

Constitution and Bye-Laws of the *International Isotope Society, inc.*

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Constitution and Bye-Laws of the *International Isotope Society, inc.*

1. Constitution

1.1. Name

The name of this organization is *International Isotope Society, Inc.* (IIS).

1.2. Incorporation

The *International Isotope Society, Inc.*, hereinafter termed the Society, is incorporated under the General Not-For-Profit act of the state of New Jersey. The Society was incorporated on November 24, 1986.

1.3. Mission and Objectives

The mission and principal aims of the *International Isotope Society* are to encourage throughout the scientific community the advancement in knowledge of the synthesis, measurement, and applications of isotopes and isotopically labeled compounds through the effective promotion of awareness and actions on key issues by providing a communications network and forum through its membership.

Within this mission statement the *International Isotope Society* will focus on the following:

- organize symposia, courses, and workshops.
- provide an interface with other professional groups and societies internationally.
- provide a forum for discussions between those working with isotopes in education, research, and industry thereby also to assist in the improvement of qualifications, knowledge, and usefulness of scientists through the highest standards of professional ethics, education, and achievements.
- authoritatively present achievements to the general public through publications and other promotional activities thereby fostering public welfare, awareness, and education.
- provide an interface with governmental bodies.
- assist in the provision of links between academic and industrial activities.
- promote and sponsor training in the synthesis and use of isotopes and isotopically labeled compounds at the University level

Overall, the *International Isotope Society* aims to promote the uses of isotopes and isotopically labeled compounds for studies to further improve the quality of life worldwide.

1.4. Powers

1.4.1. Management

The Society shall vest its general management in a Board of Trustees and a Board of Representatives. The Board of Trustees consists of its officers and the member trustees and is the executive body of the Society. It will report annually to the non-executive Board of Representatives consisting of representatives from local Chapters and Divisions of the Society and of the elected members of the Society. Acting through its Board of Trustees, subject to the powers and restrictions of its certificate of incorporation and Bye-laws, the Society is empowered to all and only such acts as are necessary or convenient to the same extent and as fully as any natural person might or could do to purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; it may enter into, make, perform, or carry out contracts with any firm, person, corporation, or association; it may perform any acts necessary or expedient for carrying out any or all of the objectives and purposes of the corporation; it may promote or carry out its objectives and purposes within the State of New Jersey or elsewhere.

1.4.2. Exclusion of Liability

The private property of the members shall not be subject to the payment of debts of this corporation to any extent whatever.

1.4.3. Status

The corporation is not organized for profit and the existence of this corporation is intended to be perpetual.

1.5. Amendments

The Articles of Incorporation, Constitution and Bye-laws may be adopted, altered, or replaced by submission of the proposed amendment to the Board of Trustees over the signature of at least five members of the Society. Such petitions will be reviewed by the Committee on the Constitution and Bye-laws for their legality and consistency with other provisions of the Society's documents, by the Board of Representatives and by any other bodies upon which the petition impacts. The reviewing committees shall report their findings to the Board of Trustees within ninety days of receipt of the petition. Any revision of the petition shall be done in consultation with a representative of the petitioners before action is taken by the Board of Trustees. The amendment shall be adopted upon favorable majority vote on the petition by the Board of Trustees. An adopted amendment shall be submitted by the Executive Secretary to the Society's membership for ratification by ballot within forty-two days of its adoption. The amendment will become effective upon ratification by two-thirds of the members of the Society voting on the petition. Editorial or clarifying changes to the Constitution and Bye-laws which do not change its meaning or intent may be made upon recommendation of the Constitution and Bye-laws Committee and approval by five members of the Board of

Trustees. The membership shall be informed within one hundred and twenty days after the adoption of any alterations to the Constitution and Bye-laws.

2. Bye-Laws

2.1. Chapters

The Society through its Board of Trustees may recognize regional Chapters of the Society so as to encourage communication among members with geographical proximity. Any Chapter so recognized shall be open to any interested member of the Society. Functions and activities of Chapters shall be overseen by the Board of Trustees. Any Chapter with a membership of 10, or 5% of the total membership of the Society (whichever is the lower), will be eligible for a seat on the Board of Representatives. For these purposes, Chapter membership will be those identifying themselves as members of that Chapter at the time of renewing membership. For these purposes an individual can only choose to be a member of a single Chapter. For members residing in locations without established Chapters, they will be allowed to designate themselves as a member of a Chapter located in close proximity until such time that enough members in that general area of the world organize themselves and petition to the Board of Trustees for recognition as a new Chapter of the Society.

2.2. Divisions

The Society through its Board of Trustees may recognize members with a common interest in specific scientific disciplines as Scientific Divisions of the Society so as to encourage communication among those and other members. Such Divisions may be organized internationally and membership shall be open to any interested member of the society, and shall be overseen by the Board of Trustees. Any Division with a membership of 10, or 5% of the total membership of the Society (whichever is the lower), will be eligible for a seat on the Board of Representatives. A Division with a membership consisting of 25% of the total membership of the Society will be eligible for a seat on the Board of Trustees in place of a seat on the Board of Representatives. For these purposes, Division membership will be those identifying that Division as their Primary Division at the time of renewing membership, and this cannot be altered less than twelve months before an election.

2.3. Regions

The Society through its Board of Trustees may recognize groups of Chapters from a common Continent or other geographic area of the world and name them as a Region for the purpose of electing Regional Trustees to the Board of Trustees. Each Chapter will be assigned to a single Region by the Board of Trustees.

2.4. Affiliated Societies

The Society may also recognize Affiliated Societies being external organizations with common interests but having no membership rights.

2.5. Members

2.5.1. Membership Categories

2.5.1.1. Regular members

Any qualified investigator from any country in the world, who has conducted or published investigation in the field of the synthesis or applications of isotopes and isotopically labeled compounds, herein termed the Field, shall be eligible for membership in the Society. This also includes members of sales forces or employees of companies that distribute products and services that are used by investigators in the synthesis or applications of isotopes and isotopically labeled compounds.

2.5.1.2. Honorary Members

Distinguished scientists of any country who are not members of the society and who have contributed to the advance of the Field shall be eligible for proposal as honorary members of the Society. Their nomination shall follow the rules prescribed for regular members and election by agreement of the Board of Trustees. They shall have the privileges of membership but shall not be subject to the annual assessment.

2.5.1.3. Sustaining Members

Any member of the Society may contribute to the support of the Society a sum in excess of the annual assessment. These members shall be recognized appropriately by the Board of Trustees.

2.5.1.4. Retired Members

Any member of the Society who has been a member for 30 years or who has retired from regular employment because of disability or age may retain the privileges of membership with the payment of a minimum of 50% of the regular membership.

2.5.1.5. Associate Members

Any firm, association, corporation, institution, or subdivision thereof may apply to the Society to become an Associate Member for the purpose of supporting the Society. The

Associate Membership will include up to two regular memberships for individuals named by given corporation/institution and will be acknowledged in the Society's publications.

2.5.1.6. Life Members

Current Life Members will retain their existing rights but no new members will be admitted to this category.

2.5.1.7 Student Members

Any full time undergraduate or graduate student working in the field of isotope synthesis or applications of isotopes may become a member of the Society at a minimum of 50% of the regular single year membership assessment. The multiyear membership discounted assessment is not available to student members.

2.5.1.8 Members from Developing Countries

At the discretion of the Board of Trustees, International Isotope Society members residing in developing countries may have their membership fees waived or reduced for a determined period of time. Such members will have all of the rights and privileges of regular members, including voting rights and the ability to run for elected offices.

2.5.2. Nomination and Election of Members

2.5.2.1. Admission of Members

Proposal for admission of a candidate shall be made upon the forwarding of an appropriately executed official IIS application to the Executive Secretary, who, upon performing "due diligence" with respect to verification of the information provided therein, shall approve the application and forward a copy to the President (information copy) and the original, plus payment, to the CFO. Approved candidates shall be informed by the Executive Secretary of their election to membership, with notification of their privileges and responsibilities as set forth in the current Constitution and Bye-laws.

2.5.3. Expulsion of Members

The Board of Trustees for appropriate reasons may decide that it is in the best interests of the Society to expel a member. In this case, the member shall be notified in writing and given an opportunity for at least a written hearing before the Board to be held no sooner than 30 days following such notification. If a majority of Board members favor expulsion, the Board shall so decide. Written notification of this hearing shall be sent to the member no later than 30 days following such hearing.

2.6. Officers

2.6.1. Eligibility

Only regular members in good standing shall be eligible for election to the Board of Trustees, Board of Representatives and elected committees of the Society.

2.6.2. Board of Trustees

2.6.2.1. Management

The management of the Society shall be vested in a Board of Trustees consisting of an Executive Secretary, Chief Financial Officer, a Vice President, the Chair of the Board of Representatives, up to three Regional Trustees, up to three Divisional Trustees and three Presidents each of whom shall hold the office of President in turn. Of this group of three, the two non-presidential members at any time shall be known as either President-elect or Immediate Past-president depending on whether or not they have yet served in the office of President. 70% of filled Board of Trustees positions shall constitute a quorum.

2.6.2.2. Consensus Action

Consensus action of a majority of the Board of Trustees shall be considered the action of the entire Board for consent to or approval of issues. All activities performed in the name of the Society, including the holding of elections and the preparation of programs for meetings of the members, are subject to review and, if deemed necessary, approval by the Board of Trustees.

2.6.2.3. Vacancies

Vacancies on the Board of Trustees due to disability, death or resignation, or other causes, shall be filled as early as possible for the balance of the appropriate un-expired term or to the next General Assembly, whichever is earlier, by presidential appointment, subject to approval by the Board of Trustees.

2.6.2.4. Contingency

For matters which require action by the Society before its next scheduled General Assembly, the Board of Trustees may empower the President with the approval of four members of the Board of Trustees to act as required and to report on such action at the next meeting of the Board of Trustees.

2.6.2.5. General Assembly

General Assemblies shall be plenary meetings organized around major gatherings such as symposia where regular members as well as officers are present.

2.6.3. Officers of the Society

2.6.3.1. President

The Presidents-elect shall decide amongst themselves the schedule of their years of office and shall assume office on January 1 of the respective year. Following a one-year term as President, he or she shall serve in the office of Immediate Past-president, but shall not be eligible to serve another full term (one year) as President for the term of the existent Board of Trustees. If the office of President becomes vacant, the Vice President will serve as President. The President shall be the Chief Executive Officer of the Society and will preside over the meetings of the Board of Trustees, and set for a year the course of the activities of the Society in accordance with the existing By-Laws. The President shall also preside over the triennial symposium.

2.6.3.2. Chief Financial Officer

A Chief Financial Officer (CFO) shall be elected for three years assuming office on the January 1 following the election. The CFO shall be the custodian of all funds of the Society, shall be responsible for collecting membership dues, and for paying expenses incurred by the Society as authorized or approved by the Board of Trustees. The Chief Financial Officer shall oversee the management of the Society finances by receiving the periodical reports from the Certified Public Accountant (CPA), Symposium Treasurers, the Independent Auditor, and any others having duties or accountabilities of a fiscal nature. The CFO shall oversee the keeping of the books of the accounts of the Society and shall present to the Board of Trustees its financial status annually and at each General Assembly. The books of the Society shall be audited at the end of the fiscal year by an Independent Auditor and a copy of the auditor's report shall be given to the Board of Trustees, and any Division Treasurers or Chapter treasurers who are required to file an annual report to the Society to retain their tax-exempt status in their region/country. The CFO shall prepare or oversee preparation of an annual operating budget as needed by the Society. The CFO shall be informed continuously about the coordination and final preparation of the symposium budget, and shall represent the Society in the signing of any contract(s) with the hotel(s) or convention center in support of symposium activities. This responsibility may be delegated to the symposium treasurer.

2.6.3.3. Executive Secretary

An Executive Secretary shall be elected for three years and shall assume office on the January 1 following the election. The Executive Secretary shall assess and oversee the daily activities of the Society as decided by the Board of Trustees, shall be custodian of the corporate records, shall sign the correspondence pertinent to the several activities of the Society, shall keep minutes of all meetings of the Society and of the Board of Trustees and perform all duties pertinent to the office of Secretary. The Executive Secretary shall manage the membership database and shall provide labels and membership reports to the

Board of Trustees as needed. If needed he or she shall be given assistance by paid professional help.

2.6.3.4 Vice President

The Vice President shall be elected for a period of three years. The Vice President shall represent the society in the absence of the President, and should assist the President in fulfilling the duties and shall assume the office of President if the incumbent is unable to continue in the position until the end of that President's term of office.

2.6.3.5 Regional Trustees

Up to three Regional Trustees shall be elected for a period of three years. These Regional Trustees shall each represent one geographical region, namely Asia, Europe and North America. They shall be elected by the membership of the Region concerned as part of the regular BoT elections each three years. The members eligible to vote for each Regional Trustee will be those members registered as members of Chapters within the three specific named Regions. A Chapter with geographical boundaries which extend across Regional borders will be asked to designate itself as being part of one Region for this purpose. This decision may be altered at some future date but not less than 12 months before any subsequent election. Members whose domicile is outside such Regions will have been asked at the time of renewal of membership to nominate a Chapter to which they wish to be associated for this purpose. This decision may be altered at some future date but not less than 12 months before any subsequent election. A Region shall only be deemed eligible for representation on the Board of Trustees if the number of members within that Region is above 10% of the total membership.

2.6.3.6 Divisional Trustees

Up to three Divisional Trustees shall be elected for a maximum period of three years. These Divisional Trustees shall each represent one Division. A Division will have qualified for representation of the Board of Trustees by dint of its membership, as expressed at a percentage of the total membership of the Society, having reached 25%. By this means the number of Divisional Trustees is effectively limited to three. The Divisional Trustees shall be elected by the membership of the Division concerned as part of the regular BoT elections each three years. The members eligible to vote for each Divisional Trustee will be those members who, at the time of their renewal of membership of the Society, have nominated that Division as being their Primary Interest. This decision may be altered at some future date but not less than 12 months before any subsequent election. Members of the Society may be members of numerous Divisions but may only take part in one Divisional Election and this nomination of a Primary Interest is purely to ensure this.

2.6.4 The Board of Representatives

The Board of Representatives will be concerned with long-range planning for the Society and shall act as an advisory group to the Board of Trustees. The Board of Representatives shall report to Board of Trustees on their activities, and receive an annual report from

Board of Trustees and comment upon this to membership. The Board of Representatives will consist of one representative from each Chapter and each Division eligible as defined in Section 2.2., and the two runner-up candidates (or fewer if there are insufficient candidates) from the election of the three Presidents, and will serve a three year term that coincides with the election cycle. The Board of Representatives will elect, by a majority vote, a Chair who will sit on the Board of Trustees. The Board of Representatives will propose up to 5 members of the IIS Council. Vacancies due to disability, death, or resignation, or other causes, shall be filled for the balance of the appropriate un-expired term, or to the next annual meeting, whichever is earlier, by election/nomination from within the Chapter or Division that the departing individual has represented.

2.6.5. IIS Council

The IIS Council will be a consultative group for the Board of Trustees; a source of advice to the Board regarding overall operation of the Society, including specific current issues and long-term strategies for development of the Society. Members of this Council shall be available for consultation by the Board and willing to provide advice and recommendations as requested. Membership in the IIS Council will consist of no more than ten individuals, with terms of three years, renewable at the discretion of the Board of Trustees. Five shall be appointed by the Board of Trustees and shall be qualified by possession of extensive experience, expertise or influence in scientific or non-scientific areas relevant to the interests of the Society, and need not be members of the Society. Up to five shall be selected by the Board of Representatives and shall be qualified by an active and sustained interest in the improvement of the Society.

2.7. Nomination and Election of Officers and Elected Committee Members

2.7.1. Method of Election

Elections shall be by written ballot. Provisions will always be made for voting by secret ballot; however, ballots otherwise valid but submitted by non-secret means at the discretion of the voter will be counted.

2.7.2. Time of Election

Elections shall be held every three years.

2.7.3. Nomination/Election Committee

The Nomination/Election Committee shall seek nominations for all elected offices of the Society at the appropriate times and shall prepare and issue ballot forms. This Committee will be constituted every three years at least eighteen months prior to the expiry of the current Board of Trustees' term of office. The President of the Society at the time the Committee is formed will be its Chairperson and will appoint the members of the Committee. The Committee shall consist of at least seven members of the Society from at

least five different Institutions or Chapters. The Committee members must be active members of the Society as evidenced by having participated in the affairs of the Society, such as by having been officers or committee members on the Chapter or International level, but no more than three members of the current Board of Trustees shall serve on the Committee.

2.7.4. Eligibility for Office

Only regular members shall be eligible for election to the Board of Trustees and elected offices and committees of the Society. Candidates shall supply a written position statement describing their willingness and their capacity to serve in the nominated position. No candidate may seek election for more than one position on the Board of Trustees during any one election.

2.7.5. Election Ballot

Election ballot forms will be distributed to Society members every three years, at least ninety days prior to the General Assembly of Society member meetings. The nominees for each office of the Society will be listed on the ballot form in alphabetical order. The ballot shall list at least two nominees for each of the offices of the Board of Trustees. The Nomination/Election Committee shall close the election forty-five days after the ballot forms are mailed and make a count of the votes. Tie votes shall be resolved by a vote of the Nomination/Election Committee.

2.7.6. Election Results

Announcement of election results shall be made to all Society members by the Election Committee within thirty days of completion of the ballot.

2.7.7. Recall of Elected Officers

Elected officers of the Society are subject to recall for neglect of duties or conduct injurious to the Society. The recall of an officer shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the President of the Society from at least five members of the Society. In the event the President is the officer in question, the Vice President shall receive the petition and shall assume the duties of the office of President with respect to this issue until the issue is resolved. The President, or Vice President, shall without delay contact the petitioners and the officer in question and seek an alternate resolution to the problem. Failing this, the President shall invite the officer in question to answer the allegations, notify the members of the Board of Trustees of the issue at hand within thirty days to evaluate the petition and the responses of the officer in question, and to decide whether to proceed after studying all the evidence. In the event the Board decides to proceed, two avenues are available:

- a. The officer may choose to resign

b. If diligent efforts to contact the officer in question have failed, or if the officer in question fails to respond adequately, the remaining members of the Board may vote to remove the officer in question.

2.8. Official Journals

There shall be a Publications Committee with authority and responsibility delegated by the Board of Trustees to control and manage, both editorially and financially, the Society's non-serial publications, specifically the Society's web page and manage the interaction with the publishers of the Society's journals.

2.9. Finances

2.9.1 Membership Fees (Subscription)

The Society will collect a membership fee.

2.9.1.1 Members

The amount and changes in the amount of membership fees (subscriptions) shall be determined by the Board of Trustees. They shall become due on the following January 1 unless another time is recommended by the Board. Newly elected members shall become entitled to the privileges of membership only after payment of subscription following their election. Any member whose subscription is in arrears greater than twelve months shall cease to be a member of the Society. An individual whose membership has lapsed because of being in arrears in their subscription shall be reinstated as a member of the Society upon payment of the annual subscription. The Board, at its discretion, may remit or reduce the annual subscription of any member.

2.9.2. General Fund

Beyond the expenditures required by the ordinary activities of the Society, no money from the general Society account shall be disbursed save by authority of the Board of Trustees.

2.9.3. International Symposia Budgets

Special banking accounts may be established to collect and disburse funds related to organizing and running the Society's International Symposia. The funds are subject to approval by the Board of Trustees at the request of the Symposium Treasurer representing the views of the Symposium Organizing Committee and are to be administered by the Symposium Treasurer as approved. The Board of Trustees shall require the Symposium Organising Committee to report regularly on the current financial status of the Symposium and provide an annual budget. Excess funds collected in these special

accounts can be transferred after “closing the books” the end of each such Symposia to the next Symposium, subject to the approval of the Board of Trustees.

2.9.4. Annual Financial Report

The CFO of the Board of Trustees shall give a financial report annually on all funds to the membership of the Society. This report shall be published. Every three years when such general meetings take place, the financial report shall be given at the General Assembly session. A copy of the Society audit shall be given to the Board of Trustees and appropriate Chapters by June 30 following the end of the fiscal year. The fiscal year is defined as January 1 to December 31.

2.10. Committees

Unless otherwise provided for in these Bye-laws, standing committees and membership thereof shall be appointed by the President with approval of the Board of Trustees. New standing committees may be recommended and approved by the Board of Trustees. Dissolution of committees, not otherwise provided for in these Bye-laws will be handled in the same manner. Committees so established shall consist of at least three active members of the Society. The President shall designate the chairpersons, unless otherwise provided for in these Bye-laws, for each committee.

2.10.1. Nomination/Election Committee

The Nomination/Election Committee shall consist of at least seven members appointed by the President of the Society in accordance with section 2.6.3. of these Bye-laws.

2.10.2 Committee on the Constitution and Bye-laws

The Committee on the Constitution and Bye-laws shall be composed of seven members appointed by the President of the IIS. The term of office shall be 3 years coinciding with the term of the Board of Trustees. The duties of the committee shall be to review petitions to alter the Constitution and Bye-laws of the IIS for their legality and consistency with other provisions of the Society's documents and to report these findings to the Board of Trustees. The committee may revise petitions in consultation with the petitioners before action is taken by the Board of Trustees. The committee may recommend editorial or clarifying changes to the Constitution and Bye-laws that do not change its meaning or intent to the Board of Trustees for approval.

2.10.3. Publications Committee

The Publications Committee shall consist of up to five members and the editors of each official Journal of the Society and the Executive Secretary (ex officio).

2.10.4 Symposium Organizing Committee

The Symposium Organizing Committee shall be composed of two Co-chairpersons, the CFO, a Treasurer, an ex officio representative from the Board of Trustees and appointees as necessary.

2.11. Meetings

2.11.1. Membership Meetings

2.11.1.1. General Assembly (International)

The Society shall hold a General Assembly meeting every three years. This meeting will be held in conjunction with the International Symposium. A special Plenary session will be scheduled at these symposia to allow the direct participation of all members into the matters of the Society.

2.11.1.2. Extraordinary General Meeting

At least ninety days notice must be given of any extraordinary general meeting of the Society.

2.11.1.3. Quorum

A quorum for conducting business of the Society at the General Assembly Meeting shall consist of thirty members or 10% of the membership of the Society, whichever is the lower.

2.11.1.4. Joint Meeting

A joint meeting among the Board of Representatives, IIS Council, the Chairpersons of the standing committees and the Board of Trustees will be held in conjunction with the international symposia for the purpose of planning the Societies activities for the coming triennium.

2.11.2. Scientific Meetings

The Society will strive for organizing International Scientific Symposia at least once every three years. Other smaller scientific meetings of divisional or regional character can be organized provide they do not conflict with the International Symposia.

2.12. Awards

The society shall make two awards: The Melvin Calvin Award for sustained and distinguished scientific contributions in the field of isotope science and the IIS Award for sustained and important contributions to the running and development of the Society. The Board of Trustees/Board of Representatives shall solicit nominations from the Society's membership and select the awardees. The Board of Trustees may create for specific reasons one additional award (the IIS Special Award) in its term for individuals or organizations whose performance cannot be acknowledged adequately by the above two awards.

2.13. Dissolution

2.13.1. Methods of Dissolution

In the event of dissolution, dissolution shall take place in accordance with the provisions of New Jersey Statute 15A:12-1 et seq.

2.13.2 Distribution of Assets

Upon dissolution, and after payment and discharge of all liabilities and obligations of the Society, and compliance with all conditions of any tax exemption applicable to the Society, any remaining assets shall be distributed to the International Union for Pure and Applied Chemistry. It is recognized that distribution of assets to members would be cumbersome and economically infeasible, and the International Union for Pure and Applied Chemistry is an organization engaged in activities substantially similar to this society