Statutes of The International Association for Vegetation Science

Article 1. Name, Languages and Seat
1. This Association shall be known as the International Association for Vegetation Science.
2. The seat of the Association shall be in the municipality of Wageningen, The Netherlands.
3. The official languages of the Association shall be Dutch and English. Other languages may be
designated for regional meetings. All official documents shall be published in English except as
required by the laws of The Netherlands, in which cases those documents shall be available in
English translation.

Article 2. Objectives
1. The objectives of the Association shall be to:
a. develop and advance vegetation science as a scientific discipline,
b. promote research and education in vegetation science,
c. promote the publication of research results in vegetation science and disseminate knowledge
about vegetation,
d. advance the education of the public in the subject of vegetation science as a branch of the natural
sciences and to advance the support of research and education in that field,
e. facilitate scientific and personal communication among vegetation scientists of all countries and,
f. promote appropriate application of vegetation science for the good of society, particularly in
environmental management and public decision making.
2. These objectives may be achieved by:
a. organization, promotion and administration of scientific meetings,
b. establishment of subject area Working Groups, regional Sections and Committees,
c. publication and distribution of scientific journals, books and data and information resources,
d. encouragement and facilitation of communication among vegetation scientists and with policy
makers at all levels of government as well as private and public organizations,
e. provision of awards, grants, scholarships or other assistance to any charitable organizations,
societies, associations, companies or persons that advance the objectives of the Association and,
f. other mechanisms, provided they are not contrary to the stated objectives of the Association and
do not jeopardize the tax-exempt status of the Association.

Article 3. Membership and Dues
1. Membership in the Association is open to all persons who are interested in vegetation science
and are willing to support the objectives of the Association.
2. The Members' Council may establish different classes of membership and establish the annual dues required of each class of membership.

3. All members may participate in all meetings of the Association and vote in the election of the members of the Members' Council.

4. Membership is obtained by application to the Secretary of the Association, directly or through electronic services, and after receipt of membership dues.

5. Membership terminates
   a. through death of the member,
   b. through notice by the member,
   c. through termination or expulsion by Council.

6. If a member does not pay the established dues for more than one (1) year, the Association has the right to terminate the membership.

7. Termination occurs at the end of the year and only four weeks subsequent to notification having been sent.

8. Membership is personal and is, therefore, not subject to transfer or inheritance.

**Article 4. Members’ Council**

1. Responsibilities.
   a. The Members’ Council (hereafter referred to as the Council) shall be the primary governing body of the Association.
   b. The Council exerts authority in any matters not allocated to other organs by law, these Statutes, or by Bylaws adopted by the Council.

   a. The Council shall consist of forty (40) members elected by the membership of the Association. The members of the Council shall be elected for terms of four years. Members of the Council may be re-elected. In the event of ties, the size of the Council shall be increased so as to include all of those tied for the last seat.
   b. Each Section and Working Group shall be represented on Council. If a Section or Working Group is not represented among 40 elected members, the candidate from that Section or Working Group receiving the highest number of votes shall be elected.
   c. Elections of members of Council shall be held at intervals of either two or four years as specified in the Bylaws. The ballot shall contain between 2 and 3 times as many candidates as there are positions to fill.
   d. Candidates for election to Council shall be selected or approved by the Council. Write-in candidates may be added to the ballot by voters.

3. Meetings and activities.
   a. The Council shall hold an Annual Meeting once per calendar year, and any other regular meetings as called by the Governing Board.
   b. All meetings of Council shall be announced at least two (2) weeks in advance.
c. Meetings of Council may be held in person or by electronic communication or by a combination of these mechanisms following any procedures established in the Bylaws.

d. A group constituting at least one tenth of the elected members of the Members’ Council may request a special meeting. If such a request is made, the Governing Board shall convene a meeting within four (4) weeks after the request has been made. If within two (2) weeks of the request no date has been established, the members themselves may convene a meeting.

e. Regular meetings of Council are presided over by the President, by the Secretary when the President is absent, or by the oldest member of the Governing Board when both the President and Secretary are absent. At a special meeting, the participating members elect a member to preside.

f. Actions by Council shall require a quorum of at least 25 members participating in person or by assignment of proxies. No one member of Council may carry more than 3 proxies.

4. Minutes of Council meetings shall be recorded by the Secretary or by a person designated by the presiding officer. These minutes shall be approved by a vote of Council and distributed to the membership.

Article 5. Officers and the Governing Board

1. Election and terms.

   a. The Council shall elect for four-year terms a Governing Board consisting of a President, a Secretary, and five Vice Presidents. Council may dismiss members of the Governing Board by a two-thirds majority of Council members participating in the vote.

   b. If the number of members of the Governing Board is reduced to fewer than seven, the Governing Board is nevertheless authorized to govern the Association. The Governing Board shall ask the Council to fill the vacancies within four months.

2. Roles and responsibilities.

   a. The Governing Board shall be in charge of the daily affairs of the Association.

   b. The Governing Board represents the Association. Responsibility for representation may also be assigned by the Governing Board to the President, or the Secretary for specific purposes.

   c. The Governing Board may enter into agreements concerning the acquisition, alienation or encumbering of registered goods and enter into agreements where the Association is committed as surety or co-debtor, supports a third party or offers security for the debt of another party.

   d. During the Annual Meeting of the Council, the Governing Board shall present a report on activities of the Association since the last meeting and future activities planned for the period prior to and including the next Annual Meeting.

   e. During the Annual Meeting of the Council, the Governing Board shall present a financial statement summarizing income and expenses during the previous fiscal year (see 7.1), a financial projection for the current fiscal year, and a proposed budget for the next fiscal year.

Article 6. General Assembly

1. The Governing Board shall organize an annual General Assembly to be held in conjunction with the Symposium of the Association. All members of the Association and others invited by the Governing Board or the Council shall be admitted to the General Assembly.
2. The General Assembly shall be presided over by the President, or by the Secretary when the President is absent, or by the oldest Member of the Governing Board when both the President and Secretary are absent.

3. During the General Assembly, the membership shall receive the annual reports of the President, Secretary, and Vice Presidents. The Assembly receives member-submitted items, votes on significant policy matters as forwarded by the Council, reviews the budget of the Association, including changes in dues, and discusses proposed changes in the Bylaws.

4. Minutes of a General Assembly shall be recorded by the Secretary or a person designated by the presiding officer. The Governing Board shall approve the minutes and distribute them to the membership.

5. Any member of the Association may raise an issue or appeal a decision of the Council or the Governing Board by placing a matter before the General Assembly for discussion and vote. Any proposals voted on and passed at the General Assembly must be forwarded to Council for consideration and vote.

Article 7. Business and Publication Activities

1. The fiscal year of the Association shall be the calendar year.

2. During the annual meeting of Council, the Council members shall review the financial report for the previous fiscal year (see 5.2.e) and adopt a budget for the next fiscal year. The Council may at any meeting amend the budget.

3. If there is no report from an accountant on the reliability of the documents mentioned in 7.2, the Council appoints, yearly, a commission of at least two members who are not members of the Governing Board. The Governing Board is obliged to provide this commission with all information required to show the cash and assets, and to show the financial documents of the Association. In case special book-keeping expertise is needed, the commission can, at the expense of the Association, ask an expert to assist. The commission reports to the Council.

4. The publications of the Association shall include the Bulletin and may include scientific journals and other such publications as the Council may authorize. The Governing Board is responsible for selection of publishers, with the restriction that copyright of all Association publications must remain with the Association. This provision shall not be interpreted as precluding sharing of rights through policies approved by the Council.

Article 8. Sections, Working Groups and Committees

1. Members of the Association may organize regional Sections. Sections shall have a Chair or Co-chairs and adopt bylaws. Sections and their bylaws must be approved by the Council and Sections may be dissolved by the Council.

2. Members with a common interest in a subdiscipline of vegetation science may establish a Working Group. Working Groups shall have a Chair or Co-chairs and adopt bylaws. Working Groups and their bylaws must be approved by the Council and may be dissolved by Council.

3. Each Section and Working Group shall elect its own officers and present an annual report on its activities to the Council.

4. The President shall appoint Standing Committees designated in the Bylaws and appoint Special Committees as needed.
Article 9. Bylaws

1. The Council may establish Bylaws that interpret and implement these Statutes, or that address topics that are not sufficiently covered by these Statutes. Bylaws shall not contain clauses that violate the law or these Statutes.

2. Bylaws may be adopted, amended, or repealed by a two-thirds majority of those Council members participating in a vote, providing that the proposed changes shall have been sent to all members of the Council at least one month prior to the vote.

Article 10. Amendments

1. These statutes may be amended by a two-thirds majority of Council members casting votes, in person or proxy, at the annual meeting.

2. A call for changes in the Statutes must be distributed to the Council at least 5 days prior to the meeting at which it will be considered.

3. After the changes have been approved by the Council, the Governing Board shall convey the full text of the revised Statutes to the appropriate agency within The Netherlands. An amendment shall not take effect until after they have been notarized. The Governing Council is required to prepare an authentic copy of the amendment and the amended statute and to deposit them at the office of the trade.

Article 11. Limitations

1. The Association shall not directly or indirectly engage in any activity that would prevent it from qualifying as a tax-exempt, charitable organization described in the laws of the Netherlands, as now in effect or as may hereafter be amended, or cause it to lose such status, or carry on any activity not permitted to be carried on by an organization, contributions to which are tax deductible or exempt.

Article 12. General Prohibitions

1. The International Association for Vegetation Science shall be organized and operated exclusively for scientific and educational purposes within the meaning of the laws of The Netherlands. No part of the net earnings of the International Association for Vegetation Science shall, or may, under any circumstances inure to the benefit of, or be distributed to, any individual or other private persons, except to the extent that the Association may present merit-based and need-based awards, grants, and fellowships that are consistent with the objectives of the Association as described in Article 2, or hire staff or engage individuals or businesses to conduct its business.

2. No substantial part of the activities of the International Association for Vegetation Science shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as otherwise permitted by the laws of The Netherlands.

3. The International Association for Vegetation Science shall not participate in, or intervene in (including the publishing or distributing of statements concerning) political campaigns on behalf of (or in opposition to) any candidates for public office.

4. The International Association for Vegetation Science shall not be organized for profit. The Association shall not lend any part of its income or corpus without the receipt of adequate security
and a reasonable rate of interest, pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, make any purchase of securities or any other property for more than adequate consideration in money or money's worth, sell any securities or other property for less than adequate consideration in money or money's worth, engage in any other transaction that results in substantial diversion of its income or corpus to any officer, employee, member of the Council, or substantial contributor to the Association.

**Article 13. Dissolution**

1. In the event of dissolution or final liquidation of the International Association for Vegetation Science, all of the remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the International Association for Vegetation Science and for necessary expenses thereof be distributed to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as tax exempt organization or organizations under the laws of The Netherlands or the country in which it is located as the Council shall determine. In no event shall any of such assets or property be distributed to any individual member, director, or officer or any private individual.

2. In the event of dissolution, the Council shall decide on disposal of the assets of the Association, as far as possible in line with the aims of the Association. The financial settlement shall be carried out by the Governing Board.

3. Documents of the dissolved Association shall be kept for ten years after the settlement by a party designated by those involved in the settlement.

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