

Approved Revised Constitution for Ratification at 2008 Biennial General Meeting

Constitution of the INTERNATIONAL ASSOCIATION FOR ECOLOGY & HEALTH (EcoHealth)

Article 1: Name and Objectives

- 1.1. The name of the organisation shall be the International Association for Ecology & Health (abbreviated as EcoHealth), hereinafter referred to as the Association.
- 1.2. The Association is a professional organisation that promotes research, education and practice (including policy development) on the linkage between human health, conservation medicine and ecosystem sustainability.
- 1.3. The Association's **mission** is to strive for sustainable health of people, wildlife, and ecosystems by promoting discovery, understanding and transdisciplinarity.
- 1.4. The specific **objectives** of the Association toward this overarching mission are to:
 - a) serve a diverse international community, including scientists, educators, policy makers, practitioners and the general public
 - b) provide mechanisms and forums to facilitate international and interdisciplinary discourse, through publication of the journal EcoHealth, by holding biennial conferences, and promoting additional activities in line with the mission
 - c) encourage development of transdisciplinary teaching, research and problem solving that cut across many fields of scholarship (including natural, social and health sciences, and the humanities) and draws upon multiple types of knowledge.
- 1.5. The **functions** of the Association are to hold a biennial international conference; to publish an international journal; to provide the ecohealth community a forum for debate, exchange, mutual learning and consensus building; and a point of reference for information, resources and networking.
- 1.6. The Association is organised for the purposes of science and education, and their practical applications, and not for the sole purpose of making profits. Any surplus gained by the Association incidentally or otherwise shall be allocated by the Board to meet the goals of the Association stated in Article 1.3
- 1.7. The Association is an association of individual members and organisational members governed by a Board.

Article 2: General Structure

- 2.1. The organisation shall have the following statutory bodies defined in this Constitution:
 - a) General Assembly;
 - b) Board;

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c) Executive Officers.

Article 3: Membership

3.1 Membership in the organisation shall be open to fee-paying individuals, organisations and institutions who promote the objectives of the Association.

3.2. There shall be two categories of membership that jointly constitute the “General Assembly”.

- a) **Individual membership** is open to all individuals who pay the current prescribed annual membership fees. Individual members can attend the Biennial General Meeting (BGM) at biennial conferences and are able to vote at the BGM. Individual membership may include regular individual membership, student membership, retiree membership and developing country membership.
- b) **Organisational membership** is open to individuals, organisations and institutions that are deemed to have made a valuable contribution to the Association by the Board. Organisational members may include institutional donors and supporters, regional member groups (i.e. Chapters) and student section(s). Organisational membership will continue at the discretion of the Board

3.3 **Student members** are recognised by the Association as a significant category of membership and will be represented on the Board. Student members will automatically receive membership in any Student Section. In all other senses, student membership provides the same roles and benefits as Individual membership. Individual members may choose to participate in Student Section activities even if they do not meet the criteria for Student Membership (e.g. recently graduated students).

3.4 Membership criteria and sub-categories of membership shall be at the discretion of the Board and outlined in the bylaws. Subscription rates will be reviewed annually by the Board.

Article 4: General Assembly

4.1. The General Assembly, which is defined in Article 3, shall meet at least every second year normally in conjunction with the Biennial General Meeting (BGM). The General Assembly may meet in special session if at least one-third of the members so request or if the Board so decides.

4.2. The place of the General Assembly shall be set by the Board and announced at least one year in advance. The date and time of the General Assembly shall be set by the Board at least 90 days in advance. The agenda shall be prepared by the Board or its designates.

4.3. The General Assembly, if called, in accordance with other Articles shall be competent to make decisions which have not been delegated to other statutory bodies in accordance with provisions in this constitution.

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Article 5: Voting

5.1 The voting membership shall comprise Organisational, Individual and Student Members.

5.2 All decisions calling for votes except as noted elsewhere shall be taken by a simple majority. Whenever a vote is evenly divided, the vote of the Chairperson of the meeting shall be decisive.

Article 6: Board

6.1 The primary function of the Board will be to govern the Association by: establishing Standing and other Committees of the Association; recognizing special groups of members (like the Student Section) by way of Memoranda of Understanding; and making decisions regarding the Biennial conference (its location and Chair), the Journal EcoHealth (its Editorial group, and copyright), and any other relevant publications and activities; all for the purposes of the advancement of the Association.

6.2. The Board shall be broadly representative of the membership reflecting, as much as possible, among Board members, the following categories:

1. Geographic Region (North America, Latin America and the Caribbean, Asia, Europe, Australasia, Africa).
2. Gender balance.
3. Work Potential (with the interest and time available to commit to the Association).
4. Recognition in the world or their region (positive opinion leaders that by their name and action are able to attract new members).
5. Applicable skills and experiences (those skills and experiences desirable on a Governing Board such as legal knowledge, organisational management, administrative, financial and fund-raising, educational, research, etc).
6. Quantitative and qualitative research skills (representing both social sciences and biophysical sciences).
7. Networking capability (the ability to promote the association in novel arenas and to attract other members).
8. Disciplines (a variety of disciplines from health, natural, physical, social sciences and humanities, as well as indigenous knowledge experts).
9. Affiliations - government, academic, non-government organisations and private citizens.

6.3. The Board will consist of eleven or thirteen members reflecting the balance noted in Article 6.2 and including a student representative. Nominations for, and election of, the Board will be drawn from the membership and confirmed at the BGM at biennial conferences. Initial composition of the (Charter) Board will include the five directors of the Interim Association plus their strategic appointments in line with the objectives and mission as specified in this Constitution.

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6.4. Election of Board members will occur through a vote of the voting members and confirmed at the BGM.

6.5. The term of Board membership shall be for a two-year period, starting from the end of one Biennial Meeting and finishing at the end of the following Biennial Meeting. The same individual may choose to continue to serve for a second or third term,, but no member may serve more than three terms without a hiatus of at least one two-year term. The Treasurer shall determine the eligibility of nominees, who should be fully paid members. It is intended that approximately half of the members on Board will change each two years.

6.6. The Board shall meet every year, with every second year being in conjunction with the Biennial Meeting. The Board may also be convened by the President as circumstances, resources and the Association affairs may dictate.

6.7. Quorum for a meeting shall be a majority of the Board members. Meetings that are without quorum may propose resolutions that are to be voted upon by the next meeting with quorum. Meetings may be held by teleconference with quorum being defined as the number of Board members present by telephone.

6.8. Proxies shall be accepted provided that the Chairperson or delegate receives written notification of the proxy at least 24 hours prior to the scheduled meeting. Proxies must be held by Board members.

6.9. All decisions of the Board shall be taken by a majority of eligible votes. In the event of a tie, the Chairperson of the meeting shall cast the deciding vote.

6.10. If a Board member resigns or can no longer serve, the remaining Board members may elect a replacement to complete the remainder of the term. The replacement shall be selected so as to achieve the balance identified in 6.1.

Article 7: Executive Officers

7.1. There shall be four Executive Officers – President, Treasurer, and Secretary and Vice-President. Each Executive Officer shall be elected for a term of two years. The Executive of the Charter Board will be by nomination and election by the Charter Board. Thereafter, nominees for the Executive Officers shall be put forward by the current Board to be considered by the general assembly. Further nominations for Executive Officers can be put forward from the remainder of the Board by the membership at the General Assembly. If there are no further nominations, then the Executive is established by a motion carried at the General Assembly. If other nominations are put forward, then there will be a secret ballot at the General Assembly to determine the executive.

7.2. Nominees for these positions will be drawn from individuals who currently serve on Board.

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7.3. Should an Executive Officer position become vacant between elections, the Board shall elect a Board member to serve the remaining term.

7.4. The President, Vice-President, Treasurer and Secretary shall form the Executive of the Board and shall be official representatives of all bodies of the Association. One of them or a designate (usually the Vice President see Article 7.8) shall chair any meetings of the Association.

7.5. The President shall be responsible for ensuring that the decisions of the Board are implemented (unless this responsibility is specifically delegated in writing to another member of the Executive). The President shall account for her/his actions on behalf of the Association to the Board, and shall seek Board approval for any emergency action taken between meetings of the Board. The President or her/his delegate may be required to represent the Association on occasion.

7.6 The Vice-President will usually be the delegate of the President in his/her absence. The Vice-President will assume the position of President if circumstances prevent the President from occupying that position.

7.7. The Treasurer shall be charged with general and financial administration of the Association and shall receive instructions from the Board and/or through the President. The Treasurer shall be accountable for her/his actions to the Board. The Treasurer reports to the Board annually.

7.8. The Secretary shall be charged with recording the minutes of all Board meetings, General Assembly meetings, and standing and *ad hoc* committees of the Association. The Secretary shall be responsible for all Board and Association communications. The Secretary shall keep the records of the Association.

Article 8: Finance

8.1. Board has fiscal responsibility for the Association. The Association shall be financed by:

- a) Member subscriptions;
- b) The Biennial meeting;
- c) Sale of Association publications;
- d) Donations; and
- e) Other lawful means.

8.2. Members of the Board shall serve in an honorary capacity.

8.3. The Board shall consider reimbursement for any reasonable expenses incurred by Executive Officers, Board, or other members who carry out work for the Association.

8.4. The Association is a non-profit organisation - any profits or capital shall be used solely in accordance with the provisions of Article 1 of the Constitution.

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8.5. Membership dues shall be established by the Board as detailed in the by-laws.

8.6. The Board approves the annual budget.

Article 9: By-Laws and Regulations

9.1. Any subjects under the provisions of the Constitution calling for more detailed rules shall be set forth by By-laws and regulations. Such rules shall be decided upon by the Board and must not be at variance with the Constitution.

9.2. Proposed amendments to the By-laws and regulations may be initiated by members of the Board, or through a petition signed by no less than five percent of the General Assembly and submitted to the Board for approval.

9.3. By-laws and regulations approved by the Board may be considered valid until such time as they are duly ratified or rejected by the next General Assembly. The Board must fully advertise proposed amendments to all members 90 days in advance of General Assembly meetings.

Article 10: Standing and Ad Hoc Committees

10.1. The Board may establish such Standing and *ad hoc* Committees as may be deemed necessary for the effective functioning of the Association. Members on Standing or *ad hoc* Committees can be drawn from Board or the membership at large. The Board would normally be expected to establish standing committees for Development, Membership, Events, and Journal Editorial Executive.

10.2 Criteria for the Board to evaluate the performance of Standing and *ad hoc* Committees, including their capacity to report on activities, will specified as necessary in the bylaws or on an as-needs basis.

Article 11: Amendments and Dissolution

11.1. The Constitution may be amended by a two-thirds majority of the individual members present at a General Assembly. Amendments or a proposal must be advertised to all members six months in advance of General Assembly meetings. Such notification must contain the full written text of the amendment being proposed.

11.2 Any proposal to dissolve the Association must be advertised to all members six months in advance of General Assembly meetings. Such dissolutions would be valid only if a) at least three-fourths of all voting members of the Association take part in a voting procedure, and b) with a two-thirds majority of the individual members voting in favour of resolution. Should the former requirement not be fulfilled, a postal ballot shall be sent to all voting members within three months and a two-thirds majority of those voting shall be sufficient for the dissolution of the Association.

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11.3. A resolution to dissolve the Association shall name those persons who will be charged with the liquidation of the Association's assets and properties. Such assets and properties shall be used for the public benefit in accordance with the provisions of Article 1 of the Constitution.

Article 12: Fiscal arrangements

12.1. Association is fiscally managed by Wildlife Trust, an organisation incorporated under Section 501(c)(3) of the Internal Revenue Code of the United States of America. The Association finances will be managed as a separate line item in the Wildlife Trust budget, restricted solely for Association activities, as directed by the executive officers of the Association, and under the specific responsibility of the treasurer.

12.2. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that Association shall be authorised and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) of the United States of America Internal Revenue Code purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

12.3. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation/organisation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organisation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code) of the United States of America.

12.4. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of the United States of America, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

12.5. Association may, at a future date, be submitted for incorporation as a 501 (c)(3) organisation in its own right, if agreed on by a two-thirds majority of the board and all four executive officers, and a subsequent amendment to this Constitution agree to as per Article 11.