

Association for Tropical Biology
Report of the February 7-10, 2002 Council Retreat
Smithsonian Institution, Washington DC

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Executive Summary

The Council of the Association for Tropical Biology met for a retreat on February 7-10 in Washington DC. The purpose of the retreat was to review ATB's mission and objectives established 39 years ago. Retreat participants identified priorities for the future of ATB. In support of those priorities, they recommend the ATB Council—at the July 29, 2002 meeting in Panama—review:

- Changing the name of the society to The Association for Tropical Biology and Conservation.
- Revising the by-laws.

If approved by the Council, both of these changes must be ratified by the membership. They would be submitted for a vote in the fall 2002.

The by-laws changes recommended at the retreat follow. Before the Panama meeting, they should be reviewed by legal council.

Current Name and Mission

The Association for Tropical Biology is international in scope, membership, and objectives, functioning as an international body to promote research, education and communication for tropical biology.

Proposed Name and Mission Change

We propose to change the mission and name to: The Association for Tropical Biology and Conservation is international in scope, membership, and objectives, functioning as an international body to promote research, education, conservation, and communication for tropical biology.

Proposed By-laws Changes (Existing By-laws in Appendix A)

Section 1. Organization. The Association for Tropical Biology and Conservation, Inc. is a membership corporation organized pursuant to the Membership Corporation Law of the State of New York. The Association is international in scope, membership and objectives, and functions to promote research, conservation, education, and communication for tropical biology.

Section 2. Objectives. The objectives of The Association are:

- a) To promote an awareness, within as wide a public as possible, of the importance of tropical biology and conservation.
- b) To promote research in all aspects of tropical biology and conservation.
- c) To promote education in tropical biology and conservation.
- d) To promote and improve communication and cooperation among investigators, educators, environmental managers, and human communities in the tropics.
- e) To inform and influence individuals and institutions whose decisions affect tropical habitats and their biota.

- f) To encourage the establishment, improvement, maintenance and accessibility of physical facilities, databases, and collections of biological materials for the study of tropical biology and conservation.
- g) To encourage the preservation of tropical biological diversity and to safeguard it for posterity, for its intrinsic worth and its aesthetic and tangible values to humanity.

Rationale for the Name, Mission, and By-laws Change

When ATB was founded 39 years ago, its mission was essentially one of tropical research. ATB has built a strong reputation as an international organization promoting research in the natural history of tropical ecosystems. Today, most tropical biologists recognize that human interactions in the tropics are a critical element of biological research. Retreat participants believe the ATB must reflect the work of its membership, including:

- Linking together scientists concerned with issues of science, conservation, and development in the tropics.
- Enhancing the understanding of human-environment interactions in the tropics.

ATB is recognized for the excellence of the research published in its scientific Journal *Biotropica*. Although some articles in the current issues of the journal relate to conservation, many potential readers perceive *Biotropica* to be primarily focused on basic natural history research.

Changes in the organization's name and by-laws reflect directions in which ATB and its members are already moving.

Aspirations for the future of ATB

ATB aspirations for recognition:

- High-quality, peer-reviewed information on tropical biology.
- The ability to disseminate accurate and relevant scientific information about the tropics to parties who need it.
- Promoting research that integrates social and natural sciences.

ATB aspires to work collaboratively with others to achieve its mission. Potential collaborators include:

- Fellow biologists, NGOs, government agencies and those who are involved in tropical resource management.
- Educators.
- "Local people" using natural resources.
- Other organizations with similar goals

ATB aspires to promote certain values in the work it supports and recognizes.

- ? ATB should foster a sense of community, sensitivity, human development, and inclusiveness among its members.
- ? ATB should encourage new avenues of research with humans viewed as integral components of tropical ecosystems.
- ? ATB should facilitate research conducted by members serving the needs of non-scientists.
- ? ATB should affirm researchers working in human-dominated communities (including urban, suburban or human-degraded communities) in the tropics.

ATB Priorities

To support ATB's mission and objectives, the priorities listed below have been identified. The Council will appoint individuals, task forces, or committees to create recommendations for the Council's review and action. The Council will use these priorities to begin the process of developing a long-range plan including:

- Vision Statement
- Action steps with due dates and individuals or positions responsible for bringing recommendations to Council or for implementing an action step.

Develop a White Paper on Tropical Biology:

During the retreat, some broad questions were raised by the ATB Council and in an afternoon session including non-ATB participants. These questions affirm the importance of writing a White Paper on Tropical Biology and disseminating it widely. This project is already underway. The purpose of the white paper is to develop a list of research priorities for the field of tropical science and conservation. It will help ATB answer questions such as:

- Is conservation the driving topic for ATB?
- What information do NGOs and funders need? Can ATB provide it?
- With whom should ATB be making alliances?
- What are the issues that ATB is strategically in a position to address?
- How can ATB help conservation organizations with their science?

In taking the lead in developing a White Paper on Tropical Biology, ATB will continue discussions as planned in Panama and Aberdeen. In addition, ATB will have expanded discussions with a broad base of people and NGOs in tropical countries and the U.S involved in tropical conservation and management of tropical resources. ATB will develop mechanisms for broad distribution of the White Paper. It will include a bullet-point summary (with scientific references). Distribution of the paper will be accompanied by strategic initiatives and actions to reinforce its essential message.

Develop Policy Statements about Issues of Critical Concern to Tropical Biology:

ATB seeks to serve as an advocate for tropical biology and conservation by providing and disseminating information and by developing policy statements.

A task force will develop recommendations for an appropriate mechanism for ATB to develop and issue policy statements. In preparation for the creation of this task force, an ATB Officer appointed by the President will gather examples and models from other organizations. That information will be available at the Panama meeting to inform discussions on the proposed name and by-laws changes. Three out-going Council members (Mesquita, Zimmerman, and Williams-Linera) will assist him/her. A task force will be appointed at the Panama meeting.

The Task Force will consider, among other issues:

- Ways in which an international committee might bring issues to the Council for review.
- Whether issues need to be reviewed by the full membership and if so, in what ways.
- How to obtain input from the scientific community outside the ATB membership.
- Processes that reflects thoughtfulness, sensitivity and caution.
- The creation of a standing committee on policy statements.

It is assumed that policies developed by ATB will:

- Build on the strengths of ATB.

- Reflect excellence in science.

In addition, ATB will encourage and facilitate voluntary individual member advocacy action. The task force will be asked to develop recommendations that consider:

- Providing training so individual members can—if they choose—act to influence decision-making.
- Expanding the *Tropinet* mailing list to include policy-makers who are not ATB members.
- Holding a session or panel on critical issues at the annual meeting to assist members in making connections on critical issues.
- Using the web site to share information.

Create a Strategic Initiatives Fund:

This fund, created through grants and member donations, will recognize and support researchers conducting exemplary work that reflects ATB's mission.

The task force, consisting of the Presidents and Executive Director of ATB, will write appropriate grant proposals to initiate this fund. They will define the fund and how it will work initially. To be considered are:

- Developing mechanisms to recognize high impact, unique and exemplary education programs involving member researchers, environmental managers, and/or local communities.
- Creating a reward system—outside the university reward system—to support and encourage researchers involvement in education work and in applying their research to the needs of local communities.
- Affirming researchers working with communities in the tropics.
- Providing and/or translating basic textbooks in tropical biology and conservation.
- Creating an awards program for members and non-members (such as journalists).

Promote the Journal and Continue to Expand its Coverage of Conservation Biology:

The editor of the Journal was asked, in the near term, to group appropriate articles under a tropical conservation heading, and to actively solicit conservation-related articles, particularly among presenters at the Panama meeting.

If changes in the Association's name and by-laws are approved in the fall 2002, the journal should be renamed *Biotropica: The Journal of Tropical Biology and Conservation*. In implementing this or a similar name change, the Editor should consider how the Journal should be referenced in indexes and bibliographies.

The Editor should consider promoting the research presented in the Journal to a more broad-based audience. Mechanisms to consider include:

- Sending press releases with “top” articles, especially those related to conservation issues, to broad-based science writers and publications.
- Investigating the use of Eureka News Service and AIBS.

Discussion suggested the journal is perceived to have a narrow research focus—natural history, single researcher, single species, and neotropical. In reality, the journal already includes articles with a broader focus—multiple researchers, large-scale research, international coverage—but it is biased toward the Neotropics. Changing the journal's name, seeking conservation-related articles, and increasing publicity for selected articles will underscore the journal's relationship to conservation.

In the long-term the Editor should consider the following:

- ? Seeking grant funding, in collaboration with the board, for special issues.
- ? Creating special issues linked to small meetings such as Gordon- or NCEAS-style conferences.

Continue to Expand the Size and Readership of *Tropinet*:

A review of *Tropinet* is scheduled as a major agenda item for the Panama meeting. The Editor is asked to present recommendations that consider:

- Ways in which *Tropinet* can better serve the membership.
- Focusing the mailing list of non-ATB members who receive *Tropinet* to serve ATB's initiatives.

Significantly Expand and Enhance the Web Site to Facilitate Communication:

A Web Editor will be appointed by the President to develop the parameters for a web site that facilitates communication among members. Like the editors of *Biotropica* and *Tropinet*, the Web Editor will participate ex-officio in Council Meetings.

The first job of the Web Editor will be to upgrade the whole site, including an ATB meeting registration form, *Biotropica* indices and abstracts, and updated membership lists.

Once the upgrade is complete, the Web Editor will be asked to develop a mechanism to provide members with information for voluntary individual advocacy action. To be considered are:

- Mechanisms to inform members of issues of interest concerning tropical biology and conservation.
- Examples of how individual members could act to influence decision-making.
- E-mail bulletin for issue alerts from members, to members, for voluntary action.

The Web Editor should also make recommendations about whether or not there is a need for the ATB website to serve as a center for databases or metadata. Issues to consider include:

- Duplication with ESA or other databases.
- Need for a central repository or archives of tropical databases.
- Need for a list of datasets.
- Need for a clearinghouse.

It is assumed that the Web Editor will work in close collaboration with a Web Master and that funding will be sought to support the web site. As appropriate, funding requests will be included in the grants seeking support for the Special Initiatives Fund.

Increase the Number of ATB Members and Enhance Membership Benefits:

If the name change and new by-laws are approved by the membership, the Council will appoint a membership task force to consider revising membership benefits and membership categories. The objective is to provide broad services so as to attract environmental managers, conservation biologists, staff at NGOs, and others involved in conservation—in addition to the fundamental membership base of tropical biology researchers.

The task force will be asked to work with the appropriate individuals or other task forces in considering:

- Two types of membership: one offering an expanded *Tropinet* and website, and the other also offering a subscription to *Biotropica*. All or parts of *Biotropica* might be available on-line in conjunction with the lower membership fee.
- Ways in which research biologists who started their career as ATB members can be retained when they move on to research closer to home.
- Reduced membership fee for those in developing countries.
- An option for members in developing countries to pay fees in local currencies to a consortium that transfers the funds to ATB as a lump sum (thus avoiding multiple and expensive exchange fees).
- Expansion of membership by providing fellowships for graduate students.
- Recruiting meeting attendees via posters and promotional materials sent to universities and colleges where there are not currently ATB members.
- Expanding the membership outside the United States.

APPENDIX A – CURRENT BYLAWS

THE ASSOCIATION FOR TROPICAL BIOLOGY, INC.

BY-LAWS

(As Amended and Revised through ATB Membership Vote Tabulated April, 1973; through ATB Membership Vote Tabulated May, 1994; and through ATB Membership Vote Tabulated March, 2001)

ARTICLE I

Organization and Objectives

Section 1. Organization. The Association for Tropical Biology, Inc. (hereafter called "The Association") is a membership corporation organized pursuant to the Membership Corporation Law of the State of New York. The Association is international in scope, membership, and objectives, functioning as an international body to promote research, education and communication for tropical biology.

Section 2. Objectives. The objectives of The Association are:

- (a) To promote an awareness, within as wide a public as possible, of the importance of tropical biology, its scope, and its needs.
- (b) To encourage research and investigation in all phases of tropical biology.
- (c) To promote and support the education and interchange of students, teachers, and investigators in tropical biology.
- (d) To promote and improve cooperation and communication among investigators and educators.
- (e) To encourage the improvement of existing physical facilities for the study of tropical biology, and when desirable to encourage the establishment of new physical facilities to attain the objectives set forth herein.
- (f) To aid in the establishment, improvement, and maintenance in good order of collections of both living and preserved biological materials.
- (g) To encourage the establishment and preservation of natural areas, to safeguard them for posterity, to preserve the gene pools in them of the wise use, instruction, and enjoyment of humanity, and to support the unfettered existence of all life in them, including that of the human inhabitant.

ARTICLE II Memberships and Dues

Section 1. Classes of Members. There shall be four classes of members, to be designated and constituted as follows:

(a) **Founder Members.** Founder members are active members who shall have joined The Association before July 1, 1963. The persons signing the Certificate of Incorporation shall also be founder members.

(b) **Active Members.** Active members are members who pay the dues required of active members pursuant to these By-Laws.

(c) **Patron.** Any active member who contributes to ATB an amount equivalent to at least 25 times the current dues rate for developed counties will become a Patron, retain all privileges of active membership, and be exempt from additional payments for life.

(d) **Fellows.** Fellows are persons of long distinguished service to tropical biology who shall have been elected Fellows by the Council: they shall have the same privileges as active members; they shall not be liable for any dues or other assessments. The number of Fellows shall not exceed fifty at any one time.

Section 2. Admission to and Termination of Membership. Any person or institution may be admitted to membership upon payment of dues, or upon such other terms and conditions as the Council may from time to time provide. Membership in The Association shall terminate upon resignation of the member, upon expiration of term of membership, or by action of the Council.

Section 3. Dues. Dues shall be payable in United States currency, or as the Council shall otherwise provide on the first business day of each calendar year. The dues rate for each membership category and for library and institutional subscription rates shall be set by the council.

ARTICLE III Officers

Section 1. Officers. The officers of The Association shall be a President, Past-President, President-Elect, an Editor, a Secretary, a Treasurer, an Executive Director, and such other officers as the Council may deem appropriate. No two offices may be filled simultaneously by the same person.

Section 2. The President. The President shall be the Chief Executive Officer of The Association. The President shall preside at meetings of the members and of the Council; shall make and sign bonds, mortgages, contracts, and other instruments in the name and on behalf of The Association, except when the Council by resolution instructs the same to be done by some other officer or agent; and shall perform all other duties pertaining to the office or properly required of him by the Council.

Section 3: The Past-President. The Past-President of The Association whose term of office terminated most recently, other than by reason of resignation or expulsion, shall serve as an advisor to the President and the Council. The Past-President is a member of the Executive Committee, and chairs the Nomination Committee.

Section 4. The President-Elect. The President-Elect shall have such powers and shall perform such duties as may be assigned by the Council or the President. In the absence or disability of the President, all powers of the President shall be vested in and all of

duties of the President shall be performed by the President-Elect. The President-Elect is a member of the Executive Committee.

Section 5. The Editor. The Editor shall be responsible for editing and publishing such publications of The Association as are assigned by the Council.

Section 6. The Secretary. The Secretary shall give or cause to be given all notices and ballots required to be given to members or councilors; shall attend meetings of members and of the Council and record the proceedings of each such meeting, or in case of inability to attend such meetings, shall be represented by a councillor or other member appointed by the presiding officer; shall maintain at all times an up-to-date register of members; shall keep safe custody of the seal of The Association and shall affix the same to any instrument when duly authorized to do so by the Council and shall attest the same;

Section 7. The Treasurer. The Treasurer shall have custody of funds and securities of The Association, except as otherwise provided by the Council; shall deposit all monies and other valuable effects in the name and to the credit of The Association in such depositories as may be designated by the Council; shall disburse the funds of The Association as may be ordered by the Council; shall cause full and accurate accounts of receipts and disbursements to be kept; shall render to the President and the councillors, whenever they may require it, an accounting of all transactions as Treasurer and of the financial condition of The Association; and shall perform all other duties pertaining to the office or properly required by the Council. The Council requires that the Treasurer execute a fidelity bond on the Office satisfactory to it in amount, form, and surety of sureties.

Section 8. The Executive Director. The Executive Director shall provide continuity in the execution of policies and programs of The Association; shall further coordination among The Association's officers; shall effect coordination, continuity, and cohesion in the work of The Association, especially vis a vis its several working committees; shall, in conjunction with the several committees of direct concern, develop and maintain files on matters of facilities, researches, conservation, availability of scholarships, fellowships, assistantships, exchanges, etc; shall assist and support the administration of the President's office; and shall perform such other duties as may be assigned by the President and the Council.

ARTICLE IV The Council

Section 1. Number. The affairs of The Association shall be managed by a Council consisting of 11 members: The President, Past-President, President-Elect and 8 elected Councillors. The Editor, Secretary, Treasurer, and Executive Director shall be ex-officio members of the Council, but shall not vote on any matter to come before the Council.

Section 2. Responsibilities. The Council shall be responsible on all matters pertaining to The Association except as otherwise provided by these By-Laws. The council is directed and is responsible for considering, adopting, and effecting practical ways and means by which The Association may further the objectives for which it was formed. The Council may not amend the By-Laws of The Association; nor may it incur financial obligations beyond the actual content of the treasury.

ARTICLE V

Election, Appointment, and Term of Officers and Councillors

Section 1. Nominations and Elections. The Nominating Committee shall report in writing to the Secretary not less than 90 days before the annual meeting the names of candidates nominated by the Council to serve as President-Elect and as councillors during the next fiscal year. Any candidate must have indicated beforehand their willingness to serve if elected. The Nominating Committee shall place in nomination the names of one or more members for each of the three positions as elected councillor to be filled. Nominations should reflect the international character of The Association and the diverse disciplines within the field- of tropical biology; members or groups of members may recommend nominations to the Nominating Committee. The Secretary shall prepare ballots setting forth the nominations so reported and providing space in which the names of other candidates may be written. The Secretary shall cause such a ballot to be mailed or to be served personally upon each member eligible to vote not less than 60 days before the annual meeting. Each active member, Patron and Fellow in good standing shall be entitled to cast one vote for each position to be filled. The Secretary, not less than 30 days after the distribution of ballots, shall inform the President in writing of the results of the election. The President shall cause such results to be announced to the members of The Association in a manner indicated as suitable by the Council.

Section 2. The President-Elect. The person elected as President-Elect shall serve in that office for a term of one year, or until a successor shall have been elected and shall have qualified; shall serve as President for a term of one year thereafter or until a successor shall have qualified; and shall serve as PastPresident for a term of one year thereafter. No person shall be so elected for more than two consecutive terms.

Section 3. The Elected Councillors. Each person elected as Councillor shall serve in that office for a term of one year, or until a successor shall have been elected and shall have qualified. No person shall be so elected for more than two consecutive terms.

Section 4. Appointment of Certain Officers. All officers other than the President, Past-President, and President-Elect shall be appointed by the Council and shall hold office at the pleasure of the Council.

Section 5. Vacancies. Any officer or elected councillor may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Secretary of The Association of written notice thereof. Any officer appointed by the Council may be removed from office at any time by the concurring vote of a majority of the Council. A vacancy in the office of the President shall be filled by the President-Elect, who shall thereupon cease to be President-Elect and who shall complete the term of the predecessor prior to entering upon the normal term as President. A vacancy in the office of President-Elect shall be filled at the discretion of the Council, by the concurring vote of a majority of the Council, by a special election among the members, or this office may be left vacant until the next regular election. Any vacancy among the six elected councillors may be filled by the concurring vote of a majority of the members of the Council then in office. A councillor so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI Meetings

Section 1. Annual Meeting. An annual meeting of members shall be held at such time and place as may be determined by the Council.

Section 2. Special Meeting. Special meetings of the members shall be called by the Secretary upon direction of the President, the Council, or one-third of the members. Such meetings shall be held at such time and place and for such purpose or purposes as shall be specified in writing by the person or persons at whose direction the meeting is called.

Section 3. Notice of Meetings. Notice of time, place, and purpose or purposes of every meeting of members shall be mailed to or served personally upon each member in good standing not less than 30 days before the meeting by the Secretary; or such notice shall appear in an Association publication available not less than 30 days before the meeting to each member in good standing.

Section 4. Quorum for the Annual and Special Meetings of the Members. Except as otherwise provided by law or by the Certificate of Incorporation or by other certificate filed pursuant to law or by these By-Laws, one-third of the members, or if one-third be nine or more, nine members shall constitute a quorum for the transaction of all business at any meeting of members.

Section 5. Voting. Each active member, Patron, or Fellow present in person shall be entitled to one vote at all meetings of members. No proxy votes shall be valid at meetings of members. Officers and councillors shall be elected by mail ballot or otherwise appointed pursuant to Article V of these By-Laws. All other questions referred to the members by the Council shall also be decided in a manner indicated as suitable by the Council, either by voting at a meeting of members or by mail ballot.

Section 6. Questions of Order or Procedure. The officer presiding at any meeting of members may rule on questions of order or procedure coming before the meeting- The latest edition of *Robert's Rules of Order* will be utilized for conducting the meetings.

Section 7. Meetings of the Council. The annual meeting of the Council shall be held at such time and place as may be determined by the Council. Special meetings of the Council may be called by the President or by any six Council members. Notice of time and place of every meeting of the Council shall be mailed to or served personally upon each member of the Council not less than 30 days before the meeting by the Secretary. In the event that any member of the Council is unable to attend a meeting of the Council, the councillor should appoint in writing, as proxy an active member, Patron, or Fellow in good standing who is not already a member of the Council, and should inform the President of the appointment; if the councillor fails to do so, the person presiding at the Council meeting may appoint a proxy to represent the councillor, subject to approval of the Council members who are present. The Editor, Secretary, Treasurer, and Executive Director, as ex-officio members of the Council may not vote. Except as otherwise required by law or by the Certificate of Incorporation or by other certificate filed pursuant to law or by these By-Laws, the presence at any meeting of the Council of at least five voting members of the Council or their formally appointed proxies shall constitute a quorum for the transaction of all business. The Council may also transact business by mail, but in such case no proxy may be appointed nor vote on any question.

ARTICLE VII Committees

Section 1. Appointment. The President shall appoint such committees for such purposes and with such duties and powers as may from time to time be determined. Members of any committee other than the Executive Committee must be members of The Association in good standing but need not be councillors. All committees shall complete their work within one year unless re-appointed by subsequent Presidents.

Section 2. Term of Office. Committee members shall hold office for a term of one year unless re-appointed. Any committee member may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Secretary of The Association of written notice thereof. Any committee member may be removed from office at any time without cause being assigned by the concurring vote of a majority of the Council. Vacancies in any committee may be filled at any meeting of the Council or by mail consensus.

Section 3. Number. Except as otherwise expressly provided in these By-Laws, each committee shall consist of a chairperson and such other members of the President may from time to time determine.

Section 4. Executive Committee. The Executive Committee shall consist of the President, who shall chair the committee, President-Elect, Past-President, and no fewer than two other voting members of the Council. The Executive Committee shall have and may exercise to the fullest extent permitted by law all powers of the Council when the Council is not in session.

Section 5. Nominating Committee. The Nominating Committee shall consist of the Past-President, who chairs the committee, the President-Elect, and one of the voting members appointed by the President. The Nominating Committee shall meet all the requirements stipulated in Article V, Section 1.

ARTICLE VIII Annual Reports

At the annual meeting of members, the President, other officers, and chairpersons of committees shall present progress reports when called upon by the Council. Reports shall be made available to the members through publication as directed by the Council.

ARTICLE IX Indemnification

Any person made a party to any action, suit, or proceeding by reason of the fact that the person, the person's testator, or intestate, is or was a councillor, officer, or employee of The Association or of any corporation which the person served at the request of The Association, shall be indemnified by The Association against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by the person in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer, councillor, or employee is liable for negligence or misconduct in the performance of the person's duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such councillor, officer, or employee may be entitled.

ARTICLE X Miscellaneous

Section 1. Waiver of Notice. Whenever The Association or the Council is authorized to take any action after notifying its members or after the lapse of a prescribed period of time, such action may be taken without notice and without lapse of any period of time, if such action be authorized or approved and if at any time before or after such action be completed such requirements be waived in writing by the person or persons entitled to said notice or to participate in such action, or, in the case of a member of The Association, by the person's attorney thereunto authorized.

Section 2. Seal. The Seal of The Association shall be circular in form and shall contain the name of The Association, the year of its organization, and the words, *CORPORATE SEAL, NEW YORK*.

Section 3. Fiscal Year. The fiscal year of The Association shall commence on the first business day of January.

Section 4. Language. These By-Laws may be translated into any language at the direction of the Council; however, the official and legal version shall be that in the English language.

ARTICLE XI General Prohibitions

Any provisions of these By-Laws which might be susceptible to a contrary construction notwithstanding:

- 1) The Association is organized and operated exclusively for scientific and education purposes.
- 2) No part of the assets of The Association shall, or may, under any circumstances, inure to the private benefit of any member, officer, or individual except as reasonable compensation for services or reimbursement for approved personal expenditures on behalf of The Association.
- 3) Whereas The Association exists for scientific and educational purposes, it may engage in efforts intended better to inform the public on issues pertaining to tropical biology and the influences of tropical ecosystems on humankind as an element in the biosphere. The Association, nevertheless, shall not allow any part of its activities to become those of lobbying or espousing particular scientific, economic, political, social, or religious doctrines or dogmas.
- 4) The Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of a candidate for public office.
- 5) The Association shall not be organized or operated for profit.

6) The Association shall not:

- (a) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to;
- (b) pay any compensation in excess of a reasonable allowance for salaries or other remuneration for personal services actually rendered to;
- (c) make any part of its services available on a preferential basis to;
- (d) make any purchase of securities or any other property for more than adequate consideration in money's worth from;
- (e) sell any securities or other property for less than adequate consideration in money or money's worth to; or
- (f.) engage any other transactions which result in a substantial diversion of its income or corpus to any member, officer, member of the Council, or substantial contributor to The Association.

The prohibitions contained in this section (6)(a to f) do not mean to imply that The Association may make such loans, payments, sales, or purchases from or to anyone else, unless such authority be given or implied by other provisions of these By-Laws.

ARTICLE XII Distribution on Dissolution

Upon dissolution of The Association, the Council distributes the assets and accrued income to one or more scientific and educational organizations recognized as not-for-profit, 501 c(3) entities under the United States Internal Revenue Code.

ARTICLE XIII Amendment

Amendments to these By-Laws may be proposed in writing by any member to the Secretary, who shall submit them to the President and Council for consideration. Such proposed amendments as have been approved by the Council shall be submitted to the members for ballot by mail. The Secretary shall cause such a ballot to be mailed or to be served personally upon each member eligible to vote. Not less than 30 days and not more than 60 days after the distribution of ballots, the Secretary shall inform the President in writing of the results of the ballot. For the adoption of the proposed amendments a favorable vote of a majority of the eligible members who return their ballots is necessary. The President shall cause such results to be announced to the members of The Association in a matter indicated as suitable by the Council.