

Translation of the ISME bylaws

Article 1

Name, Registered Office

- 1.1 The association is registered by the name: International Society for Microbial Ecology.
- 1.2 The association is established in Wageningen, The Netherlands.

Article 2

Purpose

- 2.1 The purpose of the association is:
 - (a) to stimulate education and research activities in microbial ecology at the regional and international level
 - (b) to facilitate interaction between researchers in microbial ecology and related disciplines.
 - (c) the organization of meetings that promote the exchange of scientific information on microbial ecology, including the International Symposium on Microbial Ecology as defined under article 9 of the present bylaws.
 - (d) the sponsoring of publications that broadly communicate knowledge in microbial ecology to scientists, policy makers and the general public.
 - (e) to publish newsletters and journals related to microbial ecology.
- 2.2 The association is non-profit. The policy of the association must be a charitable one, as meant in article 5b of the Dutch general Tax Act.

Article 3

Bodies

The Association is composed of the following bodies:

- (a) the General Meeting
- (b) the Board of Directors
- (c) the Executive Board
- (d) the Committees of the association as described in article 10 of the present bylaws

Article 4

Members

- 4.1 The association has members
- 4.2 Members are those who applied for membership to the Board of Directors and are granted this membership.
- 4.3 The Board of Directors keeps records of the names and addresses of all members. In these records it is also registered which Director is representing the members in the bodies of the association.

Article 5

Termination of Membership

- 5.1 Membership will end:
 - (a) when the member is deceased
 - (b) by resignation of the member
 - (c) by resignation of the association
 - (d) by exclusion for cause
 - (e) by termination of membership of the associations' bodies or committees, also when the termination is caused by merge or disassociation.
- 5.2 Termination of membership by a member can only be done within the first month of the new membership year. The way(s) to terminate membership can be specified in the rulebook of the association.
- 5.3 When a member is not able to remain a member due to acceptable reasons, there can be an exception to section 2 of this article as long as termination is done in writing. Furthermore a member can terminate –in writing- the membership, effective immediately, within a month after the member has been formally informed that the association will have a new legal status or will

- merge/disassociate except when the same member attended the meeting where this specific decision was made and the member agreed with the proposal of this change by voting yes.
- 5.4 A member is not allowed to terminate the membership effective immediately, after the member was informed about changes in the membership fees.
- 5.5 Termination of membership by the association can also only be done at the end of the membership year. Termination will then be done by the Board of Directors, in writing and with a term of notice of at least four weeks.
- 5.6 Termination of membership by the association can only be decided when a member has acted against the bylaws or when a member has acted unreasonably against the association; amongst this act is also understood to include the non-payment of membership fees. Exclusion of membership is determined by the Board of Directors, that will inform the member of the decision together with the reason(s) why they have come to the decision.
- 5.7 When a membership ends in the middle of the membership year, the member is still obligated to pay the full fee for that membership year.
- 5.8 The Board of Directors can suspend a member when this member has acted against the bylaws, the rulebook or when the member is acting unreasonably against the decisions of the association or the association itself. The suspension will not be valid if the Board of Directors does not officially terminate the membership within three months after the date on which the suspension was decided.

Article 6

Membership dues

- 6.1 Every member has to pay the annual membership fee, the amount of which is determined by the Board of Directors.
- 6.2 The Board of Directors has the power to, in special cases, relieve members of the obligation to pay the membership fee either it be part of the fee or the entire fee.

Article 7

Board of Directors, assembly and election

- 7.1 The Board of Directors consists of a maximum of twelve people.
- 7.2 The Board of Directors has the following functions:
1. President
 2. Vice-President
 3. Past-President
 4. Secretary/Treasurer
 5. A maximum of eight ordinary Members of the Board of Directors.
- 7.3 The Members of the Board of Directors (with the exception of the initial Members of the association whom are mentioned in the present bylaws) are chosen amongst the members of the association and/or members of the associations' bodies and committees, during the General Meeting, in accordance with article 15 of the present bylaws.
- 7.4 The Election of a Member of the Board of Directors is done by a binding nomination. The nomination is done by a committee, installed by the Board of Directors, as written in article 10 section 2.
- 7.5 Of each nomination the binding character can be deprived by at least two-thirds of the votes that were cast at the General Meeting, in which at least two-thirds of the members are represented.
- 7.6 If there is no nomination made, or when decided at the General Meeting, in accordance with article 7 section 5, that the nomination is not binding, the General Meeting is free in its choice.
- 7.7 Ordinary Members of the Board of Directors are appointed for a maximum of six years and they cannot be re-appointed thereafter.

The Secretary-Treasurer is appointed for four years. By proposition of the Board of Directors this period can be prolonged for two more years and this function cannot be re-appointed thereafter.

The President, Vice-President and Past-President are appointed for a total period of six years and they cannot be re-appointed thereafter. Within this period the Vice-President will, after a period of two years, take over the function of President and the President will take on the function of Past-President. After completing the function of Past-President, the total duration will have been six years and the Member will resign from his/her membership on the Board of Directors.

- 7.8 In this article, one year means the period in between two General Meetings. The Members of the Board of Directors resign according to a schedule made by the Board itself.

When a Member of the Board of Directors is appointed due to a vacant position within the Board of Directors, the Member will fulfill, according to the schedule, the position of the person that left the vacancy.

- 7.9 In an appointment of membership of the Board of Directors, the Board will seek to have its Members represent all regions of the world as much as possible and with an equal number of women and men within the Board.

Article 8

Executive Board

- 8.1 The Executive Board is formed of the President, the Vice-President, the Past-President and the Secretary-Treasurer.
- 8.2 The general tasks of the Executive Board are the daily operations of the association. Other tasks of the Executive Board can be defined in the rulebook.
- 8.3 The Executive Board can delegate tasks to the Board of Directors.
- 8.4 The Board of Directors is responsible for all tasks done by the Executive Board. The Executive Board will frequently report about its doings to the Board of Directors.
- 8.5 The end of Membership on the Board of Directors will automatically lead to the end of Membership on the Executive Board.

Article 9

The Board, suspension, resignation, absence

- 9.1 Members of the Board of Directors can at all times be suspended and fired. When suspension is in order, the continuation of the suspension or the relief of the suspension is decided by the majority of at least two-thirds of the votes of the Board of Directors. The Director in question will be granted permission to justify himself during a Board Meeting. In this meeting he or she can have assistance of a counsel.
- 9.2 A Board Member will no longer function when:
- (a) He is diseased
 - (b) He is declared bankrupt or has suspended payment –temporary or not
 - (c) He is legally restrained
 - (d) There is one or more possessions of him held back as stated in Article 19 of Book 1 of the Dutch Civil Law/
 - (e) His function has reached the maximum duration
 - (f) He resigns voluntarily
 - (g) He is fired through the Court
 - (h) He is fired through the General Meeting
- 9.4 When a member is a member of a body of the association, he stops functioning, not diminishing article 3 of the present bylaws-, when:
- (a) the membership of that member ends and
 - (b) he stops being a member of that body

- 9.5 Job vacancies are to be filled as soon as possible. If the Board of Directors is not completely filled with the maximum number of Board Members, it still remains competent to carry out its duties.
- 9.6 Upon the absence or impediment of one or more Members of the Board of Directors, the remaining Directors will represent the whole Board as long as at least one Member is left,. With the absence or impediment of all Members of the Board of Directors the Board will be represented by a person that is appointed at the General Meeting. If the General Meeting does not follow up on this appointment within two weeks, the Board of Directors will be represented by a person appointed by the President of the District Court of where the association is established, upon the request of one or more involved party(ies).

Article 10

Board Competence

- 10.1 With exception of the limitations written in the bylaws, the Board of Directors is obligated to run the association.
- 10.2 The Board of Directors has the authority to outsource tasks and activities, for which it will still be responsible, to committees appointed by the Board.
- 10.3 The tasks and methods of the committees will be determined by the Board of Directors.
- 10.4 The Board of Directors is not authorized in signing or agreeing with contracts where the purpose is to gain, alienate or object real estate. Nor is it authorized to sign or agree with contracts that hold the association responsible for finances of other parties.

Article 11

Board of Directors, Executive Board methods

- 11.1 The Board of Directors and the Executive Board will meet as often as the President or one of the other Members of the Board finds necessary.
- 11.2 The methods of the Board of Directors and the Executive Board will be determined in the rulebook.

Article 12

Representation

- 12.1 The Board of Directors represent the association.
- 12.2 The representation authority will also be valid with the cooperation of at least two Members of the Board of Directors.

Article 13

General Meeting, gathering and place of the meeting

- 13.1 There will be at least one General Meeting per year and this will be held no longer than six months after the closing of the fiscal year of the association, except when this is prolonged for a certain period of time determined by and at the General Meeting. Furthermore General Meetings will be held as often as the Board of Directors find necessary, or when the law or bylaws obligate to hold the meeting.
- 13.2 On request, in writing, of a certain amount of members that represent at least one-tenth of the votes of the General Meeting, the Board of Directors is obligated to organize a General Meeting within a term of four weeks.
When the request is not acted upon within fourteen days, the requesters can organize a meeting themselves according to section 3 of this article or by advertising in at least one well read periodical distributed in the city where the association is established.
- 13.3 Calling a meeting should be done in writing to the addresses of the associations' members, described in article 3. This must be done at least seven days prior to the meeting, not counting the day of the meeting itself. The announcement of the meeting can also be done through electronic means; sent in readable and reproducible writing to the (e-mail) address that members gave upon their registering to keep contact with the association.

13.4 The place of the meeting will be announced in the calling for the meeting.

Article 14

Access to and presiding of The General Meeting

- 14.1 All (Board-) members of the association have access to the General Meeting. (Board-) members that are suspended from the association have no access to the General Meeting. A suspended member has access to the General Meeting when in that meeting it is decided if the suspension will go through or not and he is allowed to speak at the meeting. Allowing third parties to participate in the meeting will be decided by the person that called the meeting.
- 14.2 The General Meeting will be presided over by the President, or if absent, the Vice-President or a person that is appointed by the Board of Directors. If no Directors of the Board are present, the meeting chooses its own chair person.
- 14.3 All that is discussed at the General Meeting will be recorded in the minutes by the Secretary-Treasurer or by someone appointed by the President. These minutes will be approved in the same meeting or at the next meeting and after approval they will be signed by the President and the person that made the minutes.

Article 15

Voting and decisions

- 15.1 All members, that are not suspended, have one vote in a General Meeting.
- 15.2 If not described differently in the bylaws or in the Dutch law, all decisions at the General Meeting will be made official by a full majority of the votes cast.
- 15.3 Blank votes count as votes that are not cast.
- 15.4 The decision of the President at the General Meeting after votes have been counted will be official. The same will apply for decisions that were not proposed in writing prior to the meeting.
- 15.5 When however, after the voting, the decision of the President is protested immediately after the decision is made, the voting must be done again. This can be when the majority of the delegates in the meeting wishes to do so or when the original voting process was not done in writing or when one delegate wishes to redo the voting. When this occurs all decisions of the previous voting process are declared invalid.
- 15.6 In the case of voting for candidates where no candidate has gotten the majority of the votes, the voting must be done for a second time. When there no candidate receives a majority of the votes in the second round, there will be new voting rounds until one candidate has gotten the absolute majority of the votes or when the votes remain equally distributed between the last two candidates. With repeated voting rounds (not including the first and second round) there will be voting for all candidates that were also candidates in the previous rounds, but excluding the candidate who had the least amount of votes in the previous round. When the situation occurs that there are two candidates or more with the same least amount of votes, the decision about who will not participate in the next voting rounds is made by fate (such as by a coin toss).
- 15.7 When after the procedure written in article 15 section 6 the voting process is still undecided, fate will decide.
When the voting process is undecided about all matters except for the voting for candidates, the motion will be denied.
- 15.8 All votes will be oral unless the President or another member that is empowered to vote wishes it to be in writing.
Votes in writing will be anonymous, on closed paper ballots.
Decisions and motions can be granted by acclamation unless a member that is empowered to vote requests it to be in writing.
- 15.9 If all members that have power to vote are present or represented at the General Meeting, decisions can be made about all matters and subjects – including changes in the bylaws or dissolving the association – even if there was no prior

- call for this or if the process leading to this decision was not done in the normal way and also if there was lack of certain formalities that normally must have been followed.
- 15.10 A mutual decision made by all those that have power to vote at the General Meeting, even if they are not all present at that meeting, has – unless it is decided through foreknowledge of the Board of Directors – the same value as a decision made at the General Meeting.
- 15.11 All members entitled to vote can also vote electronically. The electronic system must be able to identify the vote-entitled members and the members must be able to see the agenda and must be able to vote.
- 15.12 Votes that are cast electronically prior to the meeting –though not sooner than the thirtieth day before the meeting takes place, are equal to the votes cast at the meeting itself.
- 15.13 In the rulebook conditions and rules can be made about the use of electronic means of voting and those rules will be made aware to the vote-entitled members if they are implemented.

Article 16

Fiscal year, annual accountancy report, account and responsibilities

- 16.1 The fiscal year is equal to the calendar year.
- 16.2 The Board of Directors will present the annual financial reports at the General Meeting. These reports will be signed by the Board of Directors; if one or more of the Board members are not able to sign, a reason must be given.
- 16.3 If the annual reports are not previously approved by an accountant by the time of the General Meeting, described in article 2:393 of the Dutch Civil Law, the General Meeting will appoint a yearly committee, chosen from the members, of at least two persons, that are not member of the Board of Directors. The committee will research the financial accounts and responsibilities of the Board of Directors and will report the findings at the General Meeting.
- 16.4 When the research requires exceptional knowledge of accounting procedures, the committee can consult an expert. The Board of Directors is obligated to give all financial information to the committee, and if called upon, to show bank balances, books and other financial information of the association.
- 16.5 The assignment of the committee can be revoked at any time by the General Meeting, although only by appointing another committee.

Article 17

Bylaw changes

- 17.1 The bylaws of the association cannot be changed unless this is decided at the General Meeting, where prior to this meeting it is announced that changes of the bylaws is motioned for, keeping article 15 section 9 undiminished.
- 17.2 Those who have called the General Meeting in which the proposed bylaw changes are planned to be voted on, must post a transcription of these propositions a suitable location at least five days prior to the meeting, and make it available until the day the meeting is held. Moreover, such a transcription is sent to all members.
- 17.3 A motion of a change in the bylaws is granted when it is accepted by at least two-thirds of the votes cast.
- 17.4 A bylaw change will not be legal until it is officially documented at a notary's office.

Article 18

Dissolution

- 18.1 The association can be dissolved by the General Meeting. Section 1, 2 and 3 of the previous article will be undiminished by this decision.
- 18.2 The association will be active after its dissolution as far as necessary to liquidate all financial obligations.

- The liquidation will be done by the Board of Directors unless it is decided at the General Meeting that other liquidators will be appointed.
- 18.3 During the liquidation process the rules of the bylaws will be followed as much as possible.
- 18.4 The General Meeting determines the destination of the credit balance when section 1 of this article is implemented. The credit balance of the association should go to charitable non-profit associations or institutes (add:) (Dutch ANBI status) that have similar goals and public benefits as the association or to a non-profit foreign entity wholly or almost wholly charitable. However, when dissolution of the association takes place, another beneficiary can be appointed.
- 18.5 After all financial obligations have been dealt with, the financial books, reports and other financial documents of the association will rest with the youngest liquidator.

Article 19

Rulebook

- 19.1 The Board of Directors can establish a rulebook, where subjects will be dealt with that are not identified in the present bylaws. The rulebook is open for inspection to all members.
- 19.2 A rule in the rulebook may not contradict the law or the bylaws.
- 19.3 The Board of Directors is at all times authorized to change, submit or withdraw rules in the rulebook.
- 19.4 When decisions or changes in the rulebook are made, article 11 of the present bylaws is undiminished.

Article 20

Unforeseen cases

In all cases, where the law or these bylaws do not foresee, the Board of Directors has the power to make decisions.

Final declaration

1. Hereby, the founders of the association declare that initially, the members of the Board of Directors are:
 - (a) Mrs. Hilary Margaret Lappin-Scott, born in Middleborough (UK) on May 23 1955
President
 - (b) Mr. Steven Earl Lindow, born in Portland, Oregon (USA) on May 20 1951
Vice President
 - (c) Mr. Lars Ake Staffan Kjelleberg, born in Grums (Sweden) on May 7 1951
Past President
 - (d) Mr. Johannes Antoine van Veen, born in Vuren on May 3 1949
Secretary-Treasurer
 - (e) Mr. Bo Barker Joergensen, born in Copenhagen (Danmark) on September 20 1947
Board of Director
 - (f) Mrs. Elizaveta Bonch-Osmolovskaya, born in Moscow (Russia) on January 27 1951
Board of Director
 - (g) Mr. David Stahl, born in Washington (USA) on June 29 1956
Board of Director

- (h) Mr. Yuichi Suwa, born in Asahikawa (Japan) on April 9 1949
Board of Director
- (i) Mr. Michael Wagner, born in Munich (Germany) on November 18 1965
Board of Director
- (j) Mrs. Linda Louisa Blackall, born in Cairns (Australia) on April 4 1957
Board of Director
- (k) Mr. Liping Zhao, born in Shanxi (China) on November 8 1962
Board of Director