



## BYLAWS

*Amended and approved by the Board of Directors 3/4/2024*

### ARTICLE I. Name

The Association shall be known as the International Society for Molecular Plant-Microbe Interactions, Inc. (IS-MPMI), hereinafter referred to as the Society.

### ARTICLE II. Purposes

The purpose of the International Society for Molecular Plant-Microbe Interactions, Inc. (IS-MPMI) is to engage in activities ~~which that~~ advance interdisciplinary science pertaining to molecular interactions of plants with microbes (bacteria, viruses, and fungi) as well as parasitic angiosperms, nematodes, and insect pests (referred to as molecular plant-microbe interactions) affecting plant growth and productivity on a worldwide basis.

~~To that end the Society may engage in activities of the following nature:~~

- ~~• Sponsoring publications, which include original research and reviews, detailing advances in the field of molecular plant-microbe interactions.~~
- ~~• Organizing periodically an international Congress open to any individual interested in molecular plant-microbe interactions.~~
- ~~• Developing molecular data banks which can be exchanged among scientists for purposes of facilitating and assisting research in studies on molecular plant-microbe interactions.~~
- ~~• Sponsoring seminars and conferences related to molecular plant-microbe interactions.~~
- ~~• Awarding young and established scientists in the community for exceptional achievements in the field of molecular plant-microbe interactions.~~
- ~~• Encouraging national and regional organizations to affiliate with the Society.~~
- ~~• Providing periodic information and news in the field of molecular plant-microbe interactions to the Society members.~~
- ~~• Any other activities that will advance the science of molecular plant-microbe interactions and that are consistent with the role of the Society as a nonprofit organization, exempt under revenue ruling 501(c)(3) of the Internal Revenue Code.~~

**Commented [LS1]:** Included in Articles of Incorporation already, removed from bylaws to avoid potential conflict with Articles of Incorporation.

### ARTICLE III. Membership

#### SECTION 1. Membership Types

The categories of membership shall be Professional, Post-Doc, Student, and Emeritus. A membership period shall be 12 consecutive months. Membership is activated upon receipt and acceptance of the applicant's dues.

**Commented [LS2]:** Overall formatting changes and defining "member in good standing" as being a paid member.

- **Professional Member.** Any individual actively interested in the advancement and promulgation of knowledge relevant to molecular plant-microbe interactions is eligible for membership.
- **Student Member.** Any individual enrolled in a degree program at a school of higher education is eligible for student membership. The student must be certified annually by a major professor or department head.
- **Post-Doc Member.** Any individual employed in a post-doctoral position at a school of higher education or not for profit research institution is eligible for post-doc membership. A major professor or department head must certify post-doctorate status annually.
- **Emeritus Member.** Any retired individual who has been a member of the Society for at least 25 years is eligible for complimentary Emeritus status. The applicant must submit a request for Emeritus Membership to the Society's Executive Officer who will confirm membership tenure of at least 25 years with database records and approval upon confirmation. Those not meeting the 25-year requirement will be offered a reduced Emeritus rate equivalent to the Student Member dues rate.

Individuals interested in the advancement and promulgation of knowledge relevant to molecular plant-microbe interactions are eligible to join the Society. An individual that has fully paid the designated membership fees for a year shall be considered a member during that year.

#### **Classes of membership include:**

- Professional
- Post-Doc
- Student
- Emeritus

To be eligible for student membership, an individual must be enrolled in a degree program at a school of higher education; a major professor or department head must certify status annually.

To be eligible for post doctorate membership, an individual must be employed in a post-doctoral position at a school of higher education; a major professor or department head must certify the post doctorate status annually.

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To be eligible for complimentary emeritus membership, an individual must have been a member of IS-MPMI for at least 25 years and be retired. Emeritus applicants must submit a request for transition to Emeritus Membership to IS-MPMI Headquarters; staff will confirm membership tenure of at least 25 years with database records and approve upon confirmation. Those not meeting the 25-year requirement will be offered a reduced Emeritus rate equivalent to the student member dues rate.

## **SECTION 2. Privileges of Members**

**Voting Rights.** All Members whose dues are paid for the current year are in good standing. Members in good standing shall be entitled to vote (each member having one vote). There shall be no cumulative voting and no voting by proxy. have the right to vote for candidates to the Board of Directors. The Board will then elect the President and will appoint or elect other officers.

**Commented [LS3]:** Clarified voting rights and eligibility for offices/board positions.

Eligibility for Society Offices and Board of Directors. Professional members in good standing shall be eligible for election and/or appointment as a Society officer or director on the Board. Post-Doc and Student Members in good standing are eligible for appointment as Junior Members on the Board.

### **SECTION 3. Membership Dues**

Annual membership dues for Professional, Post-Doc, and Student shall be determined by the Board of Directors annually. The membership year for the members of the Society shall be one year from the date that the Society records the dues as being paid.

## **ARTICLE IV. Election of Board of Directors and Officers**

**SECTION 1. ~~Board of Directors~~Officers.** The Society shall have a President, duly elected President-Elect, Secretary, and Treasurer, each also serving as a voting member of the Board of Directors per Article V. In addition, the Society shall employ a Chief Executive Officer (CEO) who is hired by, and serves at the pleasure of, the Board of Directors.

**SECTION 2. Election and Vacancy.** The office of President-elect shall be elected by the Society's members. The offices of Secretary and Treasurer are selected from the Board and appointed by the Board. Terms for all Officers but the CEO shall begin at the adjournment of the business meeting at the biennial IS-MPMI Congress.

If an elected board member position becomes vacant, the President will appoint a replacement to serve for the remainder of that term, keeping in mind the need to balance board representation of gender, geography, and area of expertise.

### **SECTION 3. President**

The President shall be the chief elected officer of the Society. The President shall lead the Board by building consensus to set and meet goals. The President shall preside at all meetings of the Society and of the Board of Directors unless the President shall designate another person to do so. The President shall appoint all committees not otherwise provided for in the Bylaws; shall fill all vacancies in appointive positions; shall have ultimate responsibility for general direction of the affairs of the Society; and shall perform such other duties as may be prescribed by the Board.

### **SECTION 4. President-Elect**

The President-Elect shall assist the President in carrying out the duties of that office, as well as duties that may be prescribed by the Board. The President-Elect shall serve as President in case of the absence or inability of the President to serve. This service shall not affect succession to the office of President two years following election as President-Elect.

### **SECTION 5. Secretary**

**Commented [LS4]:** Rearranged and updated language from Article IV and V. Procedural items, timelines, committee charges, and details on roles and responsibilities were moved out of the bylaws and will be included in the IS-MPMI Procedural Manual.

The Secretary shall be responsible for reviewing the Board's meeting minutes that are prepared by the Society's administrative staff. The Secretary shall perform other duties as prescribed in the Society Procedural Manual or by the Board.

#### **SECTION 6. Treasurer**

The Treasurer shall remain fully advised as to the financial condition of the Society and shall regularly report to the Board of Directors on the financial conditions of the Society and the adequacy of the accounting records of the Society. The Treasurer shall perform such other duties as may be prescribed by the Board or in the Society Procedural Manual.

#### **SECTION 7. Chief Executive Officer**

The Board of Directors shall employ a Chief Executive Officer (CEO) to oversee and manage the business of the Society; see that orders and resolutions of the board are carried into effect; execute on behalf of the Society all contracts, deeds, conveyances or other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Society; maintain records of and, when necessary, certify proceedings of the Board; and perform other duties as may be assigned to them from time to time by the Board. The CEO serves as ex-officio member of the Board in a non-voting capacity.

The Board of Directors ("the Board") shall number maximally fourteen (14) members: the President, the President-Elect, the immediate past President, the Secretary, the Treasurer, the Editor-in-Chief of the journal *Molecular Plant-Microbe Interactions* (MPMI), the Associate EIC of MPMI, the Editor-in-Chief of the *IS-MPMI Interactions* newsletter, plus four Directors and two Junior members defined as early career scientists (Ph.D. students, postdocs, or members not on a tenure track position).

The immediate past President will serve the Board ex officio non-voting, in an advisory role only, for two years. Directors will rotate off the Board after serving four years unless they are an officer (President, President-Elect, Secretary, and Treasurer). Junior members will rotate off the Board after serving for two years unless they are elected as Director or Officer. Years served as an officer are added to the standard four years served as Director. All board members shall rotate off the Board after a maximum of eight (8) consecutive years of service, excluding ex officio service (immediate past President). In the case of a vacancy in a position of an elected board member, the President will appoint a replacement to complete that member's four-year term, keeping in mind the need to balance board representation in terms of gender, geography, and area of expertise.

#### **SECTION 2. Board Member Responsibilities**

All members of the Board will participate in monthly board activities including congress meeting planning, fundraising, and communications to the membership. They will also partner

in new initiatives to support and cultivate diversity and inclusion within our IS-MPMI community.

### **SECTION 3. Executive Officer**

The Board shall appoint an Executive Officer to administer the business affairs and offices of the Society and any other duties assigned to them by the Board or the Officers. The Board shall also authorize the employment of whatever permanent or part time help that may be necessary to conduct the affairs of the Society.

### **SECTION 4. Directors**

Except for the editors of *MPMI* and *Interactions*, and the Junior members, Directors of the Board shall be elected by the members of the Society. Candidates at any stage of their career will be sought from the membership as a whole through nominations and self-nominations. All nominees shall be willing to serve and will be required to submit one page describing their motivation and vision for serving on the board, and their commitment to principles of equity, diversity, and inclusion. The Elections Committee (see Article VI Section 2) will be responsible for ensuring Director representation from each of the four geographic regions (North America/Europe, Africa, Central/South America, and Asia/Oceania). Representation is defined as the current region of employment. The elections committee shall take into consideration a diverse range of backgrounds, experiences, and perspectives, representing different geographical areas, genders, racial and ethnic diversity, career stages, and areas of expertise to help ensure a balanced and well-rounded Board. Board directors shall be elected by an affirmative vote of the plurality of those voting of electronic and/or mail ballots returned to the Society prior to the biennial IS-MPMI Congress.

The Editor-in-Chief (EIC) and Associate EIC (AEIC) of *MPMI* nominees are recommended by the board and forwarded to the American Phytopathological Society (APS) Publications Board for consideration, with final approval of the *MPMI* EIC and AEIC by the APS Council. The *MPMI* EIC and AEIC serve a three-year term based on the start of a publication year. The Editor-in-Chief of *IS-MPMI Interactions* is appointed by the President and shall serve a two-year term, which is renewable for one additional term.

Junior members of the board will be selected by the board after requesting nominations or self-nominations from the membership base every two years. The nominees shall provide a vision statement that articulates 1) Their commitment to principles of equity, diversity, and inclusion and 2) the region(s) of the world they are representing and the perspectives that they bring to the committee from their lived experience including their commitment to principles of equity, diversity, and inclusion. Both junior members will be approved by the president and two-thirds of the Board. Junior members shall serve two-year terms beginning at the close of the biennial IS-MPMI Congress.

### **SECTION 5. Officers**

The officers are the President, President-Elect, Secretary, and Treasurer. The Board shall be responsible for identifying two current or past Board members (that have served at least 2

years) for the nomination of President-Elect. The members of the society elect the President-Elect. The President-Elect shall serve two years as President-Elect and the following two years as President. The immediate past President shall serve on the Board for an additional two years in an ex-officio capacity and the Secretary shall serve two years. The Treasurer shall serve four years. The Secretary and the Treasurer are selected from the Board and appointed by the Board. The election of the Secretary, Treasurer, and Junior members, and their installation, shall be made at the Board's meeting during the biennial IS-MPMI Congress. Their duties start immediately after the Congress.

#### **SECTION 6. Election Process**

The Elections Committee shall request nominations and self-nominations 20 weeks before the biennial IS-MPMI Congress and leave the call open for four (4) weeks. Nominations must include a self-written vision statement from the nominee that articulates 1) what the candidate views as priorities for the Society, 2) their commitment to principles of equity, diversity, and inclusion and 3) the region(s) of the world they are representing and the perspectives that they bring to the committee from their lived experience. A rubric for evaluation of vision statements will be shared with membership at the time of the call for nominations. The nominees list shall be submitted to the Board 16 weeks before the biennial IS-MPMI Congress. Nominees will be approved by the Board a month preceding distribution to the membership of the ballot. Ballots for election will be distributed to the membership at least eight weeks prior to the Board's business meeting during the biennial IS-MPMI Congress. Positions to be elected by membership include President-Elect and Directors.

Candidates will be elected individually by the membership; an affirmative vote of the plurality of those voting will constitute a victory for a candidate. Elected members will begin their terms at the Board meeting following the business meeting during the biennial IS-MPMI Congress.

#### **SECTION 7. Board Installation**

When, due to unexpected circumstances, the IS-MPMI Congress is not held in alternating years, the terms of incumbent Board members and officers shall be extended until the next Congress is held. At that time new board members shall be elected and installed in the usual manner.

### **ARTICLE V. ~~Duties of the Board of Directors and Officers~~**

#### **SECTION 1. Role and Composition**

The Board is responsible for the overall policy and direction of the Society. All members of the Board will participate in monthly board activities including congress meeting planning, fundraising, policy review and development, and the planning and execution of strategic initiatives to benefit the Society and its members.

The Board of Directors ("the Board") shall number maximally fourteen (14) members who shall at all times during their service be a member of the Society in good standing. Unless noted otherwise below, all members of the Board will serve as voting members. The Board seats shall comprise:

**Commented [LS5]:** Updated language to allow for flexibility and confirmed who the voting members are on the board as well as confirming term length for each position.

- Seats held by the President, the duly elected President-Elect, the Secretary, and the Treasurer.
- Seats held by four (4) Directors elected by the membership.
- Seats held by the Editor-in-Chief (EIC) of the journal *Molecular Plant-Microbe Interactions* (MPMI), the Associate EIC of MPMI, and the Editor-in-Chief of the *IS-MPMI Interactions* newsletter.
- Seats held by two (2) Junior Members defined as early career scientists (Ph.D. students, postdocs, or members not in a tenure track position) that are approved by the President and two-thirds of the Board.
- A seat held by the Immediate Past President, who will serve the Board as ex-officio non-voting, in an advisory role only.

## **SECTION 2. Terms**

The Offices of President-Elect and President each serve a two-year term, after which the President becomes Immediate Past President for a two-year term, and the President-Elect advances to the office of President.

The Secretary serves a two-year term and may be reappointed by the Board for one additional two-year term.

The Treasurer serves a four-year term unless otherwise determined by the Board.

Directors are elected by the Society's members and serve a four-year term as Director unless they are either elected and/or appointed as an Officer.

Junior Members serve a two-year term.

The MPMI Editor-in Chief (EIC) and Associate Editor-in-Chief (AEIC) are recommended by the Board and forwarded to the American Phytopathological Society (APS) Publications Board for consideration, with final approval of the MPMI EIC and AEIC approved by APS Council. The MPMI EIC and AEIC each serve a three-year term based on the start of a publication year.

The Editor-in-Chief of *IS-MPMI Interactions* is appointed by the President and shall serve a two-year term and may be renewable for one additional term.

Years served as an officer are added to the standard four years served as Director. All Board members shall rotate off the Board after a maximum of eight (8) consecutive years of service, excluding ex officio service (Immediate Past President).

## **SECTION 3. Board Installation**

At the close of the business meeting during the biennial IS-MPMI Congress following the election, the newly elected President- Elect assumes office, the current President-Elect becomes President, the current President becomes Immediate Past President, and the elected Directors all assume their respective duties of office.

At the board meeting following the business meeting during the biennial IS-MPMI Congress, the offices of Secretary and Treasurer are selected from the Board and approved by the Board, and the Junior Members are approved by the Board. All board members assume their new duties immediately following the biennial IS-MPMI Congress.

When, due to unexpected circumstances, the IS-MPMI Congress is not held in alternating years, the terms of incumbent Board members and officers shall be extended until the next Congress is held. At that time new board members shall be appointed and/or elected and installed in the usual manner.

#### **SECTION 4. Meetings and Notice**

Regular (actual, telephonic, or electronic) meetings of the Board shall be held at least annually at such time and place as may be determined by the Board. Meetings may be called at any time by the President or any four Board members. Notices of both regular and special meetings shall be given at least three weeks before any such meeting and shall state the purposes thereof.

#### **SECTION 5. Selection of President-Elect and Directors**

The President-Elect and the Directors shall be elected by the members of the Society by ballot. Nominations for these two Board positions shall come from members of the Society and the Board. A call for nominations shall be sent to members of the Society preceding the biennial IS-MPMI Congress.

An Elections Committee shall select candidates from the nominees by the procedures described in the Society's Procedural Manual. The final slate of candidates shall be approved by the Board of Directors before the election ballot is sent to the membership. Approved candidates will be elected individually by the membership; an affirmative vote of the plurality of those voting will constitute a victory for a candidate. Elected members will begin their terms at the first Board meeting following the business meeting during the biennial IS-MPMI Congress.

#### **SECTION 6. Resignation**

Any Officer or Director may resign at any time by giving written notice to the Board of Directors of the Society.

#### **SECTION 7. Quorum**

A simple majority of the Board then serving shall constitute a quorum for the conduct of business. Absent a quorum, the Board members present may continue discussion, but not take an action. At all meetings of the Board of Directors, each voting member shall be entitled to cast one vote on any question coming before the meeting unless recused due to conflict of interest. A majority vote of the voting Board members who are considered present at the meeting shall be sufficient to transact any business unless a greater number of votes is required by law or these Bylaws or as described in the Society Procedural Manual.

#### **SECTION 8. Removal**

**Commented [LS6]:** The detailed information on nominations, election process, timelines, application criteria, etc were moved out of the bylaws and into the procedural manual.

**Commented [LS7]:** Added this section to provide information on what a quorum is for the Board to conduct business.



The Board shall have the power, by a two-thirds vote of the voting members on the Board, to remove an individual from a position as an Officer or Director for conduct prejudicial to the interest of the Society, provided that any such individual shall have received at least thirty days' notice of the time of the vote concerning the possible removal, together with a copy of the charges against the individual, so that the individual may if desired provide a written rebuttal to such charges to the Board.

#### **SECTION 1. Board Meetings**

~~Regular (actual, telephonic, or electronic) meetings of the Board shall be held at least annually at such time and place as may be determined by the Board. Meetings may be called at any time by the President or any four Board members. Notices of both regular and special meetings shall be given at least three weeks before any such meeting and shall state the purposes thereof.~~

#### **SECTION 2. President**

~~The President shall be the Chief Executive Officer of the Society and shall serve as Chair of the Board for a period of two years. The President shall preside at all meetings of the Society and of the Board; shall appoint all committees not otherwise provided for in the Bylaws; shall fill all vacancies in appointive positions; shall have the general direction of the affairs of the Society; and shall perform such other duties as may be prescribed by the Board.~~

#### **SECTION 3. President-Elect**

~~The President-Elect shall serve as President in case of the absence or inability of the President to serve. This service shall not affect succession to the office of President two years following election as President-Elect. The President-Elect, upon request by the President, may preside at any meeting of the Board.~~

#### **SECTION 4. Secretary**

~~The Secretary shall be responsible for keeping the minutes of meetings of the Society and the Board; for distributing minutes of such meetings to members of the Board; shall attend to the giving and serving of all notices of the Society; and shall perform such other duties as may be prescribed by the Board. The Secretary shall be appointed by the Board for a two-year term.~~

#### **SECTION 5. Treasurer**

~~The Treasurer shall be responsible for the custody of funds and securities of the Society; shall report to the President and Board as to the financial condition of the Society; and shall perform such other duties as may be prescribed by the Board. The Treasurer shall be appointed by the Board for a four-year term followed by a two-year ex-officio term.~~

#### **SECTION 6. Resignation**

~~Any officer of the Society may resign at any time by giving written notice to the Board. —~~

## SECTION 7. Removal

The Board shall have the power, by a two-thirds vote of the entire Board, to remove an individual from a position as an officer for conduct prejudicial to the interest of the Society, provided that any such officer shall have received at least thirty days' notice of the time of the vote concerning the officer's possible removal, together with a copy of the charges against such officer, so that such officer may have an opportunity to provide a written rebuttal to such charges to the Board.

## ARTICLE VI. Committees

### SECTION 1. Finance Committee

The Finance Committee shall consist of the President, the Treasurer, the Secretary, the Executive Officer, and at least one other member of the Board appointed by the President. The Finance Committee shall recommend annual membership dues and a budget each year to the Board, including costs of Society publication. A two-thirds vote of the Board shall be required for approval of the membership dues and budget.

### SECTION 2. Elections Committee

The Elections Committee will convene one year before the biennial IS-MPMI Congress. The committee shall ~~be composed of the~~include the President, the President-Elect, and four ~~additional other non-Board Society~~ members ~~not currently serving on the Board that are appointed by the President,~~ representing each of four geographic ~~regions~~regional groups (North America/Europe, Africa, Central/South America, and Asia/Oceania) ~~in order to take into consideration, the reasonable distribution of the geographical location of Board members.~~

Elections Committee members, except the President and President-elect, will serve no more than a two-year term.

The Elections Committee shall perform the duties outlined in Article V. Section 5 of these bylaws and the nomination and election procedures as prescribed in the Society Procedural Manual.

~~The Board should request nominations and self-nominations to serve in the elections committee from the Society, and the request shall specify the responsibilities, time commitment, and requested qualifications. Nominations must include a self-written vision statement from the nominee that articulates 1) Their commitment to principles of equity, diversity, and inclusion and 2) the region(s) of the world they are representing and the perspectives that they bring to the committee from their lived experience.~~

~~The Elections Committee shall prepare a slate for election of Board members by members of the Society consisting of names numbering at least twice the positions to be filled. The elections committee must ensure the ballot contains a diverse slate of candidates as defined in the IS-MPMI inclusion statement. If sufficient diversity is not reflected in the received nominations, it is the responsibility of the committee to seek additional candidates.~~

**Commented [LS8]:** The details on the nomination and election process were moved out of the bylaws and into the procedural manual.

~~All qualified candidates must consent to the nomination for office. Following the final selection of candidates, the Elections Committee will present a report to the membership describing the selection process. A two-thirds vote of the entire Board shall be required to approve the slate recommended by the Elections Committee.~~

### SECTION 3. Conference Committee

The Conference Committee shall be appointed by the President and shall minimally include the President-Elect, the Treasurer, and the heads of the current and immediate past ~~local~~ Organizing Committees. The Conference Committee, in consultation with the President and Chief Executive Officer, ~~shall consider other meetings of similar interest, recommend the site and local organizing committee for future Conferences to be sponsored by the Society bear responsibility for the selection site and dates for the next Congress, for assembling the Organizing Committee, all subject to approval by a majority vote of the Board. The Conference Committee and~~ shall provide guidelines and expectations for interactions between the Board, its agents and representatives, and the ~~local O~~rganizing Committee in financial and administrative decisions.

### SECTION 4. Awards Committee

The Awards Committee shall be appointed by the President and will be composed of at least three members of the Board. The Awards Committee shall organize a review of candidates following the procedures outlined in the Society's Procedural Manual for both the Outstanding Achievement Award and the Early Career Achievement Award ~~the Society's nominated awards~~ and will forward awardee recommendations to the Board for approval.

## ARTICLE VII. Amendment of Bylaws

These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of at least two-thirds of the members of the Board. Any such changes must be ratified by simple majority vote of the membership of the Society. Said vote may occur at any regular or special meeting or by electronic and/or mail ballot.

## ARTICLE VIII. Dissolution

### SECTION 1. Assets

The Society shall be organized as non-profit corporation. No money or assets of the corporation shall be distributed to Officers or directors of the corporation, except to the CEO as compensation for services, ~~nor shall the~~ corporation shall not make any loans of any kind of corporate assets.

### SECTION 2. Dissolution

In the event of dissolution of this Society by vote of the membership or legal action, after the discharge of all debts and obligations, any funds and property remaining thereafter shall be conveyed to another qualified non-profit organization(s) deemed by the Board at the time of

| dissolution, or if appropriate in the case of legal action by the presiding judge, to be dedicated  
| to the perpetuation of objectives similar in nature to those of the International Society for  
Molecular Plant-Microbe Interactions, Inc., ~~providing~~provided that such organization(s) at the  
time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of  
1954 as amended or under such successor provisions of the Code as may be in effect at the  
time of dissolution, and also provided that the conveyance of such funds and property is  
consistent with the Articles of Incorporation of the Society and the provision of Chapter 317,  
Minnesota state as amended to date of dissolution.