distribution means to each Member at least 90 days before the date of the meeting; the notice shall state the time, place, and agenda for the meeting. The Council has the right to postpone or cancel the annual meeting for one year if deemed necessary.

## **ARTICLE VI COUNCIL**

*Section 1.* The Council shall consist of the elected officers, the immediate past president, the current presidents and secretaries of the Regional Sections, the editor of Toxicon, and six Members elected from the membership. The six individuals elected by the membership shall include at least one Member from each Region of the Society. The President shall act as Chairman of the Council.

*Section 2.* The Council shall meet at least once each year at a time and place designated by the President and shall recommend the dues of the membership. The meeting may be at a physical place, or virtual place such as through a teleconference or similar electronic meeting system. The Council is authorized to accept any donations of cash or property, voluntarily made to further the purpose of the Society. Greater than one half of the members of the Council shall constitute a quorum for all purposes.

*Section 3.* The members of the Council, excluding the officers, shall serve for a term of three years and shall not be eligible for re-election for the two years immediately following their term of office. The Council is empowered to appoint Members to fill any vacancy that may occur.

*Section 4.* The Council is empowered to co-opt any member, including an associate or student member, to serve on Council for a specific purpose, up to a maximum of 3 such co-opted members, but co-opted members shall not have voting rights on Council.

*Section 5.* The purpose of the Council shall be to act as an administrative and governing body to further the activities and interests of the Society, on behalf of members.

## **ARTICLE VII ELECTED OFFICERS**

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

*Section 2.* **Election.** The officers of the Society shall be elected by a majority vote of the Members in a ballot by electronic or other distribution means, and will serve for a

term of three years. Their term of office will begin immediately after the first World Congress (International Congress) following their election.

The President-Elect shall assume the office of the President at the end of the former regular term of office or at any time the office of the President becomes vacant. The President may succeed himself as President for the following term to a maximum of two consecutive terms. The Secretary-Treasurer may be re-elected for further terms as agreed by Council.

*Section 3.* ***Vacancies.*** Any vacant office of the Society, other than that of the President, may be filled by a Member elected at the next Society meeting. During the intervals between the meetings of the Society, the Council may elect an officer to fill a vacancy, and the officer so elected shall serve until the next meeting of the Society.

## **ARTICLE VIII COMMITTEES**

*Section 1.* ***Nomination Committee.*** The Nomination Committee appointed by the President shall consist of three Members of the Society, including one member of the Council who is not an officer, and shall serve for a term of three years. The Nomination Committee shall present their recommendations for officers and members of the Council of the Society to the President. Any three Members of the Society may file a nominating petition with the President recommending other nominees. Such petitions shall be filed not less than 30 days before the “annual” meeting at which elections are to be held.

*Section 2.* ***Credentials Committee.*** Council is empowered to create and dissolve, as it determines, a Credentials Committee to undertake assessment of applications for Membership on behalf of the Secretary and Council. The Committee shall be elected by the Council and shall serve for a term of three years.

*Section 3.* ***Other Committees.*** Other Committees of the Society may be constituted for the promotion of the objectives of the Society, and shall consist of a limited number of Members, with their number, jurisdiction, and tenure determined by Council.

## **ARTICLE IX AMENDMENT OF CONSTITUTION**

This Constitution may be amended at any meeting of the Society by the affirmative vote of a majority of the Members present in person or represented by proxy provided that notice of the proposed amendment is given to the membership at least 90 days before the meeting at which the amendment is offered.

## **ARTICLE X ADOPTION AND AMENDMENT OF BY-LAWS**

By-Laws may be adopted, amended, or rescinded at any meeting of the Society by the affirmative vote of a majority of the Members present or represented by proxy provided that notice of the proposed actions is given to the membership at least 90 days before the meeting where such action is to be considered.

## **ARTICLE XI**

**THE EFFECTIVE DATE OF THE CONSTITUTION** This Constitution will be deemed to be effective from the date of most recent revision. The most recent revision was approved on September 15th, 2011, in accordance with the rules and articles of this Constitution and the Society.

**ARTICLE XII**  
**DISSOLUTION CLAUSE**

In the event of the Society being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

**BY-LAWS-ARTICLE I**  
**MEMBERS AND MEETINGS OF MEMBERS**

- Section 1.* **General meeting.** The general meeting shall be held at a time and place approved by the Society during a previous general meeting, regularly at the World Congresses. If a time or place for the meeting has not been prescribed, it will be determined by the Council. The Council shall have power to change the time or place of a meeting when circumstances so require.
- Section 2.* **Special meetings.** Special meetings of the Society may be called at any time by the President at the request of the Council, or on receipt of a written request of not less than one-third of the Members.
- Section 3.* **Notice of meetings.** Notice of the time, place, and purpose or purposes of meetings of the Society shall be given to the Members by electronic or other distribution means at least 90 days before the meeting.
- Section 4.* **Quorum.** At any general or special meeting of the Society, fifteen members must be present or represented by proxy to constitute a quorum. A meeting may be adjourned by vote of a majority of the members present.
- Section 5.* **Voting.** At every meeting of the Society each Member shall be entitled to one vote in person or represented by proxy. The proxy shall be duly appointed by instrument in writing subscribed by the Member appointing the same and bearing date not more than 11 months prior to the meeting, unless said instrument provided for a longer period.
- Section 6.* **Business of the general meeting.** The business of the general meeting of the Society shall be:
- (a) to elect officers and members of the Council as prescribed by the Constitution;
  - (b) to determine the time and place for the next general meeting;
  - (c) to fix the annual dues;
  - (d) to consider the annual financial statement and balance sheet presented by the Council and to arrange for any action therewith as seems appropriate;
  - (e) to consider reports of the Council and Committees, and motions relating to the adoption of such reports, either in whole or in part, and to arrange for such action to be taken thereon, if appropriate and
  - (f) to consider any resolutions that can properly be considered to affect the purpose of the Society and its membership.

## BY-LAWS-ARTICLE II

### COUNCIL

- Section 1.* **Meetings.** The Council shall meet at each general meeting for the purpose of transaction of business, and if a majority of the Council be present, no prior notice of such meeting need be given. Special meetings may be held at the call of the President, or upon the written request of four members of the Council, and shall be called by the Secretary/Treasurer.
- Section 2.* **Notice of meetings.** Notice of all meetings of the Council shall be given by electronic or other distribution means at least 15 days before the meeting.
- Section 3.* **Chairman.** At all meetings of the Council the President, or in his absence the President-Elect, shall preside.
- Section 4.* **Quorum.** At all meetings of the Council the act of a majority of those Members present shall be the act of the Council. In the absence of a quorum of the Council at a regular meeting of the Society and when it becomes apparent that decisions vital to the Society are necessary, the Editorial Board of *Toxicon*, in coordination with the Council Members, shall make the necessary decisions.

## BY-LAWS-ARTICLE III

### ANNUAL AND FINANCIAL REPORTS

The Council shall submit annually to the Society for adoption and approval a report on the general state and proceedings of the Society for the past year, a balance sheet and financial statement for the past year.

## BY-LAWS-ARTICLE IV

### CUSTODY OF PAPERS, ADDRESSES AND REPORTS

All papers, addresses and reports read before the Society, or accepted by the Society, shall be lodged with the President and become the property of the Society. Publications of these reports in the official Journal of the Society. or in any other way, may be urged by the direction of the Council or appropriate Committee.

## BY-LAWS-ARTICLE V

### OFFICERS OF THE SOCIETY

- Section 1.* **Duties.** The officers of the Society shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Constitution of ByLaws or by the Society or Council.
- Section 2.* **The President.** The President shall preside at all meetings of the Society and meetings of the Council. The President shall be an *ex officio* member of all committees, except the Nomination Committee. The President shall have general charge and supervision of the business and affairs of the Society.
- Section 3.* **The President-Elect.** At the request of the President, or in the event of his absence or disability, the President-Elect at any time and from time to time may perform any or all duties of the President.
- Section 4.* **The Secretary-Treasurer** shall: 1) attend to the giving of all notices of the Society; 2) have custody of the seal of the Society and all of its funds and securities, subject to such regulations as may be imposed by the Council; 3) make such payments in behalf of the Society, subject to the control of the Council; 4) enter regularly into the books of the Society full and accurate account of all money received and paid, or obligations incurred in behalf of the Society, and shall exhibit such books at all

reasonable times to any Member of the Society on written request to the office of the Society; 5) provide a report on the financial situation of the Society at each general meeting; 6) may be required to give bond for the faithful performance of his duties should the Council advise.

#### **BY-LAWS-ARTICLE VI**

##### ***LIABILITY OF COUNCIL MEMBERS AND OFFICERS***

Each Council member or officer, or former Council member or officer of the Society, shall be indemnified by the Society against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Council member or an officer of the Society, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Council member or officer.

#### **BY-LAWS-ARTICLE VII**

##### ***CONTRACTS***

The Council, except as provided in the By-Laws may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; and unless so authorized by the Council, no officer, agent or employee shall have power or authority. to bind the Society by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or amount.

#### **BY-LAWS-ARTICLE VIII**

##### ***FISCAL YEAR***

The fiscal year of the Society shall begin on the first day of January in each year and shall end on the thirty-first day of the following December.

#### **BY-LAWS-ARTICLE IX**

##### ***PUBLICATIONS***

The official journal of the Society will be *Toxicon*. The Editors shall be elected by the Council for an indefinite period. The Newsletters will be edited by the Secretary-Treasurer of the Society in order to inform the membership on current Society affairs.

#### **BY-LAWS-ARTICLE X**

##### ***REDI AWARD***

In recognition of distinguished work in the field of toxinology the IST confers the Redi Award every third year at successive international meetings. The Redi Award consists of an illuminated manuscript describing the merits of the awardee, a framed form of the award and a financial contribution to help cover expenses associated with attendance at the meeting.

The recipient is selected by the Redi Award Committee (R.A.C.) which consists of the editor of *Toxicon* (chairman), past and present officers of the Society and former Redi awardees. It is the duty of the chairman to request that members of the Committee propose nominations one year in advance of the next presentation. A list of all persons previously nominated and those being currently proposed is then sent to all members of the R.A.C., who then select three names, noting their first, second and third choices.

The chairman will award 3 points for 1st place votes, 2 points for 2nd place and 1 point for third place. The awardee is chosen on the basis of the largest number of points, but must receive 25% of the total points counted.

If no candidate reaches this level there shall be a second ballot between the three highest candidates. (Or: If 2 or more candidates receive approximately the same number of votes, a second ballot will be circulated. In the event two or more candidates receive the same number of votes in the final ballot, or a difference of less than three, the award will be shared equally.)

## **BY-LAWS-ARTICLE XI** ***REGIONAL SECTIONS***

To promote the aims of the Society and to encourage local participation in the discipline of toxinology Regional Sections may be established. These must be approved by the Council. At Regional meetings a president, a secretary (and if necessary up to three additional members as officers) may be selected. They will serve a term of 3 years, but can be re-elected. The officers of a Regional Section will be responsible for organizing symposia in those years in which there is no World Congress of the Society.

Regional Sections may not collect fees or other monies for the Section. All financial affairs will be the responsibilities of the Secretary/Treasurer of the Society. Exceptions due to special circumstances should be discussed with and agreed by the Council.

Members of 1ST are automatically members of a Regional Section in their specific region, provided their financial obligations to the Society are current.