Bylaws
of
Human Biology Association
A District of Columbia Non-Profit Organization

These bylaws constitute the code of rules adopted by Human Biology Association for the regulation and management of its affairs.

1. Incorporation.

1.1. Principal Executive Office. The principal executive office of Human Biology Association, a Corporation incorporated under the District of Columbia Non-Profit Corporation Act shall be located at such place as the Board may from time to time authorize (that Corporation, the “Organization”). If the principal executive office is located outside this state, and the Organization has one or more business offices in this state, the Board shall fix and designate a principal business office in the district of Columbia.

1.2. Registered Office. The location of the registered office of the Organization is ___________ and the registered agent at that office will be ___________. The Board may, from time to time, change the address of its registered office by adopting a resolution and filing the appropriate statement with the state.

1.3. Other Offices. Other business offices may at any time be established at any place or places specified by the Board.

1.4. Purpose. The Organization shall be formed for the purpose of promoting the study of human biology and related topics; encouraging communication and utilization of the results obtained from such studies; to aid in the education of those involved in carrying out those activities; and to operate exclusively for scientific and educational purposes. The Organization is organized exclusively for charitable, ecological, educational, promotion of green initiatives, and including the making of qualifying distributions for exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections or any future federal tax code.

1.4.1. Net Earnings Not to Benefit Individuals. No part of the net earnings of the Organization shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

1.4.2. No Propaganda. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
1.4.3. Only Exempt Activities. Notwithstanding any other provisions of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

2. Membership. The Organization shall consist of the following membership types along with those associated rights:

2.1. Subscribing Members. Any individual who supports the goal and charitable purpose of the Organization may become a Subscribing Member by paying the dues stipulated by the Board on a yearly basis.

2.1.1. Rights. Subscribing Members shall not be allowed a vote in the Organization and may not hold any office within the Organization.

2.2. Fellows. Any individual who, to the satisfaction of the Board, has academic accreditation in the field of human biology as evidenced by the possession of a doctoral degree, or is a professionally qualified person who has demonstrated competence in research or teaching of human biology to the satisfaction of the Board may become a Fellow by paying the dues stipulated by the Board on a yearly basis.

2.2.1. Rights. Fellows shall have all privileges and obligations of full membership in the Organization, including the right to vote and to hold office.

2.3. Student Members. Any individual who is a bona fide undergraduate or graduate student may become a Student Member by paying the dues stipulated by the Board on a yearly basis.

2.3.1. Rights. Student Members shall not be allowed a vote in the Organization and may not hold any office within the Organization.

2.3.2. Status. Student Members may hold this status for a maximum of ten (10) years from the time they join as a graduate student. Any membership while an ungraduated student shall not count towards the ten (10) year maximum. Upon the conclusion of that period or upon the Student Member earning a doctoral degree, the Student Member shall become a Subscribing Member, Fellow, or cease their membership in the Organization.

2.4. Supporting Members. Any individual, corporation, or other institution who wishes to support the Organization may be invited to join the Organization as a Supporting Member by the Board.

2.4.1. Rights. Notwithstanding any other position held by the member, Supporting Members shall not be allowed a vote in the Organization and may not hold any office within the Organization.
2.5. **Fellows Emeriti/Emerita.** Upon reaching retirement or age 65, any Fellow in good standing with the Organization may become a Fellow Emeritus/Emerita.

2.5.1. **Rights.** Fellows Emeriti/Emerita shall have all privileges and obligations of full membership in the Organization, including the right to vote and to hold office.

2.6. **Membership Dues.** All membership dues shall be paid on an annual basis. The Board shall set the corresponding fees for each membership type and payment of those dues shall be proof of membership in the Organization.

2.6.1. **Publications.** Each member shall receive a copy of the Organization’s regular publications for the year covered by their dues.

2.7. **Books of the Organization.** All members shall be listed on the books of the Organization.

3. **Council of Fellows.** The Council of Fellows shall be a standing committee of the Organization and shall consist of the Fellows and Fellows Emeriti/Emerita of the Organization.

Purpose. The Council of Fellows shall meet for the purpose of hearing reports of the Board, taking appropriate action on such reports, transacting any other business that may be brought before it by the Board, or taking any other action permitted by the Bylaws of the Organization.

4. **Board of Directors**

4.1. **Number of Directors.** The business of the Organization shall be managed by the Officers of the Organization and not less than four members-at-large who shall be Fellows or Fellows Emeriti/Emerita. (that board of directors, the “Board”; those directors, the “Directors”). The number of Directors shall always be within the authorized limits specified above. The authorized number of Directors may be changed only by an amendment of these Bylaws, such amendment being duly adopted by a vote or written consent of the Board.

4.1.1. **Increase or Decrease in Number of Directors.** The number of Directors may be increased or decreased by a majority vote of the Council of Fellows or the Board. No decrease in the number of members of the Board shall shorten the term of any incumbent Director.

4.2. **Qualification of Directors.** To be a Director of the Organization, an individual must:

4.2.1. Director must have a large network of contacts in the local community;

4.2.2. Director must have a vision for the Organization and understand how to move that vision forward;

4.2.3. A director shall be committed to the purpose and rules of the Organization.
4.3. **Terms of Office.** During the first year, Directors may be elected in staggered terms of one, two, three, and four years. Directors will be informed of their initial term at the time of election. There may be one Director elected to each staggered term during the first year.

4.3.1. After the first year, a Director shall be elected to serve for a term of four years. A Director may serve for two consecutive terms. Elections shall be held at the last board meeting before the end of the fiscal year. Each director shall serve until his or her successor has been elected and qualified.

4.3.2. If a Director has served the maximum consecutive terms and a qualified successor is not available, the Board may, by majority vote, extend the term of the Director for another year.

4.4. **Nomination and Election of New Directors.** Directors shall be recruited and recommended by members of the Board or Officers of the Organization. Once recommended to the Board, the following procedures will control admission of new Directors.

4.4.1. **Determination of Qualifications.** During the recruitment process, prospective members of the Board shall be interviewed and shall have the opportunity to ask any questions of the Organization they have.

4.4.2. **Election to Board.** During a Regular or Special meeting of the Board, all prospective members recommended for election will be introduced. During the meeting, current Directors may ask questions and further interview the prospective Director. After any discussion, the Chairman of the Board shall call for a vote based on the nomination and second of a prospective Director. After such election, the prospective Director shall become a Director for the duration of the meeting and continuing through such Director’s term of service.

4.5. **Resignation and Vacancies.** Any Director may resign at any time by giving written notice of such resignation to the Board, the President or any officer of the Organization. Death of a Director will be treated as a voluntary resignation effective immediately.

4.5.1. Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board, and any directorship to be filled by reason of an increase in the number of Directors, requires a majority vote of the remaining Directors.

4.5.2. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office if the appointment resulted from a vacancy or for a full term if the appointment was an increase in the number of Directors.
4.6. **Place of Meetings.** Meetings of the Board, regular or special, will be held at any place within or without the State of Alabama, as provided or such place or places as the Board designates by resolution duly adopted.

4.7. **Regular Directors’ Meetings.** Regular meetings of the Board will be held at intervals set by a resolution of the board and on a date and time to be set by the Board. This provision and a resolution on the specific dates of the meeting constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

4.8. **Special Directors’ Meetings.** A special meeting of the Board may be called by the President or a number of Directors constituting a quorum at such meeting.

4.8.1. Electronic or printed notice stating the place, day, hour, and place of any special meeting of the Board will be delivered to each Director not less than ten (10) days and no more than twenty (20) days before the date of the meeting, electronically, by or at the direction of the President, the Secretary, or the Directors calling the meeting. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

4.9. **Waiver of Notice.** Attendance by a Director at any meeting of the Board will constitute waiver of notice of such meeting unless the Director attends a meeting for the express purpose of objecting, which objection must be made at the beginning of business of the meeting prior to the transaction of any business because the meeting is not lawfully called or convened.

4.10. **Quorum.** A majority of the Board will constitute a quorum. The act of a majority of the Directors present at the meeting will be the act of the Board unless a greater number is required by the Articles of Incorporation of the Organization or these Bylaws.

4.11. **Participation via Telephone Conference.** Directors may participate in any meeting of the Board by means of telephone conference or similar communication where all persons participating in the meeting can hear each other. It is permissible for all Directors to attend a meeting in this manner. Attending a meeting via telephone conference will, in no way, limit the ability of the Director to vote or otherwise participate in the meeting.

4.12. **Action by Consent.** Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the directors. The signatures on the written consent may be by facsimile or executed in several identical counterparts.

4.13. **Compensation of Directors.** Directors may receive compensation and be reimbursed for expenses of attendance at any meeting of the board as shall be determined by resolution of the Board. Nothing in these Bylaws precludes a Director from serving the Organization in any other capacity and receiving compensation therefor.
4.14. **Committees.** The Board, by resolution adopted by majority vote, may create committees. The creation of a committee and the delegation of authority shall not relieve the Board of any responsibility imposed on it or any individual Director by law.

4.15. **Removal of Directors.** The Board or Council of Fellows may, by resolution adopted by the affirmative vote of 66% or more of the Board or Council of Fellows, remove a fellow Director. This requirement supersedes the quorum requirements.

   4.15.1. **Removal for Violation of Policies.** A Director may also be removed for violations of policies duly adopted by the Board. Removal for policy violation may be determined by the policy. Such policies may include, but are not limited to, attendance policies and committee service policies.

   4.15.2. **Removal for Failure to Meet Qualifications.** A Director will automatically be removed if he no longer meets the qualifications outlined above.

5. **Officers**

   5.1. **Number, Election and Initial Term.** The officers of the Organization shall be a President, a Vice President, a Past President, a Treasurer, and a Secretary. The same individual may not hold more than one office. The Council of Fellows may elect such other officers with such titles and duties as it determines are appropriate. All officers will serve as described below and may not serve more than two consecutive terms. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the Board after the next succeeding election of the Board and until their successors have been duly elected and qualified.

      5.1.1. **Eligibility.** The officers shall be elected from the members of the Council of Fellows.

      5.1.2. **Elections.** The President, Vice President, and Secretary shall be elected by the Council of Fellows. The Treasurer shall be appointed by the Board.

5.2. **Compensation.** The salaries of the officers shall be fixed from time to time by the Board. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the Organization.

5.3. **Removal.** Any officer or agent elected or appointed by the Board or Council of Fellows may be removed by the affirmative vote of 66% or more of the Council of Fellows whenever such removal is considered to be in the best interest of the Organization, but such removal shall not affect the contract rights, if any, of the officer or agent so removed.

5.4. **President/Chairman of the Board.** The President shall preside at all meetings of the Members and the Board at which he is present and shall perform such other duties as the Board may prescribe. The President shall appoint, supervise, and serve as an ex-officio member of all committees.
5.4.1. **Term.** The President’s term of office shall be two years. Upon the conclusion of this term the President shall move to the position of Past President.

5.5. **Vice President.** The Vice President shall perform the duties of the President at all meetings of the Organization in which the President is absent.

5.5.1. **Term.** The Vice President’s term of office shall be one year.

5.6. **Past President.** The Past President shall perform the duties the President at all meetings of the Organization in event both the President and Vice President are absent.

5.6.1. **Term.** The Past President’s term of office shall be one year.

5.7. **Secretary.** The Secretary shall keep a record of all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or President.

5.7.1. **Term.** The Secretary’s term of office shall be four years.

5.8. **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization, shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board and shall perform such other duties as the Board may prescribe. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Organization. If required by the Board, the Treasurer shall give the Organization a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Organization, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Organization.

5.8.1. **Term.** The Treasurer’s term of office shall be four years.

5.9. **Vacancies.** Vacancies in offices shall be filled by a special election for the remaining term of the vacancy.

6. **Committees.** The Board may create committees which will have and may exercise such powers as conferred or authorized by the Board as they are created.

6.1. **Creation of Committees.** All committees will have at least one Director responsible for reporting on the activities of the committee.
6.1.1. **Members of the Community.** With the exception of the Executive Committee, other committee members may be chosen from the community and need not be members of the Board.

6.1.2. **Time and Place of Committee Meetings.** A majority of any such committee may determine its actions and fix the time and place of its meetings, unless the Board directs otherwise.

6.2. **Executive Committee.** The Executive Committee will consist of the officers of the corporation. The President will preside over the Executive Committee. The Executive Committee has full authority to act for the Board in managing the affairs of the corporation during intervals between Board meetings.

6.3. **Regional Committees.** Each region or city, in which the corporation is operating, may have its own committee that is responsible for promoting the mission of the corporation in the most effective way. The regional Committee will be permitted to make decisions in regard to their region or city, independent of the Board. However, the Board may review any decision at any time.

6.4. **Advisory Boards or Other Standing Committees.** The Board may create advisory boards or other standing committees, including a Junior Board, which has the authority vested to it by the Board. Such advisory board or standing committee shall report to the board and shall have at least one Director, which may be the Communications Director, responsible for reporting back to the Board.

7. **Publications Committee.** The Publications Committee shall be a standing committee of the Organization and shall consist of seven members.

7.1. **Official Publication.** The *American Journal of Human Biology* shall be the official publication of the Organization.

7.2. **Members.** The members of the Publications Committee shall include the Editor-in-Chief of *American Journal of Human Biology*, the President, the Secretary, and four members to be elected at-large. The President shall designate one of the members of the Publications Committee to serve as chair of the committee.

7.2.1. **Term.** The at-large members term shall be four years.

7.3. **Editor-in-Chief.** The Editor-in-Chief shall have responsibility for the American Journal of Human Biology. The Publications Committee shall recommend candidates for Editor-in-Chief as required. The President shall then appoint the Editor-in-Chief, subject to the approval of the Board.

7.3.1. **Term.** The Editor-in-Chief term shall be six years. The term may be renewed for an additional six years upon approval of the Board.

7.4. **Payments to Publisher.** The Treasurer shall be responsible for paying any bill from any publisher or related business negotiations regarding publishing. The Editor-in-Chief shall supply the Treasurer with any invoice they are directed to pay.
8. Indemnification of Directors, Officers, Employees and Agents.

8.1. Right to Indemnification. The Organization shall indemnify and hold harmless any
director, officer, former director or former officer of the Organization (those persons,
the “Agent”) against expenses actually and reasonably incurred by him in connection
with the defense of any threatened, pending or completed action, suit or proceeding,
civil, criminal, administrative or investigative in which he is made a party by reason
of being or having been such director or officer. (such proceedings, a “Proceeding”).
If an Agent is adjudged in such Proceeding to be liable for negligence or misconduct
in the performance of his duty, the right of indemnity does not apply. The right of
indemnity shall include amounts paid or agreed to be paid in connection with
reasonable settlements made before final adjudication if such settlement and
indemnification is approved by the Board. The foregoing rights of indemnification
shall not be exclusive of other rights to which any director or officer may be entitled
as a matter of law.

8.2. Survival of Rights. The rights provided by this Article shall continue as to a person
who has ceased to be an Agent and shall inure to the benefit of the heirs, executors,
and administrators of such person.

8.3. Settlement of Claims. The Organization shall not be liable to indemnify any Agent
under this Article:

8.3.1. (a) for any amounts paid in settlement of any Proceeding effected without
the Organization’s written consent, which consent shall not be unreasonably
withheld; or

8.3.2. (b) for any judicial award, if the Organization was not given a reasonable
and timely opportunity, at its expense, to participate in the defense of such
action.

8.4. Effect of Amendment. Any amendment, repeal, or modification of this Article shall
not adversely affect any right or protection of any Agent existing at the time of such
amendment, repeal, or modification.

8.5. Subrogation. In the event of payment under this Article, the Organization shall be
subrogated to the extent of such payment to all of the rights of recovery of the Agent,
who shall execute all papers required and shall do everything that may be necessary to
secure such rights, including the execution of such documents necessary to enable the
Organization effectively to bring suit to enforce such rights.

8.6. No Duplication of Payments. The Organization shall not be liable under this Article
to make any payment in connection with any claim made against the Agent to the
extent the Agent has otherwise actually received payment (under any insurance policy,
agreement, vote, or otherwise) of the amounts otherwise indemnifiable under these
bylaws.
9. Miscellaneous

9.1. Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Internal Revenue Code as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes an Organization, as well as a natural person.

9.2. Amendment of Articles of Incorporation. The Articles of Incorporation may be amended by a majority vote of the Board.

9.3. Amendment of Bylaws. These Bylaws may be amended by a majority vote of the Board.

9.4. Fiscal Year of the Organization. The fiscal year of the Organization shall be as adopted by the Board.

9.5. Rules and Regulations. The Board shall have the power to make and adopt such rules and regulations not inconsistent with the law, the Articles of Incorporation or these Bylaws as it may deem advisable for the conduct of the affairs of the Organization.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of Human Biology Association, an Alabama Non-Profit Organization, certifies that the foregoing is a full, true and correct copy of the Bylaws of the Organization as of the below stated date.

Effective as of ________________, 2019.

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Secretary