

SOCIETY FOR FRESHWATER SCIENCE CONSTITUTION

Article 1. Name. The name of this organization shall be the Society for Freshwater Science (SFS) (the "Society"). The Society is a NOT FOR PROFIT CORPORATION as defined in the General Not For Profit Corporation Act of 1986 of the State of Illinois.

Article 2. Existence. The existence of the Society shall be perpetual.

Article 3. Purpose. The Society shall operate exclusively for such purposes as are appropriate for a not-for-profit corporation in the State of Illinois, with all of its activities conducted so that the Society qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (as the same may be amended from time to time, the "Code").

Article 4. Powers and Limitations. The Society, being organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Code, may for such purposes make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Society may further transact any or all lawful business for which corporations may be incorporated under the General Not For Profit Corporation Act of 1986, so long as it does not conflict with the above.

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society 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.

Notwithstanding any other provisions of these By-laws, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article 5. Activities. The Society shall promote further understanding of aquatic ecosystems, with particular interest in the benthic biological community, and its relationship to aquatic ecosystem structure and function, the watershed and landscape, habitat assessment, conservation and restoration. The Society shall foster exchange of scientific information among the membership, and with other professional societies, resource managers, policy makers, educators, and the public.

Article 6. Membership. Membership shall be open to anyone interested in the Society's purpose, regardless of residence.

Article 7. Board. The Board ("the "Board") will establish the Society's policies and review and revise them as necessary, oversee its programs and activities, appoint or employ and supervise its staff, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets.

Article 8. Executive Committee. The Board will authorize the Executive Committee to conduct the day-to-day business of the Society.

Article 9. Officers. The officers of the Society shall be a President, a President-Elect, a Past-President, a Secretary, and a Treasurer. Any member of the Society shall be eligible to hold office. The President, President-Elect, and Past-President shall hold office for one year and shall be ineligible for reelection. The President-Elect shall automatically accede to the office of President the year following his/her election. The President shall automatically accede to the office of Past-President upon completion of year of service as President. The Secretary and Treasurer shall each hold office for a term of three (3) years, and their terms shall not be conterminous. The official terms of the President, President-elect, Past-President, Secretary, and Treasurer shall begin at the close of the Annual Business Meeting at which their election is announced.

Article 10. Delegates. Five (5) Delegates to the Board representing different employment, demographic, and geographic sectors will be elected by the members of the Society. Four (4) Delegates will serve three (3) year terms; the Student Delegate will serve a one (1) year term of office, and will be elected by a majority vote of the Graduate Resources Committee.

Article 11. Annual Meeting. There shall be at least one (1) Annual Meeting each year. The meeting shall not ordinarily be held in the same state or province more than once every five (5) years. An Annual Business Meeting shall be held during the Annual Meeting.

Article 12. Publications. The publications of the Society shall be Freshwater Science, the Bulletin of the Society for Freshwater Science, Current and Selected Bibliographies on Benthic Biology, the Society's Web site, and such other publications as the Society may authorize.

Article 13. Dissolution. Upon the dissolution of the Society, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 14. Ratification and Amendments. The Constitution shall become effective upon ratification by two-thirds of the members present at an Annual Business Meeting, and may be amended by a vote of two-thirds (2/3) of the members present at an Annual Business Meeting, or in emergency by two-thirds (2/3) of the members responding to an email ballot. Proposals for amending the Constitution shall be emailed to members and posted on the Society Web page at least thirty (30) days prior to the next Annual Business Meeting or, in the case of an emergency vote, an email ballot.

Society for Freshwater Science By-laws

Article 1. Membership.

Section 1. Membership Classes. The following classes of membership shall be recognized: regular members, student members, early career members, and emeritus members. Student membership can be of unlimited duration but requires proof of student status. Emeritus membership shall be granted to individuals who are 65 years old or older, and who have been members of the Society for at least 25 years. Emeritus membership requires no further membership dues. Change of status of membership may be effected at any time by the payment of appropriate dues. Early career status is limited to the first three years following graduation. Application for membership shall follow the instructions given on the Society Web site. An applicant will be considered a member only upon payment of dues.

Section 2. Record of Members. An up-to-date record of members shall be maintained and reviewed annually by the Board. A list of members shall be made available to Society members on the Society Web site.

Section 3. Dues. An applicant will be considered a member only upon payment of dues. Annual dues depend upon class of membership. The due date for dues payment for any year will be January 1 of that year. The annual dues shall be established by the members of the Society. Annual dues shall be proposed by the Finance Committee, recommended by the Board, and approved by a majority vote of members present at the Annual Business Meeting. Dues notices shall be sent to members approximately four (4) months prior to the date due. Dues paid after November 1 of any year shall be credited to the next year.

Section 4. Decision Making by Members. Members shall approve changes to the Constitution and By-laws in accordance with Article 14 of the Constitution. Dues increases also must be approved by the majority of members present at the Annual Business Meeting. Proposals for such amendments must be presented to the members at least thirty (30) days in advance of the Annual Business Meeting. Election of officers and delegates will take place by email in accordance with Article 1, Section 5 of the By-laws.

Section 5. Voting. Votes to amend the Constitution and By-laws, and increase dues shall take place during the Annual Business Meeting. Special circumstances may dictate a vote by ballot, although in most circumstances voice votes will be used. Email voting may be allowed for annual election of officers and delegates, special elections, or emergency circumstances.

The affirmative vote of at least a majority of the members present at or participating in a properly called meeting is necessary and sufficient to make decisions or pass resolutions by the members, unless a greater proportion is required by law, the Constitution or By-laws. All decisions require a clearly stated motion, a second, and a vote. All motions, which are successfully adopted, must be recorded in the written minutes.

Article 2. Officers, Delegates, and Appointed Officials.

Section 1. Officers. The officers of the Society must carry out the policies and decisions of the Board as directed by the Board in accordance with the By-laws. The officers must include a President, President-Elect, Past-President, Secretary, and Treasurer. The same person may not simultaneously hold more than one office, except in an emergency and until such time that a special election can be held. All officers serve simultaneously as members of the Board. All active members of the Society shall be eligible to hold office.

Section 2. President. The President shall serve as the Chair of the Board and the Chair of the Executive Committee, a member of the Finance Committee, and an *ex-officio* member of the Board of Trustees of the Society for Freshwater Science's Endowment Fund for Scientific Research and Education.

Specific responsibilities of the President include: A) overall responsibility for the business of the Society; B) overall organization of the Annual Meeting, including selection of the Chair(s) of the Meeting Committee; C) using the President's Discretionary fund to advance the Society's goals and objectives; D) representing the Society by signing approved letters and contracts, serving as a representative at member organizations (e.g., Council of Scientific Society Presidents, and the Council of Aquatic Societies); E) fund-raising for the Annual Meeting and the Society; F) appointing a Vice President who shall serve a three (3) year term as a voting member of the Board. During the second year of his/her term the Vice President will serve as the Co-Chair of Standing Committees and a non-voting member of the Executive Committee; G) appointing members to the Election and Place Committee other than its Chair, who will be the Past-President; H) appointing a Chair and members of the Finance Committee and the Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education; H) making other appointments that s/he deems necessary, and establishing special committees required for the business of the Society; I) appointing a Chair for the following Committees as the terms of the serving Chairs expire: 1) Publications Committee, 2) Public Information and Publicity Committee, 3) Technical Issues Committee, 4) Conservation and Environmental Issues Committee, 5) Education and Diversity Committee,

6) Science and Policy Committee, 7) Long Range Planning Committee, 8) International Coordination Committee, and 9) Constitutional Revision Committee; 10) Taxonomic Certification Committee. J) S/he shall appoint members to the Awards Selection subcommittees, including: a) Award of Excellence and Distinguished Service Award Selection Subcommittee, the b) Hynes Award for New Investigators Selection Subcommittee, c) Environmental Stewardship Award Selection Subcommittee, and d) Student Awards Selection Subcommittee.

Section 3. President-Elect. The President-Elect shall assist the President and shall serve as a member of the Board, the Executive Committee, and the Finance Committee, and along with the Vice President as the Co-Chair of Standing Committees, and the Chair of the Awards Selection Committee. S/he or the Past-President shall assume the duties of President upon the death, incapacitation, or resignation of the President, and this assumption of duties as President shall not alter in any way his/her normal term as President.

Section 4. Past-President. The Past-President shall assist the President and shall serve as a regular member of the Board, the Executive Committee, and the Finance Committee. S/he will serve as the Chair of the Elections and Place Committee, which will select candidates for President-Elect, Secretary, Treasurer, and four (4) Delegates to the Board.

Section 5. Secretary. The Secretary shall be responsible for keeping the minutes of Annual Business Meetings and the Executive Committee meetings, and the normal correspondence of the Society. Secretary will oversee membership trends and submit a report of membership trends and the Secretary's activities to the Society annually. S/he shall be responsible, with the Registered Agent and Treasurer, for submitting official documentation to appropriate officials to maintain the Society's not-for-profit and corporate status. Upon the death, incapacitation, or resignation of the Treasurer, s/he shall assume the duties of the Treasurer until a new Treasurer is elected. S/he shall serve as a member of the Board and the Executive Committee.

Section 6. Treasurer. The Treasurer shall keep the financial records of the Society, and shall present a financial report at each Annual Business Meeting. This report shall be distributed each year to all members of the Society. The Treasurer shall be responsible for investing and disbursing monies of the Society for Freshwater Science Endowment Fund for Scientific Research and Education as directed by the Executive Committee, and for disbursing funds necessary for the operation of the Society. Proposed expenditures in excess of the approved annual budget must be approved by the Executive Committee. The Treasurer shall not make expenditures in excess of funds except as directed by a majority of the members of the Society at the Annual Business Meeting. The Treasurer shall obtain a surety bond for him/herself and the Annual Meeting Committee Chair(s). The amount of each bond is to be determined by the Finance Committee, and the premium of each bond is to be paid by the Society.

Upon the death, incapacitation, or resignation of the Secretary, the Treasurer shall assume the duties of the Secretary until a new Secretary is elected. S/he shall serve as a member of the Board, a member of the Executive and Finance Committees, and a member of the Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education. The financial records of the Society shall be available for inspection at any time upon the request of an Officer of the Society, the Board, or at the Annual Business Meeting upon the request by a member of the Society.

Section 7. Delegates. Five (5) Delegates to the Board shall be elected by Society members. Delegates shall represent the sectors for which they are elected on the Board, and will serve as liaisons between the standing committees and the Board, as specified by the current President. The delegates will represent the following employment, geographic and demographic sectors: i) academic employment; ii) non-academic employment; iii) non-North American residence; iv) Early Career Membership; and v) Student Membership category.

Article 3. Board.

Section 1. Duties of the Board. The Board will establish the Society's policies and review and revise them as necessary, oversee its programs and activities, appoint or employ and supervise its staff, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board and any Board committees as needed, in order to carry out these tasks. The President-Elect and the Vice President will serve as the liaison between standing committees and the Board.

Specific responsibilities of the Board shall include: A) fiduciary and personnel management responsibility for the organization (including approval of contracts and personnel) and oversight of the Finance Committee. The Board will receive quarterly reports on the financial condition of the Society, including the finances of the journal. B) Oversight of the activities of the Executive Committee. The Board will grant authority to the Executive Committee to make day-to-day decisions on behalf of The Society. C) Oversight of the Long Range Planning Committee in developing and updating the society's strategic plan; D) implementation of the Strategic Plan in collaboration with the Society's standing committees; E) review of the Constitution and By-laws and recommendation of changes to be acted upon at the Annual Business Meeting; F) approval of the Annual Meeting location (identified by the Elections and Place Committee); and G) promotion of the Society and fund-raising for the endowment, student awards, annual meeting, and in support of initiatives that promote the Society's goals and mission.

Section 2. Qualifications of Directors and Composition of the Board. The Board will consist of fifteen (15) members. There shall be three (3) classifications of Directors as follows: A) Officers of the Society, including the President-Elect, President, Past-President, Secretary, and Treasurer. B) Five (5) delegates (see Article 2, Section 7 of the By-laws). C) Five (5) Appointed Members. Appointed members will include: Chair of the Publications Committee, the Chair of the Finance Committee, and the three (3) Vice Presidents.

Section 3. Election and Terms of Office. Each officer will hold office until her/his successor has been properly elected and has taken office, unless she or he resigns or is removed. The President shall serve one (1) year as the President-Elect, one (1) year as President, and one (1) year as Past-President. The Secretary and Treasurer shall serve for a three (3) year term of office, and their terms shall not be conterminous. Only the Secretary and Treasurer can be elected to sequential terms. Each officer will hold office until her/his successor has been properly elected and has taken office, unless she or he resigns or is removed. The President-Elect, Secretary, Treasurer, and Delegates with the exception of the Student Membership Category, shall be elected by a majority vote of members responding within thirty (30) days to a ballot distributed to members before the end of January. Delegates, with the exception of the Student Membership category shall serve for a period of three (3) years. The Student Member Delegate shall be the Past-Chair of the Graduate Resources Committee and will serve a one (1) year term.

Section 4. Unexpired Terms. The unexpired term of the President-Elect, Secretary, Treasurer or a Delegate vacated because of incapacitation, death, or resignation, shall be filled by a majority vote of Society members responding within thirty (30) days to a special ballot. In the event that the Past-President or the Past-President's appointee resigns or otherwise leaves their posts because of incapacitation, death or resignation the Board shall select a replacement. In emergency situations, interim appointments can be made by the Board. Unexpired terms of the President will be filled by either the President-Elect or Past-President as decided by the Board based largely on the timing of the President's incapacitation, death, or resignation. In the event the Past-Chair of the Graduate Resources Committee cannot serve as Delegate, an election shall be held at the Graduate Resources Committee meeting or by a special election.

Section 5. Quorum. At all meetings of the Board, the presence or participation by phone, or other conference communication forum, of a quorum, which is at least a majority of the number of Board members in office immediately before the meeting begins, is necessary to allow the transaction of Society business or the making of Society decisions.

Section 6. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion. In rare cases where sensitive issues are involved, the Board may choose (by the usual 2/3 margin) to vote anonymously on a motion. In such cases, the Secretary will simply record the number of Directors who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request and require that a vote be taken in which the affirmative vote of at least two thirds (2/3) of all of the Directors participating in any properly called meeting at which a quorum is present, is sufficient to make a decision of the Board unless a greater proportion is required by law or by these By-laws.

SFS business is normally done at the regular meetings of the Board of Directors or Executive Committee. Occasionally, matters that require prompt action may arise between regular meetings. In such cases, the Board or Executive Committee may conduct discussions and vote by email. Such email voting should not be used to replace business that can be deferred to regular Board or Executive Committee meetings.

Section 7. No Proxy Voting. No proxy voting is allowed at any meeting of the Board or as part of reaching any decision of the Board.

Section 8. Telephonic Meetings. Meetings may be held by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 9. Decisions without Meetings. The Board may make any decision or take any action within its power without a meeting through a written "unanimous consent resolution" that sets forth the action so taken. The unanimous consent resolution may be sent or transmitted by mail, fax or email. The unanimous consent resolution must be filed with the Society records.

Section 10. Board of Director Meetings. The Board must meet at least four (4) times per year, and shall strive to do this by meeting at least once each quarter of the year. At least one (1) such meeting will take place at the Annual Meeting.

Section 11. Notice of Board of Director Meetings. Notice must be given every board member of every meeting of the board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these By-laws. Except in an emergency, the notice must be given not less than seven (7) days in advance of the meeting if delivered by telephone conversation or in person, and not less than five (5) business days in advance if delivered by email or fax to an address provided by the Board member.

Regular Meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Special meetings: Five (5) members or one-third (1/3) of the current sitting Board may call for a special, non-regularly scheduled meeting to consider a timely topic. The scope of the meeting is limited to the topic indicated in proper notice sent to all Board members. At least three (3) business day's notice must be given along with the times, place and means of meeting participation. Phone participation must be available.

Section 12. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has

taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 13. Authority of Directors. No director may speak or act on behalf of the Society without specific authorization by the Board to do so.

Section 14. Removal. Any officer or agent, elected by the membership or appointed by the Board, may be removed by a two thirds (2/3) majority of the Board whenever in its judgment the best interests of the Society will be served thereby.

Article 4. Executive Committee.

Section 1. Duties of the Executive Committee. The Executive Committee shall be delegated part of the power of the Board to review budgets, policies and programs, authorize expenditures, and recommend employee appointments and releases, to be approved by the Board. They may make recommendations concerning the policies and activities of the Society, and shall review the Constitution and By-laws as needed and recommend changes to be acted upon at the Annual Business Meeting. It is expected that the Executive Committee will consult the appropriate committee Chairs, and especially the Finance Committee, when conducting the Society business, and may therefore request current and timely financial statements or recommendations from the Finance Committee.

Section 2. Composition of the Executive Committee. The Executive Committee will consist of the President, who will be the Chair, Past-President, President-Elect, Secretary, and Treasurer. The Vice President of the (current) President shall serve as an *ex-officio*, non-voting member of the Executive Committee.

Section 3. Meetings and other provisions. The Executive Committee must comply with the provisions of the By-laws concerning the full Board as far as those reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board following each meeting. The Executive Committee must make reasonable efforts to inform all Board members of the issues to be dealt with at an Executive Committee meeting.

Specific responsibilities shall include: A) conducting the day-to-day operations of the Society for the Board. This includes reviewing and recommending routine contracts, hiring/terminating employees, overseeing planning for the Annual Meeting, and other activities associated with the implementation of the Society's strategic plan. All contracts/agreements, employee changes, or activities beyond the day-to-day operations of the Society are subject to Board approval and shall be presented to the Board with adequate information for Board approval in a timely manner. The President may sign routine contracts pertinent to the annual meeting that are recommended by the Society's professional meeting planner without seeking prior Board approval. The President will send signed copies of such contracts promptly to the Executive Committee. B) Oversight of all standing committees except the Finance Committee. The President-Elect and the Vice President of the (current) President will serve as the liaison between standing committees and the Board.

Article 5. Standing Committees.

Standing Committees will be one of the primary mechanisms by which the Strategic Plan is implemented. Activities of the standing committees shall be coordinated by the President-Elect and the Vice President of the (current) President, who will serve together as Co-Chairs of standing committees. The Society shall maintain the following standing committees, whose Chairs shall report their committees' activities to the Society at the Annual Business Meeting.

A. Finance Committee. The Finance Committee (the "FC") is responsible for ensuring the financial well-being of the Society by reviewing and providing guidance regarding the Society's financial matters. Specifically, the FC assures that internal controls are in place, that an independent, annual financial review

is completed by a Certified Public Accountant, and that the financial analyses and projections necessary for continued operation of the Society are provided in a timely fashion. The FC reviews all financial statements and reports on financial activity to the Board in a clear and concise manner so that both new and returning Board members can fully understand the financial status of the Society. The FC reports to the Board, and shall provide the Executive Committee with financial information as requested. The FC shall present an annual budget to the Board for approval, which shall also include three (3) year budget projections.

The FC shall consist of seven (7) voting members: the President, President-Elect, Past-President, Treasurer, and three (3) members appointed by a President. The Business Manager of the Journal shall serve as an *ex-officio*, non-voting member. The three (3) appointed members will serve three (3) year terms which shall not be conterminous, and one (1) of them shall be appointed Chair of the committee by the President.

The duties of the FC shall be to: (1) prepare annual fiscal-year budgets for the Society in cooperation with the Treasurer and the Business Manager of the Society's Journal, (2) prepare three (3) year budget plans for the Society, which will include fund allocation in support of the Strategic Plan, (3) arrange an annual financial review of the Society's books by a Certified Public Accountant and report the results to the President at the Society's Annual Business Meeting, (4) advise the Board concerning significant errors or omissions in the Treasurer's report, (5) assist the Treasurer in the investment of such monies as may become available from the Society's operations and other sources, (6) cooperate with the Treasurer and Business Manager of the Society's Journal in continually reviewing the Society's portfolio of income and expenses and (7) review and recommend approval of contracts to the Executive Committee.

The FC Chair shall serve as a member of the Board and of the Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education.

B. Board of Trustees of the Society for Freshwater Science Endowment Fund for Scientific Research and Education (the "Board of Trustees"). It shall be the duty of the Board of Trustees to establish and maintain guidelines for the operation of the Endowment Fund, to promote the Endowment Fund, and to advise the Board in all matters pertaining to the operation of the Endowment Fund, including designation of specific endowment funds. The Board must approve creation and termination of all Endowment Funds. The Board of Trustees shall consist of a Chair and four (4) other members, who will each serve five (5) year terms. The incoming President will appoint one (1) member and will designate the Chair every year, and members shall be eligible for a maximum of two (2) five (5) year terms. The President, the Treasurer, and the Chair of the Finance Committee shall be *ex-officio* members of the Board of Trustees.

C. Election and Place Committee. The Election and Place Committee (the "EPC") shall be responsible for organizing elections of Society officers and delegates to the Board and shall recommend possible Society Annual Meeting sites at least three (3) years in advance of the meeting. The EPC shall consist of the Past-President (who shall be Chair) and four (4) other members of the Society; two (2) new members will be appointed by the incoming President. The four (4) appointed members of the committee will serve for two (2) years. One (1) of the four (4) appointees shall be selected from Past-Presidents who have held office during the preceding five (5) years. It shall be the duty of the EPC to notify the members of the Society of vacancies in elected offices (President-Elect, Secretary, Treasurer and Delegates) and to solicit nominations for these offices. After reviewing the nominations, the committee shall select two (2) consenting nominees for each office.

The EPC shall also identify possible locations of the Society's Annual Meeting. At least one (1) potential location for the Annual Meeting will be presented at least three (3) years in advance of the meeting. The EPC will recommend its choice of location at the Board meeting held in conjunction with the Annual Meeting, and the final location must be approved by a majority vote of the Board.

D. Awards Selection Committee. The Awards Selection Committee (the "ASC") shall be chaired by the President-Elect and shall consist of the (1) Award of Excellence and Distinguished Service Award Selection Subcommittee, (2) Hynes Award for New Investigators Selection Subcommittee, (3)

Environmental Stewardship Award Selection Subcommittee, and (4) Student Awards Selection Subcommittee. The duty of these first three (3) subcommittees shall be to solicit nominations from the entire membership, then select suitable recipients for the Society for Freshwater Science Award of Excellence, the Society for Freshwater Science Distinguished Service Award, the Hynes Award for New Investigators, and the Environmental Stewardship Award. Normally, recipients for the awards shall be chosen annually. Selections shall require a majority vote by the subcommittee. The duty of the Student Awards Selection Subcommittee shall be to select suitable recipients for the Student Awards at each Annual Meeting.

Fellows of the Society of Freshwater Science include accomplished member scientists who are leaders in their disciplines and who have dedicated substantial time and resources to benefit the society. The SFS Fellows will be responsible for selecting up to 4 new Fellows each year by majority vote. The total population of Fellows shall not exceed 4% of the SFS membership.

The Award of Excellence and Distinguished Service Award Selection Subcommittee shall consist of three (3) immediate Past-Presidents of the Society, and three (3) members appointed by successive Presidents. The terms of the Past-Presidents shall be for three (3) years immediately after leaving office. At the start of their term, the current President shall appoint one (1) member who will serve a three (3) year term. The appointed members shall each serve as Chair during the third and final year of their term. Because this Subcommittee has an even number of members, all tie votes shall be broken by the President-Elect (the ASC Chair).

The Hynes Award for New Investigators Selection Subcommittee (the "Hynes Committee") shall consist of six (6) members appointed by Society Presidents. At the beginning of his/her term, the current President shall appoint two (2) members who will serve three (3) year terms. Each of the appointees shall have been a regular (i.e., non-student) member of the Society for at least five (5) years. The Hynes Committee will elect one (1) of the third year appointees to serve as Chair during the third and final year of their term. Because this Subcommittee has an even number of members, all tie votes shall be broken by the President-Elect (the ASC Chair).

The Environmental Stewardship Award Selection Subcommittee (the "Stewardship Committee") shall consist of the immediate Past-President of the Society, and six (6) members from other committees. Each year, one (1) person will be appointed for a two (2) year term from the Technical Issues Committee, the Science and Policy Committee and the Conservation and Environmental Issues Committee. Appointments will be made by the President, in collaboration with each standing committee. The Stewardship Committee will elect one (1) of the second year appointees to serve as Chair during the second and final year of their term.

The Student Awards Selection Subcommittee shall consist of the Student Awards Chair and the Student Awards Coordinator. The Student Awards Chair shall be appointed to serve a three (3) year, renewable term by the President and shall ensure the efficient year-to-year operation of the Student Awards program. The Student Awards Coordinator shall be appointed for a one (1) year term by the Program Subcommittee Chair, subject to the approval of the Student Awards Chair, and shall ensure the efficient operation of the Student Awards program at each Annual Meeting. S/he shall select a sufficient number of individuals to aid in fulfilling his/her duties.

E. The Long Range Planning Committee. The Long Range Planning Committee (the "LRPC") shall compile the Society's strategic plan which shall consider the Society's mission and financial operations. The LRPC shall consist of a Chair(s) appointed by the President for a two (2) year term, and up to ten (10) additional members appointed by the Chair(s). Members will serve for two (2) years and together with the Chair(s) will assist the Society in drafting a new long-range strategic plan every five (5) years. The strategic plan will be modified and approved by the Board. In years intervening the drafting of strategic

plans, LRPC members will help facilitate implementation of plans and ideas put forth in the strategic plan. The LRPC will also comment on potential long range activities for the Society proposed by the Board or President and will perform additional long range planning functions requested by the Board or President. The Chair(s) of the LRPC will serve as a member of the Publications Committee.

F. Annual Meeting Committee. The Annual Meeting Committee (the “AMC”) shall consist of two (2) subcommittees to organize the scientific program and local arrangements for the annual meeting. The Program Subcommittee shall work hand in hand with the Local Arrangements Subcommittee to plan a successful meeting which shall include a scientific program, Society committee meetings, an Annual Business Meeting, and other activities that enhance social interactions and information exchange among meeting attendees. At the discretion of the Board a meeting management professional may be hired to assist with meeting planning. The AMC will work in cooperation with the Finance Committee and Treasurer when developing the meeting budget. The AMC Chair shall be provided with a surety bond by the Treasurer.

a. The Program Subcommittee. The Program Subcommittee (the “PS”) Chair shall be selected by the President for the term leading up to the Annual Meeting designated during that president's term, and shall appoint no more than four (4) members to the PS. That PS will serve as a Special Subcommittee until the year of the meeting, and a Standing Subcommittee during the meeting year.

b. Local Arrangements Subcommittee. The Local Arrangements Subcommittee (the “LAS”) Chair shall be selected by the President for the term leading up to the Annual Meeting designated during that President's term, and shall appoint members to the LAS. Up to two (2) members of the LAS will be appointed by the Chair in consultation with the PS Chair.

G. Publications Committee. The Publications Committee (the “PC”) will provide long-range planning and broad oversight of all publications published under the Society’s name, as approved by the Board. The PC will not participate in the day-to-day operations of the Society’s publications. The PC will work cooperatively with the Finance Committee to manage the finances of the Society’s publications.

The Publications Committee shall consist of six (6) individuals including a Chair appointed by the President, Chair of the Long-Range Planning and Chair of the Public Information and Publicity committees, and three (3) members appointed by the Chair who shall serve staggered three (3) year terms. The Chair shall serve a three (3) year, renewable term and shall serve on the Board of the Society. The committee shall also include the following *ex-officio*, non-voting members: Journal Editor, Journal Business Manager, Web Editor, Bulletin Editor, and the Literature Review Editor.

The Publications Committee, excluding the *ex-officio* members, in consultation with the Journal’s Editorial Board shall evaluate and recommend appointment of the Society’s Journal Editor and the Journal Business Manager. The PC, excluding the *ex-officio* members shall evaluate and recommend appointment of the Society’s other publication Editors to the Executive Committee. The PC will review and recommend all publication-related contracts to the Executive Committee, with final approval by the Board. Budgets of all publications, including salary agreements of Editors and assistants, will be determined in consultation with the Finance Committee and Executive Committee. All paid publication personnel will serve three (3) year renewable terms.

The Publications Committee shall oversee the following Subcommittees:

a. Freshwater Science Editorial Subcommittee. The Journal Editor, operating under policies established by the Editorial Board and approved by the Publications Committee, shall be responsible for managing and editing the Society's Journal. The Journal Editor, the Journal Business Manager, and the Editorial Board will work with the Publications Committee to implement long-range planning initiatives for the Journal, as approved by the Board.

The Journal Editorial Subcommittee shall consist of the Journal Editor (who shall be Chair), the Journal Associate Editors (the Editorial Board), and the Journal Business Manager.

The Journal Editor will be appointed to a three (3) year, renewable term. The Publications Committee, excluding the *ex-officio* members, in consultation with the Editorial Board, shall evaluate and recommend appointment of the Journal Editor to the Executive Committee. The Journal Editor shall serve as an *ex-officio*, non-voting member of the Publications Committee and shall submit an annual report of the activities of the Journal to the Publications Committee and to the Board.

The Journal Associate Editors, appointed for three(3) year, renewable terms by the Journal Editor, shall advise the Journal Editor on scientific and editorial matters pertaining to the Journal.

The Journal Business Manager shall work cooperatively with the Journal Editor and Treasurer to manage the finances of the Journal, shall prepare an annual budget in cooperation with the Finance Committee, and shall submit an annual report on the finances of the Journal to the Board. S/he shall serve as an *ex-officio*, non-voting member of the Publications Committee and Finance Committee. The Publications Committee, excluding the *ex-officio* members, in consultation with the Journal Editor, will evaluate and recommend appointment of the Journal Business Manager to the Executive Committee.

b. Bulletin of the Society for Freshwater Science Editorial Subcommittee. The Bulletin of the Society for Freshwater Science (the “Bulletin”) Editor shall be responsible for the management and editing of the Society's Bulletin, operating under policies established by the Board. The Publications Committee, excluding *ex-officio* members shall evaluate and recommend appointment of the Bulletin Editor to the Executive Committee for a three (3) year, renewable term. The Bulletin Editorial Committee shall consist of the Bulletin Editor, who shall be Chair, and other members appointed by the Editor as needed. The Chair shall submit an annual report of the activities and costs of the Society's Bulletin to the Board.

c. Literature Review Subcommittee. It shall be the duty of the Literature Review Subcommittee (the “LRS”) to prepare for distribution to members of the Society a bibliography of current literature pertinent to Society membership. The Publications Committee, excluding *ex-officio* members shall evaluate and recommend appointment of the Chair of the LRS to the Executive Committee for a three (3) year renewable term. The Chair shall appoint members to the LRS as needed and shall submit an annual report to the Board.

d. Society for Freshwater Science Web Site Subcommittee. The Society for Freshwater Science Web (“the Web”) Editor shall oversee the format and content of the Society’s Web site with input from the Board and the Public Information and Publicity Committee. The Publications Committee, excluding *ex-officio* members shall evaluate and recommend appointment of the Web Editor to the Executive Committee, for a three (3) year renewable term. The Web Committee shall consist of the Web Editor, the Chair of the Public Information and Publicity Committee, and other members as designated by the Web Editor.

H. Public Information and Publicity Committee. The Public Information and Publicity Committee (the “PIPC”) shall promote awareness of the Society’s activities and policies to the Society’s members and the public. The PIPC shall consist of a Chair, to be appointed by the President, the Society Web Editor, and at least three (3) additional members to be appointed by the Chair. The Chair shall have been a member of the committee during the year previous to his/her appointment. The committee members shall serve three (3) year terms, with annual reappointment thereafter. The PIPC's responsibilities will include: (1) providing information and publicity about the Society and its Annual Meetings; (2) overseeing the content of the Society Website in cooperation with the Publications Committee; and (3) overseeing Society electronic discussion groups.

I. Constitutional Revision Committee. The Constitution Revision Committee (the “CRC”) shall be responsible for making revisions to the Society's Constitution and/or By-laws as directed by the Board and for periodically reviewing the Constitution and By-laws at the direction of the Board. The CRC shall

consist of a Chair(s) appointed by the President for a three (3) year term, and additional members appointed by the Chair(s) as needed. The CRC ensures that proposed changes are published in the Society Bulletin or Website at least thirty (30) days in advance of the Annual Business Meeting during which they will be voted on by the membership.

J. Graduate Resources Committee. The Graduate Resources Committee (the “GRC”) shall represent the interests of graduate and undergraduate students within the Society. The Chair and Treasurer of the GRC shall be elected by a majority vote of those attending the GRC meeting held at the Society’s Annual Meeting. The Past-Chair of the GRC shall serve as the Delegate representing the GRC on the Board.

The GRC shall have the following Subcommittees: Endowment Fundraising: Live and Silent Auction, Workshop, Mentoring Community Development, and Merchandising. The Cabinet shall be composed of eight (8) individuals: three (3) administrators (Chair, Treasurer and Delegate) and five (5) standing Subcommittee Chairs (Endowment Festivities: Live and Silent Auction chairs, Workshop, Publicity, and Mentoring Community Development). The Cabinet will establish and periodically review policies and direction of the GRC, and oversee implementation of GRC activities associated with the Annual Meeting.

Membership in the GRC shall be unlimited. The GRC Cabinet shall have the ability to unanimously appoint other student members to subcommittees. The GRC will include a member who will serve as a liaison with the Local Arrangements subcommittee. If the Past-Chair is not able to serve as the GRC nominee to the Board, the Society President will select the Delegate in consultation with the GRC Chair.

It shall be the duty of the GRC to (1) provide representation for the student body within other Society committees; (2) facilitate cooperation and interaction among student members of the Society; (3) raise funds for the Society Endowment to the benefit of Society students; and (4) generate new ways to accommodate Society students' inputs and needs.

K. Taxonomic Certification Committee. The Taxonomic Certification Committee (the “TCC”) shall assist the Society in developing and maintaining a taxonomic certification program for North America, and, eventually, beyond the North American continent. The TCC shall consist of a Chair(s) appointed by the President for a two (2) year term (which is renewable), and up to ten (10) additional members appointed by the Chair(s) for two (2) year, renewable terms. Membership will focus on an international representation with the majority of members being within North America. Specifically, the TCC will focus on issues regarding (1) increasing and improving taxonomic capabilities within the Society membership, (2) fostering increased awareness of high quality taxonomy, and (3) advancing the importance of good taxonomic capabilities as a basis for scientific research and biological assessment. The TCC will provide oversight to the Taxonomic Certification Coordinator who will be selected and commissioned by the TCC. The TCC will report to the Board of Directors of the Society.

L. Technical Issues Committee. It shall be the duty of the Technical Issues Committee (the “TIC”) to promote the exchange of information on issues related to applied freshwater science. At each Annual Meeting, the TIC shall arrange for at least one (1) Technical Information Workshop and a Taxonomy Fair. TIC members will also act as points of contact for members of the Society, agencies, and other scientific societies seeking expertise on applied aspects of freshwater science. The TIC Chair(s) shall be appointed by the President for a three (3) year term. The Chair(s) shall provide the President with recommendations for their successor(s) and shall appoint members to the committee as needed to accomplish the goals of the committee. The Chair(s) shall also appoint two (2) members to serve on the Environmental Stewardship Awards Subcommittee, with one (1) appointment made each year to serve a two (2) year term.

M. Science and Policy Committee. The Science and Policy Committee (the “SPC”) shall be responsible for developing informational statements that inform the Society, policy makers and the public on the use of sound scientific practices when considering issues that affect freshwater resources. The SPC shall consist of a Chair(s) appointed by the President for a two (2) year term, and a minimum of ten (10) additional members appointed by the Chair(s). Members will serve for two (2) years and, together with the Chair(s),

will assist the Society in (1) developing and strengthening links between the Society and policy makers; (2) helping formulate and influencing scientifically sound aquatic policy in North America, and around the globe; (3) promoting proactive aquatic scientific research and management; (4) supporting performance standards, methods comparisons, and standard methods in biomonitoring and bioassessment in coordination with the Technical Issues Committee; (5) supporting ambient biological criteria in ecological assessments of the continent's waters; and (6) performing additional science and policy functions requested by the Board or President. The chair(s) shall appoint two (2) members to serve on the Environmental Stewardship Awards Subcommittee, with one (1) appointment made each year to serve a two (2) year term.

N. The International Coordination Committee. The International Coordination Committee (the "ICC") shall assist the Society in assessing the current and future level of international participation and to provide recommendations on how the Society's international membership could be better served. The ICC shall consist of a Chair(s) appointed by the President for a two (2) year, renewable term, and up to ten (10) additional members appointed for two (2) year, renewable terms by the Chair(s). Membership will focus on an international representation with the majority of members being from outside North America.

O. Conservation and Environmental Issues Committee. It shall be the duty of the Conservation and Environmental Issues Committee (the "CEIC") to promote the exchange of information related to conservation of freshwater resources and environmental issues affecting freshwater systems. The CEIC Chair(s) shall be appointed by the President for a two (2) year term. The chair(s) shall annually update the list of active committee members and communicate that list to the President. It shall be the duty of the CEIC to (1) promote interaction between the Society and freshwater conservation organizations, (2) play a proactive role in making scientific information available as a conservation decision-making tool, (3) operate as an open forum to Society members on conservation and environmental issues, and (4) perform other functions requested by the Board regarding conservation and environmental issues. The chair(s) shall appoint two (2) members to serve on the Environmental Stewardship Awards Subcommittee, with one (1) appointment made each year to serve a two (2) year term.

P. Education and Diversity Committee. It shall be the duty of the Education and Diversity Committee (the "EDC") to (1) provide opportunities to share ideas and information that enhance the teaching and educational interests of the society and (2) monitor and promote diversity among our membership. The EDC shall consist of at least eight (8) members. The Chair, to be appointed by the President for a three (3) year term, shall appoint three (3) members that will serve three(3) year, renewable terms working cooperatively to arrange sessions on education normally to be held at each annual meeting. Two (2) members from the Graduate Resources Committee shall be appointed to this committee. Two (2) members will be appointed by the Chair of the EDC to assist the committee in developing outreach activities that target under-represented groups to help promote a greater diversity among the membership in the society. The Chair may appoint additional members to the committee as needed.

Q. Sponsorship and Development Committee. The Sponsorship and Development Committee (SDC) shall organize, coordinate, solicit, and track sponsor and donor funding for the Society. The SDC will seek sponsorship from entities whose activities are consistent with the mission of the Society and will report activities to the Board of Directors quarterly. The Committee shall consist of a chair that serves a three (3)-year term and is appointed by the President. The Chair will appoint four (4) members to the committee. Two of these 4 members will serve 3-year terms, and two will serve 1-year terms and be members of the Local Arrangements Subcommittee who preferably reside in or near the city of the annual meeting. The committee shall also include the following *ex officio* members: Chair of the Long-Range Planning Committee, Chair of the Student Awards Sub-committee, Chair of the Annual Meeting Committee, and Chair of the Graduate Resources Committee. The Chair will consult with these Committee Chairs when recruiting members to the committee.

R. Journal Endowment Committee. A Journal Endowment Committee shall manage the Endowed Publication Fund. The duties and responsibilities of the Journal Endowment Committee shall be to: (a) prepare policies for management of the Endowed Publication Fund; (b) establish and maintain guidelines and criteria for financial support to authors; (c) determine total annual funding available for awards; and (d)

review and approve author requests for financial support. The Journal Endowment Committee shall consist of five (5) voting members: Editor of Freshwater Science, Business Manager of Freshwater Science, Chair of the Publication Committee, one (1) member of the Board of Trustees and one (1) member of the Freshwater Science Editorial Board. Editorial Board members shall be appointed by the current President, each for a two (2) year staggered term. The Journal's Business Manager shall serve as Chair of the Journal Endowment Committee.

Article 6. Special Committees.

Special committees, including study committees, may be appointed by the President or the Board. Special committees shall exist for one (1) year and will be dissolved at the time of the Annual Business Meeting. Chairs of special committees will be appointed by the President.

Article 7. Publications.

The publications of the Society shall be Freshwater Science, the Bulletin of the Society for Freshwater Science, and Current and Selected Bibliographies on Benthic Biology, and the Society's Web site. Other publications may be issued from time-to-time, subject to approval by the Board and must be consistent with the Society's ability to finance such publications.

Article 8. Endowment Funds.

The Society for Freshwater Science Endowment Fund for Scientific Research and Education (the "Endowment Fund") shall promote various aspects of freshwater and benthic biology exclusively for scientific and educational purposes. Endowment funds shall be managed by the Board of Trustees of the Endowment Fund in consultation with the Finance Committee and the Board.

The Board, in consultation with the Board of Trustees of the Endowment Fund, shall have the power to receive grants, gifts, contributions, and other sums of like nature; and to receive and hold, sell, and resell property (real, personal, or mixed), without limitations to its value, under the provisions of this By-law. Awards, prizes, and recurring special programs shall, in general, be supported by specific endowments. The Board in consultation with the Board of Trustees of the Endowment Fund, shall establish new endowment funds.

Termination of a specific endowment fund can be effected by a two-thirds (2/3) approval of the Board, upon recommendation by the Finance Committee. Funds from terminated specific endowment funds shall be transferred to another specific endowment fund or the General Endowment Fund by the Board in consultation with the Board of Trustees of the Endowment Fund.

The Endowed Publication Fund for Freshwater Science (the "Endowed Publication Fund") establishes, in perpetuity, a source of funding dedicated to providing financial support to authors who submit manuscripts for publication in Freshwater Science. Funding awards shall be available to authors for improving the quality, distribution, and access of scientific papers submitted or published in Freshwater Science, including but not limited to editorial assistance to authors whose primary language is not English, pages charges, open access fees, and charges for color figures. Interest income generated by investment of capital in the Endowed Publication Fund shall provide funding for author awards.

The Society for Freshwater Science's Board of Directors in consultation with the Journal Endowment Committee, shall have the power to receive grants, planned gifts (cash, securities, real estate, personal property), contributions, and other sums of like nature, and to receive, hold, sell and resell property (real, personal, or mixed) without limitations to its value, for the Endowed Publication Fund.

If Freshwater Science ceases publishing papers, termination of the Endowed Publication Fund can be effected by a two-thirds (2/3) approval of the Board, upon recommendation by the Editorial Board and the

Publication Committee. Funds from the terminated Endowed Publication Fund shall be transferred to the Society's General Endowment Fund.

Article 9. Annual Meeting.

There shall be at least one (1) Annual Meeting, preferably in the spring, which shall include a Board meeting and a Society Business Meeting. Five (5) percent of the membership of the Society shall constitute a quorum at the Business Meeting. The President shall preside at the Business Meeting, which shall be conducted in accordance with Robert's Rules of Order. The President-Elect shall report on the Boards' activities to the membership at the Annual Business Meeting. Each person attending the Annual Meeting shall pay a registration fee of such amount as determined by the Meeting Committee.

Article 10. Indemnification.

The Society shall indemnify any person who shall be a current or former officer, director, or employee of the Society against legal expenses and liabilities reasonably incurred or imposed while serving as an officer, director or employee.

Article 11. Fiscal Year.

The fiscal year for the Society shall be the calendar year.

Article 12. Registered Agent.

The Registered Agent shall maintain a permanent Society address in the state of incorporation. S/he shall assist the Secretary and Treasurer in maintaining the Society as an incorporated, non-profit organization. S/he shall be appointed by the Executive Committee and his/her term of office shall be continuous until revoked by the Committee. The appointment of a Registered Agency shall be approved by the Board.

Article 13. Files and Records.

The Society shall keep correct and complete files and records of accounts, files containing the minutes of the regular and special meetings of the Board, files containing the minutes of the regular and special meetings of the Board and Executive Committee, and a record giving the names and addresses of the members of its Board and Executive Committee. All files and records of the Society may be inspected by any member of his/her agent or attorney for any proper purpose at any reasonable time. Annual reports, made by the Chair of each standing committee at each Annual Business Meeting, shall likewise be kept on file and shall be available for review by any member or his/her agent or attorney for any proper purpose at any reasonable time.

Article 14. Record Retention and Document Destruction.

The Society shall retain records, including paper records, electronic mail, and electronic files, for such period as may be deemed necessary to comply with contractual and/or legal requirements. Material records without contractual and legal retention requirements shall be kept for a minimum of five (5) years and shall only be destroyed upon request by the Board. The Society's records shall be stored in a manner that ensures preservation of the document in its original form (which shall include such document's original clarity and original quality).

Article 15. Ratification and Amendments.

The Constitution shall become effective upon ratification by two-thirds (2/3) of the members present at an Annual Business Meeting, and may be amended by a vote of two-thirds (2/3) of the members present at an

Annual Business Meeting, or in emergency by two-thirds (2/3) of the members responding to an email ballot. Proposed amendments to the Constitution or By-laws shall be presented to the Board for review at least sixty (60) days prior to the Annual Meeting, and distributed to members and published on the Society Web page at least thirty (30) days prior to the Annual Business Meeting.

Article 16. Conflict of Interests.

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any material and relevant facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Society's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether there was a quorum present.

Article 17. Whistleblower Policy.

The Society requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The directors, officers and employees must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations.

No director, officer, or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Society prior to seeking resolution outside the organization.

Article 18. Regional Chapters.

Chapters of the Society for Freshwater Science are groups of SFS members, authorized by the Board, who are interested in the freshwater science of a given region, and which conduct activities that serve the objectives of and represent SFS. Activities and operations of chapters are considered operations of SFS, and must conform to the goals, Constitution, and By-laws of the Society. Chapters may conduct fundraising events consistent with SFS policies, but as a component of the Society's 501c3 certification, all funds raised must be sent to the SFS Treasurer and will be dispersed upon submission of receipts for Chapter expenses.

A Chapter of SFS may be authorized by the Board of Directors upon a petition presented by at least ten Society members in good standing who are interested in freshwater research and collaboration in a designated geographic region. The petition must contain a statement of the purpose and geographic scope of the proposed Chapter and the names of at least ten SFS members in good standing who have agreed to form the Chapter. Individuals within a Chapter must maintain active Society membership and pay additional dues to become a member of the Chapter. Each Chapter must have a Chair who is elected by the members of that Chapter. Other Chapter officers may be elected as needed. To qualify and maintain good

standing as a regional chapter of the SFS each chapter must (1) formally adopt the Constitution and By-laws of the Society, and (2) submit an annual report of its activities to the SFS Chapters Liaison by 1 April each year.

A Chapter may be dissolved by a vote of the Board of Directors. Reasons for dissolution include failure to maintain at least ten members, Chapter inactivity, or Chapter actions that fail to conform to the norms, policies, or Bylaws of the Society. Upon dissolution of a Chapter, the assets and records of that Chapter shall revert to the Society for disposal in the best interests of the Society, as decided by the Board of Directors.